
DEFINITIONS

In this Document, unless the context otherwise requires, the following terms shall have the following meanings. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this Document.

“2016 FITE Regulations”	the Regulations for the Administration of Foreign-Invested Telecommunications Enterprises (2016 Revision) (《外商投資電信企業管理規定(2016修訂)》), which was promulgated by the State Council on February 6, 2016 and came into force on the same day
“2022 Decision”	the Decision of the State Council on Revising or Abolishing Some Administrative Regulations (《國務院關於修改和廢止部分行政法規的決定》), which was promulgated by the State Council on March 29, 2022 and took effect from May 1, 2022
“affiliate”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Anhui Yixunda”	Anhui Yixunda Technology Co., Ltd. (安徽醫訊達科技有限公司), a limited liability company established under the laws of the PRC on March 29, 2019 ultimately controlled by Mr. Wu Zhicheng (吳志成), an Independent Third Party
“ARTA”	Anhui Radio and Television Administration (安徽省廣播電視局)
“Articles” or “Articles of Association”	the articles of association of our Company adopted on [•], which will become effective upon the [REDACTED], as amended from time to time, a summary of which is set out in “Appendix III — Summary of the Constitution of the Company and Cayman Islands Companies Act”
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Beijing Jianyiyun”	Beijing Jianyiyun Medical Technology Co., Ltd. (北京簡醫雲醫藥科技有限公司), a limited liability company established under the laws of the PRC on January 28, 2019 and deregistered on February 8, 2022
“Board” or “Board of Directors”	the board of directors of our Company

DEFINITIONS

“Business Day”	any day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
[REDACTED]	[REDACTED]

DEFINITIONS

“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China, for the purpose of this Document and for geographical reference only; except where the context requires otherwise, references to “China” and the “PRC” do not apply to Hong Kong, Macau and Taiwan
“close associate”	has the meaning ascribed thereto under the Listing Rules
“Companies Act” or “Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended or supplemented or otherwise modified from time to time
“Company”, “Issuer”, “we”, “our” or “us”	MedSci Healthcare Holdings Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands on June 22, 2021
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction”	has the meaning ascribed thereto under the Listing Rules
“Consolidated Affiliated Entities”	Shanghai MedSci, Shanghai Chungu, Yika Internet Hospital, Hangzhou Yilan and Hefei Kang’en
“Contractual Arrangement(s)”	Shanghai MedSci Contractual Arrangements and Hefei Kang’en Contractual Arrangements
“Controlling Shareholder(s)”	has the meaning ascribed thereto in the Listing Rules and, unless the context otherwise requires, refer to Dr. Li, Dr. Zhang, Microhealth Limited, Dtx Health Limited and Meilong Limited

DEFINITIONS

“core connected person”	has the meaning ascribed thereto under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“Dr. Li”	Dr. Li Xinmei (李欣梅), an executive Director, chief executive officer, a founder of our Company and one of our Controlling Shareholders
“Dr. Zhang”	Dr. Zhang Fabao (張發寶), an executive Director, chairman of the Board, a founder of our Company and one of our Controlling Shareholders
“EIT Law”	the People’s Republic of China Enterprise Income Tax Law (《中華人民共和國企業所得稅法》)
“Employee Equity Incentive Platform(s)”	Meiyue Limited and Meilong Limited
“Equity Incentive Plan”	the equity incentive plan of our Company adopted on April 20, 2022, the principal terms of which are set out in “Appendix IV — Statutory and General Information — D. Equity Incentive Plan”
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FIEs”	foreign-invested enterprises
“Founder(s)”	Dr. Li and Dr. Zhang
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Group”, “our Group”, “we”, “our” or “us”	our Company, its subsidiaries and Consolidated Affiliated Entities from time to time, or any one of them as the context may require, and where the context refers to any time prior to its incorporation, the business which its predecessor(s) was engaged in and which was subsequently assumed by it

DEFINITIONS

“Hangzhou Yika”	Hangzhou Yika Technology Co., Ltd. (杭州醫咖科技有限公司), a limited liability company established under the laws of the PRC on May 31, 2018 and deregistered on December 15, 2021
“Hangzhou Yilan”	Hangzhou Yilan Information Technology Co., Ltd. (杭州醫覽信息科技有限公司), a limited liability company established under the laws of the PRC on May 31, 2018 and our Consolidated Affiliated Entity
“Hefei Kang’en”	Hefei Kang’en Information Technology Co., Ltd. (合肥康恩信息技術有限公司), a limited liability company established under the laws of the PRC on June 8, 2021 and our Consolidated Affiliated Entity
“Hefei Kang’en Contractual Arrangements”	collectively, the Hefei Kang’en Exclusive Business Cooperation Agreement, the Hefei Kang’en Exclusive Technical Service and Management Consultancy Agreement, the Hefei Kang’en Exclusive Call Option Agreement, the Hefei Kang’en Equity Pledge Agreements, the Hefei Kang’en Shareholders’ Rights Entrustment Agreement, the Hefei Kang’en Shareholders’ Powers of Attorney and the Hefei Kang’en Spouse Undertakings, further details of which are set out in “Contractual Arrangements”
“Hefei Kang’en Registered Shareholders”	the registered shareholders of Hefei Kang’en, namely Dr. Zhang and Mr. Yang, as detailed in “Contractual Arrangements”
“HK\$”, “HK dollars” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“HKFRS”	Hong Kong Financial Reporting Standards, amendments and interpretations issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

DEFINITIONS

“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Independent Third Party(ies)”	any entity or person who, to the best of our Directors’ knowledge, information and belief, is not a connected person of our Company or an associate of such person within the meaning ascribed to it under the Listing Rules
[REDACTED]	[REDACTED]

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

DEFINITIONS

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Joint Sponsors” and [REDACTED]	China International Capital Corporation Hong Kong Securities Limited and Macquarie Capital Limited
“Latest Practicable Date”	November 1, 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this Document prior to its publication
[REDACTED]	[REDACTED]
“Listing Committee”	the Listing Committee of the Stock Exchange
[REDACTED]	[REDACTED]

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“M&A Rules”	Regulations on Mergers and Acquisitions of Domestic Companies by Foreign Investors (關於外國投資者併購境內企業的規定), which were jointly promulgated by MOFCOM, the State Assets Supervision and Administration Commission, the STA, the SAIC, the CSRC and the SAFE on August 8, 2006, and came into effect on September 8, 2006 and were subsequently amended on June 22, 2009, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange. For the avoidance of doubt, the Main Board excludes the GEM of the Stock Exchange
“MedSci Healthcare BVI”	MedSci Healthcare Holdings (BVI) Limited, a limited liability company incorporated under the laws of the British Virgin Islands on June 24, 2021, and a direct wholly-owned subsidiary of our Company
“MedSci Healthcare HK”	MedSci Healthcare Holdings (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability on August 6, 2021, and an indirect wholly-owned subsidiary of our Company
“Meilong Investment”	Shihezi Meilong Equity Investment Partnership (Limited Partnership) (石河子市梅隆股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on November 1, 2016 with Ma Yanqin (馬艷芹), who is our employee, as its general partner and 42 employees of Shanghai MedSci as its limited partners; one of our former employee equity incentive platforms
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company adopted on [•], 2022 with effect from the [REDACTED], as amended from time to time, a summary of which is set out in “Appendix III — Summary of the Constitution of the Company and Cayman Islands Companies Act”
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)

DEFINITIONS

“NHC”	the National Health Commission of China (中華人民共和國國家衛生健康委員會)
“Nomination Committee”	the nomination committee of the Board
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Onshore Holdcos”	Shanghai MedSci and Hefei Kang’en, each a Consolidated Affiliated Entity
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Affiliated Entities”	Shanghai MedSci, Hangzhou Yilan, Shanghai Chungu and Yika Internet Hospital
“PRC Legal Adviser”	Commerce & Finance Law Offices, the PRC legal adviser of our Company
“[REDACTED] Investment(s)”	the [REDACTED] investment(s) in our Company undertaken by the [REDACTED] Investors pursuant to the relevant investment agreements, details of which are set out in “History, Reorganization and Corporate Structure”

DEFINITIONS

“[REDACTED] Investor(s)”	the investors in our Company prior to the [REDACTED] as described in “History, Reorganization and Corporate Structure”
“Preferred Shares”	the Preferred Share(s) in the share capital of our Company, including Series A Preferred Shares, Series B Preferred Shares and Series C Preferred Shares, details of which are described in “History, Reorganization and Corporate Structure”
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“QIB”	qualified institutional buyer within the meaning of Rule 144A
“Registered Shareholders”	Shanghai MedSci Registered Shareholders and Hefei Kang'en Registered Shareholders
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Reorganization”	the reorganization of our Group in preparation for [REDACTED], details of which are described in “History, Reorganization and Corporate Structure — Reorganization”
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Ruilekang Pharmacy”	Hefei Ruilekang Pharmacy Co., Ltd. (合肥市瑞樂康大藥房有限公司), a limited liability company established under the laws of the PRC on August 9, 2019 and ultimately controlled by Mr. Wu Zhicheng (吳志成), an Independent Third Party
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)

DEFINITIONS

“SAFE Circular 37”	the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles (《關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》), issued by SAFE with effect from July 4, 2014
“SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), currently known as the SAMR
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局), formerly known as the SAIC
“SCA”	Shanghai Communications Administration (上海市通信管理局)
“Series A Investors”	the holders of the Series A Preferred Shares
“Series B Investors”	the holders of the Series B Preferred Shares
“Series C Investors”	the holders of the Series C Preferred Shares
“Series A Preferred Shares”	the series A preferred shares with a par value of US\$0.0001 per share in the share capital of our Company
“Series B Preferred Shares”	the series B preferred shares with a par value of US\$0.0001 per share in the share capital of our Company
“Series C Preferred Shares”	the series C preferred shares with a par value of US\$0.0001 per share in the share capital of our Company
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Hong Kong Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Chungu”	Shanghai Chungu Bio Medicine Technology Co., Ltd. (上海春谷生物醫藥科技有限公司), a limited liability company established under the laws of the PRC on January 21, 2013 and our Consolidated Affiliated Entity
“Shanghai MedSci”	Shanghai MedSci MedTech Co., Ltd. (上海梅斯醫藥科技有限公司), a limited liability company established under the laws of the PRC on November 6, 2012 and our Consolidated Affiliated Entity

DEFINITIONS

- “Shanghai MedSci Contractual Arrangements” collectively, the Shanghai MedSci Exclusive Business Cooperation Agreement, the Shanghai MedSci Exclusive Technical Service and Management Consultancy Agreement, the Shanghai MedSci Exclusive Call Option Agreement, the Shanghai MedSci Equity Pledge Agreements, the Shanghai MedSci Shareholders’ Rights Entrustment Agreement, the Shanghai MedSci Shareholders’ Powers of Attorney and the Shanghai MedSci Spouse Undertakings, further details of which are set out in “Contractual Arrangements”
- “Shanghai MedSci Registered Shareholders” the registered shareholders of Shanghai MedSci, namely Dr. Li, Dr. Zhang, Mr. Yang, Suzhou Qiming Ronghe Venture Capital Investment Partnership (Limited Partnership) (蘇州啟明融合創業投資合夥企業(有限合夥)), Shanghai Meiyue, Meilong Investment, Shanghai Weita Enterprise Management Consulting Partnership (Limited Partnership) (上海魏癩企業管理諮詢合夥企業(有限合夥)), Suzhou Qisi Enterprise Management Consultancy Partnership (Limited Partnership) (蘇州啟斯企業管理諮詢合夥企業(有限合夥)), Beijing Kechuang Borui Investment Partnership (Limited Partnership) (北京科創博睿投資合夥企業(有限合夥)), Gongqingcheng Yachang Hongkai Equity Investment Partnership (Limited Partnership) (共青城亞昌宏愷股權投資合夥企業(有限合夥)), Shanghai Hongpan One Enterprise Management Center (Limited Partnership) (上海泓磐壹企業管理中心(有限合夥)) and Huzhou Jingwo Equity Investment Partnership (Limited Partnership) (湖州璟沃股權投資合夥企業(有限合夥), formerly known as Huzhou Jingwo Investment Management Partnership (Limited Partnership) (湖州璟沃投資管理合夥企業(有限合夥)), as detailed in “Contractual Arrangements”; see also “History, Reorganization and Corporate Structure — [REDACTED] Investments — 5. Information on the [REDACTED] Investors” for details of the entities, which participated our series A financing and series B financing and whose shareholding in Shanghai MedSci has been reflected in our Company after the Reorganization
- “Shanghai Meiyi Hehong” or “WFOE” Shanghai Meiyi Hehong Technology Co., Ltd. (上海梅益合宏科技有限公司), a limited liability company established under the laws of the PRC on October 9, 2021 and an indirect wholly-owned subsidiary
- “Shanghai Meiyue” Shanghai Meiyue Management Consulting Partnership (Limited Partnership) (上海梅躍管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on March 20, 2015 with Wu Zhihua (吳志華), who is our employee, as its general partner and 20 employees of Shanghai MedSci as its limited partners; one of our former employee equity incentive platforms

DEFINITIONS

“Share(s)”	ordinary shares in the share capital of our Company with a nominal value of US\$0.0001 each
“Shareholder(s)”	holder(s) of Shares
“STA”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
[REDACTED]	[REDACTED]
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code” or “Hong Kong Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the three financial years ended December 31, 2019, 2020 and 2021 and the five months ended May 31, 2022
“U.S.”, “US” or “United States”	the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“Yika Internet Hospital”	Yika Internet Hospital (Guangzhou) Co., Ltd. (醫咖互聯網醫院(廣州)有限公司), a limited liability company established under the laws of the PRC on September 3, 2018 and our Consolidated Affiliated Entity
“%”	percent

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

DEFINITIONS

Unless otherwise expressly stated or the context otherwise requires, all references to any shareholdings in our Company following the completion of the [REDACTED] and the [REDACTED] assume that the [REDACTED] is not exercised.

Certain amounts and percentage figures included in this Document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

The English names of the PRC entities, PRC laws or regulations, and PRC governmental authorities referred to in this Document are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.