

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in “Glossary of technical terms”.

“2019 Share Incentive Plan”	the share incentive plan approved and adopted by our Company and effective since 1 January 2019 (as amended from time to time), the principal terms of which are set out in “Statutory and general information—Share Incentive Plans” in Appendix IV
[“2023 Share Incentive Plan”	the share incentive plan approved and adopted by our Company and effective upon Listing, which constitutes a share scheme under Chapter 17 of the Listing Rules, the principal terms of which are set out in “Statutory and general information—Share Incentive Plans” in Appendix IV]
“affiliate(s)”	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
“Articles” or “Articles of Association”	the memorandum and articles of association conditionally adopted by our Company and taking effect upon Listing, as amended from time to time, a summary of which is set out in “Summary of the constitution of our Company and Cayman Islands company law” in Appendix III
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Assumptions”	the assumptions that all Preferred Shares are converted to Ordinary Shares on a one-to-one ratio upon Listing, the Share Subdivision is completed (unless the context specifies otherwise), and that no additional Shares are issued under the Share Incentive Plans and between the Latest Practicable Date and Listing other than pursuant to the [REDACTED] (excluding the [REDACTED])
“Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands

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“CAC”	Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)
“[REDACTED]”	the [REDACTED] as named in “Directors and parties involved in the [REDACTED]”
“Cayman Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
	[REDACTED]
“China” or “the PRC”	the People’s Republic of China, and for the purposes of this document only, except where the context requires otherwise, references to China or the PRC exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

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“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, supplemented or otherwise modified from time to time
“Company”, “our Company”, or “the Company”	YSB Inc. (藥師幫股份有限公司) (formerly known as YSB Capital Limited), a limited liability company incorporated under the Laws of the Cayman Islands on 27 August 2018.
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Consolidated Affiliated Entities”	refers to the entities that are controlled by our Company and consolidated into our Group through the Contractual Arrangements, as amended or supplemented to from time to time. See “Contractual Arrangements” for further details
“Contractual Arrangements”	the series of contractual arrangements through which we control and derive economic benefits from our Consolidated Affiliated Entities. See “Contractual Arrangements” for further details
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a market research and consulting company, an Independent Third Party
“Frost & Sullivan Report”	the report prepared by Frost & Sullivan

[REDACTED]

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“Group”, “our Group”, “the Group”, “we”, “us”, or “our”

the Company and its subsidiaries and Consolidated Affiliated Entities from time to time, and where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time

“HK” or “Hong Kong”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“Hong Kong dollars” or “HK dollars” or “HK\$”

Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

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[REDACTED]

“IFRS”

International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board

“Independent Third Party(ies)”

any entity or person who 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]

“Latest Practicable Date”

[22 May 2023], being the latest practicable date for ascertaining certain information in this document before its publication

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“Laws”	all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, directives, requests, orders, judgements, decrees, or rulings of any governmental authority (including the Stock Exchange and the SFC) of all relevant jurisdictions
“Listing”	the listing of the Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
	[REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 operates in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company conditionally adopted on [●], with effect from the Listing Date, as amended from time to time
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) (formerly known as the Ministry of Information Industry)
“MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOHRSS”	Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部)
“Mr. Zhang”	Mr. Buzhen Zhang (張步鎮), the founder, executive Director, Chairman of the Board and Chief Executive Officer of our Group
“NDRC”	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)
“NMPA”	National Medical Products Administration of China (國家藥品監督管理局), the successor of the China Food and Drug Administration (國家食品藥品監督管理總局), or the CFDA, the State Food and Drug Administration (國家食品藥品監督管理局), or the SFDA, and the State Drug Administration (國家藥品監督管理局)

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“NPC”	National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
	[REDACTED]
“Onshore Holdco(s)”	refers to the two Consolidated Affiliated Entities identified in “Contractual Arrangements”
	[REDACTED]
“PBOC”	People’s Bank of China (中國人民銀行)
“PRC Legal Adviser”	Fangda Partners, our legal adviser on PRC law
“Preferred Share(s)”	the Series Seed Preferred Shares, the Series A Preferred Shares, Series B Preferred Shares, Series C-1 Preferred Shares, Series C-2 Preferred Shares, Series D Preferred Shares, Series E-1 Preferred Shares and the Series E-2 Preferred Shares
“Pre-[REDACTED] Investment(s)”	the investment(s) in our Company undertaken by the Pre-[REDACTED] Investors prior to this [REDACTED], the details of which are set out in “History, reorganization and corporate structure”
“Pre-[REDACTED] Investor(s)”	the investors in our Company prior to our Listing, further details of which are set out in “History, reorganization and corporate structure—Pre-[REDACTED] Investments”

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[REDACTED]

“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), which has now been merged into 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)
“SAMR”	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)
“SAT”	State Taxation Administration (國家稅務總局)
“SCNPC”	Standing Committee of the National People’s Congress (全國人民代表大會常務委員會)
“Series A Preferred Share(s)”	the series A preferred share(s) of our Company with a par value of US\$0.00001 each
“Series B Preferred Share(s)”	the series B preferred share(s) of our Company with a par value of US\$0.00001 each
“Series C-1 Preferred Share(s)”	the series C-1 preferred share(s) of our Company with a par value of US\$0.00001 each
“Series C-2 Preferred Share(s)”	the series C-2 preferred share(s) of our Company with a par value of US\$0.00001 each

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“Series D Preferred Share(s)”	the series D preferred share(s) of our Company with a par value of US\$0.00001 each
“Series E Preferred Share(s)”	the series E preferred share(s) of our Company with a par value of US\$0.00001 each
“Series E-1 Preferred Share(s)”	the series E-1 preferred share(s) of our Company with a par value of US\$0.00001 each
“Series E-2 Preferred Share(s)”	the series E-2 preferred share(s) of our Company with a par value of US\$0.00001 each
“Series Seed Preferred Share(s)”	the series Seed preferred share(s) of our Company with a par value of US\$0.00001 each
“SFC”	Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share Incentive Plans”	the 2019 Share Incentive Plan and the 2023 Share Incentive Plan, the details of which are set out in “Statutory and general information—Share Incentive Plans” in Appendix IV
[“Share Subdivision”	the subdivision of the Shares, which shall take effect immediately upon Listing, whereby each Share of par value US\$0.00001 will be divided into four Shares of par value US\$0.0000025 each]
“Share(s)”	share(s) in the share capital our Company currently with a par value of US\$0.00001 each, and following the Share Subdivision, will have a par value of US\$[0.0000025] each
“Shareholder(s)”	holder(s) of our Share(s)
	[REDACTED]
“Sole Sponsor” or “[REDACTED]”	the sole sponsor, and the [REDACTED] as named in “Directors and parties involved in the [REDACTED]”
	[REDACTED]
“State Council”	State Council of the PRC (中華人民共和國國務院)

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[REDACTED]

“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder(s)”	unless otherwise specified, has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	[the years ended 31 December 2020, 2021 and 2022]
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Exchange Act”	the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
	[REDACTED]
“US dollars”, “U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax
“WFOE” or “Guangzhou Sudaoyi”	Guangzhou Sudaoyi Information Technology Co., Ltd. (廣州速道易信息科技有限公司), a company established in the PRC on 18 October 2018, and a wholly-owned subsidiary of our Company through which we enter into the Contractual Arrangements
“%”	per cent

Unless otherwise expressly stated or the context otherwise requires, all data in this document is as of the date of this document.

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The English names of 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.

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.