

DEFINITIONS

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

“Accountant’s Report”	the accountant’s report of our Company, the text of which is set out in Appendix I to this document
“Adicon HK”	Adicon International Limited (艾迪康國際有限公司), a limited company incorporated in Hong Kong on March 7, 2008, a direct wholly-owned subsidiary of our Group
“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
“Aidiken WFOE”	Aidiken (Hangzhou) BioTech Co., Ltd. (艾迪肯(杭州)生物科技有限公司), a limited liability company established in the PRC on July 18, 2008, an indirect wholly-owned subsidiary of our Group
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Beijing Adicon”	Adicon (Beijing) Clinical Laboratories Co., Ltd. (北京艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on December 7, 2007, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“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
	[REDACTED]
“Carlyle”	The Carlyle Group Inc., a company listed on Nasdaq Global Select Market (ticker symbol: CG) and one of our Controlling Shareholders

[REDACTED]

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[REDACTED]

“Changsha Adicon”	Adicon (Changsha) Clinical Laboratories Co., Ltd. (長沙艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on April 19, 2010, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Chengdu Adicon”	Adicon (Chengdu) Clinical Laboratories Co., Ltd. (成都艾迪康醫學檢測實驗室有限公司), a limited liability company established in the PRC on June 11, 2010, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“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 Taiwan and the special administrative regions of Hong Kong and Macau
“Chongqing Adicon”	Adicon (Chongqing) Clinical Laboratories Co., Ltd. (重慶艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on September 21, 2016, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“close associate(s)”	has the meaning ascribed to it under the Listing Rules

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“Companies Act” or “Cayman Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, 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, supplemented or otherwise modified from time to time
“Company”, “our Company”, or “the Company”	ADICON Holdings Limited (艾迪康控股有限公司), an exempted limited liability company incorporated in the Cayman Islands on March 20, 2008
“Compliance Advisor”	Somerley Capital Limited
“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
“Contractual Arrangements”	the series of contractual arrangements entered into by Aidiken WFOE, Hangzhou Adicon and the Registered Shareholders, details of which are described in the section headed “Contractual Arrangements” in this Document
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and in this context, refer to Carlyle, CAP V, L.L.C., Carlyle Asia Partners V, L.P., CAP V Co-Investment, L.P., CAP V General Partner, L.P. and Pearl Group Limited
“Corelink”	Corelink Group Limited, a limited liability company incorporated in the BVI on January 2, 2008, a company wholly-owned by Mr. LIN Jixun, one of our Founders and a non-executive Director
“Director(s)”	the director(s) of our Company
“EIT Law”	PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法) which was adopted by the National People’s Congress on March 16, 2007 and became effective on January 1, 2008, as amended, supplemented or otherwise modified from time to time
“Employee Incentive Plans”	the Senior Executive Incentive Plan and the Senior Management Incentive Plan, details of which as set out in the section headed “D. Employee Incentive Plans” in Appendix IV to this Document
“Exchange Act”	the U.S. Securities and Exchange Act of 1934, as amended

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“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FIE”	foreign invested entity
“FIL”	the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) adopted by the National People’s Congress on March 15, 2019 and became effective on January 1, 2020
“Founder(s)”	Mr. LIN Jixun and Mr. LIN Feng
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.
“Frost & Sullivan Report”	the report prepared by Frost & Sullivan
“Fuzhou Adicon”	Adicon (Fuzhou) Clinical Laboratories Co., Ltd. (福州艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on February 6, 2009, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“GDP”	gross domestic product (all references to GDP growth rates are to real as opposed to nominal growth rates of GDP)
	[REDACTED]
“Governmental Authority”	any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organization, or other non-governmental regulatory authority, or any court, judicial body, tribunal, or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational
	[REDACTED]
“Group”, “our Group”, “we”, “us”, or “our”	the Company, its subsidiaries and the PRC Operating 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
“Guangzhou Adicon”	Adicon (Guangzhou) Clinical Laboratories Co., Ltd. (廣州艾迪康醫學檢驗所有限公司), a limited liability company established in the PRC on August 21, 2013, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements

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“Guizhou Adicon”	Adicon (Guizhou) Clinical Laboratories Co., Ltd. (貴州艾迪康醫學檢驗中心有限公司), a limited liability company established in the PRC on July 16, 2021, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Hangzhou Adicon”	Adicon (Hangzhou) Clinical Laboratories Co., Ltd. (杭州艾迪康醫學檢驗中心有限公司), a limited liability company established in the PRC on January 16, 2004, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Hangzhou Aiyijian”	Hangzhou Aiyijian Technology Co., Ltd (杭州艾易檢科技有限公司), a limited liability company established in the PRC on April 8, 2020, an indirect wholly-owned subsidiary of our Group
“Hangzhou Huitu”	Hangzhou Huitu Biotech Co., Ltd. (杭州輝圖生物科技有限公司), a limited liability company established in the PRC on December 2, 2010, an indirect wholly-owned subsidiary of our Company
“Hangzhou Kangming”	Hangzhou Kangming Shengjin Technology Partnership (Limited Partnership) (杭州康銘盛錦科技合夥企業(有限合夥)), a limited partnership established in the PRC on August 12, 2020, which is a registered shareholder of Hangzhou Adicon and with its limited partners of certain employees of our Group
“Hefei Adicon”	Adicon (Hefei) Clinical Laboratories Co., Ltd. (合肥艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on June 5, 2006, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Heilongjiang Adicon”	Adicon (Heilongjiang) Clinical Laboratories Co., Ltd. (黑龍江艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on January 13, 2020, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Henan Adicon”	Adicon (Henan) Clinical Laboratories Co., Ltd. (河南艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on October 16, 2019, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“HK” or “Hong Kong”	the Hong Kong Special Administrative Region of the PRC

[REDACTED]

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[REDACTED]

“HKFRSs” Hong Kong Financial Reporting Standards, as issued by the Hong Kong Institute of Certified Public Accountants

[REDACTED]

“Hong Kong dollars” or “HK dollars” or “HK\$” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“Hong Kong Takeovers Code” or “Takeovers Code” The Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“Huge King” Huge King Limited (鉅尊有限公司), a limited company incorporated in Hong Kong on September 5, 2018, one of our [REDACTED] Investors

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

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“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]

“Jiangxi Jince” Jiangxi Jince Biotechnology Co., Ltd. (江西錦測生物科技股份有限公司), a limited liability company established in the PRC on August 6, 2020, an indirect non-wholly owned subsidiary of our Group

“Jilin Adicon” Adicon (Jilin) Clinical Laboratories Co., Ltd. (吉林艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on April 23, 2009, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements

“Jinan Adicon” Adicon (Jinan) Clinical Laboratories Co., Ltd. (濟南艾迪康醫學檢驗中心有限公司), a limited liability company established in the PRC on October 19, 2006, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements

[REDACTED]

“Joint Sponsors” the Joint Sponsors as named in the section headed “Directors and Parties involved in the [REDACTED]” in this Document

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“Latest Practicable Date”	March 22, 2023, being the latest practicable date for ascertaining certain information in this Document before its publication
“Laws”	all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, directives, requests, orders, judgments, decrees, or rulings of any Governmental Authority (including the Stock Exchange and the SFC) of all relevant jurisdictions
“Linyi Adicon”	Adicon (Linyi) Clinical Laboratories Co., Ltd. (臨沂艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on November 10, 2021, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
	[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
“Liye HK”	Liye Asset Management Co., Limited, a company incorporated in Hong Kong on November 13, 2020, one of our Shareholder controlled by Mr. GU Yue, an Independent Third Party
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange
“Manson Grand”	Manson Grand International Limited (萬盛宏業有限公司), a limited company incorporated in Hong Kong on December 21, 2010, a direct wholly-owned subsidiary of our Group
“Mega Stream”	Mega Stream Limited, a limited liability company incorporated in the BVI on January 2, 2008 and is wholly-owned by Mr. LIN Feng, one of our Founders
“Memorandum”, “Articles” or “Memorandum and Articles”	the memorandum and articles of association of our Company conditionally approved and adopted on [●], 2023 with effect from the [REDACTED], as amended, supplemented or otherwise modified from time to time, a summary of which is set out in the section headed “Summary of the Constitution of the Company and Cayman Islands Company Law and Taxation” in Appendix III to this Document

DEFINITIONS

“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Nanchang Adicon”	Adicon (Nanchang) Clinical Laboratories Co., Ltd. (南昌艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on September 10, 2008, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Nanjing Adicon”	Adicon (Nanjing) Clinical Laboratories Co., Ltd. (南京艾迪康醫學檢驗所有限公司), a limited liability company established in the PRC on December 4, 2009, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Nanning Adicon”	Adicon (Nanning) Clinical Laboratories Co., Ltd. (南寧艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on November 23, 2017, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“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)
“NHC”	the National Health Commission of the PRC (中華人民共和國國家衛生健康委員會) (formally known as National Health Family Planning Commission)

[REDACTED]

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[REDACTED]

“PRC Legal Advisor”	Han Yi Law Offices
“PRC Operating Entities”	the entities controlled by our Group through the Contractual Arrangements, namely Hangzhou Adicon and its subsidiaries
“[REDACTED] Investment(s)”	Round A [REDACTED] Investments and Round B [REDACTED] Investments
“[REDACTED] Investor(s)”	the [REDACTED] investors as set out in the section headed “History, Reorganization and Corporate Structure – [REDACTED] Investments” in this Document
“Preferred Share(s)”	the preferred share(s) of our Company with a par value of US\$0.00002 each
“Preferred Shareholder(s)”	the holder(s) of the Preferred Shareholders, the details of which are set out in the section headed “History, Reorganization and Corporate Structure” in this Document

[REDACTED]

“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Qingdao Adicon”	Adicon (Qingdao) Clinical Laboratories Co., Ltd. (青島艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on May 13, 2019, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements

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“Quzhou Adicon”	Adicon (Quzhou) Clinical Laboratories Co., Ltd. (衢州艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on January 6, 2020, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Registered Shareholders”	Ms. LAN Jia, Ms. LIAN Hailun and Hangzhou Kangming
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the corporate restructuring of the Group in preparation for the [REDACTED], as described in the section headed “History, Reorganization and Corporate Structure – Reorganization” in this Document
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Round A [REDACTED] Investments”	our Round A [REDACTED] Investments, details of which are set out in the section headed “History, Reorganization and Corporate Structure – [REDACTED] Investments” in this Document
“Round B [REDACTED] Investments”	our Round B [REDACTED] Investments, details of which are set out in the section headed “History, Reorganization and Corporate Structure – [REDACTED] Investments” in this Document
“RSU(s)”	the restricted share units under the Employee Incentive Plans
“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)
“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
“Sanming Adicon”	Adicon (Sanming) Clinical Laboratories Co., Ltd. (三明艾迪康醫學檢驗所有有限公司), a limited liability company established in the PRC on May 30, 2016, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
	[REDACTED]
“SFC”	the 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

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“Shanghai Adicon”	Shanghai Jince Clinical Laboratories Co., Ltd. (上海錦測醫學檢驗所有限公司), previously known as Shanghai Adicon Medical Laboratory Co., Ltd., a limited liability company established in the PRC on August 2, 2006, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Shanghai Lv’angjie”	Shanghai Lv’angjie Biotech Co., Ltd. (上海律昂傑生物科技有限公司), a limited liability company established in the PRC on October 15, 2015, an indirect wholly-owned subsidiary of our Group
“Shanghai Mei Ai”	Shanghai Mei Ai Investment Management Co., Ltd, a limited liability company established in the PRC on December 30, 2015, a then Shareholder who ceased to be our Shareholder on December 24, 2019. Shanghai Mei Ai was a wholly-owned subsidiary of Meinian Onehealth Healthcare Holdings Co., Ltd. (美年大健康產業控股股份有限公司) (SZSE: 002044)
“Shangrao Adicon”	Adicon (Shangrao) Clinical Laboratories Co., Ltd. (上饒艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on December 7, 2020, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Shaoxing Adicon”	Adicon (Shaoxing) Clinical Laboratories Co., Ltd. (紹興艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on March 6, 2023, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Share(s)”	ordinary share(s) in the share capital our Company with a par value of US\$0.00002 each
“Shareholder(s)”	holder(s) of our Share(s)
“Shenyang Adicon”	Adicon (Shenyang) Clinical Laboratories Co., Ltd. (瀋陽艾迪康醫學檢驗所有限公司), a limited liability company established in the PRC on March 16, 2011, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements

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“Shenzhen Adicon”	Adicon (Shenzhen) Clinical Laboratories Co., Ltd. (深圳艾迪康醫學檢驗實驗室), a limited liability company established in the PRC on May 13, 2019, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Shijiazhuang Adicon”	Adicon (Shijiazhuang) Clinical Laboratories Co., Ltd. (石家莊艾迪康醫學檢驗實驗室), a limited liability company established in the PRC on June 21, 2022, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
	[REDACTED]
“STA”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
	[REDACTED]
“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. Unless the context requires otherwise, reference to our subsidiaries shall also include the PRC Operating Entities
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Suzhou Adicon”	Adicon (Suzhou) Clinical Laboratories Co., Ltd. (蘇州艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on August 3, 2021, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Tianjin Adicon”	Adicon (Tianjin) Clinical Laboratories Co., Ltd. (天津艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on June 3, 2014, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Track Record Period”	the three years ended December 31, 2020, 2021 and 2022

DEFINITIONS

[REDACTED]

“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
“US dollars”, “U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax
“Wenzhou Adicon”	Adicon (Wenzhou) Clinical Laboratories Co., Ltd. (溫州艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on November 29, 2021, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Wuhan Adicon”	Adicon (Wuhan) Clinical Laboratories Co., Ltd. (武漢艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on November 24, 2009, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Xiamen Adicon”	Xiamen Guomao Adicon Clinical Laboratories Co., Inc. (廈門國貿艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on September 25, 2020, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Xi’an Adicon”	Adicon (Xi’an) Clinical Laboratories Co., Ltd. (西安艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on May 23, 2016, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements

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“Xinyang Adicon”	Adicon (Xinyang) Clinical Laboratories Co., Ltd. (信陽艾迪康醫學檢驗實驗室有限公司), a limited liability company established in the PRC on May 13, 2022, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Yunnan Adicon”	Adicon (Yunnan) Clinical Laboratories Co., Ltd. (雲南艾迪康醫學檢驗所有限公司), a limited liability company established in the PRC on February 2, 2015, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“Zhengzhou Adicon”	Adicon (Zhengzhou) Clinical Laboratories (General Partnership) (鄭州艾迪康醫學檢驗所(普通合夥)), a general partnership established in the PRC on August 8, 2012, one of the PRC Operating Entities controlled by our Group through the Contractual Arrangements
“%”	per cent

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in the Document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.