
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” in this document.

“Accountant’s Report”	the accountant’s report of our Group, the text of which is set out in Appendix I to this document
“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”	Accounting and Financial Reporting Council
“Alps Alpine”	Alps Alpine Co., Ltd., one of our Pre-[REDACTED] Investors, and further details of which are set out in “History, Reorganization and Corporate Structure – Pre-[REDACTED] Investments – Information about the Pre-[REDACTED] Investors”
“Articles”/“Articles of Association”	the amended and restated articles of association of our Company, conditionally adopted on [●] with effect from the [REDACTED], a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Assumptions”	assuming the [REDACTED] is not exercised and options granted under the Pre-[REDACTED] SOS are not exercised, and no options are granted under the Post-[REDACTED] SOS
“Board” or “Board of Directors”	the board of directors of our Company
“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
“CAC”	Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)

DEFINITIONS

[REDACTED]

“Cayman Companies Act”/“Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“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 a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“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 the “PRC”	the People’s Republic of China, which for the purpose of this Document and for geographical reference only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Class A Ordinary Shares”	the Class A ordinary Shares in the share capital of our Company
“Class B Ordinary Shares”	the Class B ordinary Shares in the share capital of our Company
“Class C Ordinary Shares”	the Class C ordinary Shares in the share capital of our Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“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”	NEUSOFT XIKANG HOLDINGS INC. (東軟熙康控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on May 12, 2011
“Compliance Advisor”	Somerley Capital Limited
“connected persons(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 Entity(ies)”	entities controlled by the Company through the Contractual Arrangements and considered as our subsidiaries, namely the Onshore Holdcos and their respective subsidiaries. For further details of these entities, see “Contractual Arrangements” in this document
“Contractual Arrangements”	the Xikang Information Contractual Arrangements and the Xikang Medical Contractual Arrangements, being the series of contractual arrangements entered into between Xikang WFOE, Onshore Holdcos and the Registered Shareholders, details of which are described in “Contractual Arrangements” in this document
“Director(s)”	the director(s) of our Company
“Dongkong International Fifth”	Dongkong International Fifth Investment Inc., a company incorporated under the laws of the BVI on June 23, 2015, and a Shareholder of our Company wholly owned by Neusoft Holdings
“Dongkong International Seventh”	Dongkong International Seventh Investment Inc., a company incorporated under the laws of the BVI on June 23, 2015, and a Shareholder of our Company wholly owned by Neusoft Holdings
“Dr. Liu”	Dr. Liu Jiren (劉積仁), the chairperson of the Board and a non-executive Director of our Company

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“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“First Care”	First Care 第一關愛, one of our Pre-[REDACTED] Investors, and further details of which are set out in “History, Reorganization and Corporate Structure – Pre-[REDACTED] Investments – Information about the Pre-[REDACTED] Investors”
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research consultant, which is an Independent Third Party

[REDACTED]

“Group,” “our Group,” “the Group,” “we,” “us” or “our”	the Company, its subsidiaries and the Consolidated Affiliated Entities or, where the context so 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
“HKFRS”	the Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominee”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollars,” “HK dollars,” “HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

[REDACTED]

“Hong Kong Share Registrar” [REDACTED]

“Hong Kong Stock Exchange” or “Stock Exchange” The Stock Exchange of Hong Kong Limited

[REDACTED]

“Independent Third Party(ies)” an individual(s) or a company(ies) who or which is/are not connected person(s) (within the meaning of the Listing Rules) of the Company

[REDACTED]

DEFINITIONS

[REDACTED]

“KangRich” KangRich Investments Limited, a company incorporated under the laws of BVI on July 8, 2015, and an employee shareholding platform and a Shareholder of our Company

“Kingset Ventures” Kingset Ventures Limited, one of our Pre-[REDACTED] Investors, and further details of which are set out in “History, Reorganization and Corporate Structure – Pre-[REDACTED] Investments – Information about the Pre-[REDACTED] Investors”

“Latest Practicable Date” May 15, 2023, being the latest practicable date for ascertaining certain information in this document before its publication

“Liaoning Xikang” Liaoning Neusoft Xikang Healthcare Management Co., Ltd. (遼寧東軟熙康健康管理有限公司), a company incorporated under the laws of the PRC on October 13, 2011, and a wholly-owned subsidiary of Xikang WFOE

[REDACTED]

“Listing Committee” the Listing Committee of the Stock Exchange

DEFINITIONS

[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
“M&A Rules”	the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》), jointly issued by the MOFCOM, the State Assets Supervision and Administration Commission, the STA, the SAIC, the China Securities Regulatory Commission, and the SAFE on August 8, 2006 and amended by the MOFCOM on June 22, 2009
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, conditionally adopted on [●], with effect from the [REDACTED], a summary of which is set out in Appendix III to this document
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部) or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易部)
“NDRC”	National Development and Reform Commission of the PRC (中國國家發展與改革委員會)
“Neusoft (HK)”	Neusoft (HK) Limited, a company incorporated under the laws of Hong Kong on August 25, 2000 and a Shareholder of our Company wholly-owned by Neusoft Corporation
“Neusoft Corporation”	Neusoft Corporation (東軟集團股份有限公司), a company incorporated under the laws of the PRC on June 17, 1991, which is listed on the Shanghai Stock Exchange (stock code: 600718) on June 18, 1996

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“Neusoft Holdings”	Dalian Neusoft Holdings Co., Ltd. (大連東軟控股有限公司), a company incorporated under the laws of the PRC on November 15, 2011
“NHC,” or formerly known as “NHFPC”	National Health Commission of the PRC (中華人民共和國國家衛生健康委員會), and formerly known as National Health and Family Planning Commission of the PRC (中華人民共和國國家衛生和計劃生育委員會)
“NHSA”	National Healthcare Security Administration (國家醫療保障局)
“Ningbo Cloud Hospital”	Ningbo Cloud Hospital Co., Ltd. (寧波雲醫院有限公司), a company incorporated under the laws of the PRC on June 26, 2015, and a wholly-owned subsidiary of Ningbo Xikang
“Ningbo Xikang”	Ningbo (Neusoft Xikang) Smart Healthcare Research Institute Co., Ltd. (寧波(東軟熙康)智慧健康研究院有限公司), a company incorporated on July 25, 2014, and a wholly-owned subsidiary of Xikang Medical Management
“NIS”	New Israeli Shekel, the lawful currency of the State of Israel
“Noble Investment”	Noble Investment Holdings Limited, one of our Pre-[REDACTED] Investors, and further details of which are set out in “History, Reorganization and Corporate Structure – Pre-[REDACTED] Investments – Information about the Pre-[REDACTED] Investors”

[REDACTED]

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“Onshore HoldCos” collectively, Xikang Medical and Xikang Information, the financial results of which have been consolidated and accounted for as subsidiaries of our Company by virtue of the Contractual Arrangements

[REDACTED]

“PICC P&C” PICC Property and Casualty Company Limited (中國人民財產保險股份有限公司), one of our Pre-[REDACTED] Investors and a connected person of our Company, and further details of which are set out in “History, Reorganization and Corporate Structure – Pre-[REDACTED] Investments – Information about the Pre-[REDACTED] Investors”

“Post-[REDACTED] SOS” the share option scheme adopted by our Company on May 28, 2021, as amended or otherwise modified from time to time, and detailed in “Appendix IV – Statutory and General Information – D. Share Option Schemes – 2. Post-[REDACTED] SOS”

“PRC Legal Advisor” Tian Yuan Law Firm, the PRC legal advisor to our Company

“Pre-[REDACTED] Investments” the pre-[REDACTED] investment(s) in our Group undertaken by the Pre-[REDACTED] Investors, details of which are set out in “History, Reorganization and Corporate Structure – Pre-[REDACTED] Investments”

“Pre-[REDACTED] Investors” Kingset Ventures, Noble Investment, Syn Invest, PICC P&C, Alps Alpine and First Care

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“Pre-[REDACTED] SOS”	the share option scheme adopted by our Company on March 29, 2019, as amended or otherwise modified from time to time, and detailed in “Appendix IV – Statutory and General Information – D. Share Option Schemes – 1. Pre-[REDACTED] SOS”
	[REDACTED]
“Principal Share Registrar and Transfer Office”	[REDACTED]
	[REDACTED]
“QIB” or “Qualified Institutional Buyer”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Registered Shareholders”	the registered shareholders of the Onshore Holdcos, namely Ms. Zong Wenhong, our executive Director and chief executive officer and Ms. Wang Shuli, our vice president and chief financial officer
“Reorganization”	the onshore reorganization as set out in “History, Reorganization and Corporate Structure – Corporate Reorganization”
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“Rongsheng Insurance”	Rongsheng Property Insurance Co., Ltd. (融盛財產保險股份有限公司), a company incorporated under the laws of the PRC on July 9, 2018, and a connected person of our Company controlled as to 33.05% by Neusoft Corporation
“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)

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“SAFE Circular 37”	the Circular on Relevant Issues Relating to Domestic Resident’s 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 the SAFE with effect from July 4, 2014
“SAMR”, or formerly known as “SAIC”	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), and formerly known as State Administration of Industry and Commerce of the PRC (中華人民共和國工商行政管理局)
“STA”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Clinic”	Shanghai Xikang Clinic Co., Ltd. (上海熙康門診部有限公司), a company incorporated under the laws of the PRC on September 24, 2015, and a wholly-owned subsidiary of Shanghai Xikang
“Shanghai Xikang”	Shanghai Xikang Healthcare Management Co., Ltd. (上海熙康健康管理有限公司), a company incorporated under the laws of the PRC on January 11, 2013, and a wholly-owned subsidiary of Xikang Medical Management
“Share(s)”	ordinary share(s) in the share capital of our Company with a par value of US\$0.001 each before share subdivision and with a par value of US\$0.0002 after Share Subdivision
“Share Option Scheme(s)”	Pre-[REDACTED] SOS and/or Post-[REDACTED] SOS
“Share Subdivision”	the subdivision of the Company’s ordinary Shares from 142,625,261 Shares to 713,126,305 Shares by subdividing each existing Share into five Shares as approved by the Shareholders by way of a written resolution passed on [●]

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“Shareholder(s)”	holder(s) of our Shares
“Smartwave”	Smartwave Holdings Inc., a company incorporated under the laws of BVI on March 15, 2011, and a Shareholder of our Company wholly-owned by Neusoft Holdings
	<p style="text-align: center;">[REDACTED]</p>
“Sole Sponsor”, “[REDACTED]” and “[REDACTED]”	China International Capital Corporation Hong Kong Securities Limited
“State Council”	the PRC State Council (中華人民共和國國務院)
“Subsidiary(ies)”	has the meaning ascribed to it under the Companies Ordinance, including any Consolidated Affiliated Entity of the Company
“Syn Invest”	Syn Invest Co. Ltd, one of our Pre-[REDACTED] Investors, and further details of which are set out in “History, Reorganization and Corporate Structure – Pre-[REDACTED] Investments – Information about the Pre-[REDACTED] Investors”
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the three years ended December 31, 2020, 2021 and 2022
“U.S. dollars”, “USD” or “US\$”	U.S. dollars, the lawful currency of the United States of America

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“U.S. Securities Act”	the United States Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder
“United States”, “U.S.” or “US”	the United States of America
“VIE” or “VIEs”	variable interest entity or variable interest entities

[REDACTED]

“Xikang Information”	Beijing Neusoft Xikang Information Technology Co., Ltd. (北京東軟熙康信息技術有限公司), a limited liability company incorporated under the laws of the PRC on March 27, 2015, and is one of our Onshore Holdcos and Consolidated Affiliated Entities
“Xikang Information Contractual Arrangements”	the series of contractual arrangements entered into between Xikang WFOE, Xikang Information and the Registered Shareholders, details of which are described in “Contractual Arrangements” in this document
“Xikang International”	Neusoft Xikang International Limited, a company incorporated under the laws of Hong Kong on April 2, 2001, and a wholly-owned subsidiary of our Company
“Xikang Medical”	Beijing Neusoft Xikang Medical Technology Co., Ltd. (北京東軟熙康醫療科技有限公司), a company incorporated under the laws of the PRC on December 26, 2017, and is one of our Onshore Holdcos and Consolidated Affiliated Entities
“Xikang Medical Contractual Arrangements”	the series of contractual arrangements entered into between Xikang WFOE, Xikang Medical and the Registered Shareholders, details of which are described in “Contractual Arrangements” in this document

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“Xikang Medical Management”	Shenyang Neusoft Xikang Medical Enterprise Management Co., Ltd. (瀋陽東軟熙康醫療企業管理有限公司), a company incorporated under the laws of the PRC on January 24, 2018, and is owned as to 70% by Xikang WFOE and 30% by Xikang Medical
“Xikang Medical System”	Shenyang Neusoft Xikang Medical System Co., Ltd. (瀋陽東軟熙康醫療系統有限公司), a company incorporated under the laws of the PRC on November 24, 2011, and a wholly-owned subsidiary of Xikang WFOE
“Xikang WFOE”	Neusoft Xikang Healthcare Technology Co., Ltd. (東軟熙康健康科技有限公司), a company incorporated under the laws of PRC on August 12, 2011 and a wholly-owned subsidiary of Xikang International

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

The English names of the PRC entities, PRC laws or regulations, and the 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.