

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below.

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| “Accountant’s Report” | the audited consolidated financial statements of our Company for the Track Record Period, as included in the accountants’ report in Appendix I to this document |
| “Articles of Association” or “Articles” | the articles of association of our Company adopted on December 1, 2021, which will become effective on the [REDACTED], as amended from time to time, a summary of which is set out in “Appendix III—Summary of the Constitution of our Company and the Company Laws of the Cayman Islands” to this document |
| “associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Audit Committee” | the audit committee of the Board |
| “Beijing Ruicheng” | *Beijing Ruicheng Hospital Management Co., Ltd. (北京瑞程醫院管理有限公司), a limited liability company established in the PRC on July 23, 2009 and a VIE Entity of our Company |
| “Beijing Ruisheng” | *Beijing Ruisheng Shidai Consulting Service Co., Ltd. (北京瑞盛時代諮詢服務有限公司), a limited liability company established in the PRC on February 17, 2015 and a subsidiary of our Company |
| “Beijing Shengbin” | *Beijing Shengbin Science Trade Co., Ltd. (北京聖彬科貿有限公司), a limited liability company established in the PRC on December 17, 1997 and a VIE Entity of our Company |
| “Board” or “Board of Directors” | the board of directors of our Company |
| “Business Day” | a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong |
| “BVI” | the British Virgin Islands |
| “CAGR” | compound annual growth rate |

DEFINITIONS

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| “Chengdu Wuhou Ruitai” | *Chengdu Wuhou Ruitai Rongcheng Dental Hospital Co., Ltd. (成都武侯瑞泰融誠口腔醫院有限公司), a limited liability company established in the PRC on October 16, 2014 and a VIE Entity of our Company |
| “China” or “PRC” | the People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires otherwise, references in this document to “China” or “PRC” do not apply to Hong Kong, the Macau Special Administrative Region and Taiwan |
| “Chongqing Jiuyue” | *Chongqing Jiuyue Dental Clinic Co., Ltd. (重慶久悅口腔門診有限公司), a limited liability company established in the PRC on November 27, 2013 and a VIE Entity of our Company |
| “Chongqing Ruijing” | *Chongqing Ruijing Shengbin Medical Management Co., Ltd. (重慶瑞景聖彬醫療管理有限公司), a limited liability company established in the PRC on January 25, 2021 and a subsidiary of our Company |

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| “Chongqing Ruitai” | *Chongqing Ruitai Dental Hospital Co., Ltd. (重慶瑞泰口腔醫院有限公司), a limited liability company established in the PRC on June 28, 2017 and a VIE Entity of our Company |
| “Chongqing Ruisheng” | *Chongqing Ruisheng Dental Clinic Co., Ltd., (重慶瑞升口腔門診有限公司), previously known as *Chongqing Huaxi Dental Clinic Co., Ltd. (重慶市華西口腔門診有限公司), a limited liability company established in the PRC on March 10, 2004 and a subsidiary of our Company |
| “Class III Grade A hospitals” | public hospitals at the top level in the PRC National Health Commission hospital classification system. Class III Grade A hospitals typically provide treatment of common dental diseases to the mass population. Their listed prices are typically used as a benchmark for pricing of dental services in China. |
| “Class 1 Ordinary Share(s)” | the class 1 Ordinary Share(s) of the Company |
| “Class 2 Ordinary Share(s)” | the class 2 Ordinary Share(s) of the Company |
| “close associate(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Companies Act” or “Cayman 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 |
| “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 |
| “Companies Ordinance” | the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time |
| “Company” or “our Company” | Arrail Group Limited 瑞爾集團有限公司, an exempted company registered by way of continuation under the laws of the Cayman Islands with limited liability on November 16, 2020, and registered as a non-Hong Kong Company under Part 16 of the Companies Ordinance on July 26, 2021 |

DEFINITIONS

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| “connected person(s)” | has the meaning ascribed thereto under the Listing Rules |
| “connected transaction(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Contractual Arrangements” | the series of contractual arrangements entered into by, among others, Beijing Ruier Shengbin Medical Technology Co., Ltd. (北京瑞爾聖彬醫療科技有限公司), Shenzhen Ruijian Consulting Management Co., Ltd. (深圳市瑞健諮詢管理有限公司) and ZOU Lifang, details of which are described in the section headed “Contractual Arrangements” in this document |
| “Controlling Shareholder(s)” | means Mr. ZOU Qifang, Rise Day Holdings Limited, Mingda International Limited, Beier Holdings Limited and the ESOP BVI, who are in aggregate expected to be interested in more than 30% of our total issued share capital as at the date of this document |
| “Corporate Governance Code” | the Corporate Governance Code and Corporate Governance Report as set in Appendix 14 to the Listing Rules, as amended, supplemented or otherwise modified from time to time |
| “COVID-19” | novel coronavirus (COVID-19), a coronavirus disease |
| “Director(s)” or “our Director(s)” | the directors of our Company, including all executive, non-executive and independent non-executive directors |
| “EIT Law” | the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》) which was promulgated on 16 March 2007 and last amended on 29 December 2018 |
| “ESOP BVI” | Arrail Sunshine Holdings Limited, a limited liability company incorporated in BVI on July 21, 2021 as a platform holding the underlying incentive shares in the total amount of 4,798,904 Ordinary Shares under the RSU Scheme |
| “Extreme Conditions” | extreme conditions caused by a super typhoon as announced by the government of Hong Kong |

DEFINITIONS

“Foreign Investment Law” Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) adopted by the second session of the 13th NPC on 15 March 2019 and became effective on 1 January 2020

“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a global market research and consulting company, which is an Independent Third Party

“Frost & Sullivan Report” an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this document

[REDACTED]

“Greater China” PRC, Hong Kong SAR, Macau SAR and Taiwan

[REDACTED]

“Group”, “our Group”, “we”, “our” or “us” our Company and all of our subsidiaries and the VIE Entities from time to time or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)

“Hangzhou Shengbin” *Hangzhou Shengbin Health Management Consulting Co., Ltd. (杭州聖彬健康管理諮詢有限公司), a limited liability company established in the PRC on January 16, 2012 and a VIE Entity of our Company

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

“HKICPA” Hong Kong Institute of Certified Public Accountants

[REDACTED]

DEFINITIONS

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the PRC

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“Hong Kong Stock Exchange” or “Stock Exchange” The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchange and Clearing Limited

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

[REDACTED]

DEFINITIONS

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| “IFRSs” | International Financial Reporting Standards, which include standards, amendments and interpretations issued by the International Accounting Standards Board |
| “Independent Third Party(ies)” | party or parties that, to the best of our Directors’ knowledge, information and believe, having made all reasonable enquiries, is or are not a connected person or connected persons of the Company within the meaning of the Listing Rules |

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DEFINITIONS

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| “Joint Sponsors” | Morgan Stanley Asia Limited and UBS Securities Hong Kong Limited |
| “Latest Practicable Date” | [January 14], 2022, being the latest practicable date prior to the printing of this document for ascertaining certain information referred to in this document |

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DEFINITIONS

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| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time |
| “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-owned Assets Supervision and Administration Commission of the State Council, the SAT, the SAIC, the CSRC, and the SAFE on August 8, 2006, and came into effect on September 8, 2006 and 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 Growth Enterprise Market of the Stock Exchange. For the avoidance of doubt, the Main Board excludes the Growth Enterprise Market of the Stock Exchange |
| “Memorandum” or “Memorandum of Association” | the amended and restated memorandum of association of our Company, a summary of which is set out in Appendix III to this document, and as amended from time to time |
| “MOFCOM” or “Ministry of Commerce” | 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) |
| “Negative List” | the List of Special Management Measures for the Market Entry of Foreign Investment (《外商投資准入特別管理措施(負面清單)》), which was last amended on December 27, 2021 and subsequently enforced on January 1, 2022 by the NDRC and the MOFCOM |
| “Nomination Committee” | the nomination committee of the Board |
| “Non-PRC Resident Enterprise” | as defined under the EIT Law, means companies established pursuant to a non-PRC law with their de facto management conducted outside the PRC, but which have established organizations or premises in the PRC, or which have generated income within the PRC without having established organizations or premises in the PRC |

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“NPC” the National People’s Congress of the PRC (中華人民共和國全國人民代表大會) and its Standing Committee

“NHC” the National Health Commission of the PRC (中華人民共和國國家衛生健康委員會) or, where the context so requires, its predecessor, the National Health and Family Planning Commission (國家衛生和計劃生育委員會), or NHFPC

[REDACTED]

“Ordinary Shares” or “Shares” ordinary shares in the share capital of the Company with a par value of US\$0.50 each prior to the Share Subdivision and US\$0.02 each upon the completion of the Share Subdivision

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“PRC Legal Advisers” Commerce & Finance Law Offices

DEFINITIONS

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| “Pre-[REDACTED] Investment(s)” | the pre-[REDACTED] investment(s) in our Company undertaken by the Pre-[REDACTED] Investors, details of which are set out in the section headed “History, Reorganization and Corporate Structure—Pre-[REDACTED] Investments” |
| “Pre-[REDACTED] Investor(s)” | the investors of the Pre-[REDACTED] Investments |
| “Preferred Share(s)” | Series A-1 Preferred Shares, Series A-2 Preferred Shares, Series B Preferred Shares, Series C Preferred Shares, Series D-1 Preferred Shares, Series D-2 Preferred Shares, Series D-3 Preferred Shares and Series E Preferred Shares we issued during the series financings |

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| “QIBs” | qualified institutional buyers within the meaning of Rule 144A |
| “Qingdao Ruiqi” | *Qingdao Ruiqi Rytime Dentel Hospital Co., Ltd. (青島瑞旗瑞泰口腔醫院有限公司), previously known as Qingdao Ruiqi Medical Management Co., Ltd. (青島瑞旗醫療管理有限公司), a limited liability company established in the PRC on November 29, 2017 and a VIE Entity of our Company |
| “Registered Shareholder” | being Ms. Zou Lifang, who is a PRC citizen and the sister of our founder Mr. ZOU Qifang. Ms. Zou holds 100% interest of Shenzhen Ruijian |
| “Regulation S” | Regulation S under the U.S. Securities Act |

DEFINITIONS

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| “related parties” | has the meaning as set out in the paragraph headed “Related Party Transactions” under Note 35 to the Accountant’s Report set out in Appendix I to this document |
| “Remuneration Committee” | the remuneration committee of the Board |
| “Renminbi” or “RMB” | Renminbi, the lawful currency of the PRC |
| “Reorganization” | the reorganization of our Group in preparation for the [REDACTED], details of which are set out in the section headed “History, Reorganization and Corporate Structure—Reorganization” in this document |
| “Repurchase Mandate” | the general unconditional mandate given to our Directors relating to the repurchase of Shares, as further described in “Statutory and General Information—A. Further Information about Our Company and Our Subsidiaries—5. Repurchase of Our Own Securities” in Appendix IV to this document |
| “RSU Scheme” | the restricted share unit scheme adopted by our Company on August 3, 2021 |
| “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) |
| “SAIC” | the 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) |
| “SAMR” | the State Administration for Market Regulation of the PRC (中華人民共和國市場監督管理總局) |
| “SAT” | the State Taxation Administration of the PRC (中華人民共和國國家稅務總局) |
| “SCNPC” | The Standing Committee of the National People’s Congress (全國人民代表大會常務委員會) |
| “Series A-1 Investors” | holder(s) of the Series A-1 Preferred Shares |

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| “Series A-1 Preferred Shares” | the series A-1 preferred shares held by the Series A-1 Investors in the authorized share capital of the Company following the Reorganization, details of which are described in the section headed “History, Reorganization and Corporate Structure” |
| “Series A-2 Investors” | holder(s) of the Series A-2 Preferred Shares |
| “Series A-2 Preferred Shares” | the series A-2 preferred shares held by the Series A-2 Investors in the authorized share capital of the Company following the Reorganization, details of which are described in the section headed “History, Reorganization and Corporate Structure” |
| “Series B Investors” | holder(s) of the Series B Preferred Shares |
| “Series B Preferred Shares” | the series B preferred shares held by the Series B Investors in the authorized share capital of the Company following the Reorganization, details of which are described in the section headed “History, Reorganization and Corporate Structure” |
| “Series C Investors” | holder(s) of the Series C Preferred Shares |
| “Series C Preferred Shares” | the series C preferred shares held by the Series C Investors in the authorized share capital of the Company following the Reorganization, details of which are described in the section headed “History, Reorganization and Corporate Structure” |
| “Series D-1 Investors” | holder(s) of the Series D-1 Preferred Shares |
| “Series D-1 Preferred Shares” | the series D-1 preferred shares held by the Series D-1 Investors in the authorized share capital of the Company following the Reorganization, details of which are described in the section headed “History, Reorganization and Corporate Structure” |
| “Series D-2 Investors” | holder(s) of the Series D-2 Preferred Shares |
| “Series D-2 Preferred Shares” | the series D-2 preferred shares held by the Series D-2 Investors in the authorized share capital of the Company following the Reorganization, details of which are described in the section headed “History, Reorganization and Corporate Structure” |

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| “Series D-3 Investors” | holder(s) of the Series D-3 Preferred Shares |
| “Series D-3 Preferred Shares” | the series D-3 preferred shares held by the Series D-3 Investors in the authorized share capital of the Company following the Reorganization, details of which are described in the section headed “History, Reorganization and Corporate Structure” |
| “Series E Investors” | holder(s) of the Series E Preferred Shares |
| “Series E Preferred Shares” | the series E preferred shares held by the Series E Investors in the authorized share capital of the Company following the Reorganization, details of which are described in the section headed “History, Reorganization and Corporate Structure” |
| “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 Ruicheng” | *Shanghai Ruicheng Hospital Management Co., Ltd. (上海瑞城醫院管理有限公司), previously known as *Shanghai Ruicheng Dental Hospital Co., Ltd. (上海瑞程口腔醫院有限公司), a limited liability company established in the PRC on November 11, 2018 and a subsidiary of our Company |
| “Shanghai Ruitai” | *Shanghai Ruitai Jiasheng Dental Clinic Co., Ltd. (上海瑞泰佳盛口腔門診部有限公司), a limited liability company established in the PRC on January 22, 2019 and a VIE Entity of our Company |
| “Shanghai Yazheng” | *Shanghai Yazheng Medical Consulting Service Co., Ltd. (上海亞正醫療諮詢服務有限公司), a limited liability company established in the PRC on May 24, 2002 and a VIE Entity of our Company |
| “Shanghai Shengbin” | *Shanghai Shengbin Medical Consulting Service Co., Ltd. (上海聖彬醫療諮詢服務有限公司), a limited liability company established in the PRC on September 26, 2001 and a VIE Entity of our Company |

DEFINITIONS

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| “Share Subdivision” | the subdivision of each share in the Company’s issued and unissued share capital with par value of US\$0.50 each into 25 shares of the corresponding class with par value of US\$0.02 each immediately before the [REDACTED], the details of which are set out in “History, Reorganization and Corporate Structure—Share Subdivision” |
| “Shareholder(s)” | holder(s) of the share(s) (including Ordinary share(s) and Preferred Share(s)) |
| “Shenzhen Ruier” | *Shenzhen Ruier Hospital Management Co., Ltd. (深圳瑞爾醫院管理有限公司), previously known as *Shenzhen Meixia Hospital Management Co., Ltd. (深圳美霞醫院管理有限公司), a limited liability company established in the PRC on December 21, 2006 and a VIE Entity of our Company |
| “Shenzhen Ruijian” | Shenzhen Ruijian Consulting Management Co., Ltd. (深圳市瑞健諮詢管理有限公司), a limited liability company established under the laws of the PRC on October 11, 2005 |
| | [REDACTED] |
| “State Council” | the State Council of the PRC (中華人民共和國國務院) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “subsidiary(ies)” | has the meaning ascribed to it under the Listing Rules |
| “substantial shareholder(s)” | has the meaning ascribed to it under the Listing Rules |
| “Track Record Period” | the three financial years ended March 31, 2019, 2020 and 2021 and the six months ended September 30, 2021 |

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| “U.S.” or “United States” | the United States of America |
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DEFINITIONS

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| “U.S. dollars” or “US\$” | United States dollars, the lawful currency of the United States |
| “U.S. persons” | U.S. persons as defined in Regulation S |
| “U.S. Securities Act” | United States Securities Act of 1933, as amended, the rules and regulations promulgated thereunder |
| “VAT” | the PRC value-added tax |
| “VIE Entities” | the non-wholly owned subsidiaries of the WFOE in which Shenzhen Ruijian owns minority interest directly or indirectly through the Contractual Arrangements (each, a “ VIE Entity ”). For details, please refer to section headed “Contractual Arrangements” in this document |
| “WFOE” or “Beijing Ruier” | Beijing Ruier Shengbin Medical Technology Co., Ltd. (北京瑞爾聖彬醫療科技有限公司), a limited liability company established under the laws of the PRC on March 25, 1999, and an indirect wholly-owned subsidiary of the Company |

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“%” per cent

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.

Translated English names of Chinese natural persons, legal persons, governmental authorities, institutions or other entities for which no official English translation exist are unofficial translations for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.

In this document, the terms “associate,” “close associate,” “core connected person,” “connected person,” “connected transaction,” “controlling shareholder,” “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.