
DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Industry Terms” in this document.

“Articles of Association” or “Articles”	the articles of association of our Company adopted on April 20, 2022 with effect from [REDACTED], a summary of which is set out in “Appendix III—Summary of the Constitution of Our Company and Cayman Islands Companies Law” to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	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

[REDACTED]

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[REDACTED]

“CDB Development Fund”	CDB Development Fund Co., Ltd. (國開發基金有限公司), an investment entity established under the laws of the PRC by China Development Bank (國家開發銀行)
“CFDA”	China Food and Drug Administration (國家食品藥品監督管理總局)
“Chengdu Daan”	Chengdu Gaoxin Daan Medical Laboratory Co., Ltd. (成都高新達安醫學檢驗有限公司), a limited liability company established in the PRC on June 10, 2009 and a wholly-owned subsidiary of Yunkang Industry
“China” or “PRC”	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” and the “PRC” do not apply to Hong Kong, Macau and Taiwan

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“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“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 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 Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company” or “Yunkang”	Yunkang Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Consolidated Affiliated Entities”	the entities we control through the Contractual Arrangements, being Yunkang Industry, subsidiaries of Yunkang Industry and Guangzhou Clinic
“Contractual Arrangements”	the series of contractual arrangements entered into by, among others, WFOE, the Registered Shareholders and Yunkang Industry, details of which are described in the section headed “Contractual Arrangements”
“Controlling Shareholder(s)”	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)
“Da An Gene”	Daan Gene Co., Ltd. (廣州達安基因股份有限公司), a company limited by shares established in the PRC whose shares are listed on the SME Board of the Shenzhen Stock Exchange (Stock Code: 002030.sz) and a Registered Shareholder
“Da An Gene Group”	Da An Gene and its subsidiaries

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“Daan International”	Daan International Holdings Limited (達安國際集團有限公司), a company incorporated in Hong Kong with limited liability on September 2, 2008, a subsidiary of Da An Gene and one of our Controlling Shareholders
“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), as enacted by the NPC on March 16, 2007 and effective on January 1, 2008, as amended, supplemented or otherwise modified from time to time
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“Facility Agreements”	including Offshore Facility Agreement and Onshore Facility Agreements
“FRC”	the Financial Reporting Council of Hong Kong
“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 prepared by Frost & Sullivan for the purpose of this document
“Gaoxin Yangguang”	Tianjin Gaoxin Yangguang Investment Co., Ltd. (天津高新陽光投資有限公司), previously known as Beijing Gaoxin Yangguang Investment Co., Ltd. (北京高新陽光投資有限公司), a limited liability company established in the PRC on December 14, 2007 and wholly-owned by Mr. Zhang Yong, a Registered Shareholder
“GDP”	gross domestic product (GDP) is a monetary measure of the market value of all the final goods and services produced in a specific time period

[REDACTED]

DEFINITIONS

[REDACTED]

“Group”	our Company, all of our subsidiaries and the Consolidated Affiliated Entities, 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)
“Guangzhou Anjianxin”	Guangzhou Anjianxin Medical and Health Industry Equity Investment Fund (Limited Partnership) (廣州安健信醫療健康產業股權投資基金(有限合伙)), a limited partnership established in the PRC on December 2, 2014 and a Registered Shareholder
“Guangzhou Clinic”	Guangzhou Yunkang Clinic Co., Ltd. (廣州雲康門診有限公司), a limited liability company established in the PRC on January 29, 2019 ultimately controlled by WFOE and Yunkang Industry
“Guangzhou Daan”	Guangzhou Daan Clinical Laboratory Center Co. Ltd. (廣州達安臨床檢驗中心有限公司), a limited liability company established in the PRC on February 28, 2006 held by Yunkang Industry and CDB Development Fund as to 95.28% and 4.72%, respectively, as of the Latest Practicable Date
“Guangzhou Guoju”	Guangzhou Guoju Venture Capital Co., Ltd. (廣州國聚創業投資有限公司), a limited liability company established in the PRC on January 29, 2015 and a Registered Shareholder, which is wholly-owned by Guangzhou Hi-tech Investment Group Co., Ltd. (廣州高新區投資集團有限公司) as of the Latest Practicable Date
“Guangzhou Huigang”	Guangzhou Huigang Investment Partnership (Limited Partnership) (廣州匯港投資合伙企業(有限合伙)), a limited partnership established in the PRC on May 14, 2015 and a Registered Shareholder, which is wholly-owned as to 50% and 50% by Yujiang County Yongsheng Investment Management Center (余江縣永聖投資管理中心) and Yujiang County Ganghong Investment Management Center (余江縣港宏投資管理中心) respectively as of the Latest Practicable Date

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“Guangzhou Qiyi”	Guangzhou Qiyi Investment Co., Ltd. (廣州期頤投資有限公司), a limited liability company established in the PRC on August 25, 2014 and a shareholder of Yunkang Industry before the Reorganization, and its ultimate beneficial owners are Mr. Shao Zuxiang (邵祖祥), an Independent Third Party and Management Committee of Guangzhou Economic & Technological Development District (廣州經濟技術開發區管理委員會)
“Guangzhou Yunkang”	Guangzhou Yunkang Biological Technology Co., Ltd. (廣州雲康生物科技有限公司), a limited liability company established in the PRC on May 5, 2014 and a wholly-owned subsidiary of our Company
“Hengqin Haochuang”	Zhuhai Hengqin Haochuang Investment Center (Limited Partnership) (珠海橫琴昊創投資中心(有限合伙)), a limited partnership established in the PRC on August 28, 2015 and a shareholder of Yunkang Industry before the Reorganization, and its ultimate beneficial owner is Ms. Jin Hua (金花), an Independent Third Party
“Heyuan Rongwei”	Beijing Heyuan Rongwei Equity Investment Center (Limited Partnership) (北京合源融微股權投資中心(有限合伙)), a limited partnership established in the PRC on April 20, 2015 and a Registered Shareholder

[REDACTED]

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

[REDACTED]

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

[REDACTED]

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

“Hong Kong Takeovers Code” or “Takeover 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]

“Huize Kexiang” Huize Kexiang Investment Co., Ltd. (匯澤科翔投資有限公司), a limited liability company established in the PRC on August 3, 2006 and wholly-owned by Mr. Zhang Yong, a Registered Shareholder

“Independent Third Party(ies)” party or parties that is or are not a connected party within the meaning of the Listing Rules

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[REDACTED]

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“Joint Sponsors” or “[REDACTED]”	CMB International Capital Limited and SPDB International Capital Limited
“Kangcheng Daan”	Shenzhen Kangcheng Daan Investment Partnership (Limited Partnership) (深圳市康成達安投資合夥企業(有限合夥)), previously known as Shenzhen Kangcheng Hengbaofeng Investment Partnership (Limited Partnership) (深圳市康成亨寶豐投資合夥企業(有限合夥)), a limited partnership established in the PRC on February 3, 2015 and a shareholder of Yunkang Industry before the Reorganization, and its ultimate beneficial owner is Mr. Yuan Yakang (袁亞康), an Independent Third Party
“Kefeng Touan”	Guangzhou Kefeng Touan investment Enterprise (Limited Partnership) (廣州科風投安投資企業(有限合夥)), a limited partnership established in the PRC on December 15, 2014 and a shareholder of Yunkang Industry before the Reorganization, and its ultimate beneficial owners are Mr. Ying Sheng (營勝), an Independent Third Party and State-owned Assets Supervision and Administration Commission of Guangzhou Municipal Government (廣州市人民政府國有資產監督管理委員會)
“Latest Practicable Date”	April 25, 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
	[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

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“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 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 GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company adopted on April 20, 2022 with effect from [REDACTED], a summary of which is set out in “Appendix III—Summary of the Constitution of Our Company and Cayman Islands Companies Law” to this document
“MIIT”	the 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)
“MOFCOM” or “Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mouduanshan”	Zhuhai Hengqin Mouduanshan Enterprise Management Center (Limited Partnership) ((珠海橫琴謀斷山企業管理中心(有限合伙)), previously known as Zhuhai Hengqin Mouduanshan Investment Center (Limited Partnership) ((珠海橫琴謀斷山投資中心(有限合伙)), a limited partnership established in the PRC on June 5, 2015 and a Registered Shareholder
“NDRC”	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)
“New Offshore Facility Agreement”	a new offshore facility agreement dated February 9, 2022 entered into among the same parties of the Offshore Facility Agreement

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“NHFPC”	the National Health and Family Planning Commission (國家衛生和計劃生育委員會)
“Nomination Committee”	the nomination committee of the Board
“Non-competition Undertaking”	the non-competition undertaking dated September 3, 2021 entered into between the Company and Da An Gene

[REDACTED]

“Offshore Facility Agreement”	an US\$40 million facility agreement dated February 9, 2021 between, among others, YK Development as borrower, SPDB HK as lender, China Construction Bank (Asia) Corporation Limited as facility agent and security agent
“Onshore Facility Agreements”	two facility agreements dated February 20, 2021 and February 22, 2021 between Gaoxin Yangguan as borrower, and SPDB Guangzhou Wuyang Branch as lender for the loan facility in the aggregate amount of approximately RMB344.21 million

[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
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“PRC Legal Advisers” or “PRC Legal Advisors”	Zhong Lun Law Firm, the PRC legal adviser of the Company
“Registered Shareholder(s)”	the registered shareholder(s) of Yunkang Industry upon completion of the Reorganization, being Da An Gene, Gaoxin Yangguang, Mouduanshan, Tongfu Zhongchuang, Guangzhou Huigang, Guangzhou Anjianxin, Heyuan Rongwei, Guangzhou Guoju, Mr. Lan Fu and Yujiang Anjin
“Regulation S”	Regulation S under the U.S. Securities Act
“Renminbi” or “RMB”	the lawful currency of the PRC
“Remuneration Committee”	the remuneration committee of the Board
“Reorganization”	the reorganization arrangements conducted by our Group immediately before the [REDACTED] as described in the section headed “History, Reorganization and Corporate Structure—Reorganization”
“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)
“[REDACTED]”	the [REDACTED] Shares initially [REDACTED] by the [REDACTED] at the [REDACTED] under the [REDACTED]
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“[REDACTED]”	Daan International Holdings Limited, being the Shareholder which offers the [REDACTED] for sale under the [REDACTED], particulars of which are set out in the section headed “D. Other Information—11. Particulars of the [REDACTED]” in Appendix V to this document
“SFC”	the Securities and Futures Commission of Hong Kong

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“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 Daan”	Shanghai Daan Medical Laboratory Co., Ltd. (上海達安醫學檢驗所有限公司), a limited liability company established in the PRC on July 28, 2006 and a wholly-owned subsidiary of our Group
“Shanghai Ranfei”	Shanghai Ranfei Medical Technology Co., Ltd. (上海然飛醫療科技有限責任公司), a limited liability company established in the PRC on September 23, 2019 and owned as to 80% and 20% by our Group and Mr. Mu Min, a manager of Guangzhou Daan, respectively
“Share(s)”	ordinary shares in the share capital of our Company of US\$0.000002 each (as adjusted after the Share Subdivision)
“Shareholder(s)”	holder(s) of our Share(s)
“Share Subdivision”	the subdivision of each share in the Company’s issued and unissued share capital with par value of US\$0.0001 each into fifty shares with par value of US\$0.000002 each with effect from the [REDACTED] and immediately prior to the [REDACTED], the details of which are set out in “History, Reorganization and Corporate Structure”
“SPDB Guangzhou Wuyang Branch”	Guangzhou Wuyang Branch of Shanghai Pudong Development Bank Co., Ltd.
“SPDB HK”	SPDB International (Hong Kong) Limited
“special purpose vehicle”	a legal entity (usually a limited company of some type or, sometimes, a limited partnership) created to fulfill narrow, specific or temporary objectives
	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“[REDACTED] Agreement”	the [REDACTED] agreement, which may be entered into between YK Development as the lender and the [REDACTED] as the borrower on or around the [REDACTED] Date

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“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Tongfu Zhongchuang”	Shenzhen Tongfu Zhongchuang Investment Management Co., Ltd. (深圳同福中創投資管理有限公司), a limited liability company established in the PRC on May 18, 2015 and a Registered Shareholder
“Track Record Period”	the years ended December 31, 2018, 2019, 2020 and 2021

[REDACTED]

“U.S.” or “United States”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“U.S. Securities Act”	United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“VAT”	value-added tax; all amounts are exclusive of VAT in this document except where indicated otherwise
“WFOE” or “Yunkang Technology”	Guangzhou Yunkang Health Technology Co., Ltd. (廣州雲康健康科技有限公司), a limited liability company established in the PRC on July 10, 2019 and a wholly-owned subsidiary of our Company
“Yilu Logistics”	Guangzhou Medical Road Logistics Co., Ltd. (廣州醫路物流有限公司), a limited liability company established in the PRC on November 7, 2016 and a wholly-owned subsidiary of our Group
“YK Development”	YK Development Limited, a limited liability company duly incorporated in the BVI on July 12, 2018 and one of our Company’s Controlling Shareholders

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“YK HK”	YK Healthcare (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability on August 14, 2018 and a wholly-owned subsidiary of our Company
“Yujiang Anjin”	Yujiang Anjin Venture Capital Center (Limited Partnership) (余江安進創業投資中心(有限合伙)), currently known as Guangzhou Jinan Investment Center (Limited Partnership (廣州進安投資中心(有限合伙))), a limited partnership established in the PRC on September 15, 2014 and a Registered Shareholder
“Yunkang Health”	Yunkang Health Industry Group Co., Ltd. (雲康健康產業集團有限公司), a limited liability company established in the PRC on July 15, 2010 and an ultimately wholly-owned subsidiary of our Company
“Yunkang Industry”	Yunkang Health Industry Investment Co., Ltd. (雲康健康產業投資股份有限公司), previously known as Gaoxin Da An Health Industry Investment Co., Ltd. (高新達安健康產業投資有限公司), a limited liability company established in the PRC on May 28, 2008 controlled by us through the Contractual Arrangements
“Yunkang Lingnan”	Yunkang Lingnan (Guangzhou) Medical Health Technology Development Co., Ltd. (雲康嶺楠(廣州)醫療健康科技發展有限公司), a limited liability company established in the PRC on September 19, 2019 and a wholly-owned subsidiary of Yunkang Industry
“Yunkang Medical Laboratory”	Guangzhou Yunkang Medical Laboratory Development Co., Ltd. (廣州雲康醫學檢驗發展有限公司), a limited liability company established in the PRC on July 28, 2020 and an ultimately wholly-owned subsidiary of our Company

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.