
DEFINITIONS

In this document, unless the context otherwise requires, the following terms and expressions have the meanings set forth below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this Document.

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| “2021 Share Incentive Scheme ” | the share incentive scheme of our Company as approved on November 30, 2021, a summary of the principal terms of which is set out in “Statutory and General Information — F. Employee Incentive Schemes — 1. 2021 Share Incentive Scheme” in Appendix VI to this document |
| “Accountant’s Report” | the accountant’s report of our Company, the text of which is set out in Appendix I to this document |
| “affiliate” | 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 |
| “Articles of Association” or “Articles” | the articles of association of our Company, conditionally adopted on April 10, 2023 with effect from the [REDACTED] Date, and as amended from time to time, a summary of which is set out in Appendix V to this document |
| “Audit Committee” | the audit committee of the Board |
| “Baishan Investment” | Ningbo Meishan Free Trade Port Zone Baishan Investment Management Partnership (Limited Partnership) (寧波梅山保稅港區佰山投資管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on November 1, 2017, being one of our Pre-[REDACTED] Investors |
| “Beijing GS” | Beijing Goldman Sachs Consulting Co., Ltd. (北京高盛顧問有限公司), a foreign-owned company established under the laws of the PRC on June 14, 2002, being one of our Pre-[REDACTED] Investors |

DEFINITIONS

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| “Beijing Rimag” | Beijing Rimag Enterprise Management Center (Limited Partnership) (北京一脈企業管理中心(有限合夥)), a limited liability partnership incorporated under the laws of the PRC on June 4, 2019 as an investment holding platform with certain limited partners being employees of our Company |
| “Beijing Rimag Imaging” | Beijing Rimag Medical Imaging Diagnosis Center Co., Ltd. (北京一脈陽光醫學影像診斷中心有限公司), a limited liability company incorporated under the laws of the PRC on February 13, 2015 and a wholly-owned subsidiary of the Company |
| “Beijing Rimag Information” | Beijing Rimag Medical Information Technology Co., Ltd. (北京一脈陽光醫學信息技術有限公司), a limited liability company incorporated under the laws of the PRC on August 24, 2015 and a wholly-owned subsidiary of the Company |
| “Board” or “Board of Directors” | the Board of Directors of our Company |
| “Business day” or “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 |

[REDACTED]

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| “Catalog 2018” | the Administrative Catalog for Licenses for Deployment of Large-scale Medical Equipment (2018) (《大型醫用設備配置許可管理目錄(2018年)》) published by the NHC on March 29, 2018, as replaced by Catalog 2023 |
| “Catalog 2023” | the Administrative Catalog for Licenses for Deployment of Large-scale Medical Equipment (2023) (《大型醫用設備配置許可管理目錄(2023年)》) published by the NHC on March 3, 2023, effective from the same date |

[REDACTED]

DEFINITIONS

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| “China” or “PRC” | the People’s Republic of China, excluding, for the purpose of this document, Hong Kong, Macau and Taiwan |
| “CICC Yingrun” | Xiamen CICC Yingrun Equity Investment Fund Partnership (Limited Partnership) (廈門中金盈潤股權投資基金合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on March 19, 2019, being one of our Pre-[REDACTED] Investors |
| “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” | Jiangxi Rimag Group Co., Ltd. (江西一脈陽光集團股份有限公司), a company initially established under the laws of the PRC on October 30, 2014 as a joint stock company with limited liability, subsequently converted into a limited liability company on July 15, 2016 and further converted into a joint stock company with limited liability in the PRC on June 30, 2021 |
| “Company Law” or “PRC Company Law” | Company Law of the People’s Republic of China (中華人民共和國公司法), as developed or improved from time to time |
| “Conversion of [REDACTED] Shares into H Shares” | the conversion of 180,000,000 [REDACTED] Shares in aggregate held by 29 existing Shareholders into H Shares upon the completion of the [REDACTED]. Such conversion of [REDACTED] Shares into H Shares has been filed with the CSRC on January 8, 2024 and an application for H Shares to be [REDACTED] on the Hong Kong Stock Exchange has been made to the [REDACTED] Committee |
| “CSDC” | China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司) |

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| “CSDC (Hong Kong)” | China Securities Depository and Clearing (Hong Kong) Company Limited |
| “CSRC” | the China Securities Regulatory Commission (中國證券監督管理委員會) |
| “Data Compliance Advisor” | Tian Yuan Law Firm, the Data Compliance Advisor of our Company |
| “Director(s)” | director(s) of our Company |
| “EIT Law” | Enterprise Income Tax Law of the People’s Republic of China (中華人民共和國企業所得稅法), as developed or improved from time to time |
| “Employee Incentive Schemes” | the 2021 Share Incentive Scheme of our Company, a summary of the principal terms of which is set out in “Statutory and General Information — F. Employee Incentive Scheme” in Appendix VI to this document |

[REDACTED]

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| “Extreme Conditions” | the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No.8 or above is replaced with Typhoon Signal No. 3 or below |
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DEFINITIONS

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| “Frost & Sullivan” | Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research consultant, which is an Independent Third Party |
| “Frost & Sullivan Report” | a report prepared by Frost & Sullivan on the medical devices and solutions industry |
| “GDP” | gross domestic product |

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| “Group,” “our Group,” “we” or “us” | our Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the context may require) |
| “Guide for New Listing Applicants” | the Guide for New Listing Applicants issued by the Stock Exchange, as amended, supplemented or otherwise modified from time to time |
| “H Share(s)” | overseas [REDACTED] foreign shares in the share capital of our Company with nominal value of RMB1.00 each, which are to be subscribed for and traded in HK dollars and are to be [REDACTED] on the Hong Kong Stock Exchange |

[REDACTED]

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| “HK\$” or “HK dollars” | Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong |
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[REDACTED]

DEFINITIONS

[REDACTED]

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| “Hong Kong” or “HK” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Listing Rules” or “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) |

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong Stock Exchange” or
“Stock Exchange”

The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

“Hubei Zhiying”

Hubei Zhiying Rimag Medical Technology Co., Ltd. (湖北智影一脈陽光醫療科技有限公司), a limited liability company incorporated under the laws of the PRC on December 1, 2016 and held as to 90% by the Company

“IFRS”

International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and the International Accounting Standards and interpretation issued by the International Accounting Standards Committee

“Independent Third Party(ies)”

any entity or person who is not a connected person of our Company within the meaning ascribed thereto under the Listing Rules

DEFINITIONS

[REDACTED]

“JD Yingzheng”

Suqian JD Yingzheng Enterprise Management Consulting Co., Ltd. (宿遷京東盈正企業管理諮詢有限公司), a limited company established under the laws of the PRC on July 8, 2021, being one of our Pre-[REDACTED] Investors

“Jiangxi Rimag Investment”

Jiangxi Rimag Medical Investment Management Co., Ltd. (江西一脈陽光醫療投資管理有限公司), a limited liability company incorporated under the laws of the PRC on September 19, 2014 and a wholly-owned subsidiary of the Company

DEFINITIONS

[REDACTED]

“Latest Practicable Date” May 17, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

“Listing Committee” the Listing Committee of the Hong Kong Stock Exchange

[REDACTED]

“Macau” the Macau Special Administrative Region of the PRC

“Main Board” the stock market (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

“Ministry of Finance” or “MOF” the 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)

DEFINITIONS

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| “Nanchang Rimag” | Nanchang Rimag Sunshine Enterprise Management Center (Limited Partnership) (南昌一脈陽光企業管理中心(有限合夥)), a limited liability partnership established under the laws of the PRC on March 28, 2016 as an employee shareholding platform of the Company |
| “NDRC” | the National Development and Reform Commission of the PRC (中華人民共和國發展和改革委員會) |
| “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) |
| “Nomination Committee” | the nomination committee of the Board |
| “NPC” | the National People’s Congress of the PRC (中華人民共和國全國人民代表大會) |

[REDACTED]

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| “OGF” | ORBIMED GENESIS MASTER FUND, L.P., an exempted limited partnerships incorporated under the laws of the Cayman Islands, being one of our Pre-[REDACTED] Investors |
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DEFINITIONS

“ONH” ORBIMED NEW HORIZONS MASTER FUND, L.P., an exempted limited partnerships incorporated under the laws of the Cayman Islands, being one of our Pre-[REDACTED] Investors

“OrbiMed” WWH, OGF and ONH, being our Pre-[REDACTED] Investors

[REDACTED]

“PBOC” the People’s Bank of China (中國人民銀行), the central bank of the PRC

“PICC Beijing” PICC Beijing Health Care Fund, L.P. (北京人保健康養老產業投資基金(有限合夥)), a limited partnership established under the laws of the PRC on December 20, 2018, being one of our Pre-[REDACTED] Investors

“PRC GAAP” generally accepted accounting principles of PRC

“PRC Legal Advisor” Jingtian & Gongcheng, the PRC legal advisor of our Company

“Pre-[REDACTED] Investment(s)” the Pre-[REDACTED] investments in our Company undertaken by the Pre-[REDACTED] Investors, details of which are set out in the section headed “History and Corporate Structure” in this document

“Pre-[REDACTED] Investor(s)” the investor(s) who participated in our Pre-[REDACTED] Investments, details of which are set out in the section headed “History and Corporate Structure” in this document

[REDACTED]

DEFINITIONS

[REDACTED]

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| “province” | a province or, where the context requires, a provincial level autonomous region or municipality, under the direct supervision of the central government of the PRC |
| “R&D” | research and development |
| “Remuneration Committee” | the remuneration committee of the Board |
| “Regulation S” | Regulation S under the US Securities Act |
| “RMB” or “Renminbi” | Renminbi, the lawful currency of the PRC |
| “SAC” | the Securities Association of China (中國證券業協會) |
| “SAFE” | the State Administration of Foreign Exchange of the PRC (中國國家外匯管理局) |
| “SASAC” | State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會) |
| “SAT” | the State Administration of Taxation of the PRC (國家稅務總局) |
| “Securities and Futures Ordinance” or “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| “Securities Law” | the Securities Law of the People’s Republic of China (中華人民共和國證券法), as developed or improved from time to time |

DEFINITIONS

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| “SFC” | the Securities and Futures Commission of Hong Kong |
| “Shanghai Stock Exchange” | the Shanghai Stock Exchange (上海證券交易所) |
| “Share(s)” | ordinary shares in the capital of our Company with a nominal value of RMB1.00 each, comprising [REDACTED] Shares and H Shares |
| “Shareholders(s)” | holder(s) of the Share(s) |
| “Shenzhen Stock Exchange” | the Shenzhen Stock Exchange (深圳證券交易所) |
| “Single Largest Shareholders” | Mr. Chen Zhaoyang (陳朝陽) and Nanchang Rimag |
| “SME(s)” | small and medium enterprise(s) |
| “Sole Sponsor” | CITIC Securities (Hong Kong) Limited |
| [REDACTED] | |
| “State Council” | State Council of the People’s Republic of China (中華人民共和國國務院) |
| “subsidiary(ies)” | has the meaning ascribed to it in section 15 of the Companies Ordinance |
| “Supervisor(s)” | member(s) of our Supervisory Committee |
| “Supervisory Committee” | the supervisory committee of our Company |
| “Takeovers Code” | the Codes on Takeovers and Mergers and Share Buybacks issued by the SFC, as amended, supplemented or otherwise modified from time to time |
| “Track Record Period” | the three years ended December 31, 2021, 2022 and 2023 |
| “US” or “United States” | the United States of America, its territories, its possessions and all areas subject to its jurisdiction |
| “US Securities Act” | the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder |

DEFINITIONS

[REDACTED]

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| “US\$” or “US dollars” | United States dollars, the lawful currency of the United States |
| “VAT” | value-added tax |
| “WWH” | WORLDWIDE HEALTHCARE TRUST PLC, a publicly-listed trust organized under the laws of England and Wales, being one of our Pre-[REDACTED] Investors |
| “%” | per cent |

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

Certain amounts and percentage figures included in this document have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.