

DEFINITIONS

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

“Accountants’ Report”	the accountants’ report on the historical information of the Company and its subsidiaries included in the Accountants’ Report in Appendix I to this document
“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
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on [●], 2024 with effect from the [REDACTED], a summary of which is set out in “Summary of the Constitution of the Company and Cayman Company Law” in Appendix III
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Beijing Fangyixing”	Beijing Fangyixing Information Technology Co., Ltd. (北京方易行信息科技有限公司), a limited liability company established in the PRC on August 12, 2019 and a wholly-owned subsidiary of the Company
“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]
“Cayman Companies Act” or “Companies Act”	the Companies Act (2023 Revision) of the Cayman Islands, as amended or supplemented from time to time

DEFINITIONS

[REDACTED]

“China” or “the PRC”	the People’s Republic of China, and for the purposes of this document only, except where the context requires otherwise, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“CIC” or “Industry Consultant”	China Insights Industry Consultancy Limited, an independent professional market research and consulting company
“Class A Ordinary Shares”	class A ordinary shares in the share capital of the Company with a par value of US\$0.00002 each, conferring a holder of a Class A Ordinary Share one vote per share on any resolution tabled at the Company’s general meeting
“Class B Ordinary Shares”	class B ordinary shares in the share capital of the Company with a par value of US\$0.00002 each, conferring weighted voting rights in the Company such that a holder of a Class B Ordinary Share is entitled to twenty votes per share on any resolution tabled at the Company’s general meeting
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	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”	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”, “the Company” or “Fangzhou Inc.”	Fangzhou Inc. (方舟云康控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on September 26, 2019
“Compliance Advisor”	Somerley Capital Limited

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“Concert Deed”	the deed of act-in-concert entered into by Mr. Xie and Mr. Zhou on September 26, 2019, further information on which is set out in “History, Reorganization and Corporate Structure—Concert Party Arrangement”
“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
“Consolidated Affiliated Entities”	the entities we control through the contractual arrangements, namely Fangzhou Yunkang and its subsidiaries (each a “ Consolidated Affiliated Entity ”), details of which are set out in the section headed “History, Reorganization and Corporate Structure”
“Contractual Arrangements”	a series of contractual arrangements entered into by, Fangfeng Technology, Fangzhou Yunkang and the Fangzhou Yunkang Registered Shareholders, the details of which are described in the section “Contractual Arrangements”
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Xie, Mr. Zhou, Fangrong Management Limited, Fangzhan Holdings L.P., Xingyu Holdings L.P., Celaeno Group Limited and Silica Brothers Corp., as further detailed in the section headed “Relationship with the Controlling Shareholders”
“Crescent Point”	Crescent China Investment Management Ltd., a private equity manager incorporated in the British Virgin Islands on October 28, 2020 and regulated by the British Virgin Islands Financial Services Commission, which is ultimately controlled by David McKee Hand, our non-executive Director; or where the context requires, in respect of certain historical events, Crescent Fund Management Pte. Ltd., an investment manager incorporated in Singapore on December 17, 2012 and licensed by the Monetary Authority of Singapore
“Crescent Point Vehicles”	Crescent Trident Singapore Pte. Ltd., Asia-Pac E-Commerce Opportunities Pte. Ltd., CP Pharmatech Singapore Pte. Ltd. and Tech-Med Investments (S) Pte. Ltd.

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“CSRC”	the China Securities Regulatory Commission of the PRC (中國證券監督管理委員會)
“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 16 March 2007 and recently amended and became effective on 29 December 2018
“Exchange Act”	the U.S. Securities and Exchange Act of 1934, as amended
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the Government of Hong Kong
“Fangfeng Technology” or “New WFOE”	Guangdong Fangfeng Technology Co., Ltd. (廣東方峰科技有限公司), a limited liability company established in the PRC on February 12, 2020 and a wholly-owned subsidiary of the Company
“Fangzhou Beijing”	Fangzhou Jianke (Beijing) Health Management Co., Ltd. (方舟健客(北京)健康管理有限公司), a limited liability company established in the PRC on October 20, 2021 and a wholly-owned subsidiary of the Company
“Fangzhou Health”	Guangdong Fangzhou Health Management Technology Co., Ltd. (廣東方舟健康管理科技有限公司), a limited liability company established in the PRC on November 8, 2021 and a wholly-owned subsidiary of the Company
“Fangzhou Information”	Guangzhou Fangzhou Information Technology Co., Ltd. (廣州方舟信息科技有限公司), a limited liability company established in the PRC on September 29, 2019 and a wholly-owned subsidiary of the Company
“Fangzhou Internet Hospital”	Guangzhou Fangzhou Internet Hospital Co., Ltd. (廣州方舟互聯網醫院有限公司), a limited liability company established in the PRC on May 18, 2020 and a Consolidated Affiliated Entity of the Group
“Fangzhou Limited”	Fangzhou Limited, a company with limited liability incorporated in Hong Kong on October 24, 2019 and a wholly-owned subsidiary of the Company

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“Fangzhou Media”	Guangzhou Fangzhou Media Co., Ltd. (廣州方舟傳媒有限公司), a limited liability company established in the PRC on August 4, 2020 and a Consolidated Affiliated Entity of the Group
“Fangzhou Medicine”	Guangzhou Fangzhou Medicine Co., Ltd. (廣州方舟醫藥有限公司), a limited liability company established in the PRC on August 20, 2019 and a Consolidated Affiliated Entity of the Group
“Fangzhou Pharmaceutical”	Guangzhou Fangzhou Pharmaceutical Co., Ltd. (廣州方舟藥業有限公司), a limited liability company established in the PRC on March 23, 2004 and a wholly-owned subsidiary of the Company
“Fangzhou Yunkang”	Guangzhou Fangzhou Yunkang Information Technology Group Co., Ltd. (廣州方舟雲康信息科技集團有限公司), a limited liability company established in the PRC on April 28, 2020 and a Consolidated Affiliated Entity of the Group
“Fangzhou Yunkang Registered Shareholders”	the registered shareholders of Fangzhou Yunkang, namely, Guangzhou Fangming Investment Enterprise (Limited Partnership) (廣州市方明投資企業(有限合夥)), Shenzhen Kaichuang Lianyu Technology Consultancy Co., Ltd. (深圳市凱創聯宇科技諮詢有限公司) and Beijing Yiershan Technology Co., Ltd. (北京醫而善科技有限公司), holding 47%, 33% and 20% of the equity interest in Fangzhou Yunkang, respectively
“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 15 March 2019 and became effective on 1 January 2020
	[REDACTED]
“GDP”	gross domestic product (all references to GDP growth rates are to real as opposed to nominal growth rates of GDP)
	[REDACTED]

DEFINITIONS

“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
“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	the Company, its subsidiaries and the Consolidated Affiliated 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
“Guangdong Jianke”	Guangdong Jianke Medicine Co., Ltd. (廣東健客醫藥有限公司), a limited liability company established in the PRC on July 6, 2007
“Guangzhou Jianke”	Guangzhou Jianke Pharmaceutical Co., Ltd. (廣州健客藥業有限公司), a limited liability company established in the PRC on August 23, 2006
“Guangzhou Yunyi”	Guangzhou Yunyi Huiyao Medicine Co., Ltd. (廣州雲醫惠藥醫藥有限公司), a limited liability company established in the PRC on May 3, 2013
“HK” or “Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HKFRSs”	Hong Kong Financial Reporting Standards, as issued by the Hong Kong Institute of Certified Public Accountants

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[REDACTED]

“Hong Kong dollars” or
“HK dollars” or “HK\$”

Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

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

[REDACTED]

“ICP License” the value-added telecommunications business operation license for Internet information service

“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

“Initial WFOE” or “Fangzhan Technology” Guangdong Fangzhan Technology Co., Ltd. (廣東方展科技有限公司), a limited liability company established in the PRC on November 2, 2015 and a wholly-owned subsidiary of the Company

[REDACTED]

DEFINITIONS

“Jianke Platform” the platforms where we offer certain of our services, including Jianke Doctor App (健客醫生), Jianke Hospital App (健客醫院), Jianke Online Pharmacy App (健客網上藥店), the website of Jianke.com and WeChat official accounts and mini programs. The aforementioned mobile applications and the website (the **“Jianke mobile applications and website”**) were at times historically operated by Guangdong Jianke under license and authorization from the Initial WFOE

“Jingtai Hospital” Jingtai Hospital (景泰醫院), a private non-enterprise established in the PRC on July 20, 2011 and a subsidiary of the Company

[REDACTED]

“Joint Sponsors” Citigroup Global Markets Asia Limited, UBS Securities Hong Kong Limited and ABCI Capital Limited

“Latest Practicable Date” February 20, 2024, 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, orders, judgments, decrees, or rulings of any Governmental Authority (including, without limitation, the Stock Exchange and the SFC) of all relevant jurisdictions

[REDACTED]

“Listing Committee” the Listing Committee of the Stock Exchange

[REDACTED]

DEFINITIONS

“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
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with GEM (formerly known as the Growth Enterprise Market) of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company conditionally adopted on [●], 2024 with effect from the [REDACTED], a summary of which is set out in “Summary of the Constitution of the Company and Cayman Company Law” in Appendix III
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“Mr. Ma”	Mr. MA Haozhi (馬昊志), one of the passive shareholders of Yunyi Inc.
“Mr. Su”	Mr. SU Zhan (蘇展), one of the passive shareholders of Guangdong Jianke and Yunyi Inc.
“Mr. Xie”	Mr. XIE Fangmin (謝方敏), an executive Director, Chairman of the Board and chief executive officer of the Company
“Mr. Zhou”	Mr. ZHOU Feng, an executive Director and chief strategy officer of the Company
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOHRSS”	the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部)
“NDRC”	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)

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“NHC”	National Health Commission of the PRC (中華人民共和國國家衛生健康委員會)
“NMPA”	National Medical Products Administration of the PRC (中華人民共和國國家藥品監督管理局)
“NPC”	National People’s Congress of the PRC (全國人民代表大會)

[REDACTED]

“Ordinary Share(s)” or “Share(s)”	ordinary shares in the share capital of the Company with a par value of US\$0.00002 each
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[REDACTED]

DEFINITIONS

“PBOC”	People’s Bank of China
“PRC Legal Advisor”	Zhong Lun Law Firm, our legal advisor on PRC law
“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 “History, Reorganization and Corporate Structure—Pre-[REDACTED] Investments”
“Pre-[REDACTED] Investor(s)”	the investors of the Pre-[REDACTED] Investments
“Pre-[REDACTED] Shareholders’ Agreement”	the amended and restated shareholders’ agreement entered into between, among others, the Company, certain Group companies, the Controlling Shareholders and the Pre-[REDACTED] Investors dated December 30, 2022
“Pre-reorganization Group”	the Initial WFOE and Guangzhou Yunyi
“Preferred Share(s)”	preferred shares(s) in the share capital of the Company with a par value of US\$0.00002 each, including the Series A Preferred Shares, Series A-1 Preferred Shares, Series B Preferred Shares, Series C Preferred Shares, Series D Preferred Shares and Series D+ Preferred Shares

[REDACTED]

“Qishi Hospital”	Guangdong Qishi Hospital Management Co., Ltd. (廣東啟石醫院管理有限公司), a limited liability company established in the PRC on September 30, 2020
“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 “History, Reorganization and Corporate Structure—Reorganization and Disruption of Production and Business Operations Incident—Reorganization”

DEFINITIONS

“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“RSU Platforms”	means Endeavor Cloud Limited, Maofeng Cloud Limited, Lianhe Cloud Limited, Arkasia (S) Pte. Ltd., Televest Singapore Pte. Ltd. and Asia Tech Investments Ltd.
“RSU Scheme”	the restricted share unit scheme adopted by our Company on January 1, 2020
“Ruishi Hospital”	Guangdong Ruishi Hospital Management Co., Ltd. (廣東瑞石醫院管理有限公司), a limited liability company established in the PRC on June 7, 2023 and a Consolidated Affiliated Entity of the Group
“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), which has now been merged into the SAMR
“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)
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國國務院國有資產監督管理委員會)
“Series A Investor(s)”	holder(s) of the Series A Preferred Shares
“Series A Preferred Shares”	the series A preferred shares with a par value of US\$0.00002 each 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-1 Investor(s)”	holder(s) of the Series A-1 Preferred Shares
“Series A-1 Preferred Shares”	the series A-1 preferred shares with a par value of US\$0.00002 each 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 Investor(s)”	holder(s) of the Series B Preferred Shares

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“Series B Preferred Shares”	the series B preferred shares with a par value of US\$0.00002 each 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 Investor(s)”	holder(s) of the Series C Preferred Shares
“Series C Preferred Shares”	the series C preferred shares with a par value of US\$0.00002 each 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 Investor(s)”	holder(s) of the Series D Preferred Shares
“Series D Preferred Shares”	the series D preferred shares with a par value of US\$0.00002 each 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+ Investor(s)”	holder(s) of the Series D+ Preferred Shares
“Series D+ Preferred Shares”	the series D+ preferred shares with a par value of US\$0.00002 each 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”	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
“Shareholder(s)”	holder(s) of our Share(s)
“STA”	State Taxation Administration of the PRC (國家稅務總局)

[REDACTED]

DEFINITIONS

“**State Council**” State Council of the PRC (中華人民共和國國務院)

[REDACTED]

“**Stock Exchange**” or “**Hong Kong 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

“**substantial shareholder(s)**” has the meaning ascribed to it in the Listing Rules

“**Track Record Period**” the years ended December 31, 2021, 2022 and 2023

“**U.S. Securities Act**” United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

[REDACTED]

“**United States**”, “**U.S.**” or “**US**” United States of America, its territories, its possessions and all areas subject to its jurisdiction

“**US dollars**”, “**U.S. dollars**”, “**US\$**” or “**USD**” United States dollars, the lawful currency of the United States

“**VAT**” value-added tax

“**weighted voting rights**” has the meaning ascribed to it in the Listing Rules

DEFINITIONS

[REDACTED]

“Xinjiang Internet Hospital”	Xinjiang Fangzhou Internet Hospital Co., Ltd. (新疆方舟互聯網醫院有限公司), a limited liability company established in the PRC on May 7, 2020 and a subsidiary of the Company
“Yunyi Inc.”	Yunyi Inc., an exempted company with limited liability incorporated in the Cayman Islands on August 10, 2015, which was the ultimate parent company of the Pre-reorganization Group
“Yunyi Information”	Guangdong Fangzhou Yunyi Information Technology Co., Ltd. (廣東方舟雲醫信息科技有限公司), a limited liability company established in the PRC on June 6, 2022 and a subsidiary of the Company
“Yunyi Limited”	Yunyi Limited, a company with limited liability incorporated in Hong Kong on August 28, 2015 and a wholly-owned subsidiary of Yunyi Inc.
“%”	per cent

* For identification purposes only.

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.