
DEFINITIONS

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

“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
“Articles” or “Articles of Association”	the Articles of Association of our Company, adopted on June 18, 2021 and with effect from the Listing, a summary of which is set out in Appendix III
“Board” or “Board of Directors”	the board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“CAGR”	compound annual growth rate
“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“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 participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant

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“CCASS EIPO”	the application for the Hong Kong Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by (i) instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Public Offer Shares on your behalf, or (ii) if you are an existing CCASS Investor Participant, giving electronic application instructions through the CCASS Internet System (https://ip.ccass.com) or through the CCASS Phone System (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input electronic application instructions for CCASS Investor Participants through HKSCC’s Customer Service Center by completing an input request
“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 excluding, for the purpose of this prospectus, Hong Kong, Macau and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented 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 or supplemented from time to time

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“Company”, “our Company”, “we” or “us”	Medlive Technology Co., Ltd. (醫脈通科技有限公司), an exempted company incorporated in the Cayman Islands with limited liability on April 8, 2013, and, except where the context otherwise requires, all of our subsidiaries, or where the context refers to the time before we became the holding company of our present subsidiaries, our present subsidiaries (which include the Consolidated Affiliated Entities)
“Consolidated Affiliated Entities”	the entities we control through the Contractual Arrangements, namely Yimaihutong and Yinchuan Yimaitong. For further details of these entities, see the section headed “History, Reorganization and Corporate Structure” in this document
“Contractual Arrangements”	the exclusive operation services agreement, the exclusive option agreement, the loan agreements, the shareholders’ rights entrustment agreement, the equity pledge agreement and the spouse undertakings as more particularly described in the section headed “Contractual Arrangements” in this prospectus
“Controlling Shareholders”	M3, Tiantian, Ms. Tian Liping, Mr. Tian Lixin and Mr. Tian Lijun
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》) promulgated by the SCNPC on March 16, 2007 with effect from January 1, 2008, amended on February 24, 2017 and December 29, 2018
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“Foreign Investment Law (2015 Draft)”	the PRC Foreign Investment Law (Consultation Draft) (《中華人民共和國外國投資法(草案徵求意見稿)》) published by the MOFCOM in January 2015

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“Foreign Investment Law (2019)”	the PRC Foreign Investment Law (《中華人民共和國外商投資法》) adopted at the Second Session of the Thirteenth National People’s Congress of the PRC on March 15, 2019
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., the industry consultant
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Grantees”	the 62 grantees of the Pre-IPO Share Options
“GREEN Application Form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider designated by the Company
“Group”, “our Group”, “we”, “our” or “us”	our Company and our subsidiaries (which include the Consolidated Affiliated Entities, the financial results of which have been consolidated and accounted for as our subsidiaries by virtue of the Contractual Arrangements) or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries (which include the Consolidated Affiliated Entities), the business operated by such subsidiaries or their predecessors (including Jinye Tianxiang, Jinye Tiansheng and Tekeneng Software Technology) (as the case may be)
“ HK eIPO White Form ”	the application for Hong Kong Public Offer Shares to be issued in the applicant’s own name, submitted through the IPO App or the designated website at www.hkeipo.hk
“ HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by our Company, as specified in the IPO App and on the designated website at www.hkeipo.hk
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards, as issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited

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“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offer Shares”	the 15,510,000 Shares being initially offered for subscription in the Hong Kong Public Offering, subject to reallocation
“Hong Kong Public Offering”	the offer of the Hong Kong Public Offer Shares for subscription by the public in Hong Kong
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated June 29, 2021, relating to the Hong Kong Public Offering and entered into by the Joint Sponsors, the Joint Representatives, the Hong Kong Underwriters, the Controlling Shareholders and our Company
“independent third party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected with our Company or our connected persons as defined under the Listing Rules
“International Offer Shares”	the 139,586,000 Shares being initially offered in the International Offering together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option, subject to reallocation

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“International Offering”	the offer of the International Offer Shares at the Offer Price outside the United States in offshore transactions in accordance with Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from registration under the U.S. Securities Act, as further described in “Structure of the Global Offering”
“International Underwriters”	the international underwriters for the International Offering, that are expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering, which is expected to be entered into by the Joint Sponsors, the Joint Representatives, the International Underwriters, the Controlling Shareholders and our Company on or about July 7, 2021
“ IPO App ”	the mobile application for the HK eIPO White Form service which can be downloaded by searching “ IPO App ” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp
“Jinye Tiancheng” or “WFOE”	Kingyee (Beijing) Co., Ltd. (金葉天成(北京)科技有限公司), a company established in the PRC on August 29, 2013, an indirect wholly-owned subsidiary of our Company
“Jinye Tiansheng”	Beijing Jinye Tiansheng Technology Co., Ltd. (北京金葉天盛科技有限公司), a company established in the PRC on August 25, 2006, a predecessor of our Group
“Jinye Tianxiang”	Beijing Jinye Tianxiang Technology Co., Ltd. (北京金葉天翔科技有限公司), a company established in the PRC on January 30, 2003, a predecessor of our Group
“Joint Bookrunners”	the joint bookrunners as named in the section headed “Directors and Parties Involved in the Global Offering” of this prospectus

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“Joint Global Coordinators”	the joint global coordinators as named in the section headed “Directors and Parties Involved in the Global Offering” of this prospectus
“Joint Lead Managers”	the joint lead manager as named in the section headed “Directors and Parties Involved in the Global Offering” of this prospectus
“Joint Representatives”	Goldman Sachs (Asia) L.L.C. and Haitong International Securities Company Limited
“Joint Sponsors”	Goldman Sachs (Asia) L.L.C. and Haitong International Capital Limited
“Kingyee HK”	Kingyee (HK) Co., Limited, a company incorporated in Hong Kong on May 3, 2013, a direct wholly-owned subsidiary of our Company
“Latest Practicable Date”	June 21, 2021 being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	the date, expected to be on or about Thursday, July 15, 2021 on which the Shares are listed on the Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange
“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”	the Provisions on Merger and Acquisition of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定)

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“Maili Technology”	Shijiazhuang Maili Technology Co., Ltd.* (石家莊邁粒科技有限公司), a company established in the PRC on October 30, 2019, an indirect wholly-owned subsidiary of our Company
“Memorandum” or “Memorandum of Association”	the Memorandum of Association of our Company, adopted on June 18, 2021 and with effect from the Listing, a summary of which is set out in Appendix III
“MOFCOM”	Ministry of Commerce of the People’s Republic of China (中華人民共和國商務部)
“Mr. Tian Lijun”	Mr. Tian Lijun (田立軍), an executive Director, a vice president of our Group, a deputy head of our Medical Information Science Research Unit and one of our Controlling Shareholders
“Mr. Tian Lixin”	Mr. Tian Lixin (田立新), our President, the head of our Medical Information Science Research Unit, an executive Director and one of our Controlling Shareholders
“Ms. Tian Liping”	Ms. Tian Liping (田立平), our Chairwoman, our Chief Executive Officer, an executive Director and one of our Controlling Shareholders
“M3”	M3, Inc., a stock company incorporated in Japan with limited liability on September 29, 2000, the shares of which are listed on the Tokyo Stock Exchange (Stock Code: 2413.T), and one of our Controlling Shareholders
“M3 Group”	M3, together with its subsidiaries, which for the purpose of this prospectus shall exclude our Group
“NDRC”	National Development and Reform Commission of the People’s Republic of China (中華人民共和國國家發展和改革委員會)
“NMPA”	the National Medical Products Administration (國家藥品監督管理局)

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“NPC”	National People’s Congress of the People’s Republic of China (中華人民共和國全國人民代表大會)
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%)
“Offer Shares”	the Hong Kong Public Offer Shares and the International Offer Shares together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by the Joint Representatives (on behalf of the International Underwriters), pursuant to which our Company may be required to allot and issue up to an aggregate of 23,264,000 Shares at the Offer Price to cover over-allocations in the International Offering, if any
“Post-IPO Share Option Scheme”	the post-IPO share option scheme we conditionally adopted pursuant to a resolution passed by our Shareholders on June 18, 2021, the principal terms of which are set out in the section headed “Statutory and General Information — D. Share Option Schemes — 2. Post-IPO Share Option Scheme” in Appendix IV to this prospectus
“PRC Government” or “State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“PRC Legal Adviser”	Tian Yuan Law Firm
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme we adopted pursuant to a resolution passed by our Shareholders on March 29, 2021, the principal terms of which are set out in the section headed “Statutory and General Information — D. Share Option Schemes — 1. Pre-IPO Share Option Scheme” in Appendix IV to this prospectus

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“Pre-IPO Share Options”	the pre-IPO share options to be granted to the Grantees on April 2, 2021 pursuant to the terms and conditions of the Pre-IPO Share Option Scheme, further information on which is set out in the paragraphs under “D. Share Option Schemes — 1. Pre-IPO Share Option Scheme” in Appendix IV to this prospectus
“Price Determination Date”	the date, expected to be on or about Wednesday, July 7, 2021, on which the Offer Price will be determined and, in any event, not later than Thursday, July 8, 2021
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Registered Shareholders”	Ms. Tian Liping and Dr. Li Zhuolin (李卓霖), being the registered shareholders of Yimaihutong
“Reorganization”	the reorganization of the Group in preparation for the Listing, details of which are set out in “History, Reorganization and Corporate Structure”
“RMB”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	State Administration of Foreign Exchange People’s Republic of China (中華人民共和國國家外匯管理局)
“SAFE Circular 37”	the “Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Offshore 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 SAFE with effect from July 4, 2014
“SAMR”	State Administration for Market Regulation of the People’s Republic of China (中華人民共和國國家市場監督管理總局)

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“SAT”	State Administration of Taxation of the People’s Republic of China (國家稅務總局)
“SAIC”	State Administration of Industry and Commerce of the People’s Republic of China (中華人民共和國國家工商管理總局), now known as State Administration of Market Regulation (國家市場監督管理總局)
“SCNPC”	Standing Committee of the National People’s Congress (全國人民代表大會常務委員會)
“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 or supplemented from time to time
“Shareholder(s)”	holder(s) of Shares
“Shares”	ordinary shares in the capital of our Company with nominal value of US\$0.00001 each
“Share Option Schemes”	the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme
“Share Subdivision”	the subdivision of each share in the Company’s issued and unissued share capital with par value of US\$0.01 each into 1,000 ordinary shares with par value of US\$0.00001 each on March 29, 2021, the details of which are set out in “History, Reorganization and Corporate Structure”
“Stabilizing Manager”	Goldman Sachs (Asia) L.L.C.
“State Council”	State Council of the People’s Republic of China (中華人民共和國國務院)

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“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into between Tiantian and the Stabilizing Manager (or its affiliates or any person acting for it) pursuant to which the Stabilizing Manager (or its affiliates or any person acting for it) may borrow up to 23,264,000 Shares from Tiantian to facilitate the settlement of over-allocations in the International Offering
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tekeng Software Technology”	Beijing Tekeng Software Technology Co., Ltd. (北京特科能軟件技術有限公司), a company established in the PRC on June 21, 1996, a predecessor of our Group
“Tiantian”	Tiantian Co., Limited, a company incorporated in Belize with limited liability on February 18, 2013 and one of our Controlling Shareholders
“Track Record Period”	the years ended December 31, 2018, 2019 and 2020
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended from time to time
“Yimaihutong”	Beijing Yimaihutong Technology Co., Ltd.* (北京醫脈互通科技有限公司), an operating company of our Group established in the PRC on April 18, 2013 and which is controlled by our Group through the Contractual Arrangements

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“Yinchuan Yimaitong”

Yinchuan Yimaitong Internet Hospital Co., Ltd.* (銀川醫脈通互聯網醫院有限公司), an operating company of our Group established in the PRC on August 29, 2019 and which is controlled by our Group through the Contractual Arrangements

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