
DEFINITIONS

In this prospectus, the following expressions have the following meanings unless the context otherwise requires. Certain technical terms are explained in the section headed “Glossary” in this prospectus.

- “Alcon” Alcon Pharmaceuticals Ltd., and where the context requires, any of its subsidiaries or the group of companies comprising Alcon Pharmaceuticals Ltd. and its subsidiaries. Alcon Pharmaceuticals Ltd. is a Swiss corporation and a subsidiary of Novartis AG, a Swiss corporation and a global diversified healthcare company
- “AMG” amg International GmbH, a limited liability company incorporated on 19 December 1997 under the laws of Germany, and controlled by Q3
- “Anbang Investment” Yangpu Anbang Investment Company Limited (洋浦安邦投資有限公司), a company incorporated on 19 March 2002 in the PRC and controlled by Mr. Li
- “Application Form(s)” **WHITE** Application Form(s), **YELLOW** Application Form(s) and **GREEN** Application Form(s) or, where the context so requires, any one of them that is used in connection with the Hong Kong Public Offering
- “Application Lists” the application lists for the Hong Kong Public Offering
- “Articles of Association” or
“Articles” the articles of association of our Company, conditionally approved and adopted (subject to and with effect from Listing) on 16 October 2013 (as amended, supplemented or otherwise modified from time to time)
- “Asian Strategic Alliance
Partners” Asian Strategic Alliance Partners Pte. Ltd., a company incorporated on 22 October 2010 in Singapore and is held by Mr. Yuen, Ms. Catherine Choe Siaw Lai and Ms. Janet Shung Suk Ling as to 60%, 35% and 5%, respectively. Both Ms. Catherine Choe Siaw Lai and Ms. Janet Shung Suk Ling are Independent Third Parties. Its principal business is general wholesale trading, including general imports and exports
- “associate(s)” has the meaning ascribed to it under the Listing Rules
- “Banking Ordinance” the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) (as amended, supplemented or otherwise modified from time to time)
- “Board” or “Board of Directors” our board of Directors
- “Business Day” a day (other than a Saturday or a Sunday) on which banks in Hong Kong are generally open for normal banking business

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“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of the share premium account of our Company as referred to in the section headed “A. Further information about our Company and our Subsidiaries — 3. Written resolutions of our sole Shareholder” in Appendix IV to this prospectus
“Cayman Islands Companies Law”	the Companies Law (as amended) 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 clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“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 or a CCASS Custodian Participant or a CCASS Investor Participant
“CFDA”	China Food and Drug Administration (中華人民共和國國家食品藥品監督管理總局) established in March 2013, the successor of SFDA
“China” or “PRC”	the People’s Republic of China which, for the purpose of this prospectus, excludes Hong Kong, Macau and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (as amended, supplemented or otherwise modified from time to time)
“Company” or “our Company”	China Pioneer Pharma Holdings Limited (中国先锋医药控股有限公司), an exempted company incorporated in the Cayman Islands on 5 February 2013 with limited liability under the Cayman Islands Companies Law
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of our Company, means Mr. Li, Mrs. Li and Pioneer Pharma (BVI)
“Covex”	Covex, S.A., a public limited company incorporated on 20 May 1977 in Spain. As at the Latest Practicable Date, Pioneer Pharma had a 24% interest in Covex

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“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 Enterprise Income Tax Law of the PRC (中國人民共和國企業所得稅法) promulgated by the State Council on 16 March 2007 and became effective on 1 January 2008
“EUR” or “Euro”	Euro, the single currency of the participating member states of the European Union
“Frost & Sullivan Report”	a customised report titled “Third Party Pharmaceutical Products and Medical Device Marketing, Promotion and Channel Management Market in China” prepared by Frost & Sullivan and commissioned by our Company for the purpose of the Global Offering
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Grand Hill Technology”	Grand Hill Technology Limited, a limited liability company incorporated on 3 August 2009 in Hong Kong and owned by Ms. Kam and Mr. Tam Wai Ming (an Independent Third Party) in equal shares. It is a trading company.
“GREEN Application Form”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited, designated by our Company
“Group”, “our Group”, “we” or “us”	our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company and the business carried on by any subsidiaries or their predecessors (as the case may be)
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 33,334,000 Shares being initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to adjustment as described in the

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- section headed “Structure of the Global Offering” of this prospectus)
- “Hong Kong Public Offering” our offering of Hong Kong Offer Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure of the Global Offering” of this prospectus) for cash at the Offer Price and on and subject to the terms and conditions described in this prospectus and the Application Forms
- “Hong Kong Share Registrar” Computershare Hong Kong Investor Services Limited
- “Hong Kong Stock Exchange” The Stock Exchange of Hong Kong Limited
- “Hong Kong Underwriters” the underwriters of the Hong Kong Public Offering whose names are set out in the section headed “Underwriting — Hong Kong Underwriters” of this prospectus
- “Hong Kong Underwriting Agreement” the underwriting agreement dated 23 October 2013 relating to the Hong Kong Public Offering entered into among our Company, the Controlling Shareholders, the Sole Global Coordinator and the Hong Kong Underwriters
- “IFRS” International Financial Reporting Standards, as issued by the International Accounting Standards Board
- “Independent Third Party(ies)” a person(s) or company(ies) which is or are not connected with any of the Directors, chief executive or substantial shareholders of our Company or any of its subsidiaries or any of their respective associates
- “International Offer Shares” the 300,000,000 Shares to be issued by our Company being initially offered at the Offer Price pursuant to the International Offering together, where relevant, with any additional Shares sold pursuant to the exercise of the Over-allotment Option, the number of which is further subject to reallocation as described in the section headed “Structure of the Global Offering” of this prospectus
- “International Offering” the conditional offering of International Offer Shares outside the United States pursuant to Regulation S, including institutional and professional investors in Hong Kong (other than retail investors in Hong Kong), and in the United States to QIBs in reliance on Rule 144A, for cash at the Offer Price as further described in the section headed “Structure of the Global Offering” in this prospectus
- “International Purchase Agreement” the international purchase agreement relating to the International Offering and expected to be entered into by,

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	among others, our Company, the Controlling Shareholders, the Sole Global Coordinator and the International Purchasers on or around the Price Determination Date
“International Purchasers”	the underwriters of the International Offering which are expected to enter into the International Purchase Agreement as purchasers on or around the Price Determination Date
“Joint Bookrunners”	UBS AG, Hong Kong branch and DBS Asia Capital Limited
“Joint Lead Managers”	UBS AG, Hong Kong branch and DBS Asia Capital Limited
“Latest Practicable Date”	17 October 2013, being the latest practicable date prior to the publication of this prospectus for ascertaining certain information contained in this prospectus
“Listing”	the listing of our Shares on the Main Board
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or about 5 November 2013, from which our Shares are listed and dealings therein are first permitted to take place on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)
“Main Board”	the main board of the Hong Kong Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company adopted on 16 October 2013 (as amended, supplemented or otherwise modified from time to time)
“MHRSS”	the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源與社會保障部)
“Ministry of Commerce” or “MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Ministry of Finance” or “MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“Ministry of Health” or “MOH”	the Ministry of Health of the PRC (中華人民共和國衛生部)
“Mr. Li”	Mr. Li Xinzhou (李新洲), the chairman of our Board, our executive Director, our chief executive officer and an ultimate Controlling Shareholder
“Mr. Wang”	Mr. Wang Juming (王炬明), a shareholder of Pioneer Pharma (BVI) and an Independent Third Party

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“Mr. Wong”	Mr. Wong Tak Ming (黃德明), a director of Pioneer Medical (HK)
“Mr. Yang”	Mr. Yang Zhiyu (楊志宇), a director and a substantial shareholder of Pioneer Ruici
“Mr. Yuen”	Mr. Yuen Seng Cheong (阮成昌), a director of each of Pioneer Singapore and Pioneer Medident, and a substantial shareholder of each of Pioneer Medical (HK) and Pioneer Medident
“Mrs. Li”	Ms. Wu Qian (吳茜), the spouse of Mr. Li and an ultimate Controlling Shareholder
“Ms. Kam”	Ms. Kam Ka Hang (甘家幸), a director of Pioneer HK and a shareholder of Grand Hill Technology
“Naqu Pioneer”	Naqu Area Pioneer Pharma Co., Ltd. (那曲地區先鋒醫藥有限公司), a company incorporated on 21 January 2010 in the PRC and a wholly-owned subsidiary of our Company
“National Bureau of Statistics”	the National Bureau of Statistics of China (中華人民共和國國家統計局)
“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)
“NIFDC”	the National Institute for Food and Drug Control of the PRC (中國食品藥品檢定研究院)
“NovaBay”	NovaBay Pharmaceuticals, Inc., a company incorporated on 19 January 2000 in the State of California as NovaCal Pharmaceuticals, Inc. In February 2007, NovaCal Pharmaceuticals, Inc. changed its name to NovaBay Pharmaceuticals, Inc. and on 29 June 2010, it reincorporated in the State of Delaware. As of the Latest Practicable Date, our Group held a 5.2% equity interest in NovaBay
“NHFPC”	the 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)
“NPFPC”	the National Population and Family Planning Commission of the PRC (中華人民共和國國家人口和計劃生育委員會)
“Offer Price”	the final price per Offer Share (exclusive of 1.0% brokerage, 0.003% SFC transaction levy and 0.005% the Hong Kong Stock Exchange trading fee) at which the Hong Kong Offer Shares are to be subscribed under the Hong Kong Public Offering, and at which the International Offer Shares are to be offered under the International Offering, to be determined as

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further described in the section headed “Structure of the Global Offering — Pricing — Determination of Offer Price” of this prospectus

- “Offer Shares” the Hong Kong Offer Shares and the International Offer Shares
- “Option Grantor” Pioneer Pharma (BVI)
- “Over-allotment Option” the option to be granted by the Option Grantor to the International Purchasers exercisable by the Sole Global Coordinator on behalf of the International Purchasers pursuant to which the Option Grantor may be required to sell up to 50,000,000 additional Shares (representing 15% of the Shares initially being offered under the Global Offering) to, among other things, cover over-allocation in the International Offering, details of which are described in the section headed “Structure of the Global Offering” of this prospectus
- “PBOC” the People’s Bank of China (中國人民銀行), the central bank of the PRC
- “Pioneer HK” Pioneer Pharma (Hong Kong) Company Limited (先鋒醫藥(香港)有限公司), a company incorporated on 19 February 2013 in Hong Kong and a wholly-owned subsidiary of our Company
- “Pioneer Medical (HK)” Pioneer Medical (HK) Company Limited (先鋒醫療器材(香港)有限公司), a company incorporated on 27 June 2012 in Hong Kong and a 60% owned subsidiary of our Company
- “Pioneer Medident” Pioneer Medident (SE Asia) Pte. Ltd., a company incorporated on 27 August 2012 in Singapore and a 60% owned subsidiary of our Company
- “Pioneer Pharma” Pioneer Pharma Shareholding Company Limited (先鋒醫藥股份有限公司), a company incorporated on 31 July 1996 in the PRC and majority owned by Mr. Li and Mrs. Li. Pioneer Pharma carried on the Group’s business of providing comprehensive marketing, promotion and channel management service for pharmaceutical products and medical devices in China before the Reorganisation
- “Pioneer Pharma (BVI)” Pioneer Pharma (BVI) Co., Ltd, a company incorporated on 12 February 2013 in the BVI as a limited liability company and the immediate holding company of our Company
- “Pioneer Ruici” Shanghai Pioneer Ruici Medical Facilities Company Limited (上海先鋒瑞瓷醫療器械有限公司), a company incorporated on 2 September 2011 in the PRC and a 70% owned subsidiary of our Company

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“Pioneer Singapore”	Pioneer Pharma (Singapore) Pte. Ltd., a company incorporated on 16 February 2011 in Singapore and a wholly-owned subsidiary of our Company
“Price Determination Date”	the date, expected to be on or around Tuesday, 29 October 2013 but no later than Friday, 1 November 2013, on which the Offer Price is to be fixed for the purpose of the Global Offering
“Q3”	Q3 Medical Devices Limited, a limited company incorporated on 9 April 2013 under the laws of Ireland. As at the Latest Practicable Date, Pioneer Singapore had a 21.2% equity interest in Q3
“QIB”	qualified institutional buyers within the meaning of Rule 144A
“QualiMed”	QualiMed Innovative Medizinprodukte GmbH, a limited liability company incorporated on 28 February 1983 under the laws of Germany, and controlled by Q3
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation of the group of companies now comprising our Group conducted in preparation for the Listing, details of which are set out in the section headed “History and Reorganisation — Reorganisation” of this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“S\$”	Singapore dollars, the lawful currency of Singapore
“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 for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of National People’s Congress of the PRC (中華人民共和國全國人民代表大會常務委員會)
“SDA”	the State Drug Administration of the PRC (中華人民共和國國家藥品監督管理局) founded in 1998, the predecessor of SFDA
“SFDA”	the State Food and Drug Administration of the PRC (中華人民共和國國家食品藥品監督管理局) established in April 2003, the successor of SDA and the predecessor of CFDA
“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 Integer Consulting”	Shanghai Integer Consulting Company Limited (上海英特傑高級人才顧問有限公司), a company incorporated on 9 May 2001 in the PRC, and is wholly owned by Mr. Li Yanming. Its principal business is human resources consulting, business service, enterprises management consulting and project investment consulting
“Shanghai Qiyu Information Technology”	Shanghai Qiyu Information Technology Company Limited (上海淇宇信息技術有限公司), a company incorporated on 26 January 2010 in the PRC, and is wholly owned by Mr. Yang. Its principal business is the development, design and manufacturing of computer software and provision of various consulting services
“Shanghai Saierling”	Shanghai Saierling Trading Company Limited (上海賽洱靈貿易有限公司), a company incorporated on 15 August 2013 in the PRC, and is 60% owned by Xiantao Pioneer. Its principal business is the trading of various medical devices.
“Share(s)”	ordinary share(s) with a nominal value of US\$0.01 each in the capital of our Company
“Shareholder(s)”	holder(s) of our Share(s)
“Singapore”	the Republic of Singapore
“Sole Global Coordinator”	UBS AG, Hong Kong Branch
“Sole Sponsor” or “Sponsor”	UBS Securities Hong Kong Limited
“Stabilising Manager”	UBS AG, Hong Kong Branch
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Borrowing Agreement”	a stock borrowing agreement to be entered into on or about the Price Determination Date between the Stabilising Manager and Pioneer Pharma (BVI)
“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
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Track Record Period”	the three years ended 31 December 2010, 2011 and 2012 and the six months ended 30 June 2013
“Underwriters”	the Hong Kong Underwriters and the International Purchasers

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“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Purchase Agreement
“United States” or “U.S.”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“U.S. Exchange Act”	the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the White Form eIPO Service Provider at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Xiantao Medical”	Xiantao Pioneer Medical Services Company Limited (仙桃先鋒醫療服務有限公司), a wholly foreign-owned enterprise established on 22 March 2013 in the PRC and a wholly-owned subsidiary of our Company
“Xiantao Pioneer”	Xiantao City Pioneer Pharma Company Limited (仙桃市先鋒醫藥有限公司), a company incorporated on 31 July 2009 in the PRC and a wholly-owned subsidiary of our Company
“Xinzhou Investment”	Yangpu Xinzhou Investment Company Limited (洋浦新洲投資有限公司), a company incorporated on 19 December 2007 in the PRC and jointly owned by Mr. Li and Mrs. Li

Unless otherwise specified and save for the translations set out in Appendix I to this prospectus, this prospectus contains certain translations for the convenience of the reader at the following rates: Renminbi into HK dollars at the rate of RMB0.7922 to HK\$1.00 and Renminbi into US dollars at the rate of RMB6.1431 to US\$1.00. These are the rates quoted by the PBOC on the Latest Practicable Date. These translations are provided for reference and convenience only, and no representation is made, and no representation should be construed as being made, that any amounts in RMB, US\$ or HK\$ can be or could have been at the relevant dates converted at the above rates or any other rates or at all.

Certain amounts and percentage figures included in this prospectus 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.

The English names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities included in this prospectus are unofficial translations of their Chinese names and are included for identification purposes only.