

DEFINITIONS

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

“15-valent HPV Vaccine Co-development Agreement”	a series of agreement arrangements entered into between the Company and Chengda Biotechnology for the joint development of a recombinant 15-valent HPV vaccine candidate
“A Share(s)”	domestic shares of our Company, with a nominal value of RMB1.00 each, which are listed on the Beijing Stock Exchange and are traded in Renminbi
“A Shareholder(s)”	holder(s) of A Share(s)
“Accountants’ Report”	the accountants’ report of the Company prepared by Ernst & Young, details of which are set out in Appendix I to this Document
“affiliate”	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 of Hong Kong
“Articles of Association” or “Articles”	the articles of association of the Company adopted on January 12, 2024 which will become effective upon the [REDACTED] and as amended from time to time, a summary of which is set out in Appendix V to this Document
“ASEAN”	Association of Southeast Asian Nations, including Brunei, Cambodia, Indonesia, Laos, Malaysia, Myanmar, the Philippines, Singapore, Thailand and Vietnam
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board” or “Board of Directors”	the board of Directors of our Company
“Board of Supervisors”	the board of Supervisors of our Company

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“BPOM”	Badan Pengawas Obat dan Makanan, the Indonesian food and drug authority
“Business Day” or “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
[REDACTED]	
“CDC(s)”	the center(s) for disease control and prevention
“CDE”	the Center for Drug Evaluation of NMPA (國家藥品監督管理局藥品審評中心), a division of the NMPA mainly responsible for review and approval of IND and BLA
“Chengda Biotechnology”	Liaoning Chengda Biotechnology Co., Ltd. (遼寧成大生物股份有限公司), a China-based company focused on the R&D, manufacturing and commercialization of vaccines, whose shares are listed on the Shanghai Stock Exchange (stock code: 688739)
“China” or “PRC”	the 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 include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“CNIPA”	China National Intellectual Property Administration (中國國家知識產權局)
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“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”, and “the Company”	Beijing Health Guard Biotechnology Inc. (北京康樂衛士生物技術股份有限公司), a limited liability company established in the PRC on April 14, 2008 and converted into a joint stock company on May 14, 2013, the A Shares of which are listed on the Beijing Stock Exchange with the stock code 833575
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Tao, Sirius Holding Group, XJ Biotechnology and Jianglin Weihua. For further details of the Controlling Shareholders of the Company, see “Relationship with Our Controlling Shareholders”
“Core Product(s)”	has the meaning ascribed thereto in Chapter 18A of the Listing Rules; for the purpose of this Document, our Core Products refer to our trivalent HPV vaccine candidate and nonavalent HPV vaccine candidate
“COVID-19”	a viral respiratory disease caused by the severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
“CSDC”	China Securities Depository and Clearing Co., Ltd. (中國證券登記結算有限責任公司)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets
“Dianzhong Likang”	Yunnan Dianzhong Likang Industrial Development Co., Ltd. (雲南滇中立康實業開發有限公司), a limited liability company incorporated in the PRC on October 21, 2020 and a wholly-owned subsidiary of our Company

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“Director(s)”	the director(s) of our Company, including all executive, non-executive and independent non-executive directors
“EIT”	enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), as amended, supplemented or otherwise modified from time to time
“EU”	European Union
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FDA”	the United States Food and Drug Administration
“FIL”	Foreign Investment Law of the PRC (中華人民共和國外商投資法)
	[REDACTED]
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market, research and consulting company
“Frost & Sullivan Report”	the report commissioned by the Company and independently prepared by Frost & Sullivan, a summary of which is set forth in the section headed “Industry Overview” in this Document
	[REDACTED]
“GFA”	gross floor area
	[REDACTED]
“GMP”	good manufacturing practices
“Group”, “we” or “us”	our Company and all of our subsidiaries, and their respective predecessors (as the case may be)

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“H Share(s)” overseas listed foreign share(s) in our ordinary share capital, with nominal value of RMB1.00 each in the share capital of our Company, which are to be [REDACTED] for and traded in HK dollars and [REDACTED] on the Stock Exchange

[REDACTED]

“Health Guard Kunming” Health Guard (Kunming) Biotechnology Co., Ltd. (康樂衛士(昆明)生物技術有限公司), a company incorporated in the PRC on June 8, 2020 and a wholly-owned subsidiary of our Company

[REDACTED]

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

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

Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“IARC”

International Agency for Research on Cancer

“IASB”

International Accounting Standards Board

“IFRS”

the International Financial Reporting Standards, which as a collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards and Interpretations issued by the IASB

“Independent Third Party(ies)”

an individual or a company which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is not a connected person of the Company within the meaning of the Listing Rules

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[REDACTED]

“Jianglin Weihua”

Beijing Jianglin Weihua Biotechnology Co., Ltd. (北京江林威華生物技術有限公司), a limited liability company incorporated in the PRC on November 18, 2009 (formerly converted into a limited partnership known as Beijing Jianglin Weihua Biotechnology Partnership (Limited Partnership) (北京江林威華生物技術合夥企業(有限合夥) between July 15, 2021 and November 9, 2023), a Controlling Shareholder

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“Joint Sponsors” CITIC Securities (Hong Kong) Limited and CCB International Capital Limited

[REDACTED]

“Latest Practicable Date” January 22, 2024, being the latest practicable date for the purpose of ascertaining certain information 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

“Main Board” the stock exchange (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

“Mr. Tao” Mr. TAO Tao (陶濤), our non-executive Director, a Controlling Shareholder

“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)

“NEEQ” National Equities Exchange and Quotations Co., Ltd. (全國中小企業股份轉讓系統有限責任公司)

“NHSA” the National Healthcare Security Administration (國家醫療保障局)

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“NMPA”	the National Medical Products Administration of the PRC (國家藥品監督管理局) and its predecessor, the China Food and Drug Administration (國家食品藥品監督管理總局)
“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]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“ PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time

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“PRC Legal Advisor”	Zhong Lun Law Firm, PRC legal advisor to our Company
“PRC Securities Law”	the Securities Law of the PRC (《中華人民共和國證券法》), as enacted by the 6th meeting of the 9th Standing Committee of the NPC on December 29, 1998 and became effective on July 1, 1999, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“Property Valuation Report”	the property valuation report produced by Asia-Pacific Consulting and Appraisal Limited, an independent property valuer, set out in Appendix VI to this Document
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[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
“Restricted Share Incentive Plan”	the restricted share incentive plan approved and adopted by the general meeting of the Company on September 10, 2019. For further details of the Restricted Share Incentive Plan of the Company, see “Appendix VII – Statutory and General Information – D. Restricted Share Incentive Plan”

“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAMR”	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)
“SAT”	State Administration of Taxation (國家稅務總局)

DEFINITIONS

“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
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	shares in the share capital of our Company, with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shareholder(s)”	holders of our Shares
“Sirius Holding Group”	Sirius Holding Group Co., Ltd. (天狼星控股集團有限公司) (previously known as Beijing Tianniu Investment Co., Ltd. (北京天牛投資有限公司)), a limited liability company incorporated in the PRC on July 1, 2008, a Controlling Shareholder
“Sophisticated Investor(s)”	has the meaning ascribed to it under the Chapter 2.3 of the Guide for New Listing Applicants issued by the Stock Exchange
“Stabilization Manager”	[●]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
“subsidiary(ies)”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	supervisor(s) of our Company
“Takeovers 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
“Track Record Period”	the period comprising the year ended December 31, 2022 and nine months ended September 30, 2023

DEFINITIONS

[REDACTED]

“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“VAT”	value added tax

[REDACTED]

“XJ Biotechnology”	Xiaojiang Biotechnology Co., Ltd. (小江生物技術有限公司), a limited liability company incorporated in the PRC on October 22, 2009, a Controlling Shareholder
“%”	per cent

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.

For ease of reference, the names of the PRC 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 official Chinese names are for identification purpose only.

For the purpose of this Document, references to “provinces” of China include provinces, municipalities under direct administration of the central government and provincial-level, autonomous regions.