

## DEFINITIONS

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

“2016 [REDACTED] ESOP”	the EpimAb Biotherapeutics Inc. 2016 Equity Incentive Plan adopted by our Shareholders on July 15, 2016, the principal terms of which are set out in “Appendix V — Statutory and General Information — D. Share Incentive Schemes — 1. [REDACTED] ESOP — 2016 [REDACTED] ESOP”
“2020 [REDACTED] ESOP”	the EpimAb Biotherapeutics Inc. 2020 Equity Incentive Plan adopted by our Shareholders on December 14, 2020, the principal terms of which are set out in “Appendix V — Statutory and General Information — D. Share Incentive Schemes — 1. [REDACTED] ESOP — 2020 [REDACTED] ESOP”
“AACR”	American Association for Cancer Research
“Accountants’ Report”	the accountants’ report of our Group set out in Appendix I to this document
“affiliate(s)”	with respect to any specified person, means 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
“Almirall”	Almirall, S.A., a Spanish pharmaceutical company focused on medical dermatology with headquarters in Barcelona and listed on the Madrid Stock Exchange under the ticker symbol ALM
“Articles of Association” or “Articles”	the seventh amended and restated articles of association of our Company adopted by special resolution on [●] with effect from the [REDACTED], as amended, supplemented or otherwise modified from time to time, a summary of which is set out in “Appendix IV — Summary of the Constitution of Our Company and Cayman Islands Company Laws”

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## DEFINITIONS

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“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Biotech Company”	has the meaning ascribed to it under the Listing Rules
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	British Virgin Islands
“Candid”	Candid Therapeutics, Inc., a clinical-stage biotechnology company focused on researching and developing T-cell engager antibodies for therapeutic uses, including for treatment of autoimmune diseases
	<b>[REDACTED]</b>
“Cayman Companies Act”	the Companies Act (Revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
	<b>[REDACTED]</b>
“China” or “PRC”	the People’s Republic of China and for the purpose of this document and for geographical reference only, unless the context otherwise requires, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“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

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## DEFINITIONS

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“Company,” “our Company” or “the Company”	EpimAb Biotherapeutics Inc. (岸邁生物科技有限公司), an exempted company incorporated in the Cayman Islands with limited liability on February 26, 2015
“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
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Convertible Note Financing”	the issue of convertible notes pursuant to a convertible promissory note purchase agreement dated April 25, 2022, the principal terms of which are summarized in “History, Development and Corporate Structure — Major Corporate Developments — Convertible Note Financing”
“Core Product”	has the meaning ascribed to it under the Listing Rules, and for the purpose of this document, refers to EMB-01 (EGFR/cMET bispecific antibody), the product for the purpose of satisfying the eligibility requirements under Chapter 18A of the Listing Rules and Chapter 2.3 of the Listing Guide
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“Dr. Wu”	Dr. Chengbin Wu (吳辰冰), the chairman of our Board, executive Director and chief executive officer
“EpimAb Beijing”	EpimAb Biotherapeutics (Beijing) Co., Ltd. (岸邁生物科技(北京)有限公司), a limited liability company established in the PRC on April 1, 2021 and an indirect wholly-owned subsidiary of our Company

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## DEFINITIONS

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“EpimAb HK”	EpimAb Biotherapeutics (HK) Limited, a company incorporated in Hong Kong with limited liability on March 24, 2015 and a direct wholly-owned subsidiary of our Company
“EpimAb Holdings”	EpimAb Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on November 3, 2021 and a direct wholly-owned subsidiary of our Company
“EpimAb Shanghai”	Shanghai EpimAb Biotherapeutics Co., Ltd. (上海岸邁生物科技有限公司), a limited liability company established in the PRC on February 18, 2016 and an indirect wholly-owned subsidiary of our Company
“EpimAb Suzhou”	EpimAb Biotherapeutics (Suzhou) Co., Ltd. (岸邁生物科技(蘇州)有限公司), a limited liability company established in the PRC on January 12, 2018 and an indirect wholly-owned subsidiary of our Company
“EpimAb US”	EpimAb USA LLC, a limited liability company formed in Delaware, the U.S. on December 31, 2021 and an indirect wholly-owned subsidiary of our Company
“EIT Law”	the 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 amended, supplemented or otherwise modified from time to time
“ESOPs”	the 2016 [REDACTED] ESOP, the 2020 [REDACTED] ESOP and the [REDACTED] Share Option Scheme
“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
“FDA”	the United States Food and Drug Administration

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## DEFINITIONS

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[REDACTED]

“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a market research and consulting company and an independent third party

“Frost & Sullivan Report” the report commissioned by our Company and independently prepared by Frost & Sullivan, a summary of which is set out in “Industry Overview”

[REDACTED]

“Group,” “we” or “us” our Company and our subsidiaries from time to time

“HK\$” or “HK dollar” Hong Kong dollar, the lawful currency of Hong Kong

[REDACTED]

## DEFINITIONS

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[REDACTED]

“Hong Kong”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

## DEFINITIONS

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“IFRS”	International Financial Reporting Standards which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and the International Accounting Standards and interpretations issued by the International Accounting Standards Committee
“independent third party(ies)”	entity(ies) or person(s) who, to the best of our Directors’ knowledge, information and belief, is/are not connected person(s) of our Company or our subsidiaries within the meaning of the Listing Rules

[REDACTED]

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## DEFINITIONS

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[REDACTED]

“Juri”	Juri Biosciences, Inc., a biotech portfolio company incubated by TCG Labs Soleil headquartered in San Francisco, CA, United States
“JW Star Trust”	the JW Star Trust, a discretionary trust established under the laws of Jersey by Dr. Wu for the benefit of his family members, and of which Dr. Wu is the settlor, Trident Trust Company (HK) Limited is the trustee, and Ms. Jin, the spouse of Dr. Wu, is the power holder
“Latest Practicable Date”	December 11, 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

“Listing Guide”	the Guide for New Listing Applications issued by the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“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
“Memorandum of Association”	the seventh amended and restated memorandum of association of our Company adopted by special resolution on [●] with effect from the [REDACTED], as amended, supplemented or otherwise modified from time to time, a summary of which is set out in “Appendix IV — Summary of the Constitution of Our Company and Cayman Islands Company Laws”

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## DEFINITIONS

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“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Ms. Jin”	Ms. Jenny Zhi Jin (金質), the spouse of Dr. Wu
“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)
“NMPA”	the National Medical Products Administration of the PRC (中華人民共和國國家藥品監督管理局)
“Nomination Committee”	the nomination committee of our Board

[REDACTED]

“Ordinary Share(s)”	the ordinary share(s) of US\$0.00001 each in the share capital of our Company
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## DEFINITIONS

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[REDACTED]

“Overseas Listing Trial Measures”	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》), as amended, supplemented or otherwise modified from time to time
“[REDACTED] Share Option Scheme”	the share option scheme conditionally adopted by our Shareholders on [●] which will come into effect upon the [REDACTED], the principal terms of which are set out in “Appendix V — Statutory and General Information — D. Share Incentive Schemes — 3. [REDACTED] Share Option Scheme
“PRC Legal Advisor”	Commerce & Finance Law Offices, our legal advisor as to PRC laws
“Preferred Share(s)”	the Series Seed Preferred Share(s), the Series Seed Plus Preferred Share(s), the Series A Preferred Share(s), the Series B Preferred Share(s) and the Series C Preferred Share(s)
“[REDACTED] ESOPs”	the 2016 [REDACTED] ESOP and the 2020 [REDACTED] ESOP
“[REDACTED] Investment(s)”	the investment(s) in our Company by the [REDACTED] Investor(s) pursuant to the relevant investment agreement(s), the details of which are set out in “History, Development and Corporate Structure — [REDACTED] Investments”

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## DEFINITIONS

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“[REDACTED] Investor(s)” the investor(s) from whom our Company obtained investment(s), the details of which are set out in “History, Development and Corporate Structure — [REDACTED] Investments”

[REDACTED]

“document” this document being issued in connection with the [REDACTED]

“QIB(s)” qualified institutional buyer(s) within the meaning of Rule 144A

“Radiant Harbour” Radiant Harbour Ventures Limited (亮港投資有限公司), a company incorporated in the BVI with limited liability on April 20, 2020 which is wholly owned by Trident Trust Company (HK) Limited, being the trustee of the JW Star Trust

“Regulation S” Regulation S under the U.S. Securities Act

“Remuneration Committee” the remuneration committee of our Board

“RMB” or “Renminbi” Renminbi, the lawful currency of the PRC

“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)

“SAMR” (formerly known as “SAIC”) 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) (formerly known as State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商管理總局))

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## DEFINITIONS

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“Sanaron”	Sanaron Inc., an international business company incorporate in Seychelles with limited liability on February 18, 2015 which is owned as to 45.12% by Dr. Wu and 54.88% by Radiant Harbour
“Series A Financing”	the investment in our Group by the Series A Investors, the details of which are set out in “History, Development and Corporate Structure — [REDACTED] Investments”
“Series A Investor(s)”	the investor(s) of the Series A Financing
“Series A Preferred Share(s)”	the series A preferred share(s) of US\$0.0001 each in the share capital of our Company, which will be converted to the Ordinary Share(s) on a one-for-one basis upon the [REDACTED]
“Series B Financing”	the investment in our Group by the Series B Investors, the details of which are set out in “History, Development and Corporate Structure — [REDACTED] Investments”
“Series B Investor(s)”	the investor(s) of the Series B Financing
“Series B Preferred Share(s)”	the series B preferred share(s) of US\$0.0001 each in the share capital of our Company, which will be converted to the Ordinary Share(s) on a one-for-one basis upon the [REDACTED]
“Series C Financing”	the investment in our Group by the Series C Investors, the details of which are set out in “History, Development and Corporate Structure”
“Series C Investor(s)”	the investor(s) of the Series C Financing
“Series C Preferred Share(s)”	the series C preferred share(s) of US\$0.0001 each in the share capital of our Company, which will be converted to the Ordinary Share(s) on a one-for-one basis upon the [REDACTED]
“Series Seed Financing”	the investment in our Group by the Series Seed Investors, the details of which are set out in “History, Development and Corporate Structure”
“Series Seed Investor(s)”	the investor(s) of the Series Seed Financing

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## DEFINITIONS

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“Series Seed Preferred Share(s)”	the series seed preferred share(s) of US\$0.0001 each in the share capital of our Company, which will be converted to the Ordinary Share(s) on a one-for-one basis upon the [REDACTED]
“Series Seed Plus Financing”	the investment in our Group by the Series Seed Plus Investors, the details of which are set out in “History, Development and Corporate Structure”
“Series Seed Plus Investor(s)”	the investor(s) of the Series Seed Plus Financing
“Series Seed Plus Preferred Share(s)”	the series seed plus preferred share(s) of US\$0.0001 each in the share capital of our Company, which will be converted to the Ordinary Share(s) on a one-for-one basis upon the [REDACTED]
“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, supplemented or otherwise modified from time to time
“Share(s)”	the share(s) of US\$0.0001 each in the share capital of our Company, which include the Ordinary Share(s) and the Preferred Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Single Largest Group of Shareholders”	Sanaron, Dr. Wu and Ms. Jin, being the group of Shareholders with the largest voting power at our general meeting after the [REDACTED]
“Sophisticated Investor(s)”	has the meaning ascribed to it under Chapter 2.3 of the Listing Guide

[REDACTED]

“STA”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
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[REDACTED]

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

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[REDACTED]

“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 to it under the Listing Rules
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“TGA”	the Therapeutic Goods Administration of Australia
“Track Record Period”	the period comprising the two financial years ended December 31, 2024 and the nine months ended September 30, 2025
“treasury share(s)”	has the meaning ascribed to it under the Listing Rules

[REDACTED]

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

## DEFINITIONS

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[REDACTED]

“%”

per cent