DEFINITIONS

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

“Accountants’ Report”	the accountants’ report prepared by Ernst & Young, details of which are set out in Appendix I
“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 of Hong Kong
“Articles of Association” or “Articles”	the articles of association of our Company, as amended, which shall become effective on the [**REDACTED**], as amended from time to time, a summary of which is set out in Appendix III
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“AUD” or “AU$”	Australian dollars, the lawful currency of Australia
“Audit Committee”	the audit committee of the Board
“Beijing Heweida”	Beijing Heweida Enterprise Management Consulting Center (Limited Partnership)* (北京合為達企業管理諮詢中心(有限合夥)), a limited partnership established in the PRC on April 15, 2020, an Employee Incentive Platform and a member of our Single Largest Shareholders. As of the Latest Practicable Date, Beijing Heweida was managed by its general partner, Beijing Yangyuan
“Beijing Junyida”	Beijing Junyida Biotechnology Co., Ltd.* (北京君亦達生物科技有限責任公司), a company incorporated in the PRC on June 5, 2017 with limited liability and a member of our Single Largest Shareholders Group. As of the Latest Practicable Date, Beijing Junyida was owned as to 65% by Dr. Pan and 35% by Kawin Technology
“Beijing Yangyuan”	Beijing Yangyuan Enterprise Management Consulting Co., Ltd.* (北京揚遠企業管理諮詢有限公司), a company incorporated in the PRC on March 24, 2020 with limited liability and a member of our Single Largest Shareholders Group. As of the Latest Practicable Date, Beijing Yangyuan was wholly owned by Dr. Pan
“Board” or “our Board”	the board of Directors

"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

[REDACTED]

"Cayman Companies Act" or "Companies Act"	the Companies Act (Revised) of the Cayman Islands, as amended, supplemented or modified from time to time

[REDACTED]

"CDA"	China Drug Administration (國家藥品監督管理總局)
"CDE"	Center for Drug Evaluation (藥品審評中心)
"Chairman"	the chairman of the Board
"Chinese Mainland" or "PRC"	the People's Republic of China which, for the purpose of this Document and for geographical reference only, excluding Hong Kong Special Administrative Region of the People's Republic of China, Macau Special Administrative Region of the People's Republic of China, and Taiwan Region
"China Medical Association"	the medical association of China (中國藥物協會)
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"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
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Company", "our Company", or "the Company"	Hangzhou Sciwind Biosciences Co., Ltd. (杭州先為達生物科技股份有限公司), a limited liability company established in the PRC on August 17, 2017 and converted into a joint stock limited liability company on September 8, 2023, formerly known as Hangzhou Sciwind Biosciences Co., Ltd. (杭州先為達生物科技有限公司)
"Compliance Adviser"	Rainbow Capital (HK) Limited

"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"connected transaction(s)"	has the meaning ascribed thereto under the Listing Rules
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Core Product"	has the meaning ascribed thereto under Chapter 18A of the Listing Rules and in this context, refers to XW003
"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)" or "our Director(s)"	the director(s) of our Company
"Dr. Pan"	Dr. Pan Hai (潘海), our founder, chairman of the Board, executive Director, general manager, and a member of the Single Largest Shareholders Group
"EIT"	the PRC 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
"Employee Incentive Platform(s)"	refers to Beijing Heweida, Shanghai Xiankeda and Hangzhou Shiweida, each being a shareholding platform established under the Pre-[**REDACTED**] Equity Incentive Plans

[REDACTED]

"Extreme Conditions"	extreme conditions as announced by the government of Hong Kong in the case where a super typhoon or other natural disaster of a substantial scale seriously affects the working public's ability to resume work or brings safety concern for a prolonged period

[REDACTED]

"Frost & Sullivan Report"	an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this Document

[**REDACTED**]

"Group", "our Group", "our", "we" or "us"	our Company and our subsidiaries
"Guide for New Listing Applicants"	the Guide for New Listing Applicants issued by the Stock Exchange effective from January 1, 2024
"H Share(s)"	overseas [**REDACTED**] foreign share(s) in the share capital of our Company, which is/are to be subscribed for and traded in HK dollars and to be [**REDACTED**] on the Stock Exchange, with a nominal value of RMB1.0 each before the completion of the [**REDACTED**]; or a nominal value of RMB[**REDACTED**] each upon the completion of the [**REDACTED**], which is/are to be subscribed for and traded in HK dollars and to be [**REDACTED**] on the Hong Kong Stock Exchange
"Hangzhou Shiweida"	Hangzhou Shiweida Enterprise Management Consulting Partnership Enterprise (Limited Partnership)* (杭州實為達企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on November 10, 2021, an Employee Incentive Platform and a member of our Single Largest Shareholders Group. As of the Latest Practicable Date, Hangzhou Shiweida was managed by its general partner, Beijing Yangyuan
"HK$" or "Hong Kong Dollars" or "HK Dollars" and "HK cents"	Hong Kong dollars, the lawful currency of Hong Kong

[**REDACTED**]

DEFINITIONS

[REDACTED]

"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC

[REDACTED]

"Hong Kong Stock Exchange" or "Stock Exchange"	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchange and Clearing Limited
"Hong Kong Takeovers Code" or "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

[**REDACTED**]

"Independent Third Party(ies)"	any entity(ies) or person(s) who is not a connected person of our Company within the meaning of the Hong Kong Listing Rules

[**REDACTED**]

"Joint Sponsor(s)"	the joint sponsors of the [**REDACTED**] as named in "Directors and Parties Involved in the [**REDACTED**]"

"Kawin Technology"	Beijing Kawin Technology Share-Holding Co., Ltd. (北京凱因科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688687.SH)
"Latest Practicable Date"	March 15, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this Document prior to its publication

[REDACTED]

"Listing Committee"	the listing committee of the Hong Kong Stock Exchange

[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
"M&A Rules"	the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》)
"Main Board"	the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange
"MOFCOM" or "Ministry of Commerce"	the Ministry of Commerce of the PRC (中華人民共和國商務部) (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易部))
"NDRC"	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)
"NHC"	the National Health Commission of the PRC (中華人民共和國國家衛生健康委員會)
"NMPA"	the National Medical Products Administration of China (國家藥品監督管理局) or, where the context so requires, its predecessor, the China Food and Drug Administration (國家食品藥品監督管理總局), or CFDA
"NPC"	the National People's Congress of the PRC (中華人民共和國全國人民代表大會)
"Nomination Committee"	the nomination committee of the Board

[REDACTED]

"PBOC"	the People's Bank of China (中國人民銀行), the central bank of the PRC

"PRC Company Law"	Company Law of the People's Republic of China (中華人民共和國公司法)
"PRC GAAP"	generally accepted accounting principles in the PRC
"PRC Legal Adviser"	Zhong Lun Law Firm, our legal adviser on PRC laws in connection with the [**REDACTED**]
"Pre-[**REDACTED**] Equity Incentive Plans"	the pre-[**REDACTED**] employee incentive plans of our Company, adopted in August 2020, December 2021 and September 2025, respectively
"Pre-[**REDACTED**] Investor(s)"	the investor(s) making investments in our Group prior to the [**REDACTED**] as set out in "History, Development and Corporate Structure — Pre-[**REDACTED**] Investments — Overview"
"Pre-[**REDACTED**] Investment(s)"	the investment(s) in our Group undertaken by the Pre-[**REDACTED**] Investors prior to this [**REDACTED**], the details of which are set out in "History, Development and Corporate Structure — Pre-[**REDACTED**] Investments"

[**REDACTED**]

"QIB"	a qualified institutional buyer within the meaning of Rule 144A
"Regulation S"	Regulation S under the U.S. Securities Act
"Renminbi" or "RMB"	the lawful currency of the PRC
"Remuneration and Appraisal Committee"	the remuneration and appraisal committee of the Board
"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)
"SAT"	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
"Sciwind APAC"	Sciwind Biosciences APAC Co. Pty Ltd, a company incorporated in Australia on May 3, 2019 and a wholly-owned subsidiary of our Company
"Sciwind Beijing"	Beijing Sciwind Biosciences Co., Ltd.* (北京先為達生物科技有限公司), a company incorporated in the PRC with limited liability on October 15, 2020 and a wholly-owned subsidiary of our Company
"Sciwind Shanghai"	Sciwind Biosciences (Shanghai) Co., Ltd.* (先為達生物科技(上海)有限公司), a company incorporated in the PRC with limited liability on December 6, 2021 and a wholly-owned subsidiary of our Company
"Sciwind USA"	Sciwind Biosciences USA Co., Ltd., a company incorporated in the United States with limited liability on October 26, 2020 and a wholly-owned subsidiary of our Company
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO" or "Securities and Futures Ordinance"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
"Shanghai Xiankeda"	Shanghai Xiankeda Corporate Management Consulting Partnership Enterprise (Limited Partnership)* (上海先科達企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on July 30, 2021, an Employee Incentive Platform and a member of our Single Largest Shareholders Group. As of the Latest Practicable Date, Hangzhou Shiweida was managed by its general partner, Beijing Yangyuan
"Share(s)"	ordinary share(s) in the share capital of our Company, including both Unlisted Shares and H Shares, with a nominal value of RMB1.0 each, before the completion of the [**REDACTED**]; or a nominal value of RMB[**REDACTED**] each upon the completion of the [**REDACTED**]

[REDACTED]

"Shareholder(s)"	holder(s) of our Share(s)
"Single Largest Shareholders Group"	refers to Dr. Pan and his controlled entities, including Beijing Yangyuan, Beijing Junyida, and our Employee Incentive Platforms, namely Beijing Heweida, Shanghai Xiankeda and Hangzhou Shiweida

[REDACTED]

"Sophisticated Investor(s)"	has the meaning ascribed to it under Chapter 2.3 of the Guide for New Listing Applicants

[REDACTED]

"State Council"	the State Council of the PRC (中華人民共和國國務院)
"subsidiary(ies)"	has the meaning ascribed to it in section 15 of the Companies Ordinance
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Track Record Period"	the financial years ended December 31, 2024 and 2025
"treasury shares"	has the meaning ascribed thereto under the Listing Rules
"U.S. Government"	the federal government of the United States, including its executive, legislative and judicial branches
"U.S. persons"	U.S. persons as defined in Regulation S
"U.S. Securities Act"	United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time

[REDACTED]

"United States", "USA" or "U.S."	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"US$" or "U.S. dollars"	United States dollars, the lawful currency of the United States
"VAT"	value-added tax

[REDACTED]

"%"	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 Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including our subsidiary) have been included in this Document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.

* *For identification purposes only*