

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.”

“Accountant’s Report”	the accountant’s report of our Group set out in Appendix I to this document
“AstraZeneca”	AstraZeneca PLC, a public limited company with a primary listing on the London Stock Exchange and secondary listings on the New York Stock Exchange and Stockholm Nasdaq Exchange
“AstraZeneca Agreement”	the exclusive collaboration and licensing agreement with AstraZeneca dated November 8, 2023 as amended on August 12, 2025
“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”	Accounting and Financial Reporting Council of Hong Kong
“Articles of Association” or “Articles”	the [fifth] 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 III — Summary of the Constitution of Our Company and Cayman Islands Company Laws”
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	audit committee of our Board
“Board” or “Board of Directors”	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
“Capital Market Intermediaries”	the capital market intermediaries named in “Directors and Parties Involved in the [REDACTED]”
“Cayman Companies Act”	the Companies Act (Revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time

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[REDACTED]

“CEO”	the chief executive officer of our Group
“CFO”	the chief financial officer of our Group
“China” or “PRC”	the People’s Republic of China and for the purpose of this document and for geographical reference only, excludes Hong Kong, Macau and Taiwan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“CMO”	the chief medical officer of our Group
“Companies Ordinance”	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”	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”	Eccogene Inc. (誠益生物開曼有限公司*), an exempted company incorporated in the Cayman Islands with limited liability on February 8, 2018
“Compliance Advisor”	Rainbow Capital (HK) Limited
“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
“Core Product”	has the meaning ascribed to it under the Listing Rules, and for the purpose of this document, refers to ECC4703 (THR-β agonist), 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”	Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSO”	the chief scientific officer of our Group
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of our Company

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“Dr. Xu”	Dr. Jianfeng Xu (徐劍鋒), our co-founder, executive Director and CSO
“Dr. Zhou”	Dr. Jingye Zhou, our co-founder, chairman of our Board, executive Director and CEO
“Eccoforest” or “ESOP Platform”	Eccoforest Holdings Limited, a BVI business company incorporated on October 11, 2019 holding the underlying incentive Shares under the Equity Incentive Plan, which is wholly owned by Dr. Zhou
“Eccogene HK”	Eccogene HK Limited, a company incorporated in Hong Kong with limited liability on March 5, 2018 and a wholly owned subsidiary of our Company
“Eccogene Shanghai”	Eccogene (Shanghai) Co., Ltd. (上海誠益生物科技有限公司), a limited liability company established in the PRC on April 25, 2018 and an indirectly wholly-owned subsidiary of our Company
“Eccogene USA”	Eccogene Inc., a company incorporated in Delaware, the United States with limited liability on January 19, 2022 and an indirectly wholly-owned subsidiary of our Company
“EIT Law”	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
“Equity Incentive Plan”	the equity incentive plan as adopted by our Company on July 22, 2021 and amended from time to time, a summary of the principal terms of which is set out in “Appendix IV — Statutory and General Information — D. Equity Incentive Plan”
“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

[REDACTED]

“Frost & Sullivan” or “Industry Consultant”	Frost & Sullivan Limited, our industry consultant, an independent market research and consulting company
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[REDACTED]

“Greater China”	the People’s Republic of China and for the purpose of this document and for geographical reference only, includes Hong Kong, Macau and Taiwan
“Group,” “we” or “us”	our Company and our subsidiaries from time to time, and where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Guide”	Guide for New Listing Applications issued by the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“HK\$” or “HK dollar”	Hong Kong dollar, the lawful currency of Hong Kong

[REDACTED]

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“Hong Kong”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“IFRS”

IFRS Accounting Standards which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and the International Accounting Standards and interpretations as issued by the International Accounting Standards Committee

“Independent Third Party(ies)”

entity(ies) or person(s) who is/are not connected person(s) of our Company or our subsidiaries within the meaning of the Listing Rules

[REDACTED]

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[REDACTED]

“JFSE”

JFSE Holdings Limited, a company incorporated in the BVI with limited liability on February 1, 2018, and wholly-owned by Dr. Xu

[REDACTED]

“Joint Sponsors”

the joint sponsors named in “Directors and Parties Involved in the [REDACTED]”

“Key Product(s)”

for the purpose of this document, refers to ECC5004 and/or ECC0509

“Latest Practicable Date”

April 21, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

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[REDACTED]

“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“LSE”	London Stock Exchange
“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
“Macau”	the Macau Special Administrative Region of the PRC
“Med-Fine Capital”	Med-Fine Capital (羈方健康基金), a leading venture capital firm in China specializing in the pharmaceutical, healthcare, and life sciences sectors
“Memorandum of Association”	the fifth 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 III — Summary of the Constitution of Our Company and Cayman Islands Company Laws”
“Model Code”	Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules
“MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“NDRC”	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)
“Nomination Committee”	nomination committee of our Board
“NYSE”	New York Stock Exchange

[REDACTED]

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[REDACTED]

“Overseas Listing Trial Measures”	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
“PRC Legal Advisor”	Jingtian & Gongcheng, our legal advisor as to PRC laws
“Preferred Share(s)”	convertible preferred share(s) in the share capital of our Company, including Series A Preferred Shares, Series A-1 Preferred Shares, Series B Preferred Shares and Series C Preferred Shares
“Pre-[REDACTED] Investment(s)”	the investment(s) in our Company by the Pre-[REDACTED] Investor(s) pursuant to the relevant investment agreement(s), the details of which are set out in “History, Reorganization and Corporate Structure — Pre-[REDACTED] Investments”
“Pre-[REDACTED] Investor(s)”	the investor(s) from whom our Company obtained investment(s), the details of which are set out in “History, Reorganization and Corporate Structure — Pre-[REDACTED] Investments — Information of the Pre-[REDACTED] Investors”

[REDACTED]

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

[REDACTED]

“R&D”	research and development
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	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”	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”)	State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理局) (formerly known as State Administration for Industry and Commerce of the PRC (中華人民共和國工商行政管理局))
“Series A Financing”	the investment in our Group by the Series A Investors, the details of which are set out in “History, Reorganization and Corporate Structure — Pre-[REDACTED] Investments”
“Series A Investor(s)”	the investor(s) of the Series A Financing
“Series A Preferred Share(s)”	series A convertible preferred share(s) in the share capital of our Company with a nominal value of US\$0.0001 each
“Series A-1 Financing”	the investment in our Group by the Series A-1 Investors, the details of which are set out in “History, Reorganization and Corporate Structure — Pre-[REDACTED] Investments”
“Series A-1 Investor(s)”	the investor(s) of the Series A-1 Financing
“Series A-1 Preferred Share(s)”	series A-1 convertible preferred share(s) in the share capital of our Company with a nominal value of US\$0.0001 each
“Series B Financing”	the investment in our Group by the Series B Investors, the details of which are set out in “History, Reorganization and Corporate Structure — Pre-[REDACTED] Investments”
“Series B Investor(s)”	the investor(s) of the Series B Financing
“Series B Preferred Share(s)”	series B convertible preferred share(s) in the share capital of our Company with a nominal value of US\$0.0001 each
“Series C Financing”	the investment in our Group by the Series C Investors, the details of which are set out in “History, Reorganization and Corporate Structure — Pre-[REDACTED] Investments”

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“Series C Investor(s)”	the investor(s) of the Series C Financing
“Series C Preferred Share(s)”	series C convertible preferred share(s) in the share capital of our Company with a nominal value of US\$0.0001 each
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)” or “Ordinary Shares(s)”	ordinary share(s) in the share capital of our Company with a nominal value of US\$0.0001 each
“Shareholder(s)”	holder(s) of the Share(s)
“Sophisticated Investor(s)”	has the meaning ascribed to it under Chapter 2.3 of the Guide
“SSE”	Shanghai Stock Exchange
“STA”	State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
[REDACTED]	
“State Council”	State Council of the PRC (中華人民共和國國務院)
“STO”	Stockholm Stock Exchange
“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
“SZSE”	Shenzhen Stock Exchange
“Takeovers Code”	Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period comprising the years ended December 31, 2024 and 2025
“treasury share(s)”	has the meaning ascribed to it under the Listing Rules
“U.S.” or “United States”	the United States of America, its territories, possessions and all areas subject to its jurisdiction

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“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

[REDACTED]

“Zeccogene” Zeccogene Holdings Limited, a company incorporated in the BVI with limited liability on February 8, 2018, and wholly-owned by Dr. Zhou

“%” per cent