

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
“AIC Party(ies)”	Aleyuan Inc., Dr. Gavin Xia, AleyuanGX, Dr. Tian, AleyuanJT, Aleyuan Limited, Shanghai Chunyuan, Yangzhou Liyue, Ms. Wang Yun and Dr. Zhang Huading
“Alebund Cayman”	Alebund Biotech Inc., a limited liability company incorporated in the Cayman Islands on August 21, 2019, being the holding company of our Group from 2019 to 2024, which was deregistered on February 28, 2025
“Alebund HK”	Alebund Pharmaceuticals (Hong Kong) Limited (禮邦醫藥(香港)有限公司), a limited company incorporated in Hong Kong on January 23, 2019 and a wholly-owned subsidiary of our Company
“Alebund Shanghai”	Alebund Pharmaceuticals (Shanghai) Co., Ltd. (禮邦藥業(上海)有限公司), a limited liability company incorporated in the PRC on July 25, 2022 and a wholly-owned subsidiary of our Company
“Alebund Yangzhou”	Alebund Pharmaceuticals Manufacturing (Yangzhou) Co., Ltd. (禮邦製藥(揚州)有限公司), a limited liability company incorporated in the PRC on May 13, 2024 and a wholly-owned subsidiary of our Company
“AleyuanGX”	AleyuanGX Limited, a BVI business company incorporated in the British Virgin Islands on February 22, 2024 and wholly-owned by Dr. Gavin Xia, an AIC Party and a member of our Single Largest Shareholders Group
“AleyuanJT”	AleyuanJT Limited, a BVI business company incorporated in the British Virgin Islands on February 22, 2024 and wholly-owned by Dr. Tian, an AIC Party and a member of our Single Largest Shareholders Group
“Aleyuan Inc.”	Aleyuan Inc., an exempted company incorporated in the Cayman Islands with limited liability on August 31, 2018, serving as a founder holding company and is owned as to 50% by each of AleyuanGX and AleyuanJT as of the Latest Practicable Date. It is also an AIC Party and a member of our Single Largest Shareholders Group

DEFINITIONS

“Aleyuan Limited”	Aleyuan Limited, a BVI business company incorporated in the British Virgin Islands on January 11, 2019, serving as an early-stage investment platform and is an AIC Party and a member of our Single Largest Shareholders Group. As of the Latest Practicable Date, Aleyuan Limited was owned as to approximately 31.55% by AleyuanGX, 16.29% by AleyuanJT, and the remainder by three Independent Third Parties, none of whom held 30% or more of its equity interests
“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 IV
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“BCeGFR”	BCeGFR Limited, a company incorporated in the British Virgin Islands, in which AleyuanGX, a wholly-owned entity of Dr. Gavin Xia, held the only voting share as of the Latest Practicable Date and thus controlled BCeGFR. BCeGFR is a member of our Single Largest Shareholders Group
“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
“China”, “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

DEFINITIONS

“close associate(s)”	has the meaning ascribed thereto 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
“Company”, “our Company”, or “the Company”	Alebund Pharmaceuticals (Jiangsu) Limited (禮邦醫藥(江蘇)股份有限公司), formerly known as Alebund Pharmaceuticals (Jiangsu) Limited (禮邦醫藥(江蘇)有限公司), a limited liability company established in the PRC on May 20, 2021 and converted into a joint stock company with limited liability on October 28, 2025
“Compliance Adviser”	Somerley Capital 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 AP301
“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. Tian”	Jin Tian, M.D., our co-founder, executive Director, chief medical officer, an AIC Party and a member of our Single Largest Shareholders Group
“Dr. Gavin Xia”	Dr. Gavin Guoyao Xia, our co-founder, chairman of the Board, executive Director, chief executive officer, an AIC Party and a member of our Single Largest Shareholders Group
“EIT”	the PRC enterprise income tax
“Employee Incentive Platform(s)”	Yangzhou Liyue and Shanghai Yuanyue, and relevant sub-platforms established under the Employee Incentive Platforms, including Shanghai Yuanyuyue, Shanghai Yuanxuanyue, Shanghai Yuantianyue and Shanghai Yuanhuangyue, or any one of them as the context may require

DEFINITIONS

[REDACTED]

“Extreme Conditions” extreme conditions caused by a super typhoon as announced by the government of Hong Kong

“FDA” the Food and Drug Administration of the U.S.

[REDACTED]

“Fortuna” Fortuna Limited, a limited company incorporated in the British Virgin Islands, in which AleyuanGX, a wholly-owned entity of Dr. Gavin Xia, holds the only voting share and thus controls Fortuna. Fortuna is a member of our Single Largest Shareholders Group

[REDACTED]

“Group”, “our Group”, “our”, “we” or “us” our Company and our subsidiaries (or our Company and any one or more of its subsidiaries, as the context may require), and where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such present subsidiaries and the businesses carried on by such present subsidiaries as if they were subsidiaries of our Company at the relevant time

“Guide for New Listing Applicants” the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange effective from January 1, 2024

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

[REDACTED]

“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]

DEFINITIONS

[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
“Industry Consultant” or “CIC”	China Insights Industry Consultancy Limited, our industry consultant, an independent market research and consulting company

[REDACTED]

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

DEFINITIONS

“Latest Practicable Date” April 27, 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

“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

“Nomination Committee” the nomination committee of the Board

“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]

DEFINITIONS

“Onshore AIC Agreement”	the acting in concert agreement dated June 15, 2024 entered into between the AIC Parties
“Overall Coordinators”	the overall coordinators named in “Directors and Parties Involved in the [REDACTED]”

[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 Plan”	the pre-[REDACTED] equity incentive plan of the Company effective from August 26, 2025
“Pre-[REDACTED] Investor(s)”	the investor(s) making investments in our Group prior to this [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”

[REDACTED]

“Document”	this Document being issued in connection with the [REDACTED]
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“Renminbi” or “RMB”	the lawful currency of the PRC

DEFINITIONS

“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)
“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 Alebund”	Shanghai Alebund Pharmaceuticals Limited (上海禮邦醫藥科技有限公司), a limited liability company incorporated in the PRC on April 23, 2018, being the holding company of our Group from 2018 to 2019 and currently a wholly-owned subsidiary of our Company
“Shanghai Alezyme”	Shanghai Alezyme Pharmaceuticals Ltd. (上海君祉醫藥科技有限公司), a limited liability company incorporated in the PRC on January 4, 2022 and a wholly-owned subsidiary of Shanghai Alebund
“Shanghai Chunyuan”	Shanghai Chunyuan Pharmaceutical Technology Partnership (Limited Partnership) (上海純沅醫藥科技合夥企業(有限合夥)), a limited partnership established in the PRC on January 7, 2020 whose general partner is Dr. Shu Chutian (舒楚天). Serving as an employee investment platform, Shanghai Chunyuan is also an AIC Party and a member of our Single Largest Shareholders Group. Ms. Wang Yun (汪昀), our executive Director, also holds approximately 27.14% partnership interest in Shanghai Chunyuan as a limited partner
“Shanghai Yuanhuangyue”	Shanghai Yuanhuangyue Consulting Management Partnership (Limited Partnership) (上海沅黃悅諮詢管理合夥企業(有限合夥)), a limited partnership established in the PRC on August 8, 2025, a sub-platform established under Shanghai Yuanyue, an Employee Shareholding Platform, pursuant to the Pre-[REDACTED] Equity Incentive Plan
“Shanghai Yuantianyue”	Shanghai Yuantianyue Consulting Management Partnership (Limited Partnership) (上海沅天悅諮詢管理合夥企業(有限合夥)), a limited partnership established in the PRC on August 15, 2025, a sub-platform established under Shanghai Yuanyue, an Employee Shareholding Platform, pursuant to the Pre-[REDACTED] Equity Incentive Plan

DEFINITIONS

“Shanghai Yuanxuanyue”	Shanghai Yuanxuanyue Consulting Management Partnership (Limited Partnership) (上海沅玄悅諮詢管理合夥企業(有限合夥)), a limited partnership established in the PRC on August 8, 2025, a sub-platform established under Shanghai Yuanyue, an Employee Incentive Platform, pursuant to the Pre-[REDACTED] Equity Incentive Plan
“Shanghai Yuanyue”	Shanghai Yuanyue Consulting Management Partnership (Limited Partnership) (上海沅悅諮詢管理合夥企業(有限合夥)), a limited partnership established in the PRC on December 19, 2024, whose general partner is AleyuanGX, an Employee Incentive Platform implementing the Pre-[REDACTED] Equity Incentive Plan, an AIC Party and a member of our Single Largest Shareholders Group
“Shanghai Yuanyuyue”	Shanghai Yuanyuyue Consulting Management Partnership (Limited Partnership) (上海沅宇悅諮詢管理合夥企業(有限合夥)), a limited partnership established in the PRC on August 8, 2025, a sub-platform established under Shanghai Yuanyue, an Employee Incentive Platform, pursuant to the Pre-[REDACTED] Equity Incentive Plan
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of our Share(s)
“Single Largest Shareholders Group”	comprises (i) the AIC Parties, namely Aleyuan Inc., Dr. Gavin Xia, AleyuanGX, Dr. Tian, AleyuanJT, Aleyuan Limited, Shanghai Chunyuan, Yangzhou Liyue, Ms. Wang Yun, Dr. Zhang Huading, (ii) Shanghai Yuanyue, BCeGFR and Fortuna (each being a controlled entity of Dr. Gavin Xia) and (iii) Dr. Shu Chutian (being the general partner of Shanghai Chunyuan)
“Sophisticated Investor(s)”	has the meaning ascribed to it under Chapter 2.3 of the Guide for New Listing Applicants
“Sponsor-OCs”	the sponsor-overall coordinators as named in “Directors and Parties Involved in the [REDACTED]”
[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

DEFINITIONS

“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]

“Yangzhou Liyue”	Yangzhou Liyue Consulting Management Partnership (Limited Partnership) (揚州禮悅諮詢管理合夥企業(有限合夥)), a limited partnership established in the PRC on March 19, 2024, whose general partner is AleyuanGX, an Employee Incentive Platform implementing the Pre-[REDACTED] Equity Incentive Plan, an AIC Party and a member of our Single Largest Shareholders Group
“%”	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.