

DEFINITIONS

In this Document, unless the context otherwise requires, the following terms and expressions have the meanings set forth 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 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 our Company, as amended, which shall become effective on the [REDACTED], a summary of which is set out in Appendix III
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Betta Biopharmaceutical”	Betta Biopharmaceutical Technology (Zhejiang) Co., Ltd. (貝達生物醫藥科技(浙江)有限公司), a Sophisticated Investor of our Company
“Board” or “Board of Directors”	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]

“CentryMed US”	CentryMed Pharmaceutical Inc., a domestic business corporation incorporated in the State of Maryland of the United States on August 6, 2018, and a wholly owned subsidiary of our Company
“Chairperson”	the chairperson of the Board
“China” or “PRC”	unless the context requires otherwise, and for the purpose of this Document only, shall have the same meaning as Chinese Mainland

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“Chinese Mainland” or “Mainland”	the Mainland of People’s Republic of China, namely, excluding the regions of Hong Kong, Macau and Taiwan of the People’s Republic of China
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Co-founder”	Mr. Shao Qing, co-founder of our Group
“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”	Zhejiang Shimai Pharmaceutical Co., Ltd. (浙江時邁藥業股份有限公司), a limited liability company established in the PRC on September 4, 2017 and converted into a joint stock limited liability company on September 29, 2025
“Competent Authority”	has the meaning ascribed thereto under Chapter 18A of the Listing Rules
“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 Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context otherwise requires, refers to Dr. Xiao, Hangzhou Dimai, Hangzhou Haomai and Hangzhou Shimai. See “Relationship with Our Controlling Shareholders”
“Conversion of Unlisted Shares into H shares”	the conversion of [REDACTED] Unlisted Shares (as adjusted by the Share Subdivision) into H Shares on a one-for-one basis upon the completion of [REDACTED], as described in further detail in “Share Capital”
“Core Product”	has the meaning ascribed thereto under Chapter 18A of the Listing Rules, which is the product for the purpose of satisfying the eligibility requirements under Chapter 18A of the Listing Rules and Chapter 2.3 of the Guide for New Listing Applicants
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)

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“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. Xiao”	Dr. Xiao Zuoxiang (孝作祥), the Founder, chairperson of the Board, an executive Director and a Controlling Shareholder of our Company
“EIT”	enterprise income tax
“EIT Law”	Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法)
“Employee Incentive Platform”	Hangzhou Shimai

[REDACTED]

“Extreme Conditions”	any extreme conditions or events, the occurrence of which will cause interruption to the ordinary course of business operations in Hong Kong and/or that may affect the [REDACTED]
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[REDACTED]

“Founder”	Dr. Xiao, founder of our Group
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[REDACTED]

“Group”, “our Group”, “we” or “us”	our Company and its subsidiary, or any one of them as the context may require, and where the context requires, the businesses operated by our Company and/or its subsidiary and their predecessors (if any)
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“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time
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DEFINITIONS

“H Share(s)” overseas listed foreign share(s) in the share capital of our Company with a nominal value of RMB0.10 each, which is/are to be [REDACTED] and [REDACTED] in HK dollars and to be [REDACTED] on the Stock Exchange

[REDACTED]

“Hangzhou Dimai” Hangzhou Dimai Equity Investment Partnership Enterprise (Limited Partnership) (杭州締邁股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on November 25, 2020 (of which Hangzhou Haomai is the sole general partner which is in turn wholly owned by Dr. Xiao), and a Controlling Shareholder

“Hangzhou Haomai” Haomai (Hangzhou) Enterprise Management Consulting Co., Ltd. (吳邁(杭州)企業管理諮詢有限公司), a limited liability company established under the laws of the PRC on November 9, 2020, a company wholly owned by Dr. Xiao and a Controlling Shareholder

“Hangzhou Shimai” Hangzhou Shimai Management Consulting Partnership Enterprise (Limited Partnership) (杭州時邁管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on October 29, 2020 (of which Dr. Xiao is the sole general partner), being our Employee Incentive Platform and a Controlling Shareholder

“Hangzhou Taikun” Hangzhou Taikun Equity Investment Fund Partnership Enterprise (Limited Partnership) (杭州泰鯤股權投資基金合夥企業(有限合夥)), a Sophisticated Investor of our Company

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“IFRS”	the International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by IASB and the International Accounting Standards (IAS) and interpretations issued by the International Accounting Standards Board (“IASB”)
“Independent Third Party(ies)”	any entity(ies) or person(s) who is not a connected person of our Company within the meaning of the Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“Latest Practicable Date” May 11, 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 Stock Exchange

[REDACTED]

“Listing Rules” or “Hong Kong 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 Growth Enterprise Market of the Stock Exchange

“MIIT” Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)

“Ministry of Finance” or “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)

DEFINITIONS

“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)
“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

[REDACTED]

“PBOC”	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), as amended, supplemented or otherwise modified from time to time
“PRC GAAP”	generally accepted accounting principles in the PRC
“PRC Government” or “State”	the central government of the PRC, including all governmental subdivisions (including principal, municipal and other regional or local government entities) and instrumentalities
“PRC Legal Advisor”	Commerce & Finance Law Offices, our legal advisor as to PRC laws

DEFINITIONS

“Pre-[REDACTED] Investments” the investments in our Company undertaken by the Pre-[REDACTED] Investors, the details of which are set out in the section headed “History, Development and Corporate Structure”

“Pre-[REDACTED] Investor(s)” the pre-[REDACTED] investors as described in “History, Development and Corporate Structure — Pre-[REDACTED] Investments”

[REDACTED]

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

“Province” each being a province or, where the context requires, a provincial-level autonomous region or municipality under the direct supervision of the central government of the PRC

[REDACTED]

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

“Remuneration and Appraisal Committee” the remuneration and appraisal committee of the 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 (中國國家外匯管理局)

“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), the successor of 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)

“SAT” State Administration of Taxation of the PRC (國家稅務總局)

“Securities and Futures Ordinance” or “SFO” Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

“SFC” Securities and Futures Commission of Hong Kong

DEFINITIONS

“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shanghai Stock Exchange, [REDACTED] and CSDC for the establishment of mutual market access between Hong Kong and Shanghai, including Southbound Trading and Northbound Trading
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB0.10 each
“Shareholder(s)”	holder(s) of the Share(s)
“Share Subdivision”	the share subdivision immediately prior to the [REDACTED], pursuant to which each of our Share with par value of RMB1 will be subdivided into ten Shares with par value of RMB0.10 each
“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links program to be developed by the Stock Exchange, Shenzhen Stock Exchange, [REDACTED] and CSDC for the establishment of mutual market access between Hong Kong and Shenzhen

[REDACTED]

“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

“Sole Sponsor”	the sole sponsor as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this Document
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[REDACTED]

DEFINITIONS

“Sophisticated Investor(s)”	has the meaning ascribed to it under Chapter 2.3 of the Guide for New Listing Applicants
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“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 financial years ended December 31, 2024 and 2025
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollar” or “US\$” or “USD”	United States dollar, 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

[REDACTED]

“Unlisted Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB0.1 each, which is/are not listed on any stock exchange
“VAT”	value-added tax

[REDACTED]

Certain amounts and percentage figures included in the 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.