
DEFINITIONS

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

“A Share(s)”	the domestic share(s) of our Company, with a nominal value of RMB1.00 each, which is/are listed on the SSE STAR Market and traded in Renminbi
“Accountants’ Report”	the accountants’ report prepared by Ernst & Young, the text of which is 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
“Atmen Pharmaceutical”	Atmen (Suzhou) Pharmaceutical Technology Co., Ltd (艾特美(蘇州)醫藥科技有限公司), a limited liability company established in the PRC on July 9, 2020, and a non-wholly owned subsidiary of our Company
“Atsenbo Pharmaceutical”	Atsenbo (Suzhou) Pharmaceutical Technology Co., Ltd. (艾特申博(蘇州)醫藥科技有限公司), a limited liability company established in the PRC on November 25, 2021, and a non-wholly owned subsidiary of our Company
“Articles of Association” or “Articles”	the articles of association of our Company adopted on October 17, 2025 which will become effective upon the [REDACTED] and as amended from time to time, a summary of which is set out in Appendix VI to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“BIOSECURE Act”	a U.S. legislation enacted on December 18, 2025 to prohibit federal agencies from contracting with or providing loans, grants or funding to companies that are designated “biotechnology companies of concern”
“Board” or “Board of Directors”	the board of Directors of our Company
“Borui Xinwen”	Suzhou Borui Xinwen Management Consulting Partnership (Limited Partnership) (蘇州博瑞鑫穩管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on December 3, 2010, one of our Controlling Shareholders
“BrightGene InnoPharma”	BrightGene InnoPharma (Suzhou) Co., Ltd. (博瑞新創(蘇州)藥物研發有限公司), a limited liability company established in the PRC on June 25, 2023, and a wholly-owned subsidiary of our Company

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“BrightGene Pharmaceutical”	BrightGene Pharmaceutical (Suzhou) Co., Ltd. (博瑞製藥(蘇州)有限公司), a limited liability company established in the PRC on March 31, 2010, and a wholly-owned subsidiary of our Company
“Business Day” or “business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong and any day on which tropical cyclone warning no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“China” or “PRC”	unless the context requires otherwise, and for the purpose of this document only, shall have the same meaning as Chinese Mainland.
“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
“Chongqing Qiantai”	Chongqing Qiantai Medical Research Institute Co., Ltd. (重慶乾泰醫藥研究院有限公司), a limited liability company established in the PRC on November 2, 2021, and a non-wholly owned subsidiary of our Company
“CIC” or “Industry Consultant”	China Insights Industry Consultancy Limited, a market research and consulting company and Independent Third Party, which prepared the CIC Report
“CIC Report”	an independent market research report commissioned by our Company and prepared by CIC for the purpose of this document
“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 Law” or “PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	BrightGene Bio-Medical Technology Co., Ltd.(博瑞生物醫藥(蘇州)股份有限公司), a joint stock company with limited liability established on October 26, 2001, the A Shares of which are listed on the SSE STAR Market (stock code: 688166)
“Compliance Advisor”	First Shanghai Capital Limited

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

DEFINITIONS

“Comprehensively Sanctioned Countries”	including Cuba, Iran, North Korea, Syria, the Crimea, Kherson and Zaporizhzhia regions and the self-proclaimed Luhansk People’s Republic and self-proclaimed Donetsk People’s Republic regions
“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 Shareholder(s)”	has the meaning ascribed to it under the Listing Rules. For further details, see section headed “Relationship with Our Controlling Shareholders” in this document
“Convertible Bonds”	the convertible bonds issued by our Company and listed on the Shanghai Stock Exchange on January 27, 2022 under the code “118004”
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rule
“CSDC”	China Securities Depository and Clearing Co., Ltd. (中國證券登記結算有限責任公司)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets
“Director(s)” or “our Director(s)”	the director(s) of our Company, including all executive directors, non-executive directors and independent non-executive directors
“Dr. Yuan”	Dr. Yuan Jiandong (袁建棟), our founder, chairman of the Board, general manager, executive Director and one of our Controlling Shareholders
“EAR”	Export Administration Regulations administered by United States Bureau of Industry and Security, Department of Commerce
“EIT”	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
“EU”	European Union
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
[REDACTED]	[REDACTED]

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DEFINITIONS

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Greater China”	the PRC, the Hong Kong Special Administrative Region, the Macau Special Administrative Region, and Taiwan
“Group,” “our Group,” “our,” “we” or “us”	our Company and all of our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)
“Guide for New Listing Applicants” or “Listing Guide”	the Guide for New Listing Applicants as published by the Stock Exchange in December 2023 and amended from time to time
[REDACTED]	[REDACTED]
“H Share(s)”	overseas [REDACTED] foreign share(s) in our ordinary share capital, with nominal value of RMB1.00 each in the share capital of our Company, which are to be subscribed for and [REDACTED] in HK dollars, and for which an application has been made for [REDACTED] and permission to [REDACTED] on the Stock Exchange
“HK BrightGene”	BRIGHTGENE INTERNATIONAL (HK)LIMITED, a limited liability company established in Hong Kong on May 9, 2018, and a wholly-owned subsidiary of our Company
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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DEFINITIONS

“Hong Kong dollars,” “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
[REDACTED]	[REDACTED]
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“IASB”	International Accounting Standards Board
“IFRS”	International Financial Reporting Standards, as issued by the International Accounting Standards Board
“Independent Third Party(ies)”	an individual or a company which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is not a connected person of our Company within the meaning of the Listing Rules
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

DEFINITIONS

“International Sanctions”	all applicable laws and regulation to economic sanctions, export controls, trade embargoes and wider prohibitions and restrictions on international trade and investment related activities, including those adopted administered and enforced by the U.S. government, the European Union and its member states, the United Nations or the government of Australia
“International Sanctions Legal Advisors”	Hogan Lovells, our legal advisors as to International Sanctions laws in connection with the [REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Latest Practicable Date”	May 11, 2026, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication
[REDACTED]	[REDACTED]
“Listing Committee”	the Listing Committee of the Stock Exchange
[REDACTED]	[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 Stock Exchange, which is independent from and operated in parallel with the GEM of the Stock Exchange
“Major Subsidiaries”	the major subsidiaries of our Company listed in “History and Corporate Structure — Our Major Subsidiaries”
“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))
“Ms. Zhong”	Ms. Zhong Weifang (鍾偉芳), the mother of Dr. Yuan and one of our Controlling Shareholders

DEFINITIONS

“NDRC”	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)
“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]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[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》) released by the CSRC on February 17, 2023 and took effect on March 31, 2023
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC GAAP”	generally accepted accounting principles in the PRC
“PRC Legal Advisors”	Jingtian & Gongcheng, the legal advisors to our Company as to the laws of the PRC
“PRC Securities Law”	the Securities Law of the PRC (《中華人民共和國證券法》), as enacted by the 6th meeting of the 9th Standing Committee of the NPC on December 29, 1998, and became effective on July 1, 1999, as amended, supplemented or otherwise modified from time to time
[REDACTED]	[REDACTED]

DEFINITIONS

“Primary Sanctioned Activity”	any activity in a Comprehensively Sanctioned Country or (i) with; or (ii) directly or indirectly benefiting, or involving the property or interests in property of, a Sanctioned Target by our Company incorporated or located in a Relevant Jurisdiction or which otherwise has a nexus with such jurisdiction with respect to the relevant activity, such that it is subject to the relevant sanctions law or regulation
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“R&D”	research and development
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Jurisdiction”	any jurisdiction that is relevant to our Company and has sanctions related law or regulation restricting, among other things, its nationals and/or entities which are incorporated or located in that jurisdiction from directly or indirectly making assets or services available to or otherwise dealing in assets or certain countries, governments, person or entities targeted by such law or regulation
“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”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAMR”	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)
“Sanctioned Target”	any person or entity (i) designated on any list of targeted persons or entities issued under the sanctions-related law or regulation of a Relevant Jurisdiction; (ii) that is, or is owned or controlled by, a government of a Comprehensively Sanctioned Country; or (iii) that is the target of sanctions under the law or regulation of a Relevant Jurisdiction because of a relationship of ownership, control, or agency with a person or entity described in (i) or (ii)
“SDN List”	the list of Specially Designated Nationals and Blocked Persons maintained by OFAC, which sets forth individuals and entities that are subject to its sanctions and restricted from dealings with U.S. persons
“SDNs”	individuals and entities that are placed on the SDN List

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“Secondary Sanctionable Activity”	certain activity that may result in the imposition of sanctions against the Relevant Persons by a Relevant Jurisdiction (including designation as a Sanctioned Target or the imposition of penalties), even though our Company is not incorporated or located in that Relevant Jurisdiction and does not otherwise have any nexus with that Relevant Jurisdiction
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shareholder(s)”	holder(s) of our Share(s)
“Singapore BrightGene”	BRIGHTGENE PTE. LTD., a limited liability company established in Singapore on May 10, 2024, and a wholly-owned subsidiary of our Company
“Sole Sponsor”	the sole sponsor as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this document
“SSE STAR Market”	the Shanghai Stock Exchange Science and Technology Innovation Board (上海證券交易所科創板)
“SSE STAR Market Listing Rules”	the Rules Governing the Listing of Stock on the Science and Technology Innovation Board of Shanghai Stock Exchange (《上海證券交易所科創板股票上市規則》), as amended, supplemented or otherwise modified from time to time
“STA”	State Taxation Administration (中華人民共和國國家稅務總局)
[REDACTED]	[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
“Strategy and ESG Committee”	the strategy and ESG committee of the Board
“subsidiary(ies)”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“Taixing BrightGene”	BrightGene Bio-Medical Taixing Co., Ltd. (博瑞生物醫藥泰興市有限公司), a limited liability company established in the PRC on January 26, 2007, and a subsidiary of our Company

DEFINITIONS

“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 three years ended December 31, 2025
“U.S. dollars,” “US\$” or “USD”	United States dollars, 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]	[REDACTED]
[REDACTED]	[REDACTED]
“United States,” “USA” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“Valuer” or “JLL”	Jones Lang LaSalle Corporate Appraisal and Advisory Limited, our property valuer and an Independent Third Party
“VAT”	value added tax
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Wuxi BrightGene”	BrightGene InnoBio (Wuxi) Co., Ltd. (博瑞新創生物醫藥科技(無錫)有限公司), a limited liability company established in the PRC on November 19, 2021, and a wholly-owned subsidiary of our Company
“%”	per cent

For the purpose of this document, references to “provinces” of China include provinces, municipalities under direct administration of the central government and provincial-level autonomous regions.

In this document, the terms “associate(s),” “close associate(s),” “connected person(s),” “core connected person(s),” “connected transaction(s),” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

For ease of reference, the names of PRC laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) 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.