

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”.

“%”	per cent
“A Share”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are subscribed for or credited as paid in Renminbi and is/are listed for trading on the STAR Market
“A Shareholder(s)”	A Shareholder(s)
“Accountant’s Report”	the accountant’s report of our Company from SHINEWING (HK) CPA Limited, the text of which is set out in Appendix I to this document
“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 adopted on April 20, 2026, which will become effective on the [REDACTED] and as amended from time to time, a summary of which is set out in “Appendix V — Summary of the Articles of Association” to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal business to the public
“CAGR”	compound annual growth rate
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“China”, “Chinese Mainland” or “PRC”	the People’s Republic of China, and for the purpose of this document and for geographical reference only and except where the context requires, references in this document to “China” and the “PRC” do not apply to Hong Kong, Macau Special Administrative Region and Taiwan
“China Insights Consultancy” or “Industry Consultant”	China Insights Industry Consultancy Limited, our industry consultant
“close associate(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“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”	Sinocelltech Group Limited (北京神州細胞生物技術集團股份公司), a company with limited liability incorporated under the laws of the PRC on April 23, 2007 and converted into a joint stock limited company on March 19, 2019
“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
“Compliance Adviser”	Ignite Capital (Asia Pacific) Limited
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it in the Listing Rules and unless the context requires otherwise, refers to the group of controlling shareholders of our Company, namely Dr. Xie, Ms. Li Hanyuan, Lhasa Ailike and Lhasa Lianghaoyuan
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“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)”	the director(s) of our Company
“Dr. Xie”	Dr. Xie Liangzhi (謝良志), our chairman of the Board, executive Director, general manager and one of our Controlling Shareholders
“EIT Law”	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
“ESG”	Environmental, Social and Corporate Governance
[REDACTED]	[REDACTED]
“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

DEFINITIONS

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Group”, “our Group”, “we”, “our” or “us”	our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange effective from January 1, 2024 (as amended, supplemented or otherwise modified from time to time)
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“H Shareholder(s)”	holders of the H Shares
“HK” or “Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“HK\$” or “Hong Kong dollars” or “HK dollars” or “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

DEFINITIONS

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong Takeovers Code” or “Takeovers Code”	Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“IASB”	International Accounting Standards Board
“IFRS Accounting Standards”	the IFRS Accounting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board (IASB) and the IAS and interpretations issued by the International Accounting Standards Committee (IASC)
“Independent Third Party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are third party(ies) independent of our Company and our connected persons as defined under the Listing Rules
[REDACTED]	[REDACTED]

DEFINITIONS

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Latest Practicable Date”	May 15, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
“Lhasa Ailike”	Lhasa Ailike Investment Consulting Co., Ltd. (拉薩愛力克投資諮詢有限公司), a limited liability company established under the laws of the PRC on March 11, 2016, one of our Controlling Shareholders
“Lhasa Lianghaoyuan”	Lhasa Lianghaoyuan Enterprise Management Co., Ltd. (拉薩良昊園企業管理有限公司), a limited liability company established under the laws of the PRC on March 23, 2016, one of our Controlling Shareholders
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[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 or supplemented from time to time
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“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 and Remuneration Committee”	the nomination and remuneration committee of our 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)

DEFINITIONS

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Overseas Listing Trial Measures”	the 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》) promulgated by the CSRC on February 17, 2023
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Government”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
“PRC Legal Adviser”	King & Wood, the legal adviser 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 amended, supplemented or otherwise modified from time to time
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“document”	this document being issued in connection with the [REDACTED]
“province”	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

DEFINITIONS

“R&D”	Research and development
“Regulation S”	Regulation S under the U.S. Securities Act
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
“SAMR”	State Administration for Market Regulation of the PRC (中國國家市場監督管理總局) (formerly known as State Administration for Industry and Commerce of the PRC (中國國家工商行政管理總局))
“SAT”	State Administration of Taxation of the PRC (中國國家稅務總局)
“SCNPC”	Standing Committee of the National People’s Congress (全國人民代表大會常務委員會)
“SFC” or “Securities and futures Commission”	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 or supplemented from time to time
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shanghai Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shanghai
“Share(s)”	ordinary shares in the capital of our Company with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of Shares
“Shenzhou Ancheng”	Anyi Shenzhou Ancheng Enterprise Management Consulting Partnership Enterprise (Limited Partnership) (安義神州安成企業管理諮詢合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on August 15, 2018 and an employee shareholding platform of our Company
“Shenzhou Anheng”	Nanchang Shenzhou Anheng Enterprise Management Consulting Partnership Enterprise (Limited Partnership) (南昌神州安恒企業管理諮詢合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on August 15, 2018 and an employee shareholding platform of our Company
“Shenzhou Anhong”	Anyi Shenzhou Anhong Enterprise Management Consulting Partnership Enterprise (Limited Partnership) (安義神州安弘企業管理諮詢合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on August 14, 2018 and an employee shareholding platform of our Company

DEFINITIONS

“Shenzhou Anlong”	Anyi Shenzhou Anlong Enterprise Management Consulting Partnership Enterprise (Limited Partnership) (安義神州安隆企業管理諮詢合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on August 13, 2018 and an employee shareholding platform of our Company
“Shenzhou Anqian”	Anyi Shenzhou Anqian Enterprise Management Consulting Partnership Enterprise (Limited Partnership) (安義神州安乾企業管理諮詢合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on August 15, 2018 and an employee shareholding platform of our Company
“Shenzhou Anyuan”	Nanchang Shenzhou Anyuan Enterprise Management Consulting Partnership Enterprise (Limited Partnership) (南昌神州安元企業管理諮詢合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on August 14, 2018 and an employee shareholding platform of our Company
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Sole Sponsor”	the Sole Sponsor as named in “Directors and Parties Involved in the [REDACTED]”
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“STAR Market”	the Shanghai Stock Exchange Science and Technology Innovation Board
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Strategy Committee”	the strategy committee of our Board
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Track Record Period”	the three years ended December 31, 2023, 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. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“UAE”	the United Arab Emirates
[REDACTED]	[REDACTED]

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

DEFINITIONS

[REDACTED]	[REDACTED]
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States
“VAT”	value-added tax
“we”, “us” or “our”	our Company

Unless otherwise expressly stated or the context otherwise requires, all data in this document is as of the date of this document.

The English names of the PRC entities, PRC laws or regulations, and the PRC governmental authorities referred to in this document are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.

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.