

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
“Beijing Juncell”	Beijing Juncell Biopharmaceuticals Co., Ltd. (北京君賽生物藥業有限公司), a limited liability company established in the PRC on July 29, 2025, being our wholly-owned subsidiary
“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]

“Chairman”	the chairman of the Board
“Chengdu Ti’ao”	Chengdu Ti’ao Medical Technology Co., Ltd. (成都替奧醫療科技有限公司), a limited liability company established in the PRC on July 3, 2025, being our wholly-owned subsidiary
“China” or “PRC”	unless the context requires otherwise, and for the purpose of this Document only, shall have the same meaning as Chinese Mainland

DEFINITIONS

“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
“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”	Shanghai Juncell Therapeutics Co., Ltd. (上海君賽生物股份有限公司) (formerly known as Shanghai Juncell Biotechnology Co., Ltd. (上海君賽生物科技有限公司)), a limited liability company established in the PRC on June 27, 2019 and converted into a joint stock limited liability company on September 30, 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
“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)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)

DEFINITIONS

“Director(s)”	the director(s) of our Company
“Dr. Jin”	Dr. Jin Huajun (金華君), our Founder, executive Directors, chairman of the Board and a member of the Single Largest Group of Shareholders
“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)
“ESOP Holding Platforms”	Shanghai Laizhuo Enterprise Development Center (Limited Partnership) (上海徠卓企業發展中心(有限合夥)), Shanghai Laizhi Enterprise Development Center (Limited Partnership) (上海徠智企業發展中心(有限合夥)) and Shanghai Laipeng Enterprise Development Center (Limited Partnership) (上海徠鵬企業發展中心(有限合夥)), each being a limited partner of Shanghai Ruilai and a member of the Single Largest Group of Shareholders

[REDACTED]

“Extreme Conditions”	extreme conditions caused by a super typhoon or other natural disaster of a substantial scale that seriously affects the working public’s ability to resume work or brings safety concerns as announced by the Government of Hong Kong
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[REDACTED]

“Founder”	Dr. Jin, founder of our Group
“Furong Investment Entities”	refers to Furong Qingyun and Ningbo Fuqi, each as defined in “History, Development and Corporate Structure — Pre-[REDACTED] Investments” and collectively, being Sophisticated Investors of our Company

[REDACTED]

DEFINITIONS

“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries, or any one of them as the context may require, and where the context requires, the businesses operated by our Company and/or its subsidiaries and their predecessors (if any)
“Guangzhou Ti’ao”	Guangzhou Ti’ao Biotechnology Co., Ltd. (廣州替奧生物科技有限公司), a limited liability company established in the PRC on July 21, 2025, being our wholly-owned subsidiary
“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
“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 subscribed for and [REDACTED] in HK dollars and to be [REDACTED] on the Stock Exchange
	[REDACTED]
“Hainan Ti’ao”	Hainan Ti’ao Biotechnology Co., Ltd. (海南替奧生物科技有限公司), a limited liability company established in the PRC on April 21, 2026, being our wholly-owned subsidiary

[REDACTED]

DEFINITIONS

“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]

“Juncell Pharmaceuticals”	Shanghai Juncell Biopharmaceuticals Co., Ltd. (上海君賽生物藥業有限公司), a limited liability company established in the PRC on August 9, 2023, being our wholly-owned subsidiary
“Kaitai Capital Entities”	refers to Xiamen Jinyuan Kaitai II, Yilian Kaitai, Xiamen Jinyuan Kaitai I, Hangzhou Kaishi and Kaitai Hongze, each as defined in “History, Development and Corporate Structure — Pre-[REDACTED] Investments” and collectively, being Sophisticated Investors of our Company
“Latest Practicable Date”	June 8, 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
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[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
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DEFINITIONS

“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)
“Ms. Yi”	Ms. Yi Zhongmei (易中梅), spouse of Dr. Jin and a member of the Single Largest Group of Shareholders
“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)
“NHC”	the National Health Commission of the PRC (formerly known as the National Health and Family Planning 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

[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 provincial, municipal and other regional or local government entities) and instrumentalities
“PRC Legal Advisor”	Jingtian & Gongcheng, our legal advisor as to PRC laws
“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]

DEFINITIONS

“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
“Qualified Institutional Buyer” or “QIB”	a qualified institutional buyer within the meaning of Rule 144A under the U.S. Securities Act
“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 (中華人民共和國國家外匯管理局)
“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 (中華人民共和國國家稅務總局)
“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
“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, the Shanghai Stock Exchange, [REDACTED] and CSDC for the establishment of mutual market access between Hong Kong and Shanghai, including Southbound Trading and Northbound Trading
“Shanghai Qunbo”	Shanghai Qunbo Enterprise Management Center (Limited Partnership) (上海群勃企業管理中心(有限合夥)), a limited liability partnership established in the PRC on September 22, 2020, being a member of the Single Largest Group of Shareholders
“Shanghai Ruilai”	Shanghai Ruilai Enterprise Management Center (Limited Partnership) (上海銳徠企業管理中心(有限合夥)), a limited liability partnership established in the PRC on January 2, 2020, being our employee incentive platform and a member of the Single Largest Group of Shareholders

DEFINITIONS

“Shanghai Ti’ao”	Shanghai Ti’ao Biotechnology Co., Ltd. (上海替奧生物科技股份有限公司), a limited liability company established in the PRC on April 28, 2020, being our wholly-owned subsidiary
“Shanghai Tongsai”	Shanghai Tongsai Medical Technology Co., Ltd. (上海同賽醫療科技有限公司), a limited liability company established in the PRC on November 6, 2024, being our wholly-owned subsidiary
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB0.10 each
“Share Subdivision”	the share subdivision immediately prior to the [REDACTED], pursuant to which each of our Share with par value of RMB1.00 will be subdivided into 10 Shares with par value of RMB0.10 each
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links program to be developed by the Stock Exchange, the Shenzhen Stock Exchange, [REDACTED] and CSDC for the establishment of mutual market access between Hong Kong and Shenzhen
“Single Largest Group of Shareholders”	refers to Dr. Jin, Ms. Yi, Shanghai Qunbo, Shanghai Ruilai, Shanghai Laizhuo, Shanghai Laizhi and Shanghai Laipeng. See “Relationship with Our Single Largest Group of Shareholders”
	[REDACTED]
“Sole Sponsor”	the sole sponsor as named in the section headed “Directors and Parties Involved in the [REDACTED]”
“Sophisticated Investor(s)”	has the meaning ascribed to it under Chapter 2.3 of the Guide for New Listing Applicants
	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Strategy Committee”	the strategy committee of the Board
“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
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“Suzhou Ti’ao”	Suzhou Ti’ao Biotechnology Co., Ltd. (蘇州替奧生物科技股份有限公司), a limited liability company established in the PRC on December 20, 2019, being our wholly-owned subsidiary
“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
[REDACTED]	
“Unlisted Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB0.10 each, which is/are not listed on any stock exchange
“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
“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 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.