

DEFINITIONS

In this Document, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in the section headed “Glossary of Technical Terms” in this Document.

“2017 Employee Incentive Scheme”	the pre-[REDACTED] employee incentive scheme adopted by our Company in May 2017
“2023 Employee Incentive Scheme”	the pre-[REDACTED] employee incentive scheme adopted by our Company in November 2023
“Accountants’ Report”	the accountants’ report of our Company for the Track Record Period from the Reporting Accountants, 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” or “Accounting and Financial Reporting Council”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company, which shall become effective on the [REDACTED], and as amended from time to time, a summary of which is set out in the section headed “Summary of Articles of Association” in Appendix III to this Document
“Board of Directors” or “Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business

[REDACTED]

“CDE”	Center for Drug Evaluation (藥品審評中心)
“China”, “Chinese Mainland” or “PRC”	the People’s Republic of China and for the purposes of this Document only, except where the context requires otherwise, excluding Hong Kong, Macau SAR and Taiwan, China
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“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”	Guangzhou Zhiyi Biotechnology Co., Ltd. (廣州知易生物科技股份有限公司), a limited liability company established in the PRC on September 17, 2013, and converted into a joint stock company with limited liability on July 31, 2025
“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
“Competent Authority”	has the meaning ascribed thereto under Chapter 18A of the Listing Rules
“Compliance Advisor”	SDIC Securities Corporate Finance (Hong Kong) Limited
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context otherwise requires, refers to Dr. Zhi and Zhuhai Yichangda. See “Relationship with Our Controlling Shareholders”
“Core Product”	has the meaning ascribed to it 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; for the purpose of this Document, our Core Product refers to SK08
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSDC”	China Securities Depository and Clearing Corporation
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“Dr. Wang”	Dr. Wang Ye (王曄), our executive Director and general manager of our Company
“Dr. Zhi”	Dr. Zhi Fachao (智發朝), chairman of the Board and a Controlling Shareholder
“EIT”	the PRC 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), as amended, supplemented or otherwise modified from time to time
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong

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

[REDACTED]

“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., the industry consultant, an Independent Third Party

“Frost & Sullivan Report” an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this Document

[REDACTED]

“Group”, “our Group”, “we”, or “us” the Company and its subsidiaries from time to time

“Guide for New Listing Applicants” the Guide for New Listing Applicants issued by the Stock Exchange, as amended, supplemented or otherwise modified from time to time

“Guangzhou Puwei Junjian” Guangzhou Proforcare Pharmaceuticals Inc* (廣州普維君健藥業有限公司), a limited liability company established under the laws of the PRC on September 26, 2016, and a wholly-owned subsidiary of our Company

“H Share(s)” overseas listed 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 [REDACTED] for and [REDACTED] in HK dollars and for which an [REDACTED] has been made for [REDACTED] and permission to [REDACTED] on the Stock Exchange

[REDACTED]

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[REDACTED]

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
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“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
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[REDACTED]

“IFRS”	IFRS Accounting Standards, as issued from time to time by the International Accounting Standards Board
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“Independent Third Party(ies)”	any entity or person who is not a connected person of our Company within the meaning ascribed thereto under the Listing Rules
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DEFINITIONS

[REDACTED]

“Joint Sponsors” the joint sponsors as named in the section headed “Directors and Parties Involved in the [REDACTED]” of this Document

“Latest Practicable Date” [June 13], 2026, being the latest practicable date for ascertaining certain information in this Document before its publication

[REDACTED]

“Listing Committee” the Listing Committee of the 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

[REDACTED]

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“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

[REDACTED]

“PBOC” People’s Bank of China (中國人民銀行), the central bank of the PRC

“PRC Legal Advisor” Grandall Law Firm (Guangzhou), our legal advisor as to PRC laws

“Pre-[REDACTED] Employee Incentive Schemes” the 2017 Employee Incentive Scheme and the 2023 Employee Incentive Scheme, details of which are set out in the section headed “Statutory and General Information — C. Pre-[REDACTED] Employee Incentive Schemes” in Appendix IV to this Document

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

“Pre-[REDACTED] Investors” the investor(s) who acquired interest in our Company pursuant to the relevant equity transfer agreement(s) and/or share subscription agreement(s), details of which are set out in the section headed “History, Development and Corporate Structure — Pre-[REDACTED] Investments” in this Document

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[REDACTED]

“Document”	this Document being issued in connection with the [REDACTED]
“Qingyuan Zhiyi”	Qingyuan Zhiyi Biotechnology Co., Ltd.* (清遠知易生物科技股份有限公司), a limited liability company established under the laws of the PRC on September 13, 2024, and a wholly-owned subsidiary of our Company
“Regulation S”	Regulation S under the U.S. Securities Act
“Reporting Accountants”	KPMG
“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)
“SAT”	State Administration of Taxation 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
“Share(s)”	ordinary share(s) in the share capital of our Company with a par value of RMB1.00 each
“Shareholder(s)”	holder(s) of our Share(s)
“Shijiazhuang Puwei”	Shijiazhuang Puwei Biotechnology Co., Ltd.* (石家莊普維生物科技股份有限公司), a limited liability company established under the laws of the PRC on July 27, 2020, and a wholly-owned subsidiary of our Company

[REDACTED]

“Sophisticated Investor(s)”	has the meaning ascribed to it under Chapter 2.3 of the Guide for New Listing Applicants
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[REDACTED]

DEFINITIONS

“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
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the financial years ended December 31, 2024 and 2025

[REDACTED]

“United States” or the “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“Unlisted Share(s)”	ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, which are not listed on any stock exchange
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“VAT”	value-added tax
“Zhiyi Health Tech”	Guangzhou Zhiyi Health Technology Co., Ltd.* (廣州知易健康科技有限公司), a limited liability company established under the laws of the PRC on February 28, 2017, and a wholly-owned subsidiary of our Company
“Zhuhai Xinrui” or “Employee Incentive Platform”	Zhuhai Xinrui Biotechnology Center (Limited Partnership) (珠海昕睿生物科技中心(有限合夥)), a limited partnership established under the laws of the PRC on March 23, 2020, the employee incentive platform of Pre-[REDACTED] Employee Incentive Schemes
“Zhuhai Yichangda”	Zhuhai Yichangda Biotechnology Center (Limited Partnership) (珠海益暢達生物科技中心(有限合夥)), a limited partnership established under the laws of the PRC on March 30, 2017, which is controlled by Dr. Zhi, and a member of our Controlling Shareholders
“%”	per cent

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Unless otherwise specified or the context otherwise requires: (i) statements contained in this Document assume no exercise of the [REDACTED]; (ii) all times refer to Hong Kong time; (iii) references to years, months and days in this Document are to calendar years, calendar months and calendar days, respectively; and (iv) all data in this Document is as of the date of this Document.

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

In this Document, “” denotes translation of certain natural persons, legal persons, enterprises, governmental authorities, institutions, entities, organizations, departments, facilities, laws and regulations into Chinese or English (as the case maybe), etc., or another language included in this Document for identification purposes only. In the event of any inconsistency, the Chinese names or the names in their original languages prevail.*