

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 the section headed “Glossary of Technical Terms” in this document.

“2024 Period”	the period from June 11, 2024 to December 31, 2024
“Accountants’ Reports”	the accountants’ reports on the historical information of our Company and NeuroGen Zhuhai, the text of which is set out in Appendix IA, Appendix IB and Appendix IC to this document
“affiliate(s)”	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” or “Articles of Association”	the amended and restated articles of association of our Company conditionally adopted by a special resolution passed on [●] with effect from the [REDACTED], and as amended from time to time, a summary of which is set out in “Summary of the Constitution of our Company and Cayman Islands Company Law” in Appendix III to this document
“Audit Committee”	the audit committee of our Board
“Board”, “Board of Directors” or “our Board”	the board of Directors of our Company
“business day” or “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
“BVI”	the British Virgin Islands
[REDACTED]	
“Cayman Companies Act” or “Companies Act”	the Companies Act (as amended) of the Cayman Islands
“CBC Shareholding Group”	including (i) C-Bridge V Investment Fifteen Limited, (ii) C-Bridge V Investment Holdings Pte. Ltd, (iii) C-Bridge Healthcare Fund V, L.P., (iv) C-Bridge Healthcare Fund GP V, LP., (v) C-Bridge Capital GP V, Ltd., (vi) Nova Aqua Limited; (vii) C-Bridge IV Investment Twenty-three Limited, (viii) Shanghai Kangzhichuan Enterprise Management Consulting Partnership (Limited Partnership) (上海康之川企業管理諮詢合夥企業(有限合夥)), (ix) Shanghai Kangshida Management Consulting Co., Ltd. (上海康士達管理諮詢有限公司), (x) CBC Group (HK) Limited, and (xi) Mr. FU Wei

DEFINITIONS

[REDACTED]

“CDE”	the Center for Drug Evaluation of the NMPA (國家藥品監督管理局藥品審評中心), a division of the NMPA mainly responsible for the review and approval of IND and NDA/BLA
“China” or “the PRC” or “Chinese Mainland”	the People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires otherwise, references in this document to “China” and the “PRC” do not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“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”	NeuroGen Pharma Limited (神基製藥有限公司) (formerly known as Concord Acquisition Holdings Limited), a BVI business company incorporated under the laws of British Virgin Islands on June 11, 2024, re-domiciled to the Cayman Islands and was registered by way of continuation as an exempted company with limited liability under the laws of the Cayman Islands on April 30, 2026
“Compliance Advisor”	Altus Capital Limited (浩德融資有限公司)
“Controlling Shareholders”	refers to CBC Shareholding Group and Mubadala Shareholding Group, details of which are set out in the section headed “Relationship with our Controlling Shareholders” in this document
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)” or “our Director(s)”	the director(s) of our Company
“EIT”	the enterprise income tax
“EIT Law”	PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法)
“ESG”	environmental, social and governance
“ESOP Holdcos”	ThriveCap Ltd. and AxisPoint Holdings Ltd., the BVI companies established each as a platform to hold an aggregate of 23,000,000 underlying Ordinary Shares corresponding to the incentives granted to eligible participants under the Pre-[REDACTED] Equity Incentive Plan

DEFINITIONS

“Extreme Conditions” extreme conditions caused by a super typhoon as announced by the government of Hong Kong

“FDA” the United States Food and Drug Administration

[REDACTED]

“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a global market research and consulting company, and an Independent Third Party

“Frost & Sullivan Report” the report prepared by Frost & Sullivan

“General Rules of HKSCC” the General Rules of HKSCC as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures

[REDACTED]

“Group,” “our Group,” “the Group,” “we,” “us,” or “our” our Company and its subsidiaries from time to time, and where the context requires, the businesses operated by our Company and/or its subsidiaries and their predecessors (if any), and where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant 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

“HK” or “Hong Kong” the Hong Kong Special Administrative Region of the People’s Republic of China

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong dollars” or “HK\$” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“IASB” International Accounting Standards Board

“IFRS” the International Financial Reporting Standards as issued by the IASB

“Independent Third Party(ies)” any entity or person, who, 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 ascribed to it under the Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“Joint Sponsors”	J.P. Morgan Securities (Far East) Limited, CITIC Securities (Hong Kong) Limited and HSBC Corporate Finance (Hong Kong) Limited
“Latest Practicable Date”	June 20, 2026, being the latest practicable date for ascertaining certain information in this document before its publication

[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 operates in parallel with the GEM of the Stock Exchange

DEFINITIONS

“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company conditionally adopted by a special resolution passed on [●] with effect from the [REDACTED], and as amended from time to time, a summary of which is set out in “Summary of the Constitution of our Company and Cayman Islands Company Law” in Appendix III to this document
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mubadala Shareholding Group”	including (i) ATIC Second International Investment Company LLC, (ii) Mubadala Technology Investments (Mubadala Technology) LLC, (iii) Mamoura Diversified Global Holding PJSC, and (iv) Mubadala Investment Company PJSC
“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)
“NeuroGen HK”	Concord Acquisition (HK) Limited (神基製藥(香港)有限公司), a limited liability company established under the laws of Hong Kong on July 19, 2024 and a wholly-owned subsidiary of our Company
“NeuroGen Shanghai”	NeuroGen Pharma (Shanghai) Co., Ltd. (神基(上海)製藥有限公司), a limited liability company established under the laws of PRC on July 8, 2025 and a wholly-owned subsidiary of our Company
“NeuroGen Shanghai Trading”	NeuroGen Trading (Shanghai) Co., Ltd. (神基貿易(上海)有限公司), a limited liability company established under the laws of PRC on September 26, 2024 and a wholly-owned subsidiary of our Company
“NeuroGen Singapore”	NeuroGen Pharma (Singapore) Pte. Ltd, a limited liability company established under the laws of Singapore on November 12, 2025 and a wholly-owned subsidiary of our Group
“NeuroGen Zhuhai” or “UCB Zhuhai”	NeuroGen Pharma (Zhuhai) Co., Ltd. (神基(珠海)製藥有限公司) (formerly known as Zhuhai Schwarz Pharmaceutical Co., Ltd. (珠海許瓦茲製藥有限公司) and UCB Pharma (Zhuhai) Co., Ltd. (優時比(珠海)製藥有限公司)), a limited liability company established under the laws of the PRC on April 8, 1997 and a wholly-owned subsidiary of our Group
“NeuroGen Beijing Holding”	NeuroGen (Beijing) Holding Co., Ltd. (神基(北京)控股有限公司), a limited liability company established under the laws of PRC on June 20, 2025 and a wholly-owned subsidiary of our Company
“NMPA”	the National Medical Products Administration of the PRC (國家藥品監督管理局), the successor to the China Food and Drug Administration (國家食品藥品監督管理總局)
“Nomination Committee”	the nomination committee of our Board

DEFINITIONS

[REDACTED]

“Ordinary Share(s)” ordinary share(s) in the share capital of our Company, with a nominal value of US\$1.0 each

[REDACTED]

“PRC Legal Advisor” Commerce & Finance Law Offices, the PRC legal advisor to our Company

“Pre-[REDACTED] Equity Incentive Plan” the pre-[REDACTED] equity incentive plan of our Company which was adopted and approved by the Board on August 4, 2025 (as amended from time to time), the principal terms of which are set out in the section headed “Statutory and General Information — C. Share Incentive Plan” in Appendix V to this document

[REDACTED]

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

[REDACTED]

“R&D” research and development

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

DEFINITIONS

“Remuneration Committee”	the remuneration committee of our Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“RSU(s)”	restricted share unit(s) granted under the Pre-[REDACTED] Equity Incentive Plan
“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”	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)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	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 US\$1.0 each
“Shareholder(s)”	holder(s) of our Share(s)
“Sponsor-[REDACTED]”	the sponsor-[REDACTED] as named in the section headed “Directors and Parties Involved in the [REDACTED]”
“STA”	the State Taxation Administration (國家稅務總局)
	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
	[REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategy Committee”	the strategy committee of our Board
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance

DEFINITIONS

“Takeovers Code”	Code 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 financial years ended December 31, 2023, 2024 and 2025
“Treasury Share(s)”	the Shares repurchased and held by our Company in treasury, if any
“UCB”	UCB Pharma S.A., a company listed on the Euronext Brussels stock exchange (Euronext Brussels: UCB), and, where the context requires, its subsidiaries, affiliates and/or other relevant members of its group
[REDACTED]	
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“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 the rules and regulations promulgated thereunder
“VAT”	value-added tax

[REDACTED]

“%”	per cent
-----	----------

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