

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.”

“Accountants’ Report”	the accountants’ report of our Company, the text of which is set out in Appendix I to this document
“Acting-in-Concert Agreement”	the acting-in-concert agreement entered into between Mr. Xu and Mr. Xie dated March 31, 2021, pursuant to which Mr. Xie agreed to act in concert with Mr. Xu by aligning their votes at the board meetings and shareholders’ meetings at the level of both Wuxi Zhonghe and our Company
“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”	Accounting and Financial Reporting Council of Hong Kong
“Articles of Association” or “Articles”	the articles of association of our Company, as amended, supplemented or otherwise modified from time to time, which shall become effective on the [REDACTED], a summary of which is set out in Appendix IV 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

[REDACTED]

“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
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[REDACTED]

“China”, “Chinese Mainland” or “PRC”	the People’s Republic of China and for the purpose of this document only, unless the context otherwise requires, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
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“close associate(s)”	has the meaning ascribed to it under the Listing Rules
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DEFINITIONS

“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,” “our Company” or “the Company”	Ziyond Pharmaceutical Co., Ltd. (江蘇知原藥業股份有限公司) (formerly known as Jiangsu Shengbaoluo Pharmaceutical Co., Ltd. (江蘇聖寶羅藥業有限公司)), a limited liability company incorporated under the laws of the PRC on March 11, 1999 and converted into a joint stock company with limited liability on November 27, 2020, and where the context so permits, shall include its predecessor
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Xu, Mr. Xie, Wuxi Zhonghe, Wuxi Langming, Wuxi Langwei, Wuxi Langyi, Wuxi Langxing and Wuxi Zhiwen
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“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”	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”	PRC 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

[REDACTED]

DEFINITIONS

“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

[REDACTED]

“Frost & Sullivan” or “Industry Consultant” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our industry consultant, an independent market research and consulting company

[REDACTED]

“Group,” “our Group,” “we” or “us” our Company and our 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

“H Share(s)” ordinary share(s) in the share capital of our Company with a nominal value of RMB[REDACTED] each, which will be [REDACTED] for and [REDACTED] in Hong Kong dollars and [REDACTED] on the Stock Exchange

[REDACTED]

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

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” the Hong Kong Special Administrative Region of the PRC

[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

[REDACTED]

“IFRS Accounting Standards” IFRS Accounting Standards as issued by the International Accounting Standards Board

“independent third party(ies)” entity(ies) or person(s) who is/are not connected person(s) of our Company or its subsidiary(ies)

[REDACTED]

DEFINITIONS

[REDACTED]

“KRW”	Korean won, the lawful currency of South Korea
“Langrun Tech”	Langrun Pharmaceutical Technology Co., Ltd. (朗潤醫藥科技有限公司) (formerly known as Ningbo Langrun Pharmaceutical Technology Co., Ltd. (寧波朗潤醫藥科技有限公司)), a limited liability company incorporated in the PRC on August 20, 2012, which became our subsidiary in December 2015 and was subsequently dissolved on a voluntary basis by way of deregistration on September 8, 2025 due to cessation of its business
“Latest Practicable Date”	July 1, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to 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
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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 the Growth Enterprise Market of the Stock Exchange
“Mr. Xie”	Mr. Xie Hongwei (謝宏偉), our executive Director, chief executive officer and general manager, and a member of our Controlling Shareholders
“Mr. Xu”	Mr. Xu Jun (徐軍), our executive Director and our chairman of the Board, and a member of our Controlling Shareholders
“Nomination Committee”	the nomination committee of our Board

[REDACTED]

“PBOC”	People’s Bank of China (中國人民銀行), the central bank of the PRC
“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
“PRC Government” or “State”	the central government of the PRC, including all governmental subdivisions (including principal, municipal and other regional or local government entities) and instrumentalities
“PRC Legal Advisor”	Zhong Lun Law Firm, our legal advisor as to PRC law
“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

DEFINITIONS

[REDACTED]

“document”	this document being issued in connection with the [REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of our Board
“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)
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, comprising Unlisted Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“Sole Sponsor”	the sole sponsor as named in “Directors and Parties Involved in the [REDACTED]”

[REDACTED]

“State Council”	State Council of the PRC (中華人民共和國國務院)
“Strategy and ESG Committee”	the strategy and ESG committee of our Board
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules

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“Track Record Period”	the three years ended December 31, 2025 and the three months ended March 31, 2026
“Trial Measures for Overseas Listing”	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》), as amended, supplemented or otherwise modified from time to time
“Unlisted Share(s)”	ordinary share(s) issued by our Company, which is/are not listed on any stock exchange, with a nominal value of RMB1.00 each
“U.S.” or “United States”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“U.S. dollar” or “US\$”	United States dollar, the lawful currency of the United States
“U.S. Securities Act”	United States Securities Act of 1933 and the rules and regulations promulgated thereunder, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“VAT”	value-added tax
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[REDACTED]

“Wuxi Langming”	Wuxi Langming Pharmaceutical Investment Consulting Partnership Enterprise (Limited Partnership) (無錫朗名醫藥投資諮詢合夥企業(有限合夥)), formerly known as Ningbo Langming Pharmaceutical Investment Consulting Partnership Enterprise (Limited Partnership) (寧波朗名醫藥投資諮詢合夥企業(有限合夥)), a limited partnership incorporated in the PRC on November 27, 2014, and a member of our Controlling Shareholders
“Wuxi Langwei”	Wuxi Langwei Pharmaceutical Investment Consulting Partnership Enterprise (Limited Partnership) (無錫朗威醫藥投資諮詢合夥企業(有限合夥)), formerly known as Ningbo Langwei Pharmaceutical Investment Consulting Partnership Enterprise (Limited Partnership) (寧波朗威醫藥投資諮詢合夥企業(有限合夥)), a limited partnership incorporated in the PRC on November 27, 2014, and a member of our Controlling Shareholders

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“Wuxi Langxing”	Wuxi Langxing Pharmaceutical Investment Partnership (Limited Partnership) (無錫朗行醫藥投資合夥企業(有限合夥)), formerly known as Shenzhen Langxing Pharmaceutical Investment Partnership (Limited Partnership) (深圳市朗行醫藥投資合夥企業(有限合夥)), a limited partnership incorporated in the PRC on September 29, 2015, and a member of our Controlling Shareholders
“Wuxi Langyi”	Wuxi Langyi Pharmaceutical Investment Consulting Partnership (Limited Partnership) (無錫朗億醫藥投資諮詢合夥企業(有限合夥)), formerly known as Ningbo Langyi Pharmaceutical Investment Consulting Partnership (Limited Partnership) (寧波朗易醫藥投資諮詢合夥企業(有限合夥)), a limited partnership incorporated in the PRC on August 13, 2015, and a member of our Controlling Shareholders
“Wuxi Zhiwen”	Wuxi Zhiwen Pharmaceutical Investment Partnership (Limited Partnership) (無錫知問醫藥投資合夥企業(有限合夥)), a limited partnership incorporated in the PRC on November 1, 2017, and a member of our Controlling Shareholders
“Wuxi Zhonghe”	Wuxi Zhonghe Pharmaceutical Investment Co., Ltd. (無錫中和醫藥投資有限公司), a company incorporated in the PRC on December 5, 2014, and a member of our Controlling Shareholders
“%”	per cent

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.

Certain amounts and percentage figures included in this document have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.