

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.

“Accountants’ Report”	the accountants’ report of our Company, 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”	Accounting and Financial Reporting Council
“Articles” or “Articles of Association”	the articles of association of the Company conditionally adopted by a special resolution of the Shareholders passed on [●] with effect from the [REDACTED] and as amended from time to time, a summary of which is set out 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 (Revised) of the Cayman Islands as amended, supplemented, or otherwise modified from time to time
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[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
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“China,” “Chinese Mainland,” or “PRC”	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, excluding, references in this document to “China” and the “PRC” do not apply to Hong Kong, the Macau Special Administrative Region and Taiwan of the People’s Republic of China
“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”	Tyligand Bioscience Ltd. (泰勵生物有限公司), an exempted company with limited liability incorporated in the Cayman Islands on December 1, 2017
“Compliance Advisor”	Somerley Capital Limited
“Core Product”	has the meaning ascribed thereto under Chapter 18A of the Listing Rules and is the product for the purpose of satisfying the eligibility requirements under Chapter 18A of the Listing Rules; and for the purpose of this document, our Core Product refers to TSN1611
“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. Zhang”	Dr. Tony Yantao ZHANG, one of our founders, chairman of our Board, an executive Director, our chief executive officer and a member of our Single Largest Group of Shareholders
“Dr. Zhong”	Dr. Boyu ZHONG, one of our founders, an executive Director, our president and chief scientific officer, and a member of our Single Largest Group of Shareholders
“Dr. ZY. Zhang”	Dr. Zhong-Yin ZHANG, a member of our Single Largest Group of Shareholders
“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
“EU”	the European Union

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“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 market research and consulting company and Independent Third Party, which prepared the F&S Report

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

[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)

“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]

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[REDACTED]

“Hong Kong dollars” or “HK dollars” or “HK\$”

Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

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“IFRS”	International Financial Reporting Standards
“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 thereto under the Listing Rules

[REDACTED]

“Latest Practicable Date”	August 13, 2026, being the latest practicable date for ascertaining certain information in this document before its publication
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“LAV USD”	for the purpose of this document, means LAV Fund VI, L.P. and LAV Fund VI Opportunities, L.P., our Pre-[REDACTED] Investors, the background information of which is set out in the section headed “History, Development and Corporate Structure” in this document
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[REDACTED]

“Listing Committee”	the listing committee of the Stock Exchange
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[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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“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
“Memorandum” or “Memorandum of Association”	the 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 Appendix III to this document
“Memorandum and Articles of Association”	the Memorandum of Association and the Articles of Association
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“NMPA”	National Medical Products Administration of the PRC (中華人民共和國國家藥品監督管理局), formerly known as the China Food and Drug Administration (中華人民共和國國家食品藥品監督管理總局)
“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 Committee”	the nomination committee of our Board

[REDACTED]

“Option(s)”	the option(s) to subscribe for Ordinary Shares pursuant to the 2023 Incentive Plan
“Ordinary Share(s)” or “Share(s)”	ordinary share(s) in the share capital of our Company, with a nominal value of US\$0.001 each prior to the completion of the Share Subdivision and US\$0.0002 each upon completion of the Share Subdivision

[REDACTED]

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[REDACTED]

“PRC Legal Advisor”	Zhong Lun Law Firm, the PRC legal advisor to our Company
“Preferred Share(s)”	the Series Pre-A Preferred Shares, Series A Preferred Shares, Series A+ Preferred Shares, Series A++ Preferred Shares and Series B Preferred Shares we issued during the Pre-[REDACTED] Investments
“Pre-[REDACTED] Investment(s)”	the pre-[REDACTED] investment(s) 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] Investor(s)”	the investor(s) who participated in the Pre-[REDACTED] Investments

[REDACTED]

“document”	this document being issued in connection with the [REDACTED]
“R&D”	research and development
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration 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)
“Series A Investor(s)”	the holder(s) of the Series A Preferred Shares
“Series A Preferred Share(s)”	the series A preferred share(s) of our Company with a par value of US\$0.001 each
“Series A+ Investor(s)”	the holder(s) of the Series A+ Preferred Shares

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“Series A+ Preferred Share(s)”	the series A+ preferred share(s) of our Company with a par value of US\$0.001 each
“Series A++ Investor(s)”	the holder(s) of the Series A++ Preferred Shares
“Series A++ Preferred Share(s)”	the series A++ preferred share(s) of our Company with a par value of US\$0.001 each
“Series B Investor(s)”	the holder(s) of the Series B Preferred Shares
“Series B Preferred Share(s)”	the series B preferred share(s) of our Company with a par value of US\$0.001 each
“Series Pre-A Investor(s)”	the holder(s) of the Series Pre-A Preferred Shares
“Series Pre-A Preferred Share(s)”	the series pre-A preferred share(s) of our Company with a par value of US\$0.001 each
“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
“Shanghai Lizhe”	for the purpose of this document, means Shanghai Lizhe Biotech, L.P. (上海禮哲生物科技合夥企業(有限合夥)), our Pre-[REDACTED] Investor, the background information of which is set out in the section headed “History, Development and Corporate Structure” in this document
“Share Subdivision”	the subdivision of each of the authorized issued and unissued shares in the share capital of our Company with a par value of US\$0.001 each into five Shares with a par value of US\$0.0002 each, details of which are set out in “Appendix IV — Statutory and General Information — A. Further Information about Our Group — 4. Resolutions of Shareholders of Our Company Passed on [●]” to this document
“Shareholder(s)”	holder(s) of our Ordinary Share(s) and Preferred Share(s)
“Single Largest Group of Shareholders”	refers to Dr. Zhang, Dr. Zhong, Dr. ZY. Zhang and Tyligand Holdings

[REDACTED]

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[REDACTED]

“Sole Sponsor” CITIC Securities (Hong Kong) Limited

[REDACTED]

“Sophisticated Investor(s)” has the meaning ascribed thereto under the Chapter 2.3 of the Guide for New Listing Applicants

“STA” State Taxation Administration (國家稅務總局)

[REDACTED]

“State Council” State Council of the PRC (中華人民共和國國務院)

“Stock Exchange” The Stock Exchange of Hong Kong Limited

“subsidiary(ies)” has the meaning ascribed thereto in section 15 of the Companies Ordinance

“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

“Tencent Mobility” for the purpose of this document, means Tencent Mobility Limited, our Pre-[REDACTED] Investor, the background information of which is set out in the section headed “History, Development and Corporate Structure” in this document

“Track Record Period” the two years ended December 31, 2025 and the six months ended June 30, 2026

“Treasury Share(s)” the Shares repurchased and held by our Company in treasury, if any

“Tyligand Holdings” Tyligand Bioscience Holdings Ltd., a company incorporated in the British Virgin Islands on November 16, 2017 and held as to 48.75%, 41.25%, and 10.00% by Dr. Zhang, Dr. Zhong and Dr. ZY. Zhang

“Tyligand Shanghai” Tyligand Bioscience (Shanghai) Limited (泰勵生物科技(上海)有限公司), a limited liability company established in the PRC on May 10, 2018 and a wholly-owned subsidiary of our Company

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“Tyligand Suzhou”	Tyligand Pharmaceutical (Suzhou) Limited (泰勵生物醫藥(蘇州)有限公司), a limited liability company established in the PRC on September 13, 2023 and a wholly-owned subsidiary of our Company
“Tyligand Hainan”	Tyligand Pharmaceutical (Hainan) Limited (泰勵生物醫藥(海南)有限公司), a limited liability company established in the PRC on April 14, 2022 and a wholly-owned subsidiary of our Company
“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
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
[REDACTED]	
“VAT”	value-added tax
2023 Incentive Plan	the 2023 employee share incentive plan adopted by the Company on June 28, 2023, the details of which are set out in “Appendix IV — Statutory and General Information — D. 2023 Incentive Plan” to this document
“%”	per cent

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.