

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

“Accountants’ Report”	the accountants’ report of our Company for the Track Record Period from Deloitte, 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”	the Accounting and Financial Reporting Council of Hong Kong (formerly known as the Financial Reporting Council of Hong Kong)
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on [●] with effect from the [REDACTED], as amended, supplemented or otherwise modified from time to time, a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board of Directors” or “Board”	the board of Directors
“Business Day”	a day on which banks in Hong Kong are open generally for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	British Virgin Islands
“CAC”	Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)

[REDACTED]

“Cayman Companies Act” or “Companies Act”	the Companies Act (As Revised) of the Cayman Islands, Cap. 22 (Law 3 of 1961), as amended or supplemented or otherwise modified from time to time
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[REDACTED]

DEFINITIONS

“China” or “PRC”	the People’s Republic of China, which for the purpose of this document and for geographical reference only, excludes Taiwan, Hong Kong and the Macau Special Administrative Region of the People’s Republic of China
“close associate(s)”	has the meaning ascribed to it 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”	Frontera Therapeutics, an exempted company with limited liability incorporated in the Cayman Islands on September 17, 2019
“Compliance Advisor”	Alliance Capital Partners Limited
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Core Products”	has the meaning ascribed thereto in Chapter 18A of the Listing Rules and Chapter 2.3 of the Guide for New Listing Applicants, and are the products for the purpose of satisfying the eligibility requirements under Chapter 18A; for the purpose of this Document, our Core Products refer to FT-002 and FT-003
“COVID-19”	a viral respiratory disease caused by the severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
“Creacion”	Creacion Ventures I, L.P. and its special purpose vehicle Montar Capital, one of our Founding Shareholders and a Pre-[REDACTED] Investor of our Company and a substantial shareholder, as the context requires
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
	[REDACTED]
“Director(s)”	the director(s) of our Company
“Dr. Li”	Dr. Xinyan Li (李新燕), our executive Director, chief executive officer and chief medical officer of our Company
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FDA”	U.S. Food and Drug Administration

DEFINITIONS

[REDACTED]

“Founding Shareholders”	OrbiMed Entities and Creacion
“Frontera HK”	Frontera Therapeutics (HK) Limited, a private company limited by shares incorporated under the laws of Hong Kong on October 2, 2019 and a wholly owned subsidiary of our Company
“Frontera Qisheng”	Shanghai Frontera Qisheng Therapeutics Co., Ltd. (上海方拓啟晟生物科技有限公司), formerly known as Frontera Biotechnology (Suzhou) Co., Ltd. (方拓生物科技(蘇州)有限公司), a company incorporated under the laws of the PRC with limited liability on August 19, 2020 and an indirectly wholly-owned subsidiary of our Company
“Frontera Shanghai”	Frontera Therapeutics Company Ltd. (芳拓生物科技(上海)有限公司), a company incorporated under the laws of the PRC with limited liability on June 5, 2020 and an indirectly wholly-owned subsidiary of our Company
“Frontera Suzhou”	Frontera Therapeutics (Suzhou) Co., Ltd. (十方生物科技(蘇州)有限公司), a company incorporated under the laws of the PRC with limited liability on September 16, 2020 and an indirectly wholly-owned subsidiary of our Company
“Frontera US”	FTGEN Corp (formerly known as Frontera Therapeutics, Inc.), a corporation incorporated under the laws of Delaware, the U.S., on September 16, 2020 and a wholly-owned subsidiary of our Company
“Frost & Sullivan” or “Industry Consultant”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our industry consultant
“Frost & Sullivan Report”	the industry report commissioned by our Company and independently prepared by Frost & Sullivan, a summary of which is set out in the section headed “Industry Overview” in this document

[REDACTED]

DEFINITIONS

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

our Company and its subsidiaries from time to time or, where the context so requires, in respect of the period prior to our Company having become 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 published by the Stock Exchange, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“HK\$” or “Hong Kong dollars”

Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the People’s Republic of China

[REDACTED]

DEFINITIONS

[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
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[REDACTED]

“Independent Third Party(ies)”	any person(s) or entity(ies) who/which is not a connected person of our Company within the meaning of the Listing Rules
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[REDACTED]

DEFINITIONS

[REDACTED]

“Latest Practicable Date” August 21, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document before its publication

“LEI” Legal Entity Identifier, a 20-character alpha-numeric code under the Global LEI System adopted by the Financial Stability Board to uniquely identify distinct legal entities which participate in financial transactions

[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

“Main Board” the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange

“Memorandum” or “Memorandum of Association” the memorandum of association of our Company conditionally adopted on [●] with effect from the [REDACTED], a summary of which is set out in Appendix III to this document

“MOF” the Ministry of Finance of the PRC (中華人民共和國財政部)

“MOFCOM” the Ministry of Commerce of the PRC (中華人民共和國商務部)

“NDRC” the 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)

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“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
“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]

“OrbiMed Asia”	OrbiMed Asia Partners III, L.P., an exempted limited partnership registered under the laws of the Cayman Islands on September 14, 2016, one of the Founding Shareholders and a Pre-[REDACTED] Investor of our Company
“OrbiMed Entities”	OrbiMed Asia and OrbiMed U.S.
“OrbiMed U.S.”	OrbiMed Private Investments VII, LP, a limited partnership registered under the laws of Delaware, U.S. on November 8, 2017 one of the Founding Shareholders and a Pre-[REDACTED] Investor of our Company

[REDACTED]

“Overseas Listing Trial Measures”	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》) promulgated by the CSRC on February 17, 2023 and effective on March 31, 2023
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Legal Adviser”	Zhong Lun Law Firm, the legal adviser to our Company as to the PRC laws

DEFINITIONS

“Preferred Shares”	series A preferred shares, series B-1 preferred shares, and/or series B-2 preferred shares
“Pre-[REDACTED] Equity Incentive Plan”	the equity incentive plan approved and adopted by our Company on August 28, 2020, as amended and supplemented, the principal terms of which are set out in the paragraph headed “Statutory and General Information — D. Pre-[REDACTED] Equity Incentive Plan” in Appendix IV to this document
“Pre-[REDACTED] Investment(s)”	the investment(s) in our Group before the [REDACTED], details of which are set out in the paragraph headed “History, Reorganization and Corporate Structure — Pre-[REDACTED] Investments” in this document
“Pre-[REDACTED] Investor(s)”	the investor(s) who acquired interest in our Group pursuant to the relevant share subscription agreement(s), details of which are set out in the section headed “History, Reorganization and Corporate Structure” in this document
[REDACTED]	
“R&D”	research and development
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of our Board
“Reorganization”	the reorganization undertaken by our Group in preparation for the [REDACTED], details of which are set out in the paragraph headed “History, Reorganization and Corporate Structure — Reorganization”
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“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)

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“SAFE Circular 37”	the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) promulgated by the SAFE on July 14, 2014
“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 to 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)
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“series A preferred shares”	the series A preferred shares in the share capital of our Company with a par value of US\$0.0001 each, which are held by the Pre-[REDACTED] Investor(s) as of the date of this document
“series B-1 preferred shares”	the series B-1 preferred shares in the share capital of our Company with a par value of US\$0.0001 each, which are held by the Pre-[REDACTED] Investor(s) as of the date of this document
“series B-2 preferred shares”	the series B-2 preferred shares in the share capital of our Company with a par value of US\$0.0001 each, which are held by the Pre-[REDACTED] Investor(s) as of the date of this document
“SFC”	the 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
“Share(s)”	ordinary share(s) and preferred shares in the share capital of our Company with a par value of US\$0.0001 each
“Shareholder(s)”	holder(s) of our Shares
“Sophisticated Investor(s)”	has the meaning ascribed to it under paragraph 10 of Chapter 2.3 of the Guide for New Listing Applicants

[REDACTED]

DEFINITIONS

“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
“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Buy-backs published by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the two financial years ended December 31, 2024 and 2025 and the six months ended June 30, 2026

[REDACTED]

“United States” or “U.S.” or “USA”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“US\$” or “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“%”	per cent