

DEFINITIONS

In this document, unless the context otherwise requires, the following terms and expressions have the meanings set forth below.

“Accountant’s Report”	the accountant’s report of our Group for the Track Record Period as set out in Appendix I to this document
“affiliate(s)”	with respect to any specific 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
“Articles” or “Articles of Association”	the articles of association of our Company, which shall become effective upon [REDACTED], as amended from time to time, a summary of which is contained in Appendix III to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of directors of our Company
“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]

“Chairman”	the chairman of our Board
“China”, “PRC” or “Chinese Mainland”	the People’s Republic of China, excluding, for the purposes of this document only, the regions of Hong Kong, Macau Special Administrative Region and Taiwan of the People’s Republic of China, except where the content or context requires otherwise
“close associate(s)”	has the meaning ascribed thereto 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

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“Companies (WUMP) 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 Law” or “PRC Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》) as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Exegenesis Bio Inc., an exempted company with limited liability incorporated in the Cayman Islands on May 24, 2019 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on February 9, 2026, and holding company of all other companies in the Group
“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
“Conversion”	conversion of each Preferred Share to a Share on a one-to-one basis (subject to adjustments under the Articles)
“Convertible Loan Agreements”	Wanlian Guangsheng Convertible Loan Agreement and Zhejiang Fund Convertible Loan Agreement
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Core Product(s)”	has the meaning ascribed thereto in Chapter 18A of the Listing Rules and is the product for the purpose of satisfying the eligibility requirements under Chapter 18A; for the purpose of this document, our Core Products refer to EXG102-031 and EXG001-307 (SMA Type 1)
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSDCC”	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)”	the director(s) of our Company
“Dr. Wu”	Dr. Wu Zhenhua (吳振華), an executive Director, our Chairman, and one of our substantial shareholders, and our founder
“Dr. Ye”	Dr. Ye Guojie (葉國傑), an executive Director and chief scientific officer, and one of our co-founders
“EIT”	enterprise income tax

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“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
“Exchange Participant(s)”	a person (a) who, in accordance with the Listing Rules, may trade on or through the Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Stock Exchange as a person who may trade on or through the Stock Exchange
“Extreme Conditions”	extreme conditions including but not limited to serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons as announced by the government of Hong Kong
“FIL”	Foreign Investment Law of the PRC (《中華人民共和國外商投資法》)
“FINI”	Fast Interface for New Issuance, an online platform operated by [REDACTED] that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for all New [REDACTED]
“General Rules of [REDACTED]”	the General Rules of [REDACTED] as may be amended or modified from time to time and where the context so permits, shall include the [REDACTED] Operational Procedures
“GFA”	gross floor area [REDACTED]
“Group,” “our Group,” “the 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 before our Company became the holding company of our present subsidiaries, the entities or the predecessors of the present subsidiaries (as the case may be) which carried on the business of the present Group at the relevant time
“Guangzhou Jiayin”	Guangzhou Jiayin Biotech Co., Ltd. (廣州嘉因生物科技有限公司), a company established under the laws of the PRC with limited liability on November 11, 2025, and a wholly-owned subsidiary of Hangzhou Jiayin
“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange effective from January 1, 2024 (as amended, supplemented or otherwise modified from time to time)
“Hangzhou CoJourney”	Hangzhou CoJourney Bio Ltd. (杭州行誠生物科技有限公司), a company established under the laws of the PRC with limited liability on March 25, 2022, and a wholly-owned subsidiary of Jiaying CoJourney

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“Hangzhou Jiayin”	Hangzhou Jiayin Biotech Co., Ltd. (杭州嘉因生物科技有限公司), a company established under the laws of the PRC with limited liability on July 5, 2019, and a wholly-owned subsidiary of Hangzhou Exegenesis
“Hangzhou Exegenesis”	Hangzhou Exegenesis Bio Ltd. (杭州複因生物科技有限公司), a company established under the laws of the PRC with limited liability on August 1, 2019, and a wholly-owned subsidiary of Exegenesis HK Limited
“Hillhouse”	Hillhouse Investment Management, Ltd., one of our Sophisticated Investors
“Historical Contractual Arrangements”	a series of contractual agreements entered into among Hangzhou Exegenesis, Hangzhou Jiayin, and its shareholders, which enable our Group to exercise effective control over, receive substantially all of the economic benefits of, and consolidate the financial results of Hangzhou Jiayin, through the VIE arrangement
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“[REDACTED] channel”	the arrangement in these [REDACTED] Operational Procedures for instructions to be given electronically to [REDACTED] by Participants via FINI for applications to be made on their behalf for new issue shares and for the payment of application moneys, and for those instructions to be acted upon
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[REDACTED]

“[REDACTED] Operational Procedures”	the operational procedures of [REDACTED], containing the practices, procedures and administrative or other requirements relating to [REDACTED]’s services and the operations and functions of [REDACTED], FINI or any other platform, facility or system established, operated and/or otherwise provided by or through [REDACTED], as from time to time in force
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DEFINITIONS

[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“IAS”

International Accounting Standards

“IFRS”

IFRS Accounting Standards issued by the International Accounting Standards Board

“Independent Third Party(ies)”

person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected (within the meaning of the Listing Rules) with our Company

[REDACTED]

DEFINITIONS

[REDACTED]

“JC Group”	Jiaxing CoJourney and its subsidiaries
“Jiaxing CoJourney”	Jiaxing CoJourney Bio Ltd. (嘉興行誠生物科技有限公司), a company established under the laws of the PRC with limited liability on November 1, 2022
“Latest Practicable Date”	August 23, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
“Legend Capital”	Legend Capital Co., Ltd. (君聯資本管理股份有限公司), one of our Sophisticated Investors

[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, 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 Growth Enterprise Market of the Stock Exchange
“Memorandum of Association” or “Memorandum”	[seventh] amended and restated memorandum of association of our Company conditionally adopted on [●] to take effect on the [REDACTED], as amended from time to time, a summary of which is set out in Appendix III to this document
“MIIT”	The Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和資訊化部)

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“Ministry of Finance” or “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)
“Ms. Wang”	Ms. Wang Lijun (王立軍), one of our co-founders
“Nanjing Yinling”	Nanjing Yinling Biotech Co., Ltd. (南京因領生物科技有限公司), a company established under the laws of the PRC with limited liability on July 5, 2019, owned as to approximately 54% by Hangzhou Exegenesis, approximately 40% by Hangzhou Yinling Bingjin Enterprise Management Partnership (杭州因領並進企業管理合夥企業), and 6% by Xin Xin (辛鑫), and a subsidiary of our Group
“NASDAQ”	The Nasdaq Stock Market LLC
“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)
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“Nomination Committee”	the nomination committee of the Board

[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行)
“PRC government” or “State”	the Central People’s Government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and their instrumentalities or, where the context requires, any of them
“PRC Legal Adviser”	Zhong Lun Law Office, the legal advisors of our Company as to PRC laws in connection with the [REDACTED]

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“Preferred Share(s)”	convertible redeemable preferred share(s) in the share capital of our Company, including Series A-1 Preferred Shares, Series A-2 Preferred Shares, Series B Preferred Shares, Series B+ Preferred Shares and Series B++ Preferred Shares
“Pre-[REDACTED] Convertible Loans”	the convertible loans under the Convertible Loan Agreements
“Pre-[REDACTED] Equity Incentive Plan”	the pre-[REDACTED] employee share incentive plans adopted by our Company on July 30, 2022, the principal terms of which are summarized under the section headed “Statutory and General Information — D. Pre-[REDACTED] Equity Incentive Plan” in Appendix IV to this document
“Pre-[REDACTED] Investment(s)”	the investments made by the Pre-[REDACTED] Investors in our Company, details of which are set out in “History, Reorganization and Corporate Structure — Pre-[REDACTED] Investments” in this document
“Pre-[REDACTED] Investor(s)”	the pre-[REDACTED] investors of our Company, details of which are set out in “History, Reorganization and Corporate Structure — Pre-[REDACTED] Investments” in this document

[REDACTED]

“Province”	a province or, where the context requires, a provincial level autonomous region or municipality, under the direct supervision of the central government of the PRC
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[REDACTED]

“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“Reorganization”	the Reorganization of the group of companies now comprising our Group conducted in preparation for the [REDACTED], details of which are set out in the section headed “History, Reorganization and Corporate Structure” in this document

DEFINITIONS

“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
“SAIC”	State Administration for Industry & Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SAMR”	State Administration for Market Regulation (國家市場監督管理局)
“SAT”	State Administration of Taxation (國家稅務總局)
“SCNPC”	the Standing Committee of the National People’s Congress (全國人民代表大會常務委員會)
“Series A-1 Preferred Share(s)”	the Series A-1 convertible redeemable preferred shares of our Company with a par value of US\$0.00001 per share
“Series A-2 Preferred Share(s)”	the Series A-2 convertible redeemable preferred shares of our Company with a par value of US\$0.00001 per share
“Series B Preferred Share(s)”	the Series B convertible redeemable preferred shares of our Company with a par value of US\$0.00001 per share
“Series B+ Preferred Share(s)”	the Series B+ convertible redeemable preferred shares of our Company with a par value of US\$0.00001 per share
“Series B++ Preferred Share(s)”	the Series B++ convertible redeemable preferred shares of our Company with a par value of US\$0.00001 per share
“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) with nominal value of US\$[0.00001] each in the share capital of our Company
“Shareholder(s)”	holder(s) of Shares

[REDACTED]

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[REDACTED]

“Sole Sponsor” or [REDACTED]	CCB International Capital Limited
“Sophisticated Investor(s)”	has the meaning ascribed to it under Section 2.3 to the Guide for New Listing Applicants issued by the Stock Exchange, and unless the context otherwise requires, refers to Legend Capital and Hillhouse
“sq.m.”	square meters
[REDACTED]	
“State Council”	the 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
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Codes 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 years ended December 31, 2024 and 2025 and the six months ended June 30, 2026

[REDACTED]

“U.S.”, “USA” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act 1933, as amended, supplemented or otherwise modified from time to time
“US\$” or “U.S. dollar”	United States dollars, the lawful currency of the United States
“VAT”	Value-added tax
“VIE”	variable interest entity

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<p>“Wanlian Guangsheng Convertible Loan Agreement”</p>	<p>the convertible loan agreement dated December 26, 2025 entered into among our Company, Wanlian Guangsheng Investment Co., Ltd. (萬聯廣生投資有限公司), Guangzhou Jiayin and Landes Therapeutics Ltd., pursuant to which Wanlian Guangsheng Investment Co., Ltd. (萬聯廣生投資有限公司) was granted the right to convert a loan into ordinary Shares of our Company</p>
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[REDACTED]

<p>“Zhejiang Fund Convertible Loan Agreement”</p>	<p>the convertible loan agreement dated January 13, 2026 entered into among our Company, Zhejiang Industry Fund Co., Ltd. (浙江省產業基金有限公司), Hangzhou Exegenesis, Hangzhou Jiayin, Dr. Wu, Ms. Wang and Dr. Ye, pursuant to which Zhejiang Industry Fund Co., Ltd. (浙江省產業基金有限公司) was granted the right to convert a loan into ordinary Shares of our Company</p>
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<p>“ % “</p>	<p>per cent</p>
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Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

In this document, unless otherwise stated, certain amounts denominated in RMB have been translated into Hong Kong dollars or U.S. dollars at an exchange rate of HK\$1.00: RMB0.86466 and US\$1.00: HK\$7.8432, respectively, for illustration purpose only. Such conversions shall not be construed as representations that amounts in RMB were or could have been or could be converted into Hong Kong dollars or U.S. dollars at such rates or any other exchange rates on such date or any other date.

If there is any inconsistency between this document and the Chinese translation of this document, this document shall prevail. For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this document in both the Chinese and English languages and in the event of inconsistency, the Chinese version shall prevail.

Unless otherwise specified, all relevant information in this document assumes that the [REDACTED] is not exercised