

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 Touche Tohmatsu, 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 February 5, 2026 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

[REDACTED]

“Changsha Nuoshi”	Changsha Nuoshi Biotechnology Co., Ltd.* (長沙諾什生物科技有限公司), a limited liability company established in the PRC on June 2, 2021, and a subsidiary of our Company
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DEFINITIONS

“China,” “Chinese Mainland” or “PRC”	the People’s Republic of China, which for the purpose of this document and for geographical reference only, excludes Hong Kong and the Macau Special Administrative Region of the People’s Republic of China and Taiwan China
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“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”	Nanjing Novlead Biotechnology Co., Ltd. (南京諾令生物科技股份有限公司) (previously known as Nanjing Nuoquan Biomedical Technology Co., Ltd.* (南京諾全生物醫療科技有限公司) and Nanjing Novlead Biotechnology Co., Ltd.* (南京諾令生物科技股份有限公司)), a limited liability company established in the PRC on April 16, 2018 and converted into a joint stock company with limited liability on January 8, 2026
“Competent Authority”	has the meaning ascribed to it under Chapter 18A of the Listing Rules
“Compliance Advisor”	Rainbow Capital (HK) Limited
“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
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Core Product”	has the meaning ascribed to it under Chapter 18A of the Listing Rules and in this context, refers to iNOWill
“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)

DEFINITIONS

[REDACTED]

“Director(s)” or “our Director(s)”	the director(s) of our Company
“Dr. Mao”	Dr. Mao Wen (毛雯), the chairperson of the Board, chief executive officer and a member of our Single Largest Group of Shareholders
“EIT”	the 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]

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

“Frost & Sullivan” or “Industry Consultant”	Frost & Sullivan Consulting Co., Ltd., 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
“Guangxi Nuogang”	Guangxi Nuogang Biotechnology Co., Ltd.* (廣西諾港生物科技有限公司), a limited liability company established in the PRC on August 31, 2023, and a wholly-owned subsidiary of our Company
“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
“H Share(s)”	overseas [REDACTED] foreign share(s) in the share capital of our Company with a nominal value of RMB[REDACTED] each, which is/are to be subscribed for and [REDACTED] in HK dollars and to be [REDACTED] on the Stock Exchange [REDACTED]
“HK\$”, “HKD” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK”

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

[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]

DEFINITIONS

“IFRSs”	the International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by IASB and the International Accounting Standards (IAS) and interpretations issued by the International Accounting Standards Committee (IASC)
“IIT Law”	the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》)
“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

[REDACTED]

“Jingning Noring”	Jingning Noring Team Biotechnology Partnership Enterprise (Limited Partnership)* (景寧諾令團隊生物科技合夥企業(有限合夥)), a limited partnership established in the PRC on February 20, 2020 ultimately controlled by Dr. Mao, details of which are set out in “History, Development and Corporate Structure — Corporate Development”, and a member of our Single Largest Group of Shareholders
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DEFINITIONS

“Jingning Nuoming”
Jingning Nuoming Biotechnology Partnership (Limited Partnership)* (景寧諾明生物科技合夥企業(有限合夥)), a limited partnership established in the PRC on January 14, 2026, details of which are set out in “History, Development and Corporate Structure — Pre-[REDACTED] Employee Incentive Scheme”

[REDACTED]

“Key Product”
refers to NovaPulse

“Latest Practicable Date”
August 18, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document before its publication

“Lingxing Hainan”
Lingxing (Hainan) Biotechnology Partnership Enterprise (Limited Partnership)* (令行(海南)生物科技合夥企業(有限合夥)), a limited partnership established in the PRC on August 25, 2021 ultimately controlled by Dr. Mao, details of which are set out in “History, Development and Corporate Structure — Corporate Development”, and a member of our Single Largest Group of Shareholders

[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

DEFINITIONS

“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
“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)
“NHC”	the National Health Commission of the PRC (formerly known as the National Health and Family Planning Commission) (中華人民共和國國家衛生健康委員會)
“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
“Novlead Beijing”	Beijing Novlead Biotechnology Co., Ltd.* (北京諾令生物科技有限公司), a limited liability company established in the PRC on January 21, 2022, and a wholly-owned subsidiary of our Company
“Novlead HK”	Novlead Biotech Hong Kong Limited (諾令生物香港有限公司), a limited liability company established in Hong Kong on January 2, 2025, and a wholly-owned subsidiary of our Company
“Novlead US”	Novlead, Inc., a limited liability company established in the United States on July 23, 2021, and a non-wholly-owned subsidiary of our Company
“Novlead Yangzhou”	Novlead Biotechnology (Yangzhou) Co., Ltd.* (諾令生物科技(揚州)有限公司), a limited liability company established in the PRC on February 19, 2024, and a wholly-owned subsidiary of our Company
“Novlead Yulin”	Novlead Biotechnology (Yulin) Co., Ltd.* (諾令生物科技(玉林)有限公司), a limited liability company established in the PRC on March 14, 2025, and a wholly-owned subsidiary of our Company

DEFINITIONS

“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]

“Overall Coordinators” the Overall Coordinators as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this document

“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 which became 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 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 Legal Advisor” Jingtian & Gongcheng, the legal advisor to our Company as to the PRC laws

DEFINITIONS

“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
“Pre-[REDACTED] Investment(s)”	the investment(s) in our Group before the [REDACTED], details of which are set out in the paragraph headed “History, Development 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, Development and Corporate Structure” in this document

[REDACTED]

“R&D”	research and development
“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”	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), the predecessors of which is 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)

DEFINITIONS

“SAT”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	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) in the share capital of our Company with a nominal value of RMB[REDACTED] each upon the completion of the [REDACTED]; before the completion of the [REDACTED], ordinary share(s) in the share capital of our Company with a nominal value of RMB1.0 each
[REDACTED]	
“Shareholder(s)”	holder(s) of our Shares
“Single Largest Group of Shareholders”	refers to Dr. Mao, Jingning Noring, Mr. Cao Guiping and Lingxing Hainan
“Sole Sponsor” or “Sponsor-Overall Coordinator”	the Sole Sponsor and the Sponsor-Overall Coordinator as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this document
“sophisticated investor(s)”	has the meaning ascribed to it under paragraph 10 of Chapter 2.3 of the Guide for New Listing Applicants
[REDACTED]	
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“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” or “Hong Kong Takeovers Code”	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, 2025 and the six months ended June 30, 2026

DEFINITIONS

“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
[REDACTED]	
“United States” or “U.S.”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“Unlisted Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB[REDACTED] (taking into account the [REDACTED]), which is/are not listed on any stock exchange
“US\$” or “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax

[REDACTED]

“%” per cent

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including our subsidiary) 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. English translations of company names and other terms from the Chinese language are provided for identification purposes only.

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.

* For identification purposes only