

DEFINITIONS

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

“A Shares”	domestic shares issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in Renminbi and are listed for trading on the Shenzhen Stock Exchange
“AIFA”	Italian Medicines Agency, which is the national authority responsible for drugs regulation in Italy
“ANVISA”	National Health Surveillance Agency of Brazil
	[REDACTED]
“Aridis”	Aridis Pharmaceuticals, Inc., a public company incorporated in the U.S. on April 24, 2003, and listed on the NASDAQ (stock code: ARDS) in which we held approximately 9.86% equity interest as of the Latest Practicable Date
“Articles of Association” or “Articles”	the articles of association of our Company, as amended, which shall become effective on the [REDACTED] , a summary of which is set out in Appendix V to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“BfArm”	German Federal Institute for Drugs and Medical Devices
“Board” or “Board of Directors”	the Board of Directors of our Company
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open to the public for normal banking business and which is not a Saturday, Sunday or public holiday in Hong Kong
“CAGR”	compound annual growth rate
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual, joint individuals or a corporation

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“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CDE”	Center for Drug Evaluation of NMPA (國家食品藥品監督管理總局藥品審評中心)
“Chengdu Sunrace”	Chengdu Sunrace Co., Ltd. (成都深瑞畜產品有限公司), a company incorporated in the PRC with limited liability on November 19, 2009, in which we held 96.4% equity interest as of the Latest Practicable Date
“China” or “the PRC”	the People’s Republic of China, excluding, for the purpose of this document, Hong Kong, Macau and Taiwan
“CNIPA”	National Intellectual Property Administration, PRC (國家知識產權局)
“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”, “Issuer” or “Hepalink”	Shenzhen Hepalink Pharmaceutical Group Co., Ltd. (深圳市海普瑞藥業集團股份有限公司), whose predecessor was named as Shenzhen Hepalink Industrial Development Company Limited (深圳市海普瑞實業發展有限公司) and incorporated in the PRC in April 1998. Its name was changed to Shenzhen Hepalink Biotechnology Company Limited (深圳市海普瑞生物技術有限公司) in January 2001 and it was further renamed as Shenzhen Hepalink Pharmaceutical Company Limited (深圳市海普瑞藥業有限公司) in September 2002. In December 2007, upon approval by the Ministry of Commerce, it was restructured into a foreign invested joint-stock company and was renamed as Shenzhen Hepalink Pharmaceutical Co., Ltd (深圳市海普瑞藥業股份有限公司) and then further renamed as Shenzhen Hepalink Pharmaceutical Group Co., Ltd. (深圳市海普瑞藥業集團股份有限公司) in February 2017. The A Shares of the Company are listed on the Shenzhen Stock Exchange (stock code: 002399)
“Company Law” or “PRC Company Law”	Company Law of the People’s Republic of China (《中華人民共和國公司法》), as amended and adopted by the Standing Committee of the Tenth National People’s Congress on October 27, 2005 and effective on January 1,

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	2006, as amended, supplemented or otherwise modified from time to time, which was further amended on October 26, 2018
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules and, unless the context requires otherwise, refers to Mr. Li, Ms. Li, Leren Technology, Feilaishi and Jintiantu
“CRO”	contract research organization
“CSO”	contract sales organization
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Curemark”	Curemark, LLC, a limited liability company incorporated in the State of Delaware, US, on January 2, 2004, in which we held 3.51% of the shares as of the Latest Practicable Date
“Cytovance”	Cytovance Biologics, Inc., a limited liability company incorporated in the State of Delaware, United States on March 11, 2011, and a wholly-owned subsidiary of our Company
“Director(s)”	director(s) of our Company
“ECM”	a three-dimensional network of extracellular macromolecules that provide structural and biochemical support to surrounding cells
“EDQM”	European Directorate for the Quality of Medicines
“EIT Law”	Enterprise Income Tax Law of the People’s Republic of China (中華人民共和國企業所得稅法), as amended, supplemented or otherwise modified from time to time
“EMA”	European Medicines Agency
“EU”	the European Union, of which the UK ceased to be a member from January 31, 2020. Accordingly, when we describe in this document the EU market and our relevant activities before January 31, 2020, for example, during the Track Record Period, we refer to the scope of EU before the UK’s withdrawal of membership
“EUR”	Euro, the lawful currency of 19 of the 27 member states of the EU

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“Exchange Participant(s)”	a person: (a) who, in accordance with the Listing Rules, may trade on or through the Hong Kong Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Hong Kong Stock Exchange as a person who may trade on or through the Hong Kong Stock Exchange
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong;
“Feilaishi”	Urumqi Feilaishi Equity Investment Co., Ltd. (烏魯木齊飛來石股權投資有限公司), a company incorporated in the PRC with limited liability on August 1, 2007 and a Controlling Shareholder
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market, research and consulting company
“Frost & Sullivan Report”	the report commissioned by the Company and independently prepared by Frost & Sullivan, a summary of which is set forth
“GDP”	gross domestic product [REDACTED]
“GPO”	group purchasing organization
“Greater China”	PRC, Hong Kong, Macau and Taiwan [REDACTED]
“Group”, “our Group”, “we”, “our” or “us”	our Company and its subsidiaries, and their respective predecessors and, in the context of “our products”, including products sold under our brand name and our products the marketing approvals of which are held by third parties
“GS Pharma”	GS Direct Pharma Limited, a company incorporated in Mauritius on July 17, 2007 and an Independent Third Party [REDACTED]
“H Shares”	overseas listed foreign shares in the share capital of our Company with a nominal value of RMB1.00 each, which are to be subscribed for and traded in HK dollars and are to be listed on the Hong Kong Stock Exchange

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“Hepalink (Hong Kong)”	Hepalink (Hong Kong) Limited (海普瑞 (香港) 有限公司), a company incorporated in Hong Kong on November 23, 2010 and a wholly-owned subsidiary of our Company
“Hepalink USA”	Hepalink USA Inc., a limited liability company incorporated in the State of Delaware, United States, on October 25, 2013 and a wholly-owned subsidiary of our Company
“Hepatunn”	Chengdu Hepatunn Pharmaceutical Co., Ltd. (成都市海通藥業有限公司), a company incorporated in the PRC with limited liability on December 7, 2010, and an Independent Third Party as of the Latest Practicable Date
“HighTide”	HighTide Therapeutics, Inc., a company incorporated in the Cayman Islands with limited liability on February 28, 2018 and an associate company of our Company, in which we held approximately 47.02% equity interest as of the Latest Practicable Date
	[REDACTED]
“HK\$”, “HKD” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules” or “Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

[REDACTED]

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[REDACTED]

“Hong Kong Stock Exchange”,
“HKSE” or “Stock Exchange”

The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

“IAS”

International Accounting Standards

“IASB”

International Accounting Standards Board

“IFRS”

International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and the International Accounting Standards and interpretation issued by the International Accounting Standards Committee

“Independent Third Party(ies)”

party(ies) not connected with us within the meaning of the Hong Kong Listing Rules to the knowledge of our Directors after all reasonable enquiries

[REDACTED]

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[REDACTED]

“INVIMA” Colombia National Food and Drug Surveillance Institute

[REDACTED]

“Jintiantu” Urumqi Jintiantu Equity Investment Partnership (Limited Partnership) (烏魯木齊金田土股權投資合夥企業(有限合夥)), an investment fund established in the PRC on August 10, 2007 and a Controlling Shareholder

[REDACTED]

“Joint Sponsors” Goldman Sachs (Asia) L.L.C. and Morgan Stanley Asia Limited

“Latest Practicable Date” [May 26, 2020], being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

“Leren Technology” Shenzhen Leren Technology Co., Ltd. (深圳市樂仁科技有限
公司), a company incorporated in the PRC with limited liability on August 2, 2007 and a Controlling Shareholder

DEFINITIONS

[REDACTED]

“Listing Committee” the Listing Committee of the Hong Kong Stock Exchange

[REDACTED]

“Macau” the Macau Special Administrative Region of the PRC

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

“Mandatory Provisions” the “Mandatory Provisions for Articles of Association of Companies to be Listed Overseas” (《到境外上市公司章程必備條款》), as amended, supplemented or otherwise modified from time to time, for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas (including Hong Kong), which were promulgated by the former Securities Commission of the State Council (國務院證券委員會) and the former State Commission for Restructuring the Economic Systems (國家經濟體制改革委員會) on August 27, 1994

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

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

“Mobren Transport” Mobren Transport Inc., a limited liability company incorporated in the State of Iowa, United States on December 23, 1997 and a wholly-owned subsidiary of our Company

“Mr. Bu” Mr. BU Haihua (步海華), an Executive Director, secretary to the Board and joint company secretary

“Mr. Li” Mr. LI Li (李鋌), an Executive Director, Chairman of the Board and a Controlling Shareholder

“Ms. Li” Ms. LI Tan (李坦), an Executive Director and a Controlling Shareholder

“Mr. Shan” Mr. SHAN Yu (單宇), an Executive Director

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“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)
“NDRC Shenzhen Branch”	Development and Reform Commission of Shenzhen Municipality
“NMPA”	China National Medical Products Administration (國家藥品監督管理局), successor to the China Food and Drug Administration (國家食品藥品監督管理總局)
“NPC”	National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“OEM”	Original Equipment Manufacturer

[REDACTED]

“Official Reply”	the “Official Reply of the State Council on Adjusting the Provisions Governing Matters Including the Application of the Notice Period for the Convening of Shareholders’ General Meetings by Companies Listed Overseas” (國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批復), promulgated by the State Council on October 17, 2019
“Office for Registration of Medicinal Products”	Medical Devices and Biocidal Products in Poland
“OncoQuest”	OncoQuest Inc., a private company incorporated in Alberta, Canada on March 25, 2015, in which we held 38.74% of the shares as of the Latest Practicable Date
“OncoVent”	Shenzhen OncoVent Biomedical Technology Co., Ltd. (深圳昂瑞生物醫藥技術有限公司), a company incorporated in the PRC with limited liability on July 26, 2016, and a subsidiary of our Company, in which we held 54% equity interest as of the Latest Practicable Date

[REDACTED]

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[REDACTED]

“Pangu Chenchen”	Pangu Chenchen (Shanghai) Enterprise Management Center (Limited Partnership) (盤谷晨宸 (上海) 企業管理中心 (有限合夥)), a limited partnership incorporated in the PRC with limited liability on April 27, 2018, and an Independent Third Party
“Pingshan Industrial Park”	Pingshan Industrial Park, a production site located within the National Biopharmaceutical Industry Base in Pingshan, Shenzhen, China
“PRC GAAP”	the PRC Accounting Standards and Accounting Regulations for Business Enterprises (《中國企業會計準則》) promulgated by the MOF on February 15, 2006 and its supplementary regulations, 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 provincial, municipal and other regional or local government entities) and instrumentalities
“PRC legal advisor”	Tian Yuan Law Firm
	[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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“QDII”	Qualified Domestic Institutional Investor (合格境內機構投資者)
“QFII”	Qualified Foreign Institutional Investor (合格境外機構投資者)
“QIB” or “Qualified Institutional Buyer”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Resverlogix”	Resverlogix Corp., a public company incorporated in Alberta, Canada on August 17, 2000, and listed on the Toronto Stock Exchange (stock code: RVX) in which we held approximately 38.60% of the shares as of the Latest Practicable Date
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“R\$”	Brazilian Real, the lawful currency of Brazil
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“Sanctioned Person(s)”	certain person(s) and identity(ies) listed on OFAC’s SDN List (as defined below) or other restricted parties lists maintained by the United States, European Union, United Nations or Australia
“Sanofi”	Sanofi S.A., a multinational pharmaceutical company listed on Euronext Paris (stock code: SAN)
“Securities and Futures Ordinance” or “SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Securities Law”	the Securities Law of the People’s Republic of China (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“Shandong Ruisheng”	Shandong Ruisheng Biotechnology Co., Ltd. (山東瑞盛生物技術有限公司), a company incorporated in the PRC with limited liability on July 15, 2010, and a wholly-owned subsidiary of our Company

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“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen Arimab”	Shenzhen Arimab Biomedical Co., Ltd., a company incorporated in the PRC with limited liability on July 2, 2018, in which we held 51% equity interest as of the Latest Practicable Date
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“Shenzhen Stock Exchange Listing Rules”	the Rule Governing the Listing of Shares on the Shenzhen Stock Exchange (《深圳證券交易所股票上市規則》), as amended from time to time
“Shenzhen Techdow”	Shenzhen Techdow Pharmaceutical Co., Ltd. (深圳市天道醫藥有限公司), a company incorporated in the PRC with limited liability on June 29, 2004, and a wholly-owned subsidiary of our Company
“Shuidi Shichuan”	Urumqi Shuidi Shichuan Equity Investment Partnership (Limited Partnership) (烏魯木齊水滴石穿股權投資合夥企業(有限合夥)), an investment fund established in the PRC on August 3, 2007 and a shareholder of our Company
“Special Regulations”	the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》), promulgated by the State Council on August 4, 1994, as amended from time to time
“SPL”	SPL Acquisition Corp., a limited liability company incorporated in the State of Delaware, United States on July 13, 2006, and a wholly-owned subsidiary of our Company
“sq.m”	square meter
	[REDACTED]
“State Council”	State Council of the People’s Republic of China (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“Supervisor(s)”	member(s) of our Board of Supervisors

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“Supervisory Committee”	the supervisory committee of our Company
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers
“Techdow (Hong Kong)”	Techdow (Hong Kong) Limited (天道醫藥(香港)有限公司), a company incorporated in Hong Kong on May 22, 2013 and a wholly-owned subsidiary of our Company
“TGA”	Therapeutic Goods Administration of Australia
“Topknow”	Shenzhen Topknow Industrial Development Co., Ltd. (深圳市多普樂實業發展有限公司), a company incorporated in the PRC with limited liability on June 7, 2000 and a wholly-owned subsidiary of our Company
“Track Record Period”	the three years ended December 31, 2019
“U.K.” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland, its territories, its possessions and all areas subject to its jurisdiction
	[REDACTED]
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. FDA” or “FDA”	the U.S. Food & Drug Administration of the U.S. Department of Health and Human Services
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“US\$”, “USD” or “US dollar(s)”	United States dollar(s), the lawful currency of the United States
“VAT”	value-added tax
	[REDACTED]
“WHO”	World Health Organization

[REDACTED]

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“Yingshi Information”	Hunan Yingshi Information Technology Co., Ltd. (湖南應時信息科技有限公司), a company incorporated in the PRC with limited liability on July 5, 2007 and an Independent Third Party
“Yuanzheng Investment”	Shenzhen Yuanzheng Investment Development Co., Ltd. (深圳市源政投資發展有限公司), a company incorporated in the PRC with limited liability on June 30, 1994, and an Independent Third Party

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 Hong Kong Listing Rules, unless the context otherwise requires.

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.

For ease of reference, the English names of the PRC established companies or entities, laws or regulations are translation and/or transliteration of their Chinese names and have been included in this document for identification purposes only. In the event of any inconsistency between the Chinese names and their English translations and/or transliterations, the Chinese versions shall prevail.