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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings.*

“3D Medicines”	3D Biological Medicines (Shanghai) Co., Ltd. (思路迪生物醫藥(上海)有限公司), a limited liability company established in the PRC, together with its subsidiary, 3D Medicines (Beijing) Co., Ltd. (思路迪(北京)醫藥科技有限公司)
“Accountants’ Report”	the report of the Reporting Accountants dated October 13, 2020, the text of which is set out in Appendix I of this prospectus
“Aeromics”	Aeromics, Inc., a company incorporated under the laws of Delaware, U.S. and an Independent Third Party
“Amgen”	Amgen Inc., a company incorporated under the laws of Delaware, U.S. and an Independent Third Party
“Apexigen”	Apexigen, Inc., a company incorporated under the laws of Delaware, U.S. and an Independent Third Party
“Application Form(s)”	<b>WHITE</b> Application Form(s), <b>YELLOW</b> Application Form(s) and <b>GREEN</b> Application Form(s) or, where the context so requires, any of them which is used in relation to the Hong Kong Public Offering
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company conditionally adopted on October 8, 2020 with effect from the date of the Hong Kong Underwriting Agreement (as amended, supplemented or otherwise modified from time to time), a summary of which is set out in Appendix IV to this prospectus
“Artking”	Artking Global Limited (雅景環球有限公司), a company incorporated under the laws of the BVI on April 8, 2013 and one of our Controlling Shareholders
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Assure Good”	Assure Good Holding Limited, a company incorporated under the laws of the BVI on January 24, 2020 as one of our employee incentive platforms

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“Audit Committee”	the audit committee of the Board
“Banking Ordinance”	the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“BCY Pharm”	BCY Pharm Co., Ltd. (江蘇博創園生物醫藥科技有限公司), a limited liability company established in the PRC on October 28, 2011 and a subsidiary of our Company
“Beijing Sanroad”	Beijing Sanroad Biological Products Co., Ltd. (北京祥瑞生物製品有限公司), a limited liability company established in the PRC on March 24, 2000 and a subsidiary of Nanjing BioSciKin Technology
“Benyuan Dongyuan”	Nanjing Benyuan Dongyuan Pharmaceutical Co., Ltd. (南京本原東元製藥有限公司), a limited liability company established in the PRC and merged into our Group in June 2003
“BioSciKin Innovative Pharmaceutical”	Nanjing BioSciKin Innovative Pharmaceutical Retail Co., Ltd. (南京百家匯創新藥品零售有限公司), a limited liability company established in the PRC on July 10, 2017 and a subsidiary of Nanjing BioSciKin Technology
“BioSciKin Medical”	BioSciKin Precision Medical Holding Group Co., Ltd. (百家匯精準醫療控股集團有限公司), formerly known as Nanjing BioSciKin Technology Venture Community Co., Ltd. (南京百家匯科技創業社區有限公司), a limited liability company established in the PRC on June 6, 2013 and a subsidiary of Nanjing BioSciKin Technology
“BMS”	Bristol-Myers Squibb Company, a company incorporated under the laws of Delaware, U.S. and an Independent Third Party
“Board” or “Board of Directors”	our board of Directors
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday, or public holiday in Hong Kong
“BVI”	the British Virgin Islands

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“CACA”	China Anti-Cancer Association (中國抗癌協會)
“CAGR”	compound annual growth rate
“Cayman Companies Law”	the Companies Law (2018 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“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 a 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 or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CDB Development Fund”	CDB Development Fund Co., Ltd. (國開發基金有限公司), an investment entity established under the laws of the PRC by China Development Bank (國家開發銀行)
“China” or “PRC”	the People’s Republic of China, but for the purpose of this prospectus and for geographical reference only, except where the context requires, references in this prospectus to “China” and the “PRC” do not apply to Hong Kong, Macau and Taiwan
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“CNCB HK”	CNCB (Hong Kong) Investment Limited (信銀(香港)投資有限公司) (formerly known as RoyEast Investment Limited and China Investment and Financial Limited (振華國際財務有限公司)), a private company limited by shares incorporated under the laws of Hong Kong on March 23, 1973 and one of our Pre-IPO Investors

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“CNCB SPC”	CNCB Capital Value SPC, an exempted company with limited liability incorporated and registered as a segregated portfolio company under the laws of the Cayman Islands on November 23, 2017 and one of our Pre-IPO Investors (acting on behalf of CNCB Capital Opportunity Investment Fund SP)
“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” or “our Company”	Simcere Pharmaceutical Group Limited (先聲藥業集團有限公司) (formerly known as Simcere Pharmaceutical (Hong Kong) Limited (先聲藥業(香港)有限公司) and Sound & Sincere Investment Limited (興聲投資有限公司)), a private company limited by shares incorporated under the laws of Hong Kong on November 30, 2015
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Consolidated Affiliated Entity”	the entity we control through the Contractual Arrangements, namely Shanghai Xianbo
“Contractual Arrangements”	the series of contractual arrangements entered into by Shanghai Xianjing, Shanghai Xianbo and its registered shareholders, details of which are described in “Contractual Arrangements”
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to SPHL, Simcere Investments, Simcere Holding, Artking, FFI, EGG, P&H Holdings, Right Wealth, Mr. Ren, Mr. Ren Yong (任用), Ms. Li Shimeng (李詩濛), Mr. Ren Weidong (任衛東), Ms. Ren Zhen (任真) and Ms. Peng Suqin (彭素琴)
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules

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“Corporate Governance Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules
“CPU Pharma”	CPU Pharmaceutical Co., Ltd. (藥大製藥有限公司), formerly known as CPU Pharmaceutical Co., Ltd. (中國藥科大學製藥有限公司), a limited liability company established in the PRC and an Independent Third Party
“CSCO”	Chinese Society of Clinical Oncology (中國臨床腫瘤學會)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Daiichi Sankyo”	Daiichi Sankyo Pharmaceutical (Shanghai) Co., Ltd. (第一三共製藥(上海)有限公司), a limited liability company established in the PRC and an Independent Third Party, and its affiliates
“Director(s)”	director(s) of our Company
“Dongjie Pharmaceutical”	Nanjing Dongjie Pharmaceutical Co., Ltd. (南京東捷藥業有限公司), a limited liability company established in the PRC and acquired by us in November 2007 and merged into our Group in March 2011
“EGG”	Excel Good Group Limited (先益集團有限公司), an exempted company with limited liability incorporated under the laws of the Cayman Islands on January 19, 2018 and one of our Controlling Shareholders
“EIT”	enterprise income tax in the PRC
“Epitomics”	Epitomics, Inc., a company incorporated under the laws of Delaware, U.S. and an Independent Third Party
“Excel Management”	Excel Management Company Limited, an exempted company incorporated under of laws of Bermuda on July 13, 2015 and a Shareholder of our Company as our employee incentive platform

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“FFI”	Fortune Fountain Investment Limited (佳原投資有限公司), a company incorporated under the laws of Hong Kong on February 26, 2018 and one of our Controlling Shareholders
“Fosun Industrial”	Fosun Industrial Co., Limited (復星實業(香港)有限公司), a company incorporated under the laws of Hong Kong on September 22, 2004 and one of our Pre-IPO Investors
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a global market research and consulting company and an Independent Third Party
“Frost & Sullivan Report”	an industry report commissioned by us and prepared by Frost & Sullivan
“GDP”	gross domestic product
“GFA”	gross floor area
“GI Innovation”	GI Innovation, Inc., a company incorporated under the laws of the Republic of Korea and an Independent Third Party
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Great Good”	Great Good Holding Limited, a company incorporated under the laws of the BVI on January 2, 2020 as one of our employee incentive platforms
“Greater China”	for the purpose of this prospectus, the PRC, Hong Kong, Macau and Taiwan
“ <b>GREEN</b> Application Form(s)”	the application form(s) to be completed by the <b>White Form eIPO</b> Service Provider, Computershare Hong Kong Investor Services Limited
“Group,” “our Group,” “we,” or “us”	our Company and its subsidiaries and Consolidated Affiliated Entity 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 business operated by such subsidiaries or their predecessors (as the case may be)

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“G1 Therapeutics”	G1 Therapeutics, Inc., a company incorporated under the laws of Delaware, U.S. and an Independent Third Party
“Hainan BioSciKin”	Hainan Sincere BioSciKin Technology Development Co., Ltd. (海南先聲百家匯科技發展有限公司), a limited liability company established in the PRC on September 29, 2014 and a subsidiary of Nanjing BioSciKin Technology
“Hainan Sincere”	Hainan Sincere Pharmaceutical Co., Ltd. (海南先聲藥業有限公司) (formerly known as Sanya Haifu Pharmaceutical Co., Ltd. (三亞海富製藥有限公司), Hainan Haifu Pharmaceutical Co., Ltd. (海南海富製藥有限公司) and Sincere Pharmaceutical Co., Ltd. (先聲藥業有限公司)), a limited liability company established in the PRC on April 28, 1993 and a subsidiary of our Company
“Hightechbio”	Suzhou Hightechbio Biotechnology Co., Ltd. (蘇州海特比奧生物技術有限公司), a limited liability company established in the PRC and an Independent Third Party
“HK\$” or “HKD” or “Hong Kong dollars”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards, which include the related standards, amendments and interpretations issued by the Hong Kong Institute of Certified Public Accountants
“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 Offer Shares”	the 26,058,000 Shares being initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering, subject to reallocation as described in “Structure of the Global Offering”

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“Hong Kong Public Offering”	the offer for subscription of the Hong Kong Offer Shares to the public in Hong Kong (subject to reallocation as described in “Structure of the Global Offering”) at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the Hong Kong Underwriting Agreement
“Hong Kong Underwriting Agreement”	the underwriting agreement dated October 12, 2020, relating to the Hong Kong Public Offering and entered into by, among others, our Company, SPHL, Mr. Ren, the Joint Global Coordinators and the Hong Kong Underwriters
“Immunochina”	Beijing Immunochina Pharmaceuticals Co., Ltd. (北京藝妙神州醫藥科技有限公司), a limited liability company established in the PRC and an Independent Third Party
“Independent Third Party(ies)”	an individual or a company which, to the best of our Director’s knowledge, information, and belief, having made all reasonable enquiries, is not a connected person of our Company within the meaning of the Listing Rules
“InnoPharma”	InnoPharma Holdings Limited, a company incorporated under the laws of the BVI on July 2, 2019 and one of our Pre-IPO Investors
“International Offer Shares”	the 234,511,000 Shares being initially offered by our Company for subscription at the Offer Price pursuant to the International Offering together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option, subject to reallocation as described in “Structure of the Global Offering”



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“International Offering”	the conditional offering of the International Offer Shares by the International Underwriters to professional, institutional, and other investors on behalf of our Company as described in “Structure of the Global Offering”
“International Underwriters”	the underwriters of the International Offering
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering, which is expected to be entered into by, among others, our Company, SPHL, Mr. Ren, the Joint Global Coordinators, the Joint Bookrunners and International Underwriters on or around October 16, 2020
“Jiangsu Alphamab”	Jiangsu Alphamab Biopharmaceuticals Co., Ltd. (江蘇康寧傑瑞生物製藥有限公司), a limited liability company incorporated in the PRC, a wholly-owned subsidiary of Alphamab Oncology (a company listed on the Stock Exchange with stock code: 9966) and an Independent Third Party
“Jiangsu Quanyi”	Jiangsu Quanyi Biotechnology Co., Ltd. (江蘇全益生物科技股份有限公司), a limited liability company established in the PRC on April 11, 1995 and a previous subsidiary of our Group
“Jiangsu Simcare Pharmaceutical”	Jiangsu Simcare Pharmaceutical Co., Ltd. (江蘇先聲再康醫藥有限公司), a limited liability company established in the PRC on November 26, 2008 and a subsidiary of Simcare Jiangsu
“Jiangsu Simcere”	Jiangsu Simcere Pharmaceutical Co., Ltd. (江蘇先聲藥業有限公司), formerly known as Jiangsu Chengong Pharmaceutical Co., Ltd. (江蘇臣功醫藥有限公司), a limited liability company established in the PRC on March 28, 1995 and a subsidiary of our Company
“Jiangsu Simcere Diagnostics”	Jiangsu Simcere Medical Diagnostics Co., Ltd. (江蘇先聲醫學診斷有限公司), a limited liability company established in the PRC on February 24, 2017 ultimately controlled by Mr. Ren Yong and Ms. Li Shimeng

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“Joint Bookrunners”	Morgan Stanley Asia Limited (in relation to the Hong Kong Public Offering), Morgan Stanley & Co. International plc (in relation to the International Offering), China International Capital Corporation Hong Kong Securities Limited, UBS AG Hong Kong Branch and CMB International Capital Limited
“Joint Global Coordinators”	Morgan Stanley Asia Limited, China International Capital Corporation Hong Kong Securities Limited and UBS AG Hong Kong Branch
“Joint Lead Managers”	Morgan Stanley Asia Limited (in relation to the Hong Kong Public Offering), Morgan Stanley & Co. International plc (in relation to the International Offering), China International Capital Corporation Hong Kong Securities Limited, UBS AG Hong Kong Branch, CMB International Capital Limited and CNCB (Hong Kong) Capital Limited
“Joint Sponsors”	Morgan Stanley Asia Limited and China International Capital Corporation Hong Kong Securities Limited
“JW Pharmaceutical”	JW Pharmaceutical Corporation, a company incorporated under the laws of the Republic of Korea and an Independent Third Party
“King View”	King View Development International Limited (皇景發展國際有限公司), a company incorporated under the laws of the BVI on February 6, 2008 and one of our Pre-IPO Investors
“LAT”	land appreciation tax (土地增值稅), as defined in the Provisional Regulations of the People’s Republic of China on Land Appreciation Tax (《中華人民共和國土地增值稅暫行條例》) and the Detailed Implementation Rules on the Provisional Regulations of the People’s Republic of China on Land Appreciation Tax (《中華人民共和國土地增值稅暫行條例實施細則》)
“Latest Practicable Date”	October 5, 2020, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Listing”	the listing of the Shares on the Main Board

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“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Date”	the date, expected to be on or about October 23, 2020, on which the Shares are listed on the Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange
“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
“M&A Rules”	the Regulations on Merger with and Acquisition of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》) jointly issued by the MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, the STA, the CSRC, SAMR, and the SAFE on August 8, 2006, effective as of September 8, 2006 and amended on June 22, 2009
“Macau”	the Macau Special Administrative Region of the PRC
“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
“Merus”	Merus N.V., a company incorporated under the laws of Netherlands and listed on NASDAQ (stock code: MRUS), an Independent Third Party
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOHRSS”	Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部)

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“Mr. Ren”	Mr. Ren Jinsheng (任晉生), the founder of our Group, an executive Director and the chief executive officer of our Company, and one of our Controlling Shareholders
“Nanjing BioSciKin”	Nanjing BioSciKin Biotechnology Development Co., Ltd. (南京百家匯生物科技發展有限公司), a limited liability company established in the PRC on December 13, 2018 and a subsidiary of our Company
“Nanjing BioSciKin Technology”	Nanjing BioSciKin Technology Development Co., Ltd. (南京百家匯科技發展有限公司) (formerly known as Nanjing Simcere BioSciKin Pharmaceutical Technological Development Company Limited (南京先聲百家匯醫藥科技發展有限公司)), a limited liability company established in the PRC on September 10, 2014 and a subsidiary of SGG
“Nanjing Huasheng”	Nanjing Huasheng Yikang Technology Co., Ltd. (南京華聲益康科技有限公司), a limited liability company established in the PRC on June 12, 1996 ultimately wholly owned by Mr. Ren
“Nanjing Medway”	Nanjing Medway Culture Media Co. Ltd. (南京麥得威文化傳媒有限公司), a limited liability company established in the PRC on May 9, 2017 and a subsidiary of Nanjing BioSciKin Technology
“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)
“Next Good”	Next Good Holding Limited, a company incorporated under the laws of the BVI on January 2, 2020 as one of our employee incentive platforms
“NHC”	National Health Commission of the PRC (中華人民共和國國家衛生健康委員會), formerly known as National Health and Family Planning Commission of the PRC (“NHFPC”) (中華人民共和國國家衛生和計劃生育委員會); references to NHC include NHFPC

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“NMPA”	National Medical Products Administration (國家藥品監督管理局), formerly known as China Food and Drug Administration (“CFDA”) (國家食品藥品監督管理總局) or State Food and Drug Administration (“SFDA”) (國家食品藥品監督管理局) or China’s Drug Administration (“CDA”) (國家藥品監督管理局); references to NMPA include CFDA, SFDA and CDA
“Nomination Committee”	the nomination committee of the Board
“NYSE”	the New York Stock Exchange
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) at which the Hong Kong Offer Shares are to be subscribed and to be determined in the manner further described in the section headed “Structure of the Global Offering – Pricing of the Global Offering”
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by the Joint Global Coordinators pursuant to the International Underwriting Agreement, pursuant to which our Company may be required to allot and issue up to an aggregate of 39,085,000 additional Shares (representing in aggregate approximately 15% of initial Offer Shares) at the Offer Price to cover over-allocations in the International Offering, if any, further details of which are described in the section headed “Structure of the Global Offering”
“Over-allotment Shares”	up to 39,085,000 Shares which our Company may be required to issue at the Offer Price pursuant to the Over-allotment Option
“P&H Holdings”	P&H Holdings Group Ltd., a company incorporated under the laws of the BVI on December 5, 2018 and one of our Controlling Shareholders

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“Palace Investments”	Palace Investments PTE. Ltd, a company incorporated under the laws of Singapore on June 20, 2012 and one of our Pre-IPO Investors
“PBOC”	the People’s Bank of China (中國人民銀行)
“People’s Congress”	the PRC’s legislative apparatus, including the National People’s Congress and all the local people’s congresses (including provincial, municipal, and other regional or local people’s congresses) as the context may require, or any of them
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as most recently amended and adopted by the Standing Committee of the Thirteen National People’s Congress on October 26, 2018 and effective on October 26, 2018
“PRC Legal Advisors”	Tian Yuan Law Firm, our legal advisors as to PRC laws
“Pre-IPO Investments”	the pre-IPO investments in our Company undertaken by the Pre-IPO Investors, details of which are set out in “History, Reorganization and Corporate Structure – Pre-IPO Investments”
“Pre-IPO Investors”	Premier Praise, Fosun Industrial, King View, Palace Investments, InnoPharma, CNCB HK and CNCB SPC (acting on behalf of CNCB Capital Opportunity Investment Fund SP), details of which are set out in “History, Reorganization and Corporate Structure – Pre-IPO Investments – Information about the Pre-IPO Investors”
“PREGENE”	Shenzhen Pregene Biopharma Co., Ltd (深圳普瑞金生物藥業有限公司), a limited liability company established in the PRC and an Independent Third Party
“Premier Praise”	Premier Praise Limited (尚嘉有限公司), a company incorporated under the laws of the BVI on April 11, 2011 and one of our Pre-IPO Investors
“Price Determination Agreement”	the agreement to be entered into by the Joint Global Coordinators and our Company on the Price Determination Date to record and fix the Offer Price

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“Price Determination Date”	the date, expected to be on or about October 16, 2020, on which the Offer Price will be determined, or such later time as the Joint Global Coordinators and our Company may agree, but in any event, no later than October 22, 2020
“Primary Peptides”	Primary Peptides Inc., a company incorporated under the laws of Canada and an Independent Third Party
“Promise Good”	Promise Good Holding Limited, a company incorporated under the laws of the BVI on January 2, 2020 as one of our employee incentive platforms
“Qitian Pharmaceutical”	Hainan Qitian Pharmaceutical Co., Ltd. (海南其天製藥有限公司), formerly known as Hainan Qitian Information Industrial Co., Ltd. (海南其天信息產業有限公司), a limited liability company established in the PRC on December 6, 1998 and a subsidiary of Nanjing BioSciKin Technology
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“Reorganization”	the reorganization arrangements undergone by our Group in preparation for the Listing as described in “History, Reorganization and Corporate Structure”
“Right Wealth”	Right Wealth Holdings Limited, a company incorporated under the laws of the BVI on December 13, 2011 and one of our Controlling Shareholders
“RMB” or “Renminbi”	the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	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 13”	Notice on Further Simplifying and Improving the Foreign Exchange Administration Policies for Direct Investment (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》) promulgated by SAFE in February 2015 and became effective in June 2015
“SAFE Circular 37”	Notice of SAFE on Issues Relating to Foreign Exchange Control for Overseas Investment and Financing and Round-tripping by Chinese Residents 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 SAFE in July 2014
“SAMR”	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), formerly known as State Administration for Industry and Commerce of the PRC (“SAIC”) (中華人民共和國國家工商行政管理總局) and General Administration of Quality Supervision, Inspection and Quarantine of the PRC (“GAQSIQ”) (中華人民共和國國家質量監督檢驗檢疫總局); references to SAMR include SAIC and GAQSIQ for the purpose of this prospectus
“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
“SGG”	State Good Group Limited, a company incorporated under the laws of the BVI on October 12, 2005 and a wholly-owned subsidiary of EGG



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## DEFINITIONS

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“Shandong Simcere”	Shandong Simcere Biopharmaceutical Co., Ltd. (山東先聲生物製藥有限公司) (formerly known as Yantai Rongchang Bioengineering Limited (煙台榮昌生物工程股份有限公司), Yantai Rongchang Bioengineering Co., Ltd. (煙台榮昌生物工程股份有限公司), Yantai Maidejin Bioengineering Limited (煙台麥得津生物工程股份有限公司), Yantai Maidejin Bioengineering Co., Ltd. (煙台麥得津生物工程股份有限公司) and Shandong Simcere Maidejin Biology Pharmaceutical Co., Ltd. (山東先聲麥得津生物製藥有限公司)), a limited liability company established in the PRC on June 30, 1999 and a subsidiary of our Company
“Shanghai Simcere”	Shanghai Simcere Pharmaceutical Co., Ltd. (上海先聲藥業有限公司) (formerly known as Shanghai Hacyi Pharmaceutical Co., Ltd. (上海哈慈一醫藥業有限公司), Shanghai Simcere Haifu Pharmaceutical Co., Ltd. (上海先聲海富醫藥有限公司) and Simcere Merck Sharp & Dohme (Shanghai) Pharmaceutical Co., Ltd. (先聲默沙東(上海)藥業有限公司)), a limited liability company established in the PRC on July 20, 2000 and a subsidiary of our Company
“Shanghai Xianbo”	Shanghai Xianbo Biological Technology Co., Ltd. (上海先博生物科技有限公司), a limited liability company established in the PRC on April 22, 2020 indirectly controlled by our Company through the Contractual Arrangements
“Shanghai Xianjing”	Shanghai Xianjing Biological Technology Co., Ltd. (上海先競生物科技有限公司), a limited liability company established in the PRC on April 23, 2020 and a subsidiary of our Company
“Shanghai Xianyi”	Shanghai Xianyi Investment Management Partnership (Limited Partnership) (上海先益投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on November 20, 2015 and a subsidiary of our Company
“Shanghai Youxu”	Shanghai Youxu Medical Equipment Co., Ltd. (上海有序醫療器械有限公司), a limited liability company established in the PRC on January 20, 2020 and a subsidiary of Jiangsu Simcere Diagnostics

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## DEFINITIONS

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“Share(s)”	ordinary share(s) in the share capital of our Company
“Shareholder(s)”	holder(s) of the Shares
“Simcare Jiangsu”	Simcare Jiangsu Pharmaceutical Co., Ltd. (先聲再康江蘇藥業有限公司), a limited liability company established in the PRC on August 3, 2001 ultimately controlled by Mr. Ren
“Simcere Biology”	Simcere Biology Medical Technology Co., Ltd. (先聲生物醫藥科技有限公司) (formerly known as Nanjing Simcere Dongyuan Biology Technology Co., Ltd. (南京先聲東元生物科技有限公司) and BioSciKin Biology Pharmaceutical Technology Co., Ltd. (百家匯生物醫藥科技有限公司)), a limited liability company established in the PRC on March 14, 2012 and a subsidiary of our Company
“Simcere Pharmaceutical”	Simcere Pharmaceutical Co., Ltd. (先聲藥業有限公司) (formerly known as Nanjing Simcere Dongyuan Pharmaceutical Co., Ltd. (南京先聲東元製藥有限公司) and Nanjing Dongyuan Pharmaceutical Co., Ltd. (南京東元製藥有限公司)), a limited liability company established in the PRC on September 10, 1998 and a subsidiary of our Company
“Simcere Europe”	Oy Simcere Europe Ltd., a limited company incorporated under the laws of the Republic of Finland on September 14, 2007 and a subsidiary of our Company
“Simcere Holding”	Simcere Holding Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands on June 14, 2013 and one of our Controlling Shareholders
“Simcere Industrial”	Simcere Industrial Co., Limited (先聲實業有限公司), a company with limited liability incorporated under the laws of Hong Kong on August 28, 2017 and a subsidiary of our Company
“Simcere Innovation”	Simcere Innovation, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware of the United States on March 22, 2019 and a subsidiary of our Company

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## DEFINITIONS

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“Sincere International”	Sincere International Limited (先聲國際有限公司), a company incorporated under the laws of Hong Kong on June 19, 2014 and a subsidiary of our Company
“Sincere Investments”	Sincere Investments Group, formerly known as Sincere Pharmaceutical Group, an exempted company with limited liability incorporated under the laws of the Cayman Islands on August 4, 2006 and one of our Controlling Shareholders
“Sincere Biological Pharmaceutical”	Jiangsu Sincere Biological Pharmaceutical Co., Ltd. (江蘇先聲生物製藥有限公司), formerly known as Nanjing BioSciKin Innovation Biology Technology Co., Ltd. (南京百家匯創新生物科技有限公司), a limited liability company established in the PRC on July 10, 2017 and a subsidiary of our Company
“Sincere Shanghai Pharmaceutical”	Sincere (Shanghai) Pharmaceutical Co., Ltd. (先聲(上海)醫藥有限公司), formerly known as Shanghai Sincere Pharmaceutical Research Co., Ltd. (上海先聲藥物研究有限公司) and Shanghai BioSciKin Technology Venture Capital Co., Ltd. (上海百家匯科技創業投資有限公司), a limited liability company established in the PRC on December 16, 2011 and a subsidiary of our Company
“Sincere Technology”	Jiangsu Sincere Pharmaceutical Technology Co., Ltd. (江蘇先聲醫藥科技有限公司), a limited liability company established in the PRC on August 14, 2017 and a subsidiary of our Company
“Sincere UK”	Sincere UK Limited, a private company limited by shares incorporated under the Companies Act 2006 of the United Kingdom on December 20, 2017 and a subsidiary of our Company
“Sincere US”	Sincere of America Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware of the United States on January 5, 2011 and a subsidiary of our Company
“Simgene Group”	Simgene Group Limited, an exempted company with limited liability incorporated under the laws of Cayman Island on April 9, 2020 and a subsidiary of our Company

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## DEFINITIONS

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“Simgene LLC”	Simgene LLC, a limited liability company incorporated under the Massachusetts Limited Liability Company Act of the United States on April 19, 2019 and a subsidiary of our Company
“Simnogen Biotech”	Simnogen Biotech Ltd. (南京先合津生物科技有限公司), a limited liability company established in the PRC held by Shandong Sincere as to 51%
“SPHL”	Sincere Pharmaceutical Holding Limited (formerly named as Sincere Pharmaceutical Group), an exempted company with limited liability incorporated under the laws of the Cayman Islands on August 15, 2014 and one of our Controlling Shareholders
“STA”	State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“Stabilizing Manager”	Morgan Stanley Asia Limited
“State Council”	State Council of the PRC (中華人民共和國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between the Stabilizing Manager and SPHL on or around the Price Determination Date
“subsidiary(ies)”	has the meaning ascribed thereto under section 15 of the Companies Ordinance
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“TCRCure Beijing”	Beijing TCRCure Biotechnology Co., Ltd. (北京天科雅生物科技有限公司), a limited liability company established in the PRC and an Independent Third Party
“TCRCure US”	TCRCure Biopharm Corp., a company incorporated in the United States and an Independent Third Party
“Track Record Period”	the three financial years ended December 31, 2017, 2018 and 2019 and the six months ended June 30, 2020

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## DEFINITIONS

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“Ultimate Controlling Shareholders”	EGG, P&H Holdings, Right Wealth, Mr. Ren, Mr. Ren Yong, Ms. Li Shimeng, Mr. Ren Weidong, Ms. Ren Zhen and Ms. Peng Suqin
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the International Underwriting Agreement and the Hong Kong Underwriting Agreement
“U.S.” or “United States”	the United States of America, its territories, possessions, and all areas subject to its jurisdiction
“U.S. FDA”	U.S. Food and Drug Administration
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“US\$,” “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax
“ <b>WHITE</b> Application Form(s)”	the application form(s) for use by the public who require(s) such Hong Kong Offer Shares to be issued in the applicant’s/applicants’ own name(s)
“ <b>White Form eIPO</b> ”	the application process for Hong Kong Offer Shares with applications to be issued in the applicant’s own name by submitting applications online through the designated website at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“ <b>White Form eIPO</b> Service Provider”	Computershare Hong Kong Investor Services Limited
“Wuhu Simcere”	Wuhu Simcere Zhongren Pharmaceutical Co., Ltd. (蕪湖先聲中人藥業有限公司), a limited liability company established in the PRC on September 19, 2008 and a subsidiary of our Company
“WuXi AppTec”	WuXi AppTec (Shanghai) Co., Ltd. (上海藥明康德新藥開發有限公司), a limited liability company established in the PRC and an Independent Third Party

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## DEFINITIONS

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“Xuancheng Menovo”	Xuancheng Menovo Pharmaceutical Co., Ltd. (宣城美諾華藥業有限公司), a limited liability company established in the PRC and an Independent Third Party
“YELLOW Application Form(s)”	the application form(s) for use by the public who requires such Hong Kong Offer Shares to be deposited directly in CCASS
“YenePharma”	Yantai YenePharma Technology Co., Ltd. (煙台益諾依生物醫藥科技有限公司), a limited liability company established in the PRC and an Independent Third Party
“Zigong Yirong”	Zigong Yirong Industrial Co., Ltd. (自貢市益榮實業有限公司), a limited liability company established in the PRC on September 2, 2005 and a subsidiary of our Company

*If there is any inconsistency between the Chinese names of the entities or enterprises established in the PRC mentioned in this prospectus and their English translations, the Chinese names shall prevail. The English translations of the Chinese names of such PRC entities are provided for identification purposes only.*