
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below.

“ Accountant’s Report ”	the report of our Company’s reporting accountant, PricewaterhouseCoopers, dated February 19, 2021, the text of which is set out in Appendix I of this prospectus
“ Ability ”	Ability Pharmaceuticals, SL or any of its affiliates
“ affiliate ”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“ Application Form(s) ”	WHITE Application Form(s), YELLOW Application Form(s) and GREEN Application Form(s) or, where the context so requires, any of them
“ Articles ” or “ Articles of Association ”	the articles of association of our Company, conditionally adopted on January 22, 2021 and effective on the Listing Date, a summary of which is set out in Appendix IV to this prospectus
“ Audit Committee ”	the audit committee of our Board
“ Baxter ”	Baxter Healthcare Trading (Shanghai) Co., Ltd. or any of its affiliates
“ BioAlliance ”	BioAlliance Pharma SA or any of its affiliates
“ Board ” or “ Board of Directors ”	the board of Directors
“ business day ”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“ BVI ”	the British Virgin Islands
“ CAGR ”	compound annual growth rate
“ 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
“ CCASS ”	the Central Clearing and Settlement System established and operated by HKSCC

DEFINITIONS

“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct 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
“China”, “Mainland China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, Macau Special Administrative Region and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented 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 or supplemented from time to time
“Company” or “our Company”	SciClone Pharmaceuticals (Holdings) Limited, an exempted company incorporated in the Cayman Islands with limited liability on May 13, 2020
“Corporate Reorganization”	the corporate reorganization undergone by our Group in preparation for the Listing as described in the section headed “History, Reorganization and Corporate Structure — Corporate Reorganization” in this prospectus
“Cumberland”	Cumberland Pharmaceuticals Inc. or any of its affiliates
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》), which came into effect on January 1, 2008 and was last revised on December 29, 2018
“EpicentRx”	EpicentRx Inc. or any of its affiliates

DEFINITIONS

“ Extreme Conditions ”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong;
“ Frost & Sullivan ”	Frost & Sullivan International Limited, an Independent Third Party and a market research firm engaged by the Company to prepare an industry report, the details of which are set out in the section headed “Industry Overview” in this document
“ Frost & Sullivan Report ”	an industry report dated February 8, 2021 commissioned by us and issued by Frost & Sullivan, a private independent research firm, containing an analysis of the pharmaceutical market in the PRC and other relevant economic data, as referred to in the section headed “Industry Overview” in this prospectus
“ GL Capital Group ”	our single largest Shareholder, which is not a legal entity, but a group of companies comprising GL Capital Management GP Limited, GL Capital Management GP L.P., GL China Opportunities Fund L.P., GL Glee Investment Limited, GL Capital Management Ltd, GL Capital Management GP II B.C. I Ltd, GL Trade Investment LP and GL Partners Capital Management Ltd, details of which are set forth in the section headed “Substantial Shareholder” in this prospectus
“ Global Offering ”	the Hong Kong Public Offering and the International Offering
“ GREEN Application Form(s) ”	the application form(s) to be completed by the HK eIPO White Form Service Provider designated by our Company
“ Group ”, “ our Group ”, “ we ” or “ us ”	our Company and our subsidiaries and, in respect of the period before the Company became the holding company of our present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)
“ HK eIPO White Form ”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the IPO App or the designated website at www.hkeipo.hk
“ HK eIPO White Form Service Provider ”	the HK eIPO White Form service provider designated by our Company, as specified in the IPO App or on the designated website at www.hkeipo.hk
“ HK\$ ” or “ Hong Kong dollar(s) ” or “ cent ”	Hong Kong dollars, the lawful currency of Hong Kong
“ HKFRS ”	the Hong Kong Financial Reporting Standards
“ HKSCC ”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

“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 11,599,000 Shares being initially offered for subscription in the Hong Kong Public Offering, subject to reallocation, as described in the section headed “The Structure of the Global Offering”
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Takeovers Code” or “Takeovers Codes”	the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated February 18, 2021 relating to the Hong Kong Public Offering and entered into by our Company, the Joint Representatives, the Joint Sponsors and the Hong Kong Underwriters, as further described in section headed “Underwriting” in this prospectus
“Huizheng”	Huizheng (Shanghai) Pharmaceuticals Technology Co., Ltd or any of its affiliates
“Independent Third Party(ies)”	any entity or person who, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is not a connected person of our Company within the meaning ascribed thereto under the Listing Rules
“Industry Consultant”	Frost & Sullivan International Limited
“International Offer Shares”	the 104,385,500 Shares being initially offered in the International Offering together with, where relevant, any additional Shares which may be issued by us pursuant to the exercise of the Over-allotment Option, subject to reallocation, as described in the section headed “The Structure of the Global Offering”

DEFINITIONS

“International Offering”	the offer of the International Offer Shares at the Offer Price outside the United States in offshore transactions in accordance with Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from registration under the U.S. Securities Act
“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, the Joint Representatives and the International Underwriters on or about February 24, 2021
“IPO App”	the mobile application for the HK eIPO White Form service which can be downloaded by searching “ IPO App ” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp
“Joint Bookrunners”	Morgan Stanley Asia Limited (in relation to the Hong Kong Public Offering only), Morgan Stanley & Co. International plc (in relation to the International Offering only), China International Capital Corporation Hong Kong Securities Limited, Credit Suisse (Hong Kong) Limited, Nomura International (Hong Kong) Limited, BOCI Asia Limited, ABCI Capital Limited and Zhongtai International Securities Limited
“Joint Global Coordinators”	Morgan Stanley Asia Limited, China International Capital Corporation Hong Kong Securities Limited, Credit Suisse (Hong Kong) Limited, Nomura International (Hong Kong) Limited, BOCI Asia Limited and ABCI Capital Limited
“Joint Lead Managers”	Morgan Stanley Asia Limited (in relation to the Hong Kong Public Offering only), Morgan Stanley & Co. International plc (in relation to the International Offering only), China International Capital Corporation Hong Kong Securities Limited, Credit Suisse (Hong Kong) Limited, Nomura International (Hong Kong) Limited, BOCI Asia Limited, ABCI Securities Company Limited and Zhongtai International Securities Limited
Joint Representatives	Morgan Stanley Asia Limited, China International Capital Corporation Hong Kong Securities Limited, Credit Suisse (Hong Kong) Limited and Nomura International (Hong Kong) Limited
“Joint Sponsors”	Morgan Stanley Asia Limited, China International Capital Corporation Hong Kong Securities Limited and Credit Suisse (Hong Kong) Limited

DEFINITIONS

“Latest Practicable Date”	February 9, 2021, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing”	the listing of the Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or about March 3, 2021, on which our Shares are listed on the Hong Kong Stock Exchange and from which dealings in our Shares are permitted to commence on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Lonza”	Lonza Sales Ltd or any of its affiliates
“M&A Rules”	the Rules on the Merger and Acquisition of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》)
“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
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, conditionally adopted by our Shareholders on January 22, 2021 to take effect on the Listing Date, a summary of which is set out in Appendix IV to this prospectus
“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) or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外貿易經濟合作部)
“Negative List”	the Special Administrative Measures (Negative List) for Foreign Investment Access (2020 Version) (《外商投資准入特別管理措施(負面清單)(2020年版)》)
“NASDAQ”	the NASDAQ Stock Market in the United States
“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)

DEFINITIONS

“NHC”	National Health Commission (國家衛生健康委員會) of the PRC, formerly known as the National Health and Family Planning Commission (國家衛生和計劃生育委員會) (“NHFPC”) of the PRC; references to NHC include NHFPC
“NMPA”	National Medical Products Administration (國家藥品監督管理局) of the PRC, formerly known as China’s 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
“NovaMed”	NovaMed Pharmaceuticals (Shanghai) Co., Ltd. or any of its affiliates
“Novartis”	Novartis AG or any of its affiliates
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%)
“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together with, where relevant, any additional Shares which may be issued by us pursuant to the exercise of the Over-allotment Option
“Option Incentive Plan”	the option incentive plan approved and adopted by our Company on June 24, 2018, as amended from time to time, for the benefit of any director and employee of the Company or any of our subsidiaries; a summary of the principal terms is set forth in the section headed “Statutory and General Information — D. Share Plans — 1. Option Incentive Plan” in Appendix V to this prospectus
“Over-allotment Option”	the option expected to be granted by us to the International Underwriters, exercisable by the Joint Representatives (on behalf of the International Underwriters), pursuant to which we may be required to allot and issue up to an aggregate of 17,397,500 Shares at the Offer Price to cover over-allocations in the International Offering, if any
“Patheon Italia”	Patheon Italia S.p.A. or any of its affiliates
“Pfizer”	Pfizer International Trading (Shanghai) Co., Ltd. or any of its affiliates
“Phosplatin”	Phosplatin Therapeutics LLC or any of its affiliates

DEFINITIONS

“PolyPeptide”	PolyPeptide Laboratories, Inc. or any of its affiliates
“Post-IPO Option Plan”	the post-IPO share option scheme adopted by Shareholders’ resolution on January 22, 2021, to provide selected participants with the opportunity to acquire proprietary interests in our Company; a summary of principal terms is set forth in the section headed “Statutory and General Information — D. Share Plans — 2. Post-IPO Option Plan” in Appendix V to this prospectus
“Post-IPO RSU Plan”	the post-IPO Restricted Share Unit Plan adopted by Shareholders’ resolution on January 22, 2021, to enable the directors, officers, and other key contributors and employees of our Group to share the success of our Company; a summary of principal terms is set forth in the section headed “Statutory and General Information — D. Share Plans — 3. Post-IPO RSU Plan” in Appendix V to this prospectus
“PRC government” or “State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“PRC Legal Advisor”	Tian Yuan Law Firm, the PRC legal advisor to our Company
“Price Determination Date”	the date, expected to be on or about February 24, 2021, on which the Offer Price will be determined and, in any event, not later than February 25, 2021
“Province” or “province”	each being a province or, where the context requires, a provincial level autonomous region or municipality under the direct supervision of the PRC Government
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of our Board
“RMB”	Renminbi, the lawful currency of the PRC
“RSU Holding Entity”	SCLN ESOP Management Limited, a limited company incorporated in the British Virgin Islands and wholly owned by Maples Trustee Services (Cayman) Limited, holding our Shares pursuant to the Post-IPO RSU Plan on trust for and on behalf of grantees under the Post-IPO RSU Plan which will be determined after the Listing

DEFINITIONS

“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)
“SciClone US”	SciClone Pharmaceuticals LLC (formerly known as SciClone Pharmaceuticals, Inc.), a company incorporated in the State of California of the United States on May 4, 1990 and reincorporated in the State of Delaware of the United States on June 26, 2003, and our previous listing entity on NASDAQ. Upon completion of the Corporate Reorganization, SciClone US is no longer part of the Group
“SciClone Jiangsu”	SciClone Pharmaceuticals (Jiangsu) Co., Ltd.
“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 or supplemented from time to time
“Share Plans”	the Option Incentive Plan, Post-IPO Option Plan and Post-IPO RSU Plan
“Share(s)”	ordinary share(s) in the capital of our Company with nominal value of US\$0.00005 each
“Shareholder(s)”	holder(s) of our Shares
“Shuangcheng Pharmaceuticals”	Hainan Shuangcheng Pharmaceuticals Co., Ltd. or any of its affiliates
“Sinopharm”	Sinopharm Group (Holding) Co. Ltd. or any of its affiliates
“SPIL”	SciClone Pharmaceuticals International Ltd., an exempted company incorporated in the Cayman Islands with limited liability on November 16, 1992 and our Subsidiary
“Stabilizing Manager”	China International Capital Corporation Hong Kong Securities Limited
“State Council”	the PRC State Council (中華人民共和國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between GL Trade Investment L.P. and the Stabilizing Manager (or its agents) on or around the Price Determination Date

DEFINITIONS

“ Tarveda ”	Tarveda Therapeutics, Inc. or any of its affiliates
“ Theravance ”	Theravance Biopharma Antibiotics, Inc. or any of its affiliates
“ Track Record Period ”	the three financial years ended December 31, 2017, 2018 and 2019 and the nine months ended September 30, 2020
“ Underwriters ”	the Hong Kong Underwriters and the International Underwriters
“ Underwriting Agreements ”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“ US\$ ”	U.S. dollars, the lawful currency of the United States of America
“ U.S. ” or “ United States ”	the United States of America
“ U.S. Securities Act ”	the United States Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder
“ WHITE 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
“ Y-mab ”	Y-mAbs Therapeutics, Inc., a commercial-stage biopharmaceutical company focused on the development and commercialization of novel, antibody-based therapeutic products for the treatment of cancer
“ YELLOW Application Form(s) ”	the application form(s) for use by the public who require(s) such Hong Kong Offer Shares to be deposited directly into CCASS

In this prospectus, the terms “associate”, “close associate”, “connected person”, “core connected person”, “connected transaction”, “controlling shareholder”, “subsidiary” and “substantial shareholder”, and their respective plural form, shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

The English translation of the PRC entities, enterprises, nationals, facilities, regulations in Chinese or another language included in this prospectus is for identification purposes only. To the extent there is any inconsistency between the Chinese names of the PRC entities, enterprises, nationals, facilities, regulations and their English translations, the Chinese names shall prevail.