

DEFINITIONS

In this document, unless the context otherwise requires, the following expressions shall have the following meanings. Certain other terms are defined in the section headed “Glossary of Technical Terms” in this document.

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| “affiliate” | any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person |
| “Angel Investors” | Xu Ying (許瑩), Cao Wei (曹威), Liu Bing (劉兵), Chen Song (陳松), Li Mei (李玫), Xu Ping (徐萍), Song Chunsheng (宋春勝), Caroline Ann Merrifield and David Daniel Fleming and who are, other than Liu Bing (劉兵) (a former Director of our Company who resigned on June 11, 2021), Independent Third Parties |
| “Apogenix” | Apogenix AG |
| “Articles” or “Articles of Association” | the tenth amended and restated articles of association of our Company adopted by special resolution on [●] with effect from [REDACTED], as amended from time to time, a summary of which is set out in the section headed “Appendix III – Summary of the Constitution of Our Company and Cayman Companies Act” in this document |
| “associate” | has the meaning ascribed to it under the Listing Rules |
| “Audit Committee” | the audit committee of the Board |
| “BGI Co-win” | Nanjing BGI-Cowin No.1 Venture Investment Partnership (南京華大共贏一號創業投資企業(有限合夥)), a limited partnership established in the PRC on December 2, 2016, and Shenzhen BGI-Usum Venture Investment Centre (深圳華大渝商創業投資中心(有限合夥)), a limited partnership established in the PRC on July 18, 2017 |
| “Board of Directors”, “Board” or “our Board” | our board of Directors |
| “Business Day” | any day (other than a Saturday, Sunday or public holiday) in Hong Kong on which banks in Hong Kong are open generally for normal banking business |

DEFINITIONS

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| “BVI” | the British Virgin Islands |
| “CAGR” | compound annual growth rate |
| “CANbridge Beijing Equity Incentive Plan” | the equity incentive plan approved by the board of directors of CANbridge Life Sciences in April 2016 |
| “CANbridge Biomed” | CANbridge Biomed Limited, a limited liability company incorporated under the laws of Hong Kong on March 31, 2014 and one of our Company’s subsidiaries |
| “CANbridge Shanghai” | CANbridge (Shanghai) Life Sciences Ltd. (北海康成(上海)生物科技有限公司), a limited liability company established under the laws of the PRC on June 22, 2016 and one of our Company’s subsidiaries |
| “CANbridge Life Sciences” | CANbridge Life Sciences Limited (北海康成(北京)醫藥科技有限公司), a limited liability company established under the laws of the PRC on June 12, 2012 and one of our Company’s subsidiaries |
| “CANbridge Pharma” | CANbridge Pharma Co., Ltd., a limited liability company established under the laws of Taiwan on October 5, 2019 and one of our Company’s subsidiaries |
| “Care Pharma Hongkong” | CANbridge Care Pharma Hongkong Limited (formerly known as Care Pharma Hongkong Limited), a limited liability company incorporated under the laws of Hong Kong on June 19, 2018 and one of our Company’s subsidiaries |
| “Care Pharma Shanghai” | Care Pharma Shanghai Ltd. (諾愛藥業(上海)有限公司), a limited liability company established under the laws of the PRC on January 19, 2018 and one of our Company’s subsidiaries |
| “Cayman Companies Act” | the Companies Act (2021 Revision) of the Cayman Islands, Cap. 22 (Law 3 of 1961), as amended or supplemented or otherwise modified from time to time |

[REDACTED]

DEFINITIONS

[REDACTED]

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| “CEO” | the chief executive officer of our Company |
| “China” or “PRC” | the People’s Republic of China, which for the purpose of this document and for geographical reference only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan |
| “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” or “the Company” | CANbridge Pharmaceuticals Inc. (北海康成製藥有限公司), an exempted company incorporated in the Cayman Islands with limited liability on January 30, 2018 |
| “Compliance Adviser” | Somerley Capital 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 |

DEFINITIONS

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| “Conversion” | conversion of each Preferred Share to a Share on a one-to-one basis immediately upon completion of the Share Subdivision |
| “core connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “Corporate Governance Code” | the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules |
| “CTX Pharma” | CTX Pharma Holdings Limited, a Shareholder of our Company an investment-holding entity wholly-owned by Dr. Xue |
| “Director(s)” or “our Director(s)” | the director(s) of our Company |
| “DNV Capital” | SACF GP I, L.P., a venture capital fund registered as an exempted limited partnership in the Cayman Islands since September 8, 2016, and Jumbo Hero Limited, an exempted company with limited liability incorporated under the laws of the British Virgin Islands on May 30, 2019 |
| “Dr. Xue” | Dr. James Qun Xue, the founder, Chairman of the Board, executive Director and Chief Executive Officer of our Company |
| “EUSA Pharma” | EUSA Pharma Ltd. |
| “Extreme Conditions” | extreme conditions caused by a super typhoon as announced by the government of Hong Kong |
| “Family Trust” | JQX 2021 Gift Trust, a trust set up by Dr. Xue as settlor, the spouse of Dr. Xue as trustee and Dr. Xue’s family members as the beneficiaries |
| “GC Pharma” | formerly known as Green Cross Corporation |
| | [REDACTED] |
| “Greater China” | mainland China, Hong Kong, Macau and Taiwan |

DEFINITIONS

[REDACTED]

“Group”, “our Group”, “we”,
“us” or “our”

our Company and its subsidiaries

“HK\$” or “Hong Kong dollars”
or “HK dollars” and
“HK cents”

Hong Kong dollars and cents respectively, the lawful
currency of Hong Kong

[REDACTED]

“Hong Kong” or “HK”

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

[REDACTED]

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

[REDACTED]

DEFINITIONS

[REDACTED]

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| “Independent Third Party(ies)” | any entity or person who is not a connected person of our Company or its subsidiaries, or any of their respective associates |
| “Industry Consultant” or “Frost & Sullivan” | Frost & Sullivan (Beijing) Inc., Shanghai Branch Co. |

[REDACTED]

DEFINITIONS

“Janus”

Janus Henderson Biotech Innovation Master Fund Limited, a company limited by shares incorporated pursuant to the laws of the Cayman Islands on October 8, 2019, Janus Henderson Capital Funds Plc, a public limited company incorporated pursuant to the laws of the Republic of Ireland on 24 December 1999, Janus Henderson Global Life Sciences Fund, a portfolio of Janus Investment Fund, which was established pursuant to the laws of Massachusetts, United States on 24 November 1998, Janus Henderson Emerging Markets Fund, formerly, a series of Henderson Global Funds, which was established pursuant to the laws of Massachusetts, United States on December 31, 2010 and reorganized into Janus Investment Fund on June 5, 2017, Janus Henderson Investment Fund Series I – Janus Henderson Emerging Markets Opportunities Fund, a series of Janus Henderson Emerging Markets Opportunities Fund and an open-end investment company organized pursuant to the laws of the United Kingdom on February 1, 1987, and Janus Henderson Fund, a UCITS fund organized pursuant to the laws of Luxembourg on September 29, 2000

[REDACTED]

“Joint Sponsors”

Morgan Stanley Asia Limited and Jefferies Hong Kong Limited

DEFINITIONS

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| “Lapam Capital” | Beijing Longpan Health Medical Investment Centre L.P. (北京龍磐健康醫療投資中心(有限合夥)), a limited liability partnership established in the PRC on January 24, 2017, and Beijing Longpan Life Pharmaceutical Startup Investment Centre L.P. (北京龍磐生物醫藥創業投資中心(有限合夥)), a limited liability partnership established in the PRC on September 9, 2014 |
| “Latest Practicable Date” | [September 7], 2021, being the latest practicable date for the purpose of ascertaining certain information contained in this document before its publication |
| “Leerink Partners” | SVB Leerink Holdings LLC, a company incorporated in Delaware, United States, on June 20, 2007, and Healthcare Innovation Investment Fund LLC (formerly known as Leerink Partners Co-Investment Fund, LLC), a limited liability company incorporated in Massachusetts, United States, on January 23, 2006 |
| | [REDACTED] |
| “Listing Committee” | the listing sub-committee of the board of directors 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 |
| “LogicBio” | LogicBio Therapeutics, Inc. |
| “Main Board” | the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange |

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| “Memorandum” or “Memorandum of Association” | the tenth amended and restated memorandum of association of our Company adopted by special resolution on [●] with effect from the [REDACTED], as amended from time to time, a summary of which is set out in the section headed “Appendix III – Summary of the Constitution of Our Company and Cayman Companies Act” in this document |
| “MFDS” | South Korea Ministry of Food and Drug Safety |
| “Mirum” | Mirum Pharmaceuticals, Inc. |
| “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) |
| “NMPA” | National Medical Products Administration (國家藥品監督管理局) and its predecessor, the China Food and Drug Administration (國家食品藥品監督管理總局) |
| “Nomination and Corporate Governance Committee” | the nomination and corporate governance committee of the Board |

[REDACTED]

DEFINITIONS

[REDACTED]

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| “Pierre Fabre” | Pierre Fabre Médicament SAS |
| “[REDACTED] RSU Scheme” | the RSU scheme adopted by our Company on [●] 2021, the principal terms of which are set out in “Statutory and general information – E. [REDACTED] RSU Scheme” in Appendix IV to this Document |
| “[REDACTED] Share Option Scheme” | the share option scheme adopted by our Company on [●] 2021, the principal terms of which are set out in “Statutory and general information – F. [REDACTED] Share Option Scheme” in Appendix IV to this Document |
| “PRC Legal Adviser” | King & Wood Mallesons, the PRC legal adviser of our Company |
| “Preferred Share(s)” | convertible preferred share(s) in the share capital of our Company, including Series A Preferred Shares, Series B Preferred Shares, Series C Preferred Shares, Series D Preferred Shares and Series E Preferred Shares |
| “[REDACTED] Equity Incentive Plan” or “2019 Equity Incentive Plan” | the 2019 equity incentive plan adopted by our Company on July 25, 2019, the principal terms of which are set out in the section headed “Appendix IV – Statutory and General Information – D. [REDACTED] Equity Incentive Plan” in this document |
| “[REDACTED] Investments” | the investments of approximately US\$269 million in aggregate made by the [REDACTED] Investors pursuant to the respective agreements, further information on which is set forth in the section headed “History, Reorganization and Corporate Structure – [REDACTED] Investments” in this document |

DEFINITIONS

“[REDACTED] Investors” the Series A-1 Preferred Shareholders, the Series A-2 Preferred Shareholders, the Series B-1 Preferred Shareholders, the Series B-2 Preferred Shareholders, the Series C Preferred Shareholders, the Series D-1 Preferred Shareholders, the Series D-2 Preferred Shareholders, the Series D-3 Preferred Shareholders and the Series E Preferred Shareholders

[REDACTED]

“Principal Share Registrar” Ogier Global (Cayman) Limited

“Private Investors” Lu Ning (盧寧), Lai Chunbao (賴春寶), Qian Hui (錢輝), Xue Yintong (薛殷彤), Huang Wei (黃衛) and Ma Jikai (馬繼凱) and who are Independent Third Parties

“Privus” Privus Biologics, LLC

[REDACTED]

“Puma” Puma Biotechnology, Inc.

“QIB” a qualified institutional buyer within the meaning of Rule 144A

“Qiming Venture” Qiming Venture Partners IV, L.P. and Qiming Managing Directors Fund IV, L.P., each of which is an exempted limited partnership established in the Cayman Islands on March 13, 2014

“RA Capital” RA Capital Healthcare Fund, L.P., a limited partnership incorporated in Delaware, United States on September 13, 2004, RA Capital Nexus Fund, L.P., a limited partnership incorporated in Delaware, United States on February 19, 2019, and Blackwell Partners LLC – Series A, a series limited liability company incorporated in Delaware, United States, on November 3, 2014

“Regulation S” Regulation S under the U.S. Securities Act

DEFINITIONS

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| “Remuneration Committee” | the remuneration committee of the Board |
| “Reorganization” | the reorganization arrangements undertaken by our Group in preparation for the [REDACTED], the details of which are set out in the section headed “History, Reorganization and Corporate Structure – Reorganization” in this document |
| “RMB” or “Renminbi” | Renminbi, the lawful currency of China |
| “RSU” | restricted stock unit |
| “Rule 144A” | Rule 144A under the U.S. Securities Act |
| “SAIC” | 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), which has been merged into 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) |
| “SAT” | the State Taxation Administration (國家稅務總局) |
| “Series A-1 Preferred Share(s)” | the series A-1 convertible preferred share(s) of our Company with a par value of US\$0.0001 per share, or the series A-1 convertible preferred share(s) of our Company with a par value of US\$0.00001 per share in the authorized share capital of the Company following the Share Subdivision, details of which are described in the section headed “History, Reorganization and Corporate Structure” |
| “Series A-1 Preferred Shareholder(s)” | holder(s) of Series A-1 Preferred Shares of our Company |
| “Series A-2 Preferred Share(s)” | the series A-2 convertible preferred share(s) of our Company with a par value of US\$0.0001 per share, or the series A-2 convertible preferred share(s) of our Company with a par value of US\$0.00001 per share in the authorized share capital of the Company following the Share Subdivision, details of which are described in the section headed “History, Reorganization and Corporate Structure” |

DEFINITIONS

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| “Series A-2 Preferred Shareholder(s)” | holder(s) of Series A-2 Preferred Shares of our Company |
| “Series B-1 Preferred Share(s)” | the series B-1 convertible preferred share(s) of our Company with a par value of US\$0.0001 per share, or the series B-1 convertible preferred share(s) of our Company with a par value of US\$0.00001 per share in the authorized share capital of the Company following the Share Subdivision, details of which are described in the section headed “History, Reorganization and Corporate Structure” |
| “Series B-1 Preferred Shareholder(s)” | holder(s) of Series B-1 Preferred Shares of our Company |
| “Series B-2 Preferred Share(s)” | the series B-2 convertible preferred share(s) of our Company with a par value of US\$0.0001 per share, or the series B-2 convertible preferred share(s) of our Company with a par value of US\$0.00001 per share in the authorized share capital of the Company following the Share Subdivision, details of which are described in the section headed “History, Reorganization and Corporate Structure” |
| “Series B-2 Preferred Shareholder(s)” | holder(s) of Series B-2 Preferred Shares of our Company |
| “Series C Preferred Share(s)” | the Series C-1 Preferred Share(s), the Series C-2 Preferred Share(s), the Series C-3 Preferred Share(s) and the Series C-4 Preferred Share(s) |
| “Series C Preferred Shareholder(s)” | holder(s) of Series C Preferred Shares of our Company |
| “Series C-1 Preferred Share(s)” | the series C-1 convertible preferred share(s) of our Company with a par value of US\$0.0001 per share, or the series C-1 convertible preferred share(s) of our Company with a par value of US\$0.00001 per share in the authorized share capital of the Company following the Share Subdivision, details of which are described in the section headed “History, Reorganization and Corporate Structure” |

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- “Series C-2 Preferred Share(s)” the series C-2 convertible preferred share(s) of our Company with a par value of US\$0.0001 per share, or the series C-2 convertible preferred share(s) of our Company with a par value of US\$0.00001 per share in the authorized share capital of the Company following the Share Subdivision, details of which are described in the section headed “History, Reorganization and Corporate Structure”
- “Series C-3 Preferred Share(s)” the series C-3 convertible preferred share(s) of our Company with a par value of US\$0.0001 per share, or the series C-3 convertible preferred share(s) of our Company with a par value of US\$0.00001 per share in the authorized share capital of the Company following the Share Subdivision, details of which are described in the section headed “History, Reorganization and Corporate Structure”
- “Series C-4 Preferred Shares” the series C-4 convertible preferred share(s) of our Company with a par value of US\$0.0001 per share, or the series C-4 convertible preferred share(s) of our Company with a par value of US\$0.00001 per share in the authorized share capital of the Company following the Share Subdivision, details of which are described in the section headed “History, Reorganization and Corporate Structure”
- “Series C-4 Preferred Shareholders” holder(s) of Series C-4 Preferred Shares of our Company
- “Series D-1 Preferred Share(s)” the series D-1 convertible preferred share(s) of our Company with a par value of US\$0.0001 per share, or the series D-1 convertible preferred share(s) of our Company with a par value of US\$0.00001 per share in the authorized share capital of the Company following the Share Subdivision, details of which are described in the section headed “History, Reorganization and Corporate Structure”
- “Series D-1 Preferred Shareholder(s)” holder(s) of Series D-1 Preferred Shares of our Company

DEFINITIONS

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| “Series D-2 Preferred Share(s)” | the series D-2 convertible preferred share(s) of our Company with a par value of US\$0.0001 per share, or the series D-2 convertible preferred share(s) of our Company with a par value of US\$0.00001 per share in the authorized share capital of the Company following the Share Subdivision, details of which are described in the section headed “History, Reorganization and Corporate Structure” |
| “Series D-2 Preferred Shareholder(s)” | holder(s) of Series D-2 Preferred Shares of our Company |
| “Series D-3 Preferred Share(s)” | the series D-3 convertible preferred share(s) of our Company with a par value of US\$0.0001 per share, or the series D-3 convertible preferred share(s) of our Company with a par value of US\$0.00001 per share in the authorized share capital of the Company following the Share Subdivision, details of which are described in the section headed “History, Reorganization and Corporate Structure” |
| “Series D-3 Preferred Shareholder(s)” | holder(s) of Series D-3 Preferred Shares of our Company |
| “Series E Preferred Share(s)” | the series E convertible preferred share(s) of our Company with a par value of US\$0.0001 per share, or the series E convertible preferred share(s) of our Company with a par value of US\$0.00001 per share in the authorized share capital of the Company following the Share Subdivision, details of which are described in the section headed “History, Reorganization and Corporate Structure” |
| “Series E Preferred Shareholder(s)” | holder(s) of Series E Preferred Shares of our Company |
| “SFC” | the Securities and Futures Commission of Hong Kong |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |

DEFINITIONS

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| “Share(s)” | ordinary share(s) in the share capital of our Company, each with a par value of US\$0.00001 immediately following the Share Subdivision and the Conversion |
| “Share Option(s)” | the share option(s) granted or to be granted pursuant to the terms and conditions of the [REDACTED] Equity Incentive Plan |
| “Shareholder(s)” | holder(s) of Shares |
| “Shareholders Agreement” | the eighth amended and restated shareholders agreement entered into between, among others, our Company and the [REDACTED] Investors dated May 7, 2021 |
| “Sophisticated Investor(s)” | has the meaning ascribed to it under Guidance Letter HKEX-GL-92-18 issued by the Stock Exchange, and unless the context otherwise requires, refers to WuXi PharmaTech Healthcare Fund I L.P., WuXi AppTec (HongKong) Limited, RA Capital Health Fund, L.P., RA Capital Nexus Fund L.P., Blackwell Partners LLC – Series A, Qiming Venture Partners IV, L.P. and Qiming Managing Directors Fund IV, L.P. |
| “Share Subdivision” | the subdivision of each share in the Company’s issued and unissued share capital with par value of US\$0.0001 each into 10 shares of the corresponding class with par value of US\$0.00001 each |
| “SSVB Group” | SPD Silicon Valley Bank Co., Ltd. (浦發矽谷銀行有限公司), a Sino-foreign joint venture banking company established under the Laws of the PRC, and China Equities HK Limited, a private company limited by shares incorporated in Hong Kong on March 1, 2013 |
| | [REDACTED] |
| “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 Code” | the Hong Kong Code on Takeovers and Mergers |

DEFINITIONS

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| “TF Capital” | Maxtec Group Limited, a limited company incorporated in the British Virgin Islands with limited liabilities on September 5, 2014, and Mayfair Holdings Limited, a limited company incorporated in the British Virgin Islands with limited liabilities on October 18, 2017 |
| “TigerMed” | Hangzhou Tigermed Consulting Co., Ltd. (杭州泰格醫藥科技股份有限公司), a company established in the PRC on December 15, 2004 whose shares are listed on the Stock Exchange (stock code: 3347.HKSE) and on the ChiNext market of the Shenzhen Stock Exchange (stock code: 300347.SZSE), and Hongkong Tigermed Co., Limited, a private company limited by shares incorporated in Hong Kong on September 14, 2011 |
| “Track Record Period” | the periods comprising the two years ended December 31, 2019 and 2020 and the six months ended June 30, 2021 |
| “UMass” | University of Massachusetts Medical School |

[REDACTED]

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|---------------------------|--|
| “United States” or “U.S.” | the United States of America, its territories, its possessions and all areas subject to its jurisdiction |
| “US\$” or “U.S. dollars” | United States dollars, the lawful currency of the United States |
| “U.S. Securities Act” | the United States Securities Act of 1933, as amended |

[REDACTED]

DEFINITIONS

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|--------------------|---|
| “Wuxi AppTec” | WuXi AppTec Co., Ltd. (無錫藥明康德新藥開發股份有限公司), a joint stock company with limited liability incorporated in the PRC and whose H shares are listed on the Stock Exchange (stock code: 2359) and A shares are listed on the Shanghai Stock Exchange (stock code: 603259), and, where the context so requires, any of its subsidiaries and affiliates. For details of shareholding of Wuxi AppTec in our Company, please see the section headed “Substantial Shareholders” in this document |
| “WuXi Biologics” | WuXi Biologics Ireland Limited |
| “Yuanming Capital” | Shenzhen Qianhai Yuanming Medical Industry Investment Fund L.P. (深圳前海元明醫療產業投資基金(有限合夥)), a limited partnership established in the PRC on March 10, 2017, and Yuanming Healthcare Holdings Limited, a limited liability company incorporated in the British Virgin Islands on December 27, 2017 |
| “Yuhao” | Yuhao Holdings Limited, a BVI business company incorporated in the British Virgin Islands on April 11, 2018, and Yuhao HK Limited, a private company limited by shares incorporated in Hong Kong on February 4, 2019 |
| “%” | per cent |

In this document:

- *Unless otherwise expressly stated or the context otherwise requires, all data in this document is as of the date of this document.*
- *Unless otherwise specified, all references to any shareholdings in our Company assume that the [REDACTED] has not been exercised.*
- *The English names of the PRC entities, PRC laws or regulations, and the PRC governmental authorities referred to in this document are translations from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.*