

DEFINITIONS

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

- “2019 Investors” the holders of Series D Preferred Shares of our Company, namely Dragon Prosper Holdings Limited, Simcere Pharmaceutical Group Limited, Hangzhou Tigermed Equity Investment Partnership (Limited Partnership) (杭州泰格股權投資合夥企業(有限合夥)), Shanghai Zhenlu Enterprise Management Consulting Partnership (Limited Partnership) (上海甄路企業管理諮詢合夥企業(有限合夥)), China Securities (International) Finance Company Limited (中信建投(國際)財務有限公司), Smilegate Pathfinder Fund, Lucion VC 3 Limited, Powerful Kirin Limited, Golden Sail Ventures Limited, Tao Qiling, Grow Lighthouse Project Company Limited, Rui Xia Investment Holding Limited (上海瑞夏投資管理有限公司), Rainbow Beauty International Limited, Shenzhen Bo Rong Gong Ying No. 3 Investment Corporation (Limited Partnership) (深圳博榮共盈三號投資企業(有限合夥)), Gongqingcheng Hyde Dingchuang Investment Partnership (Limited Partnership) (共青城海德鼎創投資合夥企業(有限合夥)), Shanghai Xing Zhi Mang Information Technology Partners LP (上海星之芒信息科技合夥企業(有限合夥)) and Weifang Datron CNC Equipment Co., Ltd (濰坊達創數控設備有限公司)
- “2020 Investors” the holders of Series D+ Preferred Shares of our Company, namely Xuzhou Zhenxin Venture Capital Co., Ltd. (徐州臻心創業投資有限公司) and Zhuhai Hengqin Xingrui Yuanhang Investment Center (Limited Partnership) (珠海橫琴興銳遠航投資中心(有限合夥))
- “2021 Investors” the holders of Series E Preferred Shares of our Company, namely GSUM VIII Holdings Limited, U-Tiger Global Strategic International Placement Fund S.P., Hongkong Tigermed Co., Limited, JMC Capital HK LIMITED, Smilegate Global Unicorn 1st Venture Fund, Raderwo Limited, Chariot Spc Fund – Wanhai Balance Fund SP, Advantech Capital Investment XVIII Limited, Able Legend Development Limited and Coast Town Limited

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“3DMed Beijing”	3D Medicines (Beijing) Co., Ltd.* (思路迪(北京)醫藥科技有限公司), a limited liability company incorporated under the laws of the PRC on December 22, 2014, being an indirect subsidiary of the Company
“3DMed Hong Kong”	3D Medicines (Hong Kong) Co., Limited (思路迪醫藥科技(香港)有限公司), a limited company incorporated under the laws of Hong Kong on February 8, 2018, being an indirect wholly-owned subsidiary of the Company
“3DMed Qingdao”	3D Medicines (Qingdao) Co., Ltd.* (思路迪醫藥(青島)有限公司), a limited liability company incorporated under the laws of the PRC on June 18, 2021, being an indirect wholly-owned subsidiary of the Company
“3DMed Shanghai”	3DMed Shanghai Pharmaceutical Technology Co., Ltd.* (思路迪(上海)醫藥科技有限公司), a limited liability company incorporated under the laws of the PRC on April 13, 2017, being an indirect subsidiary of the Company
“3DMed Sichuan”	Sichuan 3DMed-Alphamab Co., Ltd.* (四川思路康瑞藥業有限公司), a limited liability company incorporated under the laws of the PRC on March 16, 2016, being an indirect subsidiary of the Company
“3DMed Xuzhou”	Xuzhou 3D Medicines Pharmaceutical Co., Ltd.* (徐州思路迪藥業有限公司), a limited liability company incorporated under the laws of the PRC on November 26, 2020, being an indirect wholly-owned subsidiary of the Company
“3D Medicines”	3D Medicines Biotechnology (Shanghai) Co., Ltd.* (思路迪生物醫藥(上海)有限公司), a limited liability company incorporated under the laws of the PRC on September 10, 2015, formerly known as Zhaosi Biotechnology (Shanghai) Co., Ltd.* (兆思生物技術(上海)有限公司), which is owned as to 89.40%, 0.06% and 10.54% by 3DMed Hong Kong, Integral Lane and Qingdao Hainuo Investment Development Co., Ltd.* (青島海諾投資發展有限公司), respectively
“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person

DEFINITIONS

“Alphamab Group” Alphamab Oncology (康寧傑瑞生物製藥), an exempted company with limited liability incorporated under the laws of the Cayman Islands on March 28, 2018 and listed on the Stock Exchange (stock code: 9966), and its subsidiaries, each of which is an Independent Third Party

[REDACTED]

“Aravive” Aravive Inc., a clinical-stage oncology company incorporated in the U.S. on December 10, 2008 and listed on the Nasdaq Stock Market (stock code: ARAV), which is an Independent Third Party

“Articles” or “Articles of Association” our articles of association, as conditionally adopted on [●] and which will come into effect on the [REDACTED] (as amended, supplemented or otherwise modified from time to time), a summary of which is set out in Appendix III to this document

“associate(s)” has the meaning ascribed thereto under the Listing Rules

“Board” or “Board of Directors” our board of Directors

“Business Day” a day that is not a Saturday, Sunday or public holiday in Hong Kong

“CAGR” compound annual growth rate

[REDACTED]

“Cayman Companies Act” the Companies Act (2022 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

DEFINITIONS

“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, which may be an individual, joint individuals or a corporation
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in force
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “the PRC”	the People’s Republic of China excluding, for the purposes of this document, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan region
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“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”	3D Medicines Inc., an exempted company incorporated with limited liability under the laws of the Cayman Islands on January 30, 2018
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Core Product”	envafolimab, the designated “Core Product” as defined under Chapter 18A of the Listing Rules
“Director(s)”	the director(s) of our Company or any one of them

DEFINITIONS

“Dr. Gong”	Dr. Gong Zhaolong (龔兆龍), the chairman of the Board, executive Director and chief executive officer of the Company and the Key Founder of the Group
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FRC”	the Financial Reporting Council, the full-fledged independent auditor regulator of Hong Kong established under the Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
“Frost & Sullivan Report”	the industry report commissioned by us and independently prepared by Frost & Sullivan, summary of which is set forth in the section headed “Industry Overview” in this document
“Full Goal”	Full Goal Trading Limited, a business company incorporated under the laws of the British Virgin Islands on January 30, 2018, being a direct wholly-owned subsidiary of the Company
“General Rules of CCASS”	General Rules of CCASS published by the Stock Exchange and as amended from time to time

[REDACTED]

“Group”, “our Group”, “our”, “we”, or “us”	the Company and all of its subsidiaries, or any one of them as the context may require or, where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries, or any one of them as the context may require, were or was engaged in and which were subsequently assumed by it
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DEFINITIONS

“Haihe Biopharma”	Haihe Biopharma Research and Development Co., Ltd.* (上海海和藥物研究開發股份有限公司) (formerly known as Haihe Biopharma Research and Development Limited.* (上海海和藥物研究開發有限公司)), a limited liability company incorporated in the PRC on March 11, 2011, which is an Independent Third Party
“Haihe Biopharma Group”	Haihe Biopharma and its subsidiaries, each of which is an Independent Third Party

[REDACTED]

“HKSCC”	the 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 the HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

“Hong Kong Stock Exchange” or “Stock Exchange” The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

“Independent Third Party” or “Independent Third Parties” a person or entity who is not a connected person of the Company under the Listing Rules

“Integral Lane” Integral Lane Holdings Limited, a business company incorporated under the laws of the British Virgin Islands on April 17, 2018, being an indirect wholly-owned subsidiary of the Company

[REDACTED]

DEFINITIONS

[REDACTED]

“ImmuneOncia”

ImmuneOncia Therapeutics, Inc., an immuno-oncology-centric biopharmaceutical company incorporated in South Korea on March 2, 2016, which is an Independent Third Party

[REDACTED]

“Joint Sponsors”

the joint sponsors as named in the section headed “Directors and Parties Involved in the [REDACTED]” of this document

“Key Founder”

Dr. Gong, the chairman of our Board, an executive Director and our chief executive officer, who founded our biotechnology business

DEFINITIONS

“Latest Practicable Date” July 18, 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

“Listing Committee” the listing committee of the Stock Exchange

[REDACTED]

“Listing Rules” the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)

“Longteng Medicines” Longteng Medicines (Jiangsu) Co., Ltd.* (龍騰藥業(江蘇)有限公司), a limited liability company incorporated in the PRC on March 30, 2021, being an indirect wholly-owned subsidiary of the Company

“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 Stock Exchange

“Memorandum” or
“Memorandum of Association” our memorandum of association, as conditionally adopted on [●] and which will come into effect on the [REDACTED] (as amended, supplemented or otherwise modified from time to time), a summary of which is set out in Appendix III to this document

“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) (the “CFDA”)

DEFINITIONS

[REDACTED]

“PMDA”	Pharmaceuticals and Medical Devices Agency of Japan
“Preferred Shares”	Series Seed Preferred Shares, Series A Preferred Shares, Series A+ Preferred Shares, Series B Preferred Shares, Series B+ Preferred Shares, Series C Preferred Shares, Series D Preferred Shares, Series D+ Preferred Shares and Series E Preferred Shares of our Company and/or any one of them as the context may require
“Pre-[REDACTED] Investments”	the 2019 Financing, the 2020 Financing and the 2021 Financing of our Company, details of which are set out in the paragraph headed “History, Development and Corporate Structure – Pre-[REDACTED] Investments” in this document

DEFINITIONS

“Pre-[REDACTED] Investors”	the 2019 Investors, the 2020 Investors, the 2021 Investors and CNCB (Hong Kong) Investment Limited
“Qualified Institutional Buyers” or “QIBs”	qualified institutional buyers within the meaning of Rule 144A under the U.S. Securities Act
“Regulation S”	Regulation S under the U.S. Securities Act
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SELLAS Group”	SELLAS Life Sciences Group, Inc., a late-stage clinical biopharmaceutical company incorporated in the U.S. on April 3, 2006 and listed on the Nasdaq Stock Market (stock code: SLS), and its subsidiaries, each of which is an Independent Third Party
“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)
“Share(s)” or “Ordinary Share(s)”	ordinary share(s) in the capital of our Company with a nominal or par value of HK\$0.001 each
“Shareholder(s)”	holder(s) of the Share(s)
“Share Subdivision”	the subdivision of each issued and unissued shares of our Company of par value HK\$0.01 into 10 shares of par value of HK\$0.001, which was completed in June 2021
“Sincere”	Sincere Pharmaceutical Group Limited (先聲藥業集團有限公司) (formerly known as Sincere 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 and listed on the Stock Exchange (stock code: 2096), an Independent Third Party
“Sincere Group”	Sincere and its subsidiaries, each of which is an Independent Third Party

DEFINITIONS

“SIMM” Shanghai Institute of Materia Medica, Chinese Academy of Sciences (中國科學院上海藥物研究所)

[REDACTED]

“subsidiary” has the meaning ascribed thereto under the Listing Rules

“substantial shareholder(s)” has the meaning ascribed thereto under the Listing Rules

“Takeovers Code” the Code on Takeovers and Mergers and Share Buy-backs, as published by the SFC (as amended, supplemented or otherwise modified from time to time)

“Track Record Period” the two years ended December 31, 2020 and 2021 and the five months ended May 31, 2022

“TRACON” TRACON Pharmaceuticals, Inc., a leading biopharmaceutical company incorporated in the U.S. on October 28, 2004 and listed on the Nasdaq Stock Market (stock code: TCON), which is an Independent Third Party

[REDACTED]

“United States” or “U.S.” the United States of America, its territories, its possessions and all areas subject to its jurisdiction

“U.S. dollars”, “US\$” or “USD” United States dollars, the lawful currency of the United States

“U.S. Securities Act” the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

“Y-Biologics” Y-Biologics Inc., a biotech company focusing on the discovery and development of novel antibody therapeutics incorporated in South Korea in 2007, which is an Independent Third Party

“Zhaosi Technology” Zhaosi Biotechnology (Shanghai) Co., Ltd.* (兆思生物技術(上海)有限公司), the former name of 3D Medicines

* For identification purpose only

DEFINITIONS

In this document, the terms “associate,” “close associate,” “connected person,” “core connected person,” “connected transaction,” “subsidiaries” and “substantial shareholder” shall have the meanings given to such terms in the 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 names of the PRC established companies or entities, laws or regulations have been included in this document in both the Chinese and English languages; in the event of any inconsistency, the Chinese versions shall prevail.