

## DEFINITIONS

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

“Actual Controller”	the individual or entity that can control the behavior of a company by way of investment, contract or other arrangements according to the Listing Rules of the Shenzhen Stock Exchange (《深圳證券交易所股票上市規則》) published and as amended from time to time by the Shenzhen Stock Exchange, where Beijing Science Sun is listed
“AFRC” or “Accounting and Financial Reporting Council”	the Accounting and Financial Reporting Council of Hong Kong  [REDACTED]
“Articles” or “Articles of Association”	our articles of association, as conditionally adopted on June 18, 2022 and will come into effect upon [REDACTED] (as amended, supplemented or otherwise modified from time to time), a summary of which is set out in Appendix VI to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Beijing Luzhu”	Luzhu Biologics (Beijing) Co., Limited (綠竹生物製品(北京)有限公司), a company established in the PRC with limited liability on March 31, 2022, and a direct wholly-owned subsidiary of our Company
“Beijing Science Sun”	Beijing Science Sun Pharmaceutical Co., Ltd. (北京賽升藥業股份有限公司), a joint stock company established in the PRC on May 20, 1999 and listed on the ChiNext board of the Shenzhen Stock Exchange (stock code: 300485)
“Beijing Yizhuang”	Beijing Yizhuang Biological Medicine Investment Centre (LP) (北京亦莊生物醫藥併購投資中心(有限合夥)), one of our [REDACTED] Investors, the details of which are set out in “History, Development and Corporate Structure” in this document
“Beijing Yizhuang II”	Beijing Yizhuang II Biological Medical Industry Investment Fund (LP) (北京亦莊二期生物醫藥產業投資基金(有限合夥)), one of our [REDACTED] Investors, the details of which are set out in “History, Development and Corporate Structure” in this document

## DEFINITIONS

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“Board” or “Board of Directors”	the board of Directors of our Company
“Board of Supervisors”	the board of Supervisors of our Company
“Business Day”	a day that is not a Saturday, Sunday or public holiday in Hong Kong
“CAGR”	compound annual growth rate

[REDACTED]

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[REDACTED]

“CFDA”	China Food and Drug Administration (國家食品藥品監督管理總局), the PRC governmental authority responsible for regulating food and drugs before the Institutional Reform Plan in 2018
“China”, “mainland China”, “the PRC”, or “State”	the People’s Republic of China excluding, for the purposes of this document and for geographical reference only and except where the context requires otherwise, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“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”, “our Company”, “Luzhu Biotechnology”	Beijing Luzhu Biotechnology Co., Ltd. (北京綠竹生物技術股份有限公司), a joint stock company established in the PRC with limited liability on July 19, 2013, or, where the context requires (as the case may be), its predecessor, Beijing Luzhu Biotechnology Limited Liability Company (北京綠竹生物技術有限責任公司), a company established in the PRC with limited liability on November 9, 2001
“Company Law” or “PRC Company Law”	Company Law of the People’s Republic of China (中華人民共和國公司法) as amended, supplemented or otherwise modified from time to time, which was lately amended on October 26, 2018 to take effective on the same date
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules

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“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and in this context, refers to the Mr. KONG, Ms. ZHANG and Hengqin Luzhu LP, for further details of which, please refer to “Relationship with Controlling Shareholders” in this document
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Core Product”	has the meaning ascribed to it in Chapter 18A of the Listing Rules and in this context, our Core Product refers to LZ901
“CSDCC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“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 or any one of them
“Domestic Share(s)”	ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted Shares which are currently not listed or traded in any stock exchange
“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法)
“EMA”	the European Medicines Agency, the EU agency responsible for evaluating and granting centralized approval for market authorization valid in all EU, European Economic Area states, and European Free Trade Association states
“EU”	the European Union
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“E-town Sun”	Beijing E-town Sun Fund Management Co., Ltd. (北京屹唐賽盈基金管理有限公司), a company established in the PRC with limited liability on May 25, 2016, and was owned as to 34.00% by Saiding Fangde, 46.00% by Saide Ruibo and 20.00% by an Independent Third Party as of the Latest Practicable Date

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“FDA”	U.S. Food and Drug Administration, the U.S. federal agency responsible for regulating food and drugs
“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
	<b>[REDACTED]</b>
“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
“H Share(s)”	overseas <b>[REDACTED]</b> foreign invested ordinary share(s) in the ordinary share capital of our Company, with a nominal value of RMB1.00 each, which are to be <b>[REDACTED]</b> and <b>[REDACTED]</b> Hong Kong dollars and for which an application has been made for the granting of <b>[REDACTED]</b> and permission to <b>[REDACTED]</b> on the Stock Exchange
	<b>[REDACTED]</b>
“Hengqin Luzhu LP”	Zhuhai Hengqin Luzhu Enterprise Management Partnership (LP) (珠海橫琴綠竹企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on January 14, 2021, and an employee incentive platform of our Group
“HKFRS”, “HKAS”	the Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards (“ <b>HKAS</b> ”), which includes standards, amendments and interpretations promulgated by the Hong Kong Institute of Certified Public Accountants (HKICPA)

## DEFINITIONS

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[REDACTED]

“Hong Kong” the Hong Kong Special Administrative Region of the PRC

“Hong Kong dollars” or “HK\$” Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

[REDACTED]

“Hong Kong Luzhu” Luzhu Biologics (Hong Kong) Co., Limited (綠竹生物製品(香港)有限公司), a company incorporated in Hong Kong with limited liability on December 20, 2021, and a direct wholly-owned subsidiary of our Company

[REDACTED]

“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]

## DEFINITIONS

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[REDACTED]

“IFRSs”	International Financial Reporting Standards
“IIT Law”	the Individual Income Tax Law of the PRC (中華人民共和國個人所得稅法)
“Independent Third Party(ies)”	a person or entity who is not a connected person of our Company under the Listing Rules

[REDACTED]

## DEFINITIONS

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[REDACTED]

“K3” our anti-human tumor necrosis factor (“TNF”)- $\alpha$  monoclonal antibody injection product candidate

“Latest Practicable Date” February 3, 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[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)

“LZ901” our recombinant herpes zoster vaccine candidate, a herpes zoster vaccine with a tetrameric molecular structure and our Core Product

“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 GEM of the Stock Exchange

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



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“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)
“Mr. KONG”	Mr. KONG Jian (孔健), our executive Director, general manager, chairman of our Board, one of our promoters and one of our Controlling Shareholders
“Ms. JIANG”	Ms. JIANG Xianmin (蔣先敏), our executive Director, the vice-chairlady of our Board and one of our promoters
“Ms. ZHANG”	Ms. ZHANG Yanping (張琰平), our executive Director, one of our promoters and one of our Controlling Shareholders
“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)
“NIFDC”	the National Institutes for Food and Drug Control (中國食品藥品檢定研究院)
“NIPA”	the National Intellectual Property Administration of the PRC (中華人民共和國國家知識產權局)
“NMPA”	the National Medical Products Administration of the PRC (國家藥品監督管理局), successor to the China Food and Drug Administration or CFDA (國家食品藥品監督管理總局)
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

[REDACTED]

## DEFINITIONS

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[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Government”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
“PRC Legal Advisors”	Commerce & Finance Law Offices
“[REDACTED] Investment(s)”	the [REDACTED] investment(s) in our Company undertaken by the [REDACTED] Investor(s), details of which are set out in “History, Development and Corporate Structure” in this document

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“[REDACTED] Investors”

Beijing Yizhuang Biological Medicine Investment Centre (LP) (北京亦莊生物醫藥併購投資中心(有限合夥)); Beijing Science Sun Pharmaceutical Co., Ltd. (北京賽升藥業股份有限公司); Beijing Yizhuang II Biological Medical Industry Investment Fund (LP) (北京亦莊二期生物醫藥產業投資基金(有限合夥)); CCB International Capital Management (Tianjin) Ltd. (建銀國際資本管理(天津)有限公司); Jinjiang Zhenrui Equity Investment Partnership (LP) (晉江禎睿股權投資合夥企業(有限合夥)); Zhuhai Livzon Pharmaceutical Equity Investment Management Co., Ltd. (珠海市麗珠醫藥股權投資管理有限公司); Hangzhou Taikun Equity Investment Fund Partnership (LP) (杭州泰鯤股權投資基金合夥企業(有限合夥)); Haikou Hengji Rongyu Investment Center (LP) (海口恒基榮域投資中心(有限合夥)); Beijing Xinchuang Technology Phase I Venture Capital Center (LP) (北京芯創科技一期創業投資中心(有限合夥)); Hainan Zhaoan Private Equity Fund Management Partnership (LP) (海南兆安私募基金管理合夥企業(有限合夥)); Gongqingcheng Zhenrui Equity Investment Partnership (LP) (共青城臻銳股權投資合夥企業(有限合夥)); Jinjiang Xuanhong No.1 Equity Investment Partnership (LP) (晉江軒弘壹號股權投資合夥企業(有限合夥)); Shaanxi Jinou Investment Fund Partnership (LP) (陝西金甌投資基金合夥企業(有限合夥)); Tianjin Huapu Biopharmaceutical Technology Partnership (LP) (天津華普生物醫藥科技合夥企業(有限合夥)); Beijing Xinyin Xinghong Equity Investment Partnership (LP) (北京信銀興弘股權投資合夥企業(有限合夥)); Zibo Runxin Xinchuang Investment Partnership (LP) (淄博潤信芯創投資合夥企業(有限合夥)); and Zibo Runwen Kangju Equity Investment Partnership (LP) (淄博潤文康聚股權投資合夥企業(有限合夥))

[REDACTED]

“Qualified Institutional Buyers” or “QIBs”

qualified institutional buyers within the meaning of [REDACTED] under the [REDACTED]

[REDACTED]

“RMB” or “Renminbi”

Renminbi, the lawful currency of the PRC

[REDACTED]

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“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
“SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“Saide Ruibo”	Tianjin Saide Ruibo Asset Management Center (LP) (天津賽德瑞博資產管理中心), a limited liability partnership established in the PRC on December 1, 2015, with Mr. MA Jianan (馬嘉楠) (the son of Mr. MA Biao) as its general partner holding approximately 80.00% partnership interest, and Ms. MA Li (馬麗) (the sister of Mr. MA Biao) as its limited partner holding approximately 20.00% partnership interest, and is a connected person of our Company
“Saiding Fangde”	Tianjin Saiding Fangde Asset Management Center (LP) (天津賽鼎方德資產管理中心), a limited liability partnership established in the PRC on December 1, 2015, with (i) Mr. MA Biao (馬驪) as its general partner holding approximately 60.00% partnership interest; and (ii) Mr. WANG Xuefeng (王雪峰), Mr. MA Jianan (馬嘉楠) (the son of Mr. MA Biao) and Ms. MA Li (馬麗) (the sister of Mr. MA Biao) as its limited partners, holding approximately 10.00%, 10.00% and 20.00% partnership interest, respectively, and is a connected person of our Company
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“Securities Law”	the Securities Law of the PRC (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
“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)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, comprising Domestic Shares and H Shares
“Shareholders(s)”	holder(s) of the Share(s)

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[REDACTED], “Sole Sponsor” and [REDACTED]	China International Capital Corporation Hong Kong Securities Limited
“Sophisticated Investor(s)”	has the meaning ascribed to it under Guidance Letter HKEX-GL92-18 issued by the Stock Exchange
“Special Regulations”	the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定), promulgated by the State Council on August 4, 1994, as amended from time to time
	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	member(s) of our Board of Supervisors
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buybacks, as published by the SFC (as amended, supplemented or otherwise modified from time to time)
“Track Record Period”	the two years ended December 31, 2021 and 2022
	[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
	[REDACTED]
“VAT”	Value Added Tax

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“WHO”	the World Health Organization, a specialized agency of the United Nations concerned with international public health
“Zhuhai Luzhu”	Luzhu Biopharmaceuticals (Zhuhai) Co., Ltd. (綠竹生物製藥(珠海市)有限公司), a company established in the PRC with limited liability on November 29, 2018, and a direct wholly-owned subsidiary of our Company

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.