

DEFINITIONS

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

“2017 Shareholders Agreement”	the share subscription and shareholders’ agreement entered among our Company, Laekna HK, Laekna Therapeutics, Dr. Lu, Mr. Lin and Novartis AG dated June 30, 2017
“2018 Shareholders Agreement”	the share subscription and shareholders’ agreement entered among our Company, Laekna HK, Laekna Therapeutics, Dr. Lu, Mr. Lin, Tibet Longmaide, OrbiMed Asia Partners III, L.P. and Novartis dated May 9, 2018
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	Accounting and Financial Reporting Council (會計及財務匯報局)
“Articles” or “Articles of Association”	the fifth amended and restated articles of association of our Company conditionally adopted by special resolution on [●] which shall become effective on the [REDACTED] and as amended from time to time, a summary of which is set out in “Summary of the Constitution of our Company and Cayman Companies Act” in Appendix III
“associate”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“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
“BVI”	the British Virgin Islands

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“CAGR”	compound annual growth rate
“Cayman Companies Act” or “Companies Act”	the Companies Act (2023 Revision) 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
“CCASS Broker Participant”	a person admitted to participate in CCASS as a broker participant
“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 Broker Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Chairman”	the chairman of the Board
“Chief Executive Officer”	the chief executive officer of our Company
“Chief Medical Officer”	the chief medical officer of our Company
“Chief Scientific Officer”	the chief scientific officer of our Company
“China” or “PRC”	the People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires otherwise, references in this document to “China” and the “PRC” do not apply to Hong Kong, Macau 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

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“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”	Laekna, Inc. (來凱醫藥有限公司), an exempted company incorporated in the Cayman Islands with limited liability on July 29, 2016
“Compliance Adviser”	Huajin Corporate Finance (International) 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
“Conversion”	conversion of each Preferred Share to a Share on a one-to-one basis
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Core Product”	LAE002 or LAE001, the designated “core product” as defined under Chapter 18A of the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules
“CSRC”	China Securities Regulatory Commission
“Director(s)” or “our Director(s)”	the director(s) of our Company
“Dr. Lu”	Dr. LU Chris Xiangyang, the founder, Chairman, executive Director and the Chief Executive Officer of our Company
“ESOP Trusts”	Laekna Halley Trust and Laekna Wonderland Trust, being the trusts set up by the Company to facilitate the administration of the [REDACTED] Share Option Scheme
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“Family Trust”	Ealex LLC, a trust set up by Dr. Lu as settlor, The Bryn Mawr Trust Company of Delaware as trustee and Dr. Lu’s certain family members as the beneficiaries

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“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company that provides market survey and consulting services

“Frost & Sullivan Report” an industry report prepared by Frost & Sullivan on the worldwide biologics market, which was commissioned by us

[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

“HKSCC” Hong Kong Securities Clearing Company Limited

“HKSCC Nominees” HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the People’s Republic of China

[REDACTED]

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“Hong Kong Stock Exchange” or “Stock Exchange” The Stock Exchange of Hong Kong Limited

[REDACTED]

“Independent Third Party(ies)” any entity or person who is not a connected person of our Company or its subsidiaries

[REDACTED]

“Laekna HK” Laekna Limited, a limited liability company incorporated in Hong Kong on August 26, 2016 and one of our Company’s subsidiaries

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“Laekna Pharmaceutical”	Laekna Pharmaceutical Shanghai Co., Ltd. (來凱製藥(上海)有限公司), a limited liability company established under the laws of the PRC on December 8, 2020 and one of our Company’s subsidiaries
“Laekna Therapeutics”	Laekna Therapeutics Shanghai Co., Ltd. (來凱醫藥科技(上海)有限公司), a limited liability company established under the laws of the PRC on December 28, 2016 and one of our Company’s subsidiaries
“Latest Practicable Date”	[March 6], 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this document before its publication
	[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
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the fifth amended and restated memorandum of association of our Company conditionally adopted by special resolution on [●], 2023 which shall become effective on the [REDACTED] and as amended from time to time, a summary of which is set out in “Summary of the Constitution of our Company and Cayman Companies Act” in Appendix III
“Mr. Lin”	Mr. LIN Anpeng (林安鵬), one of our [REDACTED] Investors

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“Ms. Xie”	Ms. XIE Ling (謝玲), an executive Director and a senior vice president of our Company
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOST”	the Ministry of Science and Technology of the PRC (中華人民共和國科學技術部)
“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
“Novartis”	Novartis Pharma AG, a company organized under the laws of Switzerland and one of our [REDACTED] Investors

[REDACTED]

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[REDACTED]

“[REDACTED] Share Option Scheme”	the share option scheme adopted by our Company on [●] 2023, the principal terms of which are set out in “Statutory and General Information – E. [REDACTED] Share Option Scheme” in Appendix IV
“PRC Legal Adviser”	Jingtian & Gongcheng
“Preferred Share(s)”	convertible preferred share(s) in the share capital of our Company, including Series Seed Preferred Shares, Series A Preferred Shares, Series B Preferred Shares, Series C Preferred Shares and Series D Preferred Shares
“[REDACTED] Investments”	the investments made by the [REDACTED] Investors pursuant to the respective agreements, see “History, Development and Corporate Structure – [REDACTED] Investments” for further information
“[REDACTED] Investor(s)”	the investor(s) who made [REDACTED] Investments in our Company prior to our [REDACTED], see “History, Development and Corporate Structure – [REDACTED] Investments – 9. Information about the [REDACTED] Investors” for further information
“[REDACTED] Share Option Scheme”	the share option scheme adopted by our Company on April 11, 2018 and amended on October 30, 2019, April 20, 2021 and March 31, 2022, the principal terms of which are set out in “Statutory and General Information – D. [REDACTED] Share Option Scheme” in Appendix IV

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[REDACTED]

“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 the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“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), currently known as the SAMR
“SAMR”	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), formerly known as the SAIC
“Series A Preferred Share(s)”	the series A convertible preferred share(s) of our Company with a par value of US\$0.0001 per share as of the Latest Practicable Date, or the series A convertible preferred share(s) of our Company with a par value of US\$[0.00001] per share in the authorized share capital of our Company following the [REDACTED], details of which are described in the section headed “History, Development and Corporate Structure”
“Series A Preferred Shareholder(s)”	holder(s) of Series A Preferred Shares of our Company

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“Series B Preferred Share(s)”	the series B convertible preferred share(s) of our Company with a par value of US\$0.0001 per share as of the Latest Practicable Date, or the series B convertible preferred share(s) of our Company with a par value of US\$[0.00001] per share in the authorized share capital of our Company following the [REDACTED], details of which are described in the section headed “History, Development and Corporate Structure”
“Series B Preferred Shareholder(s)”	holder(s) of Series B Preferred Shares of our Company
“Series C Preferred Share(s)”	the series C convertible preferred share(s) of our Company with a par value of US\$0.0001 per share as of the Latest Practicable Date, or the series C convertible preferred share(s) of our Company with a par value of US\$[0.00001] per share in the authorized share capital of our Company following the [REDACTED], details of which are described in the section headed “History, Development and Corporate Structure”
“Series C Preferred Shareholder(s)”	holder(s) of Series C Preferred Shares of our Company
“Series D Preferred Share(s)”	the series D convertible preferred share(s) of our Company with a par value of US\$0.0001 per share as of the Latest Practicable Date, or the series D convertible preferred share(s) of our Company with a par value of US\$[0.00001] per share in the authorized share capital of our Company following the [REDACTED], details of which are described in the section headed “History, Development and Corporate Structure”
“Series D Preferred Shareholder(s)”	holder(s) of Series D Preferred Shares of our Company
“Series D Shareholders Agreement”	the third amended and restated shareholders agreement dated October 4, 2021 entered into by, among others, the [REDACTED] Investors and our Company
“Series Seed Preferred Shareholder(s)”	holder(s) of Series Seed Preferred Shares of our Company

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“Series Seed Preferred Share(s)” the series seed convertible preferred share(s) of our Company with a par value of US\$0.0001 per share as of the Latest Practicable Date, or the series seed convertible preferred share(s) of our Company with a par value of US\$[0.00001] per share in the authorized share capital of our Company following the [REDACTED], details of which are described in the section headed “History, Development and Corporate Structure”

“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 Option(s)” the share option(s) granted or to be granted pursuant to the terms and conditions of the [REDACTED] Share Option Scheme

[REDACTED]

“Shareholder(s)” holder(s) of Shares

“Share(s)” ordinary share(s) in the share capital of our Company with a par value of [US\$0.00001] each following the [REDACTED] and the Conversion

[REDACTED]

“Sole Sponsor” China International Capital Corporation Hong Kong Securities Limited

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“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 OrbiMed Asia Partners III, L.P., GP Healthcare Capital, Inc. and Shenzhen Capital Group Company, Ltd.

“STA” the State Administration of Taxation of the PRC (國家稅務總局)

[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 Codes on Takeovers and Mergers and Share Buybacks issued by the SFC, as amended, supplemented or otherwise modified from time to time

“Tibet Longmaide” Tibet Longmaide Venture Capital Fund (Limited Partnership) (西藏龍脈得股權投資中心(有限合夥))

“Track Record Period” the periods comprising 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

“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]

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[REDACTED]

“%” per cent

In this document:

- *Unless otherwise expressly stated or the context otherwise requires, all data in this document is as of the Latest Practicable Date.*
- *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.*