

DEFINITIONS

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

“Accountants’ Report”	the accountants’ report of our Company, the text of which is set out in Appendix I to this document
“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”	the Accounting and Financial Reporting Council of Hong Kong
“AFRCO”	the Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Articles of Association” or “Articles”	the articles of association of our Company conditionally adopted on June 14, 2022 with effect from the [REDACTED], as amended, supplemented or otherwise modified from time to time, a summary of which is set out in “Appendix V — Summary of Articles of Association” to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“[REDACTED]”	the [REDACTED] as named in “Directors, Supervisors and Parties Involved in the [REDACTED]”
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participating in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participating in CCASS as a custodian participant

DEFINITIONS

[REDACTED]

“CCASS Investor Participant”	a person admitted to participating in CCASS as an investor participant who may be an individual or 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 Broker Participant, a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“CNIPA”	China National Intellectual Property Administration (國家知識產權局)
“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

DEFINITIONS

“Company,” “our Company” or “the Company”	ImmuneOnco Biopharmaceuticals (Shanghai) Inc. (宜明昂科生物醫藥技術(上海)股份有限公司), a joint stock company incorporated in the PRC with limited liability on June 14, 2022, or, where the context requires (as the case may be), its predecessor, ImmuneOnco Biopharmaceuticals (Shanghai) Co., Ltd. (宜明昂科生物醫藥技術(上海)有限公司), a limited liability company established in the PRC on June 18, 2015
“Compliance Advisor”	Rainbow Capital (HK) 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
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)” or “our Director(s)”	the director(s) of our Company
“Domestic Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are subscribed for and paid up in Renminbi and are unlisted Shares which are currently not listed or traded on any stock exchange
“EIT”	enterprise income tax
“EIT Law”	Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), as amended, supplemented or otherwise modified from time to time
“Employee Shareholding Platforms”	the Onshore Employee Shareholding Platforms and the Offshore Employee Shareholding Platform
“Exchange Participant”	a person (a) who, in accordance with the Rules of the Stock Exchange, may trade on or through the Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Stock Exchange as a person who may trade on or through the Stock Exchange
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the Government of Hong Kong
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
“Frost & Sullivan Report”	the report commissioned by our Company and independently prepared by Frost & Sullivan, a summary of which is set forth in “Industry Overview”

DEFINITIONS

“GBA Investment” GBA Fund Investment Limited, a private company incorporated under the laws of Hong Kong on July 8, 2019

[REDACTED]

“Group,” “our Group,” “we” or “us” our Company and our subsidiaries

[REDACTED]

“H Share(s)” foreign share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which will be subscribed for and traded in HK dollars and listed on the Stock Exchange

“Halo Investment II” or “Offshore Employee Shareholding Platform” Halo Biomedical Investment II Limited, a business company incorporated in the British Virgin Islands on October 20, 2021, and one of our Employee Shareholding Platforms

“Halo LP” Halo Biomedical LP, a limited partnership established under the laws of the British Virgin Islands on October 19, 2021, the sole shareholder of Halo Investment II which is ultimately controlled by Dr. Tian

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

“HKSCC” 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 HKSCC

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

[REDACTED]

DEFINITIONS

[REDACTED]

“Huabo Biopharm”	Huabo Biopharm (Shanghai) Co., Ltd. (華博生物醫藥技術(上海)有限公司), a limited company established under the laws of the PRC
“IFRSs”	International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and the International Accounting Standards and interpretations issued by the International Accounting Standards Committee
“ImmuneOnco Hong Kong”	ImmuneOnco Hong Kong Limited, a limited liability company established under the laws of Hong Kong on September 15, 2021, which is a wholly-owned subsidiary of our Company
“ImmuneOnco Shanghai”	ImmuneOnco (Shanghai) Biopharma Co., Ltd (宜明昂科生物藥業(上海)有限公司), a limited liability company established under the laws of the PRC on September 28, 2021, which is a wholly-owned subsidiary of our Company
“ImmuneTANK”	ImmuneTANK Biopharmaceuticals (Shanghai) Co., Ltd. (宜明探科生物醫藥技術(上海)有限公司), a limited liability company established under the laws of the PRC on February 5, 2018, which is a wholly-owned subsidiary of our Company
“independent third party(ies)”	entity(ies) or person(s) which, to the best of our Directors’ knowledge, information, and belief having made all reasonable enquiries, is/are not a connected person(s) of our Company within the meaning of the Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“Jiaxing Changxian”	Jiaxing Changxian Enterprise Management L.P (Limited Partnership) (嘉興昶咸企業管理合夥企業(有限合夥)), a limited liability partnership incorporated in the PRC on April 29, 2016 and one of our Employee Shareholding Platforms
“Jiaxing Changyu”	Jiaxing Changyu Enterprise Management L.P (Limited Partnership) (嘉興昶宇企業管理合夥企業(有限合夥)), a limited liability partnership incorporated in the PRC on March 24, 2021 and one of our Employee Shareholding Platforms

[REDACTED]

“Joint Sponsors”	Morgan Stanley Asia Limited and China International Capital Corporation Hong Kong Securities Limited
“Lapam Capital”	Beijing Lapam Healthcare Investment Centre (Limited Partnership) (北京龍磐健康醫療投資中心(有限合夥)), a limited partnership incorporated under the laws of the PRC on January 24, 2017
“LAV ImmuneOnco”	LAV ImmuneOnco Hong Kong Limited (禮安宜明有限公司), a private company incorporated under the laws of Hong Kong on July 14, 2020
“Latest Practicable Date”	March 17, 2023, 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
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[REDACTED]

DEFINITIONS

“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
“Macroimmune”	Macroimmune Inc, a limited liability company established under the laws of Delaware on January 6, 2014, which is a wholly-owned subsidiary of our Company
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the 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 established under the laws of 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
“Ministry of Finance” or “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)
“Dr. Tian”	Dr. Tian Wenzhi (田文志), the chairman of the Board, the chief executive officer, the chief scientific officer and the executive Director of our Company, and our Single Largest Shareholder
“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”	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)
“Nomination Committee”	the nomination committee of our Board

[REDACTED]

“Onshore Employee Shareholding Platforms”	Jiaxing Changxian and Jiaxing Changyu
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DEFINITIONS

[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended and adopted by the Standing Committee of the Eighth National People’s Congress on December 29, 1993 and effective on July 1, 1994, which was last amended and became effective on October 26, 2018, as amended, supplemented or otherwise modified from time to time
“PRC Government” or “State”	the central government of the PRC, including all governmental subdivisions (including principal, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
“PRC Legal Advisor”	JunHe LLP, our legal advisor as to PRC laws
“Pre-[REDACTED] Investment(s)”	the investment(s) in our Company undertaken by the [REDACTED], details of which are set out in “History, Development and Corporate Structure”
“Pre-[REDACTED] Investor(s)”	the investor(s) from whom our Company obtained several rounds of investments, the details of which are set out in “History, Development and Corporate Structure”

[REDACTED]

“document”	this document being issued in connection with the [REDACTED]
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DEFINITIONS

“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” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中國國家外匯管理局)
“SAT”	the State Administration of Taxation of the PRC (中國國家稅務總局)
“Series A Financing”	one of the Pre-[REDACTED] Investments in our Company, the details of which are set out in “History, Development and Corporate Structure — Establishment and Major Shareholding Changes of our Company — Equity Transfer and Series A Financing”
“Series B Financing”	one of the Pre-[REDACTED] Investments in our Company, the details of which are set out in “History, Development and Corporate Structure — Establishment and Major Shareholding Changes of our Company — Equity Transfer and Series B Financing”
“Series B+ Financing”	one of the Pre-[REDACTED] Investments in our Company, the details of which are set out in “History, Development and Corporate Structure — Establishment and Major Shareholding Changes of our Company — Equity Transfer and Series B+ Financing”
“Series C Financing”	one of the Pre-[REDACTED] Investments in our Company, the details of which are set out in “History, Development and Corporate Structure — Establishment and Major Shareholding Changes of our Company — Equity Transfer and Series C Financing”
“Series Pre-A Financing”	one of the Pre-[REDACTED] Investments in our Company, the details of which are set out in “History, Development and Corporate Structure — Establishment and Major Shareholding Changes of our Company — Series Pre-A Financing”
“Series Pre-B Financing”	one of the Pre-[REDACTED] Investments in our Company, the details of which are set out in “History, Development and Corporate Structure — Establishment and Major Shareholding Changes of our Company — Series Pre-B Financing”
“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

“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Stock Exchange, Shanghai Stock Exchange, HKSCC and CSDC for the establishment of mutual market access between Hong Kong and Shanghai
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, comprising the Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links program to be developed by the Stock Exchange, Shenzhen Stock Exchange, HKSCC and CSDC for the establishment of mutual market access between Hong Kong and Shenzhen
“Single Largest Shareholder”	Dr. Tian. For further details, see “Relationship with Our Single Largest Shareholder”
“Sophisticated Investor(s)”	has the meaning given to is 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, supplemented or otherwise modified from time to time
	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“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
“Supervisor(s)”	member(s) of our Supervisory Committee
“Supervisory Committee”	the supervisory committee of our Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-back issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the periods comprising the two financial years ended December 31, 2021 and 2022

[REDACTED]

DEFINITIONS

“Unlisted Foreign Share(s)”	ordinary share(s) issued by our Company with a nominal value of RMB1.00 each which is/are held by foreign investors and not listed on any stock exchange
“Unlisted Share(s)”	Domestic Shares and Unlisted Foreign Shares
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollar” or “US\$”	United States dollar, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder

[REDACTED]

“Zhangjiang Sci & Tech”	Shanghai Zhangjiang Science & Technology Venture Capital Co., Ltd. (上海張江科技創業投資有限公司), a company incorporated under the laws of the PRC on October 9, 2004
“ZJ Leading Initiating VC”	Shanghai Zhangjiang Leading Initiating Venture Capital (Limited Partnership) (上海張科領弋升帆創業投資中心(有限合夥)), a limited partnership incorporated under the laws of the PRC on September 17, 2015
“ZJ Leading SiQi VC”	Jiaxing Zhangke Lingyi Siqi Equity Investment Partnership (Limited Partnership) (嘉興張科領弋思齊股權投資合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on November 2, 2020
“%”	per cent

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in this document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.

For the purpose of this document, references to “provinces” of China include provinces, municipalities under direct administration of the central government and provincial-level autonomous regions.

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.