
DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this Prospectus.

“6 Dimensions Affiliates”	6 Dimensions Affiliates Fund, L.P., a limited partnership incorporated in the Cayman Islands on October 25, 2017 and one of our Controlling Shareholders
“6 Dimensions Entities”	6 Dimensions LP, 6 Dimensions Affiliates, Suzhou Frontline II and Suzhou 6 Dimensions, the Controlling Shareholders of our Company
“6 Dimensions LP”	6 Dimensions Capital, L.P., a limited partnership incorporated in the Cayman Islands on August 16, 2017 and one of our Controlling Shareholders
“Accountants’ Report”	the accountants’ report prepared by Ernst & Young, details of which are set out in Appendix I to this Prospectus
“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 of Association” or “Articles”	articles of association of our Company adopted on May 30, 2023, 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 to this Prospectus
“Asia”	include, for the purpose of this Prospectus, Afghanistan, Armenia, Azerbaijan, Bahrain, Bangladesh, Bhutan, Brunei, Cambodia, Greater China, Georgia, India, Indonesia, Iran, Iraq, Israel, Japan, Jordan, Kazakhstan, Kuwait, Kyrgyzstan, Laos, Lebanon, Malaysia, Maldives, Mongolia, Myanmar (Burma), Nepal, North Korea, Oman, Pakistan, Philippines, Qatar, State of Palestine, Saudi Arabia, Singapore, South Korea, Sri Lanka, Syria, Tajikistan, Thailand, Timor-Leste (East Timor), Turkey, Turkmenistan, United Arab Emirates, Uzbekistan, Vietnam, and Yemen

DEFINITIONS

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Aurora Cutis”	Aurora Cutis Medical Technology (Shanghai) Co., Ltd. (晨笛醫藥科技(上海)有限公司), a limited liability company established in the PRC on November 11, 2020 and a wholly-owned subsidiary of our Company
“Board”, “Board of Directors” or “our Board”	the board of Directors of our Company
“Business Day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“Capital Market Intermediaries” or “capital market intermediary(ies)” or “CMI(s)”	the capital market intermediaries participating in the Global Offering and has the meaning ascribed thereto under the Listing Rules
“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 general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant

DEFINITIONS

“CCASS EIPO”	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by (i) instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, or (ii) if you are an existing CCASS Investor Participant, giving electronic application instructions through the CCASS Internet System (https://ip.ccass.com) or through the CCASS Phone System (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input electronic application instructions for CCASS Investor Participants through HKSCC’s Customer Service Center by completing an input request
“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 Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operation 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
“CDE”	Center for Drug Evaluation of the NMPA (國家藥品監督管理局藥品審評中心), a division of the NMPA to review applications for clinical trials and drug marketing authorization
“CEO”	chief executive officer of our Company
“CFO”	chief financial officer of our Company

DEFINITIONS

“China”, “Mainland China” or “PRC”	the People’s Republic of China, but for the purpose of this Prospectus and for geographical reference only and except where the context requires, excluding Taiwan, the Macao Special Administrative Region and Hong Kong
“Chongqing Lehao”	Chongqing Lehao Pharmaceutical Co., Ltd. (重慶樂豪醫藥有限公司), a limited liability company established in the PRC on August 24, 2022 and wholly-owned subsidiary of our Company
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Act” or “Cayman Companies Act”	the Companies Act (2023 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“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”	Cutia Therapeutics (科笛集团), an exempted company with limited liability incorporated under the laws of the Cayman Islands on May 15, 2019
“Compliance Advisor”	Somerley Capital Limited
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to 6 Dimensions Entities, as further detailed in the section headed “Relationship with our Controlling Shareholders”
“Core Product”	CU-20401, the designated “core product” as defined under Chapter 18A of the Listing Rules

DEFINITIONS

“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Cutia HK”	Cutia Therapeutics (HK) Limited, a limited company incorporated in Hong Kong on May 30, 2019 and wholly-owned subsidiary of our Company
“Cutia Shanghai”	Cutia Therapeutics (Shanghai) Co., Ltd. (科笛生物醫藥(上海)有限公司), a limited liability company established in the PRC on July 3, 2019 and wholly-owned subsidiary of our Company
“Cutia Wuxi”	Cutia Therapeutics (Wuxi) Co., Ltd. (科笛生物醫藥(無錫)有限公司), a limited liability company established in the PRC on December 4, 2020 and wholly-owned subsidiary of our Company
“Director(s)”	the directors of our Company, including all executive, non-executive and independent non-executive Directors
“EIT”	the PRC enterprise income tax
“EIT Law”	the 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
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FDA”	the Food and Drug Administration of the U.S.
“Fidelity”	Fidelity China Special Situations PLC, Fidelity Funds and Fidelity Investment Funds
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a global market research and consulting company, which is an Independent Third Party
“Frost & Sullivan Report”	an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this Prospectus
“Global Offering”	the Hong Kong Public Offering and the International Offering

DEFINITIONS

“ GREEN Application Form(s)”	the application form(s) to be completed by the HK eIPO White Form Service Provider designated by the Company
“Greater China”	the People’s Republic of China, together with the Hong Kong Special Administrative Region, the Macao Special Administrative Region and Taiwan Province
“Group”, “our Group”, “our”, “we” or “us”	our Company and our subsidiaries
“HK\$” or “Hong Kong Dollars” or “HK Dollars” and “HK cents”	Hong Kong dollars, the lawful currency of Hong Kong
“ HK eIPO White Form ”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name, submitted online through the IPO App or the designated website at www.hkeipo.hk
“ HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by our Company as specified in the IPO App or on the designated website at www.hkeipo.hk
“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” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	2,128,400 Shares being initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering, subject to reallocation as described in the section headed “Structure of the Global Offering”

DEFINITIONS

“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%) on the terms and subject to the conditions described in the section headed “Structure of the Global Offering – The Hong Kong Public Offering”
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchange and Clearing Limited
“Hong Kong Takeovers Code” or “Takeover Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering whose names are set out in the section headed “Underwriting – Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated May 30, 2023, relating to the Hong Kong Public Offering entered into by, among other parties, our Company, our Controlling Shareholders, the Overall Coordinators and the Hong Kong Underwriters
“Independent Third Party(ies)”	any entity or person, to the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, who is not a connected person of our Company within the meaning ascribed to it under the Listing Rules
“International Offer Shares”	19,153,400 Shares being offered for subscription under the International Offering, together, where relevant, with any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option, subject to reallocation as described in the section headed “Structure of the Global Offering”

DEFINITIONS

“International Offering”	the conditional placing of the International Offer Shares at the Offer Price outside the United States in offshore transactions in accordance with Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from the registration requirements under the U.S. Securities Act, as further described in the section headed “Structure of the Global Offering”
“International Underwriters”	the group of international underwriters expected to enter into the International Underwriting Agreement relating to the International Offering
“International Underwriting Agreement”	the underwriting agreement relating to the International Offering and expected to be entered into by, among others, our Company, our Controlling Shareholders, the Overall Coordinators, the Joint Global Coordinators and the International Underwriters on or about the Price Determination Date, as further described in the section headed “Underwriting – Underwriting Arrangements – International Offering”
“ IPO App ”	the mobile application for the HK eIPO White Form service which can be downloaded by searching “ IPO App ” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp
“Joint Bookrunners”	the joint bookrunners of the Listing as named in “Directors and Parties Involved in the Global Offering”
“Joint Global Coordinators”	the joint global coordinators of the Listing as named in “Directors and Parties Involved in the Global Offering”
“Joint Lead Managers”	the joint lead managers of the Listing as named in “Directors and Parties Involved in the Global Offering”
“Key Product”	the key drug candidates in our pipeline, comprising CU-40102 and CU-10201
“Latest Practicable Date”	May 22, 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this Prospectus prior to its publication

DEFINITIONS

“Listing”	the listing of our Shares on the Main Board
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or about Monday, June 12, 2023, on which the Shares are to be listed and on which dealings in the Shares are to be first permitted to take place on the Stock Exchange
“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
“M&A Rules”	the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》)
“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
“MCN(s)”	multi-channel networks, which refer to the agencies that represent content creators, such as KOLs, and assist them in areas such as audience development, content programming, content creator collaborations, digital rights management, monetization and sales
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, conditionally adopted on May 30, 2023, with effect from the Listing Date, as amended from time to time, a summary of which is set out in Appendix III to this Prospectus
“MOFCOM” or “Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部) (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易部))
“NDRC”	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)
“NHC”	the National Health Commission of the PRC (中華人民共和國國家衛生健康委員會)

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“NMPA”	the National Medical Products Administration of China (國家藥品監督管理局) or, where the context so requires, its predecessor, the China Food and Drug Administration (國家食品藥品監督管理總局), or CFDA
“Nomination Committee”	the nomination committee of the Board
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%), expressed in Hong Kong dollars, at which Hong Kong Offer Shares are to be subscribed for pursuant to the Hong Kong Public Offering and International Offer Shares are to be offered pursuant to the International Offering, to be determined as described in “Structure of the Global Offering – Pricing and allocation”
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares, together, where relevant, with any additional Shares to be issued by our Company pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by the Overall Coordinators on behalf of the International Underwriters, to require our Company to allot and issue additional Shares to the International Underwriters to cover over-allocations in the International Offering, if any, details of which are described in “Structure of the Global Offering – The International Offering – Over-allotment Option”
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“Post-IPO Equity Incentive Plan”	the equity incentive plan adopted by the Company on May 30, 2023, the principal terms of which are set out in the section headed “Statutory and General Information – Equity Incentive Plans – Post-IPO Equity Incentive Plan” in Appendix IV

DEFINITIONS

“PRC Legal Advisor”	Zhong Lun Law Firm, our legal advisor on PRC laws in connection with the Global Offering
“Pre-IPO Equity Incentive Plan”	the equity incentive plan adopted by the Company and took effect on August 23, 2019, the principal terms of which are set out in the section headed “Statutory and General Information – Equity Incentive Plans – Pre-IPO Equity Incentive Plan” in Appendix IV
“Pre-IPO Investment(s)”	the investment(s) in our Company undertaken by the Pre-IPO Investors prior to this initial public offering, the details of which are set out in “History, Development, and Corporate Structure”
“Pre-IPO Investor(s)”	the Series A-1 Investors, Series A-2 Investors, the Series B Investors and the Series C Investors
“Preferred Shares”	preferred shares(s) in the share capital of the Company, including the Series A-1 Preferred Shares, the Series A-2 Preferred Shares, the Series B Preferred Shares and the Series C Preferred Shares
“Price Determination Agreement”	the agreement to be entered into between our Company and the Overall Coordinators (on behalf of the Underwriters) on the Price Determination Date to record the Offer Price
“Price Determination Date”	the date, expected to be on or about Monday, June 5, 2023 on which the Offer Price is determined, or such later time as the Overall Coordinators (on behalf of the Underwriters) and our Company may agree, but in any event no later than Tuesday, June 6, 2023
“Prospectus”	this prospectus being issued in connection with the Hong Kong Public Offering
“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
“Renminbi” or “RMB”	the lawful currency of the PRC

DEFINITIONS

“RSU”	restricted stock unit
“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), which has now been merged into 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)
“SAT”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“SEA”	South-East Asia consists of Vietnam, Laos, Cambodia, Thailand, Myanmar, Malaysia, Singapore, Indonesia, Brunei, Philippines, Timor-Leste
“Series A-1 Investors”	the holders of the Series A-1 Preferred Shares
“Series A-1 Preferred Shares”	the series A-1 preferred shares of the Company with a par value of US\$0.0001 per Share
“Series A-2 Investors”	the holders of the Series A-2 Preferred Shares
“Series A-2 Preferred Shares”	the series A-2 preferred shares of the Company with a par value of US\$0.0001 per Share
“Series B Investors”	the holders of the Series B Preferred Shares
“Series B Preferred Shares”	the series B preferred shares of the Company with a par value of US\$0.0001 per Share
“Series C Investors”	the holders of the Series C Preferred Shares
“Series C Preferred Shares”	the series C preferred shares of the Company with a par value of US\$0.0001 per Share
“SFC”	the Securities and Futures Commission of Hong Kong

DEFINITIONS

“SFO” or “Securities and Futures Ordinance”	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 shares in the share capital of our Company of US\$0.0001 each prior to the Share Subdivision and US\$0.00002 each upon the completion of the Share Subdivision
“Share Subdivision”	the subdivision of each Shares in the Company’s issued and unissued share capital with par value of US\$0.0001 each into 5 Shares of the corresponding class with par value of US\$0.00002 each, details of which are set out in section headed “History, Development and Corporate Structure”
“Shareholder(s)”	holder(s) of our Share(s)
“Sole Sponsor”	the sole sponsor of the Listing as named in “Directors and Parties Involved in the Global Offering”
“Sophisticated Investor(s)”	has the meaning ascribed to it under Guidance Letter HKEX-GL92-18 issued by the Stock Exchange
“Stabilizing Manager”	China International Capital Corporation Hong Kong Securities Limited
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Suzhou 6 Dimensions”	Suzhou 6 Dimensions Venture Capital Partnership L.P. (蘇州通和毓承投資合夥企業(有限合夥)), a limited partnership established in the PRC on August 4, 2017 and one of our Controlling Shareholders
“Suzhou Frontline II”	Suzhou Frontline BioVentures Venture Capital Fund II L.P. (蘇州通和二期創業投資合夥企業(有限合夥)), a limited partnership established in the PRC on March 8, 2016 and one of our Controlling Shareholders

DEFINITIONS

“Track Record Period”	the period comprising the financial years ended December 31, 2021 and 2022
“U.S. Government”	the federal government of the United States, including its executive, legislative and judicial branches
“U.S. Securities Act”	United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States”, “USA” or “U.S.”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“US\$” or “U.S. dollars”	the lawful currency of the U.S
“VAT”	value-added tax
“%”	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 the Prospectus in both the Chinese and English languages and in the event of any inconsistency, the Chinese version shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.