

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

In this document, unless the context otherwise requires, the following expressions have the following meanings.

“Accountants’ Report”	the accountants’ report of our Company, the text of which is set forth in Appendix I to this document
“AFRC”	the Accounting and Financial Reporting Council
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company adopted on [•], a summary of which is set out in Appendix III to this document, as supplemented, amended or otherwise modified from time to time
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Business Day” or “business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compounded annual growth rate

[REDACTED]

“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
---------	--

“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
----------------------	--

[REDACTED]

“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, modified and supplemented from time to time
-----------------	---

“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
-----------------------	---

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“Companies (WUMP) Ordinance” or “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, modified and supplemented from time to time
“Company”	Yueyuan Group Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability on 28 August 2024
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules and unless the context otherwise requires, means Mr. RQ Liu, Mr. CQ Liu, Diamond Soars and Reliable Profit
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix C1 to the GEM Listing Rules
“COVID-19”	the coronavirus pandemic, a global pandemic of coronavirus disease 2019 (COVID-19) caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the Chinese national securities markets
“Deed of Indemnity”	the deed of indemnity dated [•] given by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for and on behalf of each of our subsidiaries) regarding certain indemnities, details of which are set out in the section headed “E. Other information — 1. Tax and other indemnities” in Appendix IV to this document
“Deed of Non-Competition”	the deed of non-competition dated [•] given by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for and on behalf of each of our subsidiaries), details of which are set out in the section headed “Relationship with the controlling shareholders — Non-competition undertakings” in this document
“Diamond Soars”	Diamond Soars Limited (鑽騰有限公司), a business company incorporated in the BVI with limited liability on 29 July 2024, and one of our Controlling Shareholders
“Director(s)”	the director(s) of our Company
“EIT Law”	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》)

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“Extreme Conditions” the extreme conditions the government of Hong Kong may announce in the event of, for example, serious disruption of public transport services, extensive flooding, major landslides, or large-scale power outage caused by super typhoons according to the revised “Code of Practice in Times of Typhoons and Rainstorms” issued by the Labour Department

“F&S” or “Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research agency, which is an independent third party

[REDACTED]

“FY2024” the financial year ended 31 December 2024

“FY2025” the financial year ended 31 December 2025

“FY2027” the financial year ending 31 December 2027

“GEM” GEM operated by the Stock Exchange

[REDACTED]

“GEM Listing Rules” the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time

“Group”, “we”, “us” or “our Group” our Company and our subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of our present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)

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

“HKFRS(s)” Hong Kong Financial Reporting Standards (including Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants

[REDACTED]

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

[REDACTED]

“Hong Kong”, “HKSAR” or “HK” the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“independent third party(ies)” an individual(s) or a company(ies) who or which is/are independent and not connected with (within the meaning of the GEM Listing Rules) any of our Directors, chief executive, substantial shareholders of our Company or any of its subsidiaries, or any of their respective associates

“Industry Report” a market research report commissioned by us and prepared by F&S on the overview of the industry in which our Group operates

“ISO” an acronym for a series of quality management and quality assurance standards published by International Organisation for Standardisation, a non-government organisation based in Geneva, Switzerland, for assessing the quality systems of business organisations

“ISO 14001” an environmental management system standard that maps out a framework that a company or organisation can follow to set up an effective environmental management system, to provide assurance to company management and employees as well as external stakeholders that environmental impact is being measured and improved

“ISO 14001:2015” the 2015 version of the ISO 14001 standard

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“ISO 45001”	an international standard setting out requirements for an occupational health and safety management system developed for managing the occupational health and safety risks associated with a business
“ISO 45001:2018”	the 2018 version of the ISO 45001 standard
“ISO 9001”	a quality management system standard that is based on a number of quality management principles including a strong customer focus, the motivation and implication of top management, the process approach and continual improvement
“ISO 9001:2015”	the 2015 version of the ISO 9001 standard
“[REDACTED]” and “[REDACTED]”	[•]
“Latest Practicable Date”	22 June 2026, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information in this document prior to its publication

[REDACTED]

“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company approved and adopted on [•], a summary of which is set out in Appendix III to this document, as supplemented, amended or otherwise modified from time to time
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部) or its predecessor, the Ministry of Foreign Trade and Economic Cooperation, as appropriate to the context
“Mr. CQ Liu”	Mr. Liu Canquan (劉燦權), the chief executive officer of our Group, an executive Director and one of our Controlling Shareholders. Mr. CQ Liu is the younger brother of Mr. RQ Liu and father of Mr. WJ Liu and the [REDACTED]
“Mr. RQ Liu”	Mr. Liu Ruquan (劉汝權), the chairman of our Board, a non-executive Director and one of our Controlling Shareholders. Mr. RQ Liu is the elder brother of Mr. CQ Liu and uncle of Mr. WJ Liu and the [REDACTED]
“Mr. WJ Liu”	Mr. Liu Weijian (劉偉健), an executive Director. Mr. WJ Liu is the son of Mr. CQ Liu, nephew of Mr. RQ Liu and younger brother of the [REDACTED]
“Nomination Committee”	the nomination committee of the Board

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

[REDACTED]

“Patrons Capital”, “Sole Sponsor”,
“[REDACTED]” or
“[REDACTED]”

Patrons Capital Limited, the sponsor to our Company’s application for the [REDACTED] and a licensed corporation under the SFO to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities

“Perfect Peach”

Perfect Peach Limited (美桃有限公司), a business company incorporated in the BVI with limited liability on 11 June 2024, which is wholly-owned by the [REDACTED] Investor

[REDACTED]

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“PRC” or “China”	the People’s Republic of China, which for the purpose of this document, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, the PRC
“PRC Construction Legal Advisers”	SGLA (Qingyuan) Law Firm (Shanghai Office)* (上海中聯(清遠)律師事務所), the legal advisers to our Company as to PRC laws in respect of construction-related matters
“PRC Government”	the government of the PRC, including all political subdivisions (including provincial, municipal, and other local or regional government entities) and organisations of such government or, as the context requires, any of them
“PRC Legal Advisers”	Beijing Dacheng Law Offices, LLP (Shenzhen), the legal advisers to our Company as to PRC law

[REDACTED]

“[REDACTED]” or “Ms. Liu”	Ms. Liu Shanli (劉山立), daughter of Mr. CQ Liu, elder sister of Mr. WJ Liu and niece of Mr. RQ Liu
---------------------------	--

[REDACTED]

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“Regulation S”	Regulation S under the [REDACTED]
“Reliable Profit”	Reliable Profit Limited (利可有限公司), a business company incorporated in the BVI with limited liability on 29 July 2024, and one of our Controlling Shareholders
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the corporate reorganisation of our Group in preparation for the [REDACTED] as described in the section headed “History, Reorganisation and Corporate Structure — Corporate Reorganisation” in this document
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), which is the PRC government agency responsible for matters relating to foreign exchange administration
“SAIC”	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)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SFC”	the Securities and Futures Commission
“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) with par value of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)
	[REDACTED]
“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on [•], the principal terms of which are summarised in the section headed “Appendix IV Statutory And General Information — D. Share Option Scheme” in this document
“Shenglong Enterprise Management”	Shenzhen Shenglong Enterprise Management Co. Ltd.* (深圳勝隆企業管理有限公司), a company established in the PRC with limited liability on 9 August 2024, and an indirect non-wholly owned subsidiary of our Company
“Shenglong Holdings”	Shenzhen Shenglong Holdings Co. Ltd.* (深圳勝隆控股有限公司), a company established in the PRC with limited liability on 12 August 2024, and an indirect non-wholly owned subsidiary of our Company

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“Shenzhen AMR”	Shenzhen Administration For Market Regulation (深圳市市場監督管理局)
“Shenzhen Yueyuan”	Shenzhen Yueyuan Construction Co. Ltd.* (深圳粵源建設有限公司), a company established in the PRC with limited liability on 25 October 1994, and an indirect non-wholly owned subsidiary of our Company
“sq.m.”	square metre
“State Council”	the State Council of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strength Corporation”	Strength Corporation Limited (強有限公司), a company incorporated in Hong Kong with limited liability on 18 January 2024, and an indirect wholly-owned subsidiary of our Company
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules and details of our substantial shareholders are set out in the section headed “Substantial Shareholders” in this document
“Takeovers 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
“Track Record Period”	FY2024, FY2025 and 3M2026
“[REDACTED]”	the [REDACTED] and the [REDACTED], details of which are set out in the section headed “[REDACTED]” in this document
“[REDACTED]”	the [REDACTED] and the [REDACTED]

[REDACTED]

“US\$”	United States dollars, the lawful currency of the United States of America
--------	--

[REDACTED]

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“Yueyuan Aluminum”	Huizhou Yueyuan Aluminum Products Co. Ltd* (惠州市粵源鋁製品有限公司), a company established in the PRC with limited liability on 7 November 2013, and an indirect non-wholly owned subsidiary of our Company
“Yueyuan Construction (HK)”	Yueyuan Construction (Hong Kong) Limited (粵源建設(香港)有限公司), a company incorporated in Hong Kong with limited liability on 6 September 2024, and an indirect wholly owned subsidiary of our Company
“Yueyuan Curtain Wall”	Huizhou Yueyuan Curtain Wall Production Co. Ltd* (惠州粵源幕牆製作有限公司), a company established in the PRC with limited liability on 9 August 2017, and an indirect non-wholly owned subsidiary of our Company
“Yueyuan Holdings (BVI)”	Yueyuan Holdings (BVI) Limited, a business company incorporated in the BVI with limited liability on 29 August 2024, and a direct wholly-owned subsidiary of our Company
“Yueyuan Holdings (SZ)”	Yueyuan Holdings (Shenzhen) Limited* (粵源控股(深圳)有限公司), a company established in the PRC with limited liability on 8 October 2024, and an indirect wholly-owned subsidiary of our Company
“3M2025”	the three months ended 31 March 2025
“3M2026”	the three months ended 31 March 2026
“%”	per cent

The English translation of the PRC entities, enterprises, nationals, facilities, regulations, in Chinese or another language included in this document which are marked with “” is for identification purpose only. To the extent that there is any inconsistency between the Chinese names of the PRC entities, enterprises, nationals, facilities, regulations and their English translations, the Chinese names shall prevail.*