DEFINITIONS AND ACRONYMS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in "Glossary of Technical Terms" of this document.

DEFINITIONS

"Accountants' Report"	the accountants' report for the Track Record Period prepared by BDO Limited, please refer to Appendix I to this document;
"affiliate"	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person;
"Articles of Association" or "Articles"	the articles of association of our Company adopted on March 24, 2026 which shall become effective as of the date on which the H Shares are listed on the Stock Exchange, as amended from time to time, please refer to "Summary of Articles of Association" in Appendix V to this document;
"A Share(s)"	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are subscribed for or credited as paid in Renminbi and are listed for trading on the Shanghai Stock Exchange and are traded in Renminbi;
"Bad Weather Signal"	has the meaning ascribed to it under the Listing Rules;
"Board" or "Board of Directors"	the board of Directors;
"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;
[REDACTED]	the [REDACTED] participating in the [REDACTED] and has the meaning ascribed thereto under the Listing Rules;
"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;
"CIC"	China Insights Industry Consultancy Limited, a global market research and consulting company, which is an Independent Third Party;
"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"	Ningbo Tuopu Group Co., Ltd.* (寧波拓普集團股份有限公司), a joint stock company established in the PRC with limited liability on April 22, 2004, the A Shares of which have been listed on the Shanghai Stock Exchange (stock code: 601689);
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules and, unless the context requires otherwise, refers to Mr. Wu and Mecca HK; and a Controlling Shareholder shall mean each or any of them;

[REDACTED]

"Director(s)"	the director(s) of our Company;
"EIT Law"	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法), as enacted by the NPC on March 16, 2007 and effective on January 1, 2008, as amended, supplemented or otherwise modified;
"Extreme Conditions"	extreme conditions as announced by the government of Hong Kong;

[REDACTED]

"Group"	our Company and all of our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be);
"Guide"	The Guide for New Listing Applicants issued by the Stock Exchange, as amended or supplemented or otherwise modified from time to time;

[REDACTED]

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Hong Kong dollars" or "HK$"	Hong Kong dollar, the lawful currency of Hong Kong;

[REDACTED]

[REDACTED]

"H Shares"	shares in the share capital of our Company with a nominal value of RMB1.00 each, for which an application [has been] made for [REDACTED] and permission to [REDACTED] on the Stock Exchange;

[REDACTED]

"Independent Third Party(ies)"	individuals or company(ies), who or which, to the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, is not a connected person of our Company within the meaning of the Listing Rules;

[REDACTED]

"Joint Sponsors"	the joint sponsors as named in "Directors and Parties Involved in the [REDACTED]";

"Latest Practicable Date"	March 22, 2026, 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 sub-committee of the board of directors of the Stock Exchange;

[REDACTED]

"Listing Rules" or "Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented or otherwise modified from time to time;
"Macau"	the Macau Special Administrative Region of the PRC
"Main Board"	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange;
"Mecca HK"	MECCA INTERNATIONAL HOLDING (HK) LIMITED, a private company with limited liability incorporated in Hong Kong on July 21, 2008, a member of our Controlling Shareholders;
"Mr. Wu"	Mr. WU Jianshu (鄔建樹), our executive Director, chairperson of the Board and one of our Controlling Shareholders;

[REDACTED]

"PRC Company Law"	the Company Law of the PRC (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time;
"PRC Legal Advisers"	Grandall Law Firm (Shanghai), our legal advisers as to PRC laws in connection with the [REDACTED];

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[REDACTED]

"Regulation S"	Regulation S under the U.S. Securities Act;
"Renminbi" or "RMB"	the lawful currency of the PRC;
"Securities and Futures Commission" or "SFC"	the Securities and Futures Commission of Hong Kong;
"Share(s)"	ordinary share(s) with par value RMB1.00 each in the share capital of the Company;
"Shareholder(s)"	holder(s) of our Share(s);

[REDACTED]

"State Council"	State Council of the PRC (中華人民共和國國務院);
"Stock Exchange" or "Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchange and Clearing Limited;
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules;
"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"	the three years ended December 31, 2025;

[REDACTED]

"U.S." or "United States"	the United States of America, its territories, its possessions and all areas subject to its jurisdiction;
"US$" or "U.S. dollars"	United States dollar(s), the lawful currency of the United States;
"U.S. persons"	U.S. persons as defined in Regulation S;
"U.S. Securities Act"	United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time;

DEFINITIONS AND ACRONYMS

[REDACTED]

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ACRONYMS

"AFRC"	the Accounting and Financial Reporting Council of Hong Kong;
"CAGR"	compounded annual growth rate, which is calculated by dividing the amount at the end of the period by the amount of the beginning of that period, raising the result to an exponent of one divided by the number of years in the period, and subtracting one from the subsequent result;
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC;
"CNAS"	China National Accreditation Service for Conformity Assessment, the national accreditation body of the PRC responsible for the accreditation of certification bodies, laboratories, ensuring that they meet quality and performance standards;
"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會);
"ESG"	environmental, social and corporate governance;
"GFA"	gross floor area;
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited;
"IASB"	International Accounting Standards Board;
"IFRS"	IFRS Accounting Standards;
"MOF"	the Ministry of Finance of the People's Republic of China (中華人民共和國財政部);
"MOFCOM"	Ministry of Commerce of the PRC (中華人民共和國商務部);
"NPC"	the National People's Congress of the PRC (中華人民共和國全國人民代表大會);
"PBOC"	the People's Bank of China (中國人民銀行), the central bank 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);
"SAMR", or formerly known as "SAIC"	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 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);
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
"STA"	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局); and
"VAT"	value-added tax.

For the purposes of this document, references to "we" are to the Company or the Group, as the context requires.

DEFINITIONS AND ACRONYMS

In this document, the terms "associate," "close associate," "connected person," "core connected person," "connected transaction" and "substantial shareholder" shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

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 document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.

Certain amounts and percentage figures included in this document were subjected to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be 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 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.