

DEFINITIONS

In this document, 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 document.

“A Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are traded in Renminbi and listed on the Shenzhen Stock Exchange
“A Shareholder(s)”	holder(s) of the A Share(s)
“Accountants’ Report”	the accountants’ report prepared by Confucius International CPA Limited, details of which are 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
“Articles” or “Articles of Association”	the articles of association of our Company, as amended, which shall become effective on the [REDACTED], a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“AUD”	Australian dollar, the lawful currency of Australia
“Audit Committee”	the audit committee of the Board
“Board” or “our Board”	the board of Directors
“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]

DEFINITIONS

“China,” “Mainland China” or “PRC”	the People’s Republic of China, which, for the purpose of this document and for geographical reference only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China, and Taiwan Region
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“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
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company,” “our Company” or “the Company”	Guangzhou Ruoyuchen Technology Co., Ltd. (廣州若羽臣科技股份有限公司), a limited liability company established in the PRC on May 10, 2011 and converted into a joint stock company with limited liability on May 31, 2015, the A Shares of which are listed on the Shenzhen Stock Exchange (stock code: 003010.SZ)
“Compliance Advisor”	Soochow Securities International 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 requires otherwise, refers to Mr. Wang, Ms. Wang and Tianjin Yayi as detailed in the section headed “Relationship with Our Controlling Shareholders” in this document
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSRC”	the 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
“Dreamie International”	Dreamie International Trading Co., Limited (夢嗶嗶國際貿易有限公司), a company incorporated in Hong Kong with limited liability on May 6, 2015, a directly wholly-owned subsidiary of our Company
“EIT”	the PRC enterprise income tax

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“EIT Law” the Enterprise Income Tax Law of the People’s Republic of China (《中華人民共和國企業所得稅法》), as amended, supplemented or otherwise modified from time to time

“EUR” Euro, the lawful currency of the European Union

[REDACTED]

“Extreme Conditions” extreme conditions as announced by the government of Hong Kong in the case where a super typhoon or other natural disaster of a substantial scale seriously affects the working public’s ability to resume work or brings safety concern for a prolonged period

“FINENUTRI International” FINENUTRI International Brand Management Co., Limited (斐萃國際品牌管理有限公司), a company incorporated in Hong Kong with limited liability on October 22, 2015, an indirectly wholly owned subsidiary of our Company

[REDACTED]

“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a global market research and consulting company, which is an Independent Third Party

“GAC” the General Administration of Customs of the PRC (中華人民共和國海關總署)

[REDACTED]

“Greater China” the geographic and economic region that typically includes Mainland China, Hong Kong Special Administrative Region, Macau Special Administrative Region, and Taiwan Region

“Group,” “our Group,” “our,” “we,” or “us” our Company and its subsidiaries, or any one of them as the context may require, and where the context requires, the businesses operated by our Company and/or its subsidiaries and their predecessors (if any)

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“Guangzhou Haitongda”	Guangzhou Haitongda Info-Tech Co., Ltd. (廣州海通達信息科技有限公司), a limited liability company established in the PRC on October 30, 2018, a directly wholly-owned subsidiary of our Company
“Guangzhou Moya Ark”	Guangzhou Moya Ark Trading Co., Ltd. (廣州摩亞方舟貿易有限公司), a limited liability company established in the PRC on May 7, 2019, an indirectly wholly-owned subsidiary of our Company
“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange effective from January 1, 2024, as amended, supplemented or otherwise modified from time to time
“H Share(s)”	[REDACTED] ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are to be [REDACTED] for and [REDACTED] in Hong Kong dollars and to be [REDACTED] on the Hong Kong Stock Exchange
	[REDACTED]
“H Shareholder(s)”	holder(s) of the H Share(s)
“HENGMEIKANG (International)”	HENGMEIKANG (International) Co., Limited (恆美康(國際)有限公司), a company incorporated in Hong Kong with limited liability on May 6, 2015, a directly wholly-owned subsidiary of our Company
“HK\$”, “HKD” or “Hong Kong dollar(s)”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

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

[REDACTED]

“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 “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

[REDACTED]

“IFRS” the International Financial Reporting Accounting Standards as issued by the International Accounting Standards Board

“Independent Third Party(ies)” any entity(ies) or person(s) who is not a connected person of our Company within the meaning of the Listing Rules

DEFINITIONS

[REDACTED]

“Joint Sponsors”	the joint sponsors as named in the section headed “Directors and Parties Involved in the Global Offering”
“JPY”	Japanese yen, the lawful currency of Japan
“Korea”	the Republic of Korea
“Latest Practicable Date”	April 19, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
“Lily Buyer”	Lily Buyer (International) Trading Co., Limited (莉莉買手(國際)貿易有限公司), a company incorporated in Hong Kong with limited liability on July 23, 2015, an indirectly wholly-owned subsidiary of our Company

[REDACTED]

DEFINITIONS

“Listing Committee”	the listing committee of the Hong Kong 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 Hong Kong Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange
“Moa’s Ark”	Moa’s Ark Group Limited (摩亞方舟集團有限公司), a company incorporated in New Zealand with limited liability on May 7, 2019, an indirectly wholly-owned subsidiary of our Company
“MOF” or “Ministry of Finance”	Ministry of Finance of the PRC (中華人民共和國財政部)
“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))
“Mr. Wang”	Mr. Wang Yu (王玉), a member of our Controlling Shareholders
“Ms. Wang”	Ms. Wang Wenhui (王文慧), a member of our Controlling Shareholders
“NEEQ”	the National Equities Exchange and Quotations, a PRC over-the-counter system for trading shares of Non-listed Public Companies
“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)

[REDACTED]

DEFINITIONS

[REDACTED]

“Overseas Listing Trial Measures”	The Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and five supporting guidelines (《境內企業境外發行證券和上市管理試行辦法》及五項配套指引) promulgated by the CSRC on February 17, 2023 which became effective on March 31, 2023
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	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 GAAP”	generally accepted accounting principles in the PRC
“PRC Legal Advisor”	Zhonglun Law Firm, our legal advisor on PRC laws in connection with the [REDACTED]

[REDACTED]

DEFINITIONS

“Document” or “this document”	this document being issued in connection with the [REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“Renminbi” or “RMB”	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)
“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)
“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
“Shanghai Moya Ark”	Moya Ark (Shanghai) Brand Management Co., Ltd. (摩亞方舟(上海)品牌管理有限公司), a limited liability company established in the PRC on October 21, 2021 and an indirectly wholly-owned subsidiary of our Company
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, including both A Shares and H Shares
“Shareholder(s)”	holder(s) of our Share(s)
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“Shenzhen Stock Exchange Listing Rules”	the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange (《深圳證券交易所股票上市規則》), as amended from time to time

[REDACTED]

“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Strategy and ESG Committee”	the strategy and ESG committee of the Board

DEFINITIONS

“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Tianjin Yayi”	Tianjin Yayi Biotech Partnership Enterprise (Limited Partnership) (天津雅藝生物科技合夥企業(有限合夥)), a limited partnership established in the PRC, one of our Controlling Shareholders
“Track Record Period”	the period comprising the three financial years ended December 31, 2023, 2024 and 2025
“treasury share(s)”	has the meaning ascribed thereto under the Listing Rules
“U.S.” or “United States”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“U.S. dollar(s)”, “US\$” or “USD”	United States dollar(s), the lawful currency of the U.S.
“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

[REDACTED]

“VAT”	value-added tax
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[REDACTED]

“%”	per cent
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“2022 Equity Incentive Plan”	the share option incentive plan of our Company approved and adopted on June 13, 2022
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Unless otherwise specified, all references in this document to any shareholdings in our Company following the [REDACTED] assume that the [REDACTED] is not exercised and does not take into account the A Shares to be issued under the 2022 Equity Incentive Plan.

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

DEFINITIONS

For ease of reference, the names of PRC laws and regulations, governmental authorities, institutions, natural persons or other entities (including 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. English translations of company names and other terms from the Chinese or other languages are provided for identification purposes only.