
DEFINITIONS

“Accountants’ Report”	the accountants’ report on our Group for the Track Record Period set out in Appendix I to this document
“affiliate(s)”	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
“Articles of Association” or “Articles”	the articles of associations of our Company, as amended from time to time, which shall become effective on the [REDACTED], a summary of which is set out in Appendix V to this document
“Audit Committee”	the audit committee of the Board
“Bixiang Science and Technology”	Guangdong Bixiang Science and Technology Development Co., Ltd. (廣東碧鄉科技發展有限公司) (formerly known as Yingde Bixiang Agricultural Development Co., Limited (英德市碧鄉農業發展股份有限公司)), a limited liability company established in the PRC on December 5, 2017 and one of the Pre-[REDACTED] Investors
“Board” or “Board of Directors”	the board of directors of our Company
“business day(s)”	any day(s) (other than Saturday(s), Sunday(s) or public holiday(s) in Hong Kong) on which licensed banks in Hong Kong are generally open for general banking business throughout their normal business hours

[REDACTED]

“China” or “PRC”	the People’s Republic of China and, except where the context otherwise requires and only for the purpose of this document, references in this document to China or the PRC exclude Hong Kong, the Macao Special Administrative Region and Taiwan Region
“Chinese government” or “PRC government”	the central people’s government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them

DEFINITIONS

“Chongqing Riquan”	Chongqing Riquan Agriculture and Animal Husbandry Co., Ltd. (重慶日泉農牧有限公司), a limited liability company established in the PRC on June 21, 2012 and a wholly-owned subsidiary of our Company
“Chongqing Ronghui”	Chongqing Ronghui Agricultural and Animal Husbandry Technology Partnership (Limited Partnership) (重慶榮匯農牧技術合夥企業(有限合夥)) (formerly known as Chongqing Tianhui Agriculture and Animal Husbandry Technology Partnership (Limited Partnership) (重慶天匯農牧技術合夥企業(有限合夥))), a limited partnership established in the PRC on April 21, 2017 and one of our Controlling Shareholders
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented and 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” or “our Company”	Guangdong Tinoos Group Co., Limited (廣東天農集團股份有限公司), a limited liability company established in the PRC on March 7, 2003 and converted into a joint stock limited liability company on August 12, 2020
“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
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and refer to the persons set out in the section headed “Relationship with our Controlling Shareholders” in this document
“Controlling Shareholders Group”	Mr. Xiao, Dr. Zhang, Fengtian Investment, Tianju Investment, Chongqing Ronghui, Qingyuan Quanfa and Qingyuan Quanxing, being a group of our Controlling Shareholders. For details, please refer to the section headed “Relationship with our Controlling Shareholders” in this document
“Conversion of Domestic Unlisted Shares into H Shares”	the conversion of an aggregate of [REDACTED] Domestic Unlisted Shares into H Shares on an one-for-one basis upon the completion of the [REDACTED]
“Corporate Governance Code” or “CG Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules

DEFINITIONS

“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)” or “Our Director(s)”	the directors of our Company
“Domestic Unlisted Share(s)”	ordinary share in our capital, with a nominal value of RMB1.0 each, which are subscribed for and paid up in Renminbi, which are not listed on any stock exchange
“EIT”	the PRC enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》), as amended, supplemented or otherwise modified from time to time
“Employee Share Scheme”	the employee share scheme of our Company, a summary of the principal terms of which is set forth in the paragraph headed “D. Employee Share Scheme” in Appendix VI to this document
“Employee Shareholding Platform(s)”	the employee shareholding platforms established by the Company, namely Qingyuan Quanwang, Qingyuan Quanxing and Qingyuan Quanfa, or any one of them as the context may require
“ESG”	environmental, social and governance
“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
“Fengtian Investment”	Qingyuan Fengtian Agricultural Investment Center (Limited Partnership) (清遠市鳳天農業投資中心(有限合夥)) (formerly known as Qingyuan Fengzhonghuang Agricultural Investment Management Center (Limited Partnership) (清遠市鳳中皇農業投資管理中心有限合夥)), a limited partnership established in the PRC on March 14, 2017 and one of our Controlling Shareholders

[REDACTED]

DEFINITIONS

[REDACTED]

“Group”, “our Group”, “we”, “us”, or “our”	our Company and our subsidiaries, or any one of them as the context may require or, where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries, or any one of them as the context may require, were or was engaged in and which were subsequently assumed by it
“Guangdong Guangken”	Guangdong Guangken Taizheng Agricultural Supply-side Equity Investment Fund Partnership (Limited Partnership) (廣東廣墾太證農業供給側股權投資基金合夥企業(有限合夥)), a limited partnership established in the PRC on April 29, 2019 and one of the Pre-[REDACTED] Investors
“Guide”	the Guide for New Listing Applicants published by the Stock Exchange published by the Stock Exchange in December 2023 which took effect on January 1, 2024 (as amended or supplemented or otherwise modified from time to time)
“Guizhou Zhongken”	Guizhou Zhongken Equity Investment Fund Partnership (Limited Partnership) (貴州中墾股權投資基金合夥企業(有限合夥)), a limited partnership established in the PRC on September 30, 2021 and one of the Pre-[REDACTED] Investors
“H Share(s)”	ordinary share(s) in the share capital of our Company with nominal value of RMB1.0 each, which are to be [REDACTED] for and [REDACTED] in Hong Kong dollars and are to be [REDACTED] on the Stock Exchange

[REDACTED]

“HKICPA”	Hong Kong Institute of Certified Public Accountants
----------	---

[REDACTED]

DEFINITIONS

[REDACTED]

“HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China

[REDACTED]

“IAS”	International Accounting Standards
“IDG”	IDG-Accel China Investment II, Limited, a private company limited by shares incorporated in Hong Kong on June 15, 2007 and one of the Pre-[REDACTED] Investors
“Independent Third Party(ies)”	an individual(s) or an entity(ies) who or which, as far as our Directors are aware after having made all reasonable enquiries, is/are not a connected person of our Company within the meaning of the Listing Rules

DEFINITIONS

[REDACTED]

“[REDACTED]” the [REDACTED] as named in “Directors, Supervisors and Parties Involved in the [REDACTED]”

“[REDACTED]” the [REDACTED] as named in “Directors, Supervisors and Parties Involved in the [REDACTED]”

“Latest Practicable Date” [April 30, 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 Committee of the 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 market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange

“MARA” the Ministry of Agriculture and Rural Affairs of the People’s Republic of China (中華人民共和國農業農村部)

DEFINITIONS

“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)
“Mr. Xiao”	Mr. Xiao Wenqing (肖文清) (formerly known as Mr. Yin Pingan (尹平安)), one of our founders, chairperson of the Board, executive Director and one of our Controlling Shareholders
“Dr. Zhang”	Dr. Zhang Zhengfen (張正芬), one of our founders, executive Director, vice chairperson of the Board, the president of the Company and one of our Controlling Shareholders
“Nomination Committee”	the nomination committee of the Board
“NPC” or “National People’s Congress”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“NPC Standing Committee”	the Standing Committee of National People’s Congress (全國人民代表大會常務委員會)

[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law” or “Company Law”	the Company Law of the PRC 《中華人民共和國公司法》, as enacted by the Standing Committee of the Eighth National People’s Congress on December 29, 1993 and effective on July 1, 1994, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“PRC GAAP”	PRC Generally Accepted Accounting Principles
“PRC Legal Advisors”	King & Wood, legal advisors to our Company as to PRC Law
“Pre-[REDACTED] Investment(s)”	the investment(s) in our Company undertaken by the Pre-[REDACTED] Investors. See section headed “History, Development and Corporate Structure — Pre-[REDACTED] Investments” in this document for details
“Pre-[REDACTED] Investors”	the investors in our Company prior to our [REDACTED]. See section headed “History, Development and Corporate Structure — Pre-[REDACTED] Investments” in this document for details
[REDACTED]	
“document”	this document being issued in connection with the [REDACTED]
“Qingyuan Quanfa”	Qingyuan Quanfa Agricultural and Animal Husbandry Technology Center (Limited Partnership) (清遠泉發農牧科技中心(有限合夥)), a limited partnership established in the PRC on March 20, 2025 and one of our Employee Shareholding Platforms and one of our Controlling Shareholders
“Qingyuan Quanwang”	Qingyuan Quanwang Agriculture & Animal Husbandry Technology Center (Limited Partnership) (清遠泉旺農牧科技中心(有限合夥)), a limited partnership established in the PRC on January 23, 2025, one of our Employee Shareholding Platforms
“Qingyuan Quanxing”	Qingyuan Quanxing Agricultural and Animal Husbandry Technology Center (Limited Partnership) (清遠泉興農牧科技中心(有限合夥)), a limited partnership established in the PRC on February 25, 2025, one of our Employee Shareholding Platforms and one of our Controlling Shareholders
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)

DEFINITIONS

“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”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Self-operated Farm Model”	the model under which our Group build farms and employ labor force to carry out scaled farming, and are responsible for breeding, fattening, farming and other related process
“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 and modified from time to time
“Shanghai Qingquan Investment”	Shanghai Qingquan Investment Management Co., Ltd. (上海清泉投資管理有限公司), a limited liability company established in the PRC on February 7, 2013 and one of the Pre-[REDACTED] Investors
“Share(s)”	ordinary share(s) with nominal value RMB1.0 each in the share capital of our Company, comprising Domestic Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
	[REDACTED]
“Sole Sponsor”	the sole sponsor of the [REDACTED] of the H Shares on the Stock Exchange as named in “Directors, Supervisors and Parties Involved in the [REDACTED]”
	[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
“Strategy Committee”	the strategy committee of the Board
“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-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Tianjin Jingping”	Tianjin Jingping Tiannong Enterprise Management Consulting Center (Limited Partnership) (天津市京平天農企業管理諮詢中心(有限合夥)), a limited partnership established in the PRC on September 15, 2020 and one of the Pre-[REDACTED] Investors
“Tianjin Shunxin”	Tianjin Shunxin No.1 Enterprise Management Consulting Partnership (Limited Partnership) (天津市順心壹號企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on September 15, 2020 and one of the Pre-[REDACTED] Investors
“Tianju Investment”	Qingyuan Tianju Agricultural Investment Center (Limited Partnership) (清遠市天聚農業投資中心(有限合夥)) (formerly known as Qingyuan Tiannong Agricultural Investment Consulting Center (Limited Partnership) (清遠市天農農業投資諮詢中心(有限合夥))), a limited partnership established in the PRC on January 29, 2018 and one of our Controlling Shareholders
“Track Record Period”	For the years ended December 31, 2023, 2024 and 2025

[REDACTED]

“United States” or “U.S.”	the United States of America
---------------------------	------------------------------

[REDACTED]

“Zhongshan Lianyidong”	Zhongshan Lianyidong Investment Co., Ltd. (中山市聯宜動投資有限公司), a limited liability company established in the PRC on December 29, 2008, was one of the Pre-[REDACTED] Investors
------------------------	--

Unless otherwise expressly stated or the content otherwise requires, in this document:

- all times refer to Hong Kong time and references to years in this document are to calendar years;*
- the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “core connected person(s)”, “connected transaction(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings ascribed to such terms in the Listing Rules; and*
- 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 figures preceding them.*