
DEFINITIONS

In this document, the following expressions shall have the meanings set out below, unless the context otherwise requires:

“Accountants’ Report”	the accountants’ report of our Group for the Track Record Period set out in Appendix I to this document
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company conditionally adopted on 22 December 2021, which will be effective upon the [REDACTED] and as amended from time to time, a summary of which is set out in Appendix IV to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board”	the board of Directors
“business day”	a day on which banks in Hong Kong are generally open for normal banking business and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“[REDACTED]”	the issue of [REDACTED] to be made upon the [REDACTED] of certain sums standing to the credit of the share premium account of our Company as detailed in the paragraph headed “Statutory and General Information — A. Further Information about Our Company — 3. Written resolutions of our Shareholders passed on 9 December 2021 and 22 December 2021” in Appendix V to this document
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant(s)”	person(s) admitted to participate in CCASS as direct clearing participant(s) or general clearing participant(s)

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“CCASS Custodian Participant(s)” person(s) admitted to participate in CCASS as custodian participant(s)

[REDACTED]

“CCASS Investor Participant(s)” person(s) admitted to participate in CCASS as investor participant(s) who may be individual(s) or joint individual(s) or corporation(s)

“CCASS Operational Procedures” the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operations and functions of CCASS, as from time to time in force

“CCASS Participant(s)” CCASS Clearing Participant(s), CCASS Custodian Participant(s) or CCASS Investor Participant(s)

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“Chengdu Huanlong”	Huanlong Industrial Group Co., Ltd.* (環龍工業集團有限公司), formerly known as Chengdu Huanlong Industrial Felt Group Co., Ltd.* (成都環龍工業用呢集團有限公司) and Chengdu Huanlong Industrial Felt Co., Ltd.* (成都環龍工業用呢有限責任公司), a company established in the PRC with limited liability on 10 December 2001, which is principally engaged in investment holding and the equity interest of which was held as to 75% by Ms. Shen and 25% by Mr. Zhou, respectively
“Chengdu Production Site”	our production base located at No. 519, Section 2, Xinhua Avenue, Chengdu Strait Science and Technology Industry Development Park, Wenjiang District, Chengdu, Sichuan Province, the PRC
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this document, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“ChiNext”	the growth enterprise board launched by the Shenzhen Stock Exchange
“close associate(s)”	has the meaning ascribed to it 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”, “our Company”, “we” or “us”	Vanov Holdings Company Limited (環龍控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 5 November 2018 with the immediate former name of Vanov Technology Company Limited (環龍科技股份有限公司) and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 18 March 2020

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“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transactions”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto in the Listing Rules and, unless the context otherwise requires, refers to Ms. Shen, Mr. Zhou, Perfect Angle and Wonderful Advisor; and “Controlling Shareholder” shall mean any one of them
“Countries subject to International Sanctions”	countries regarding which governments such as the United States or Australia, or governmental organisations, such as the European Union or the United Nations, have, through executive order, passing of legislation or other governmental means, implemented measures that impose economic sanctions against such countries or against targeted industry sectors, groups of companies or persons, and/or organisations within such countries
“COVID-19”	the novel coronavirus (2019-nCoV)
“Deed of Indemnity”	the deed of indemnity dated 9 December 2021 executed by Ms. Shen and Mr. Zhou in favour of our Company (for ourselves and as trustee for each member of our Group) to provide certain indemnities, particulars of which are set out in the paragraph headed “Statutory and General Information — E. Other information — 1. Tax and other indemnities” in Appendix V to this document
“Deed of Non-Competition”	the deed of non-competition dated 9 December 2021 and executed by Ms. Shen and Mr. Zhou in favour of our Company, particulars of which are set out in the paragraph headed “Relationship with Controlling Shareholders — Non-competition undertakings” in this document
“Director(s)”	the director(s) of our Company
“[REDACTED]”	an adjustment that has the effect of setting the [REDACTED] up to [REDACTED]% below the low end of the [REDACTED] range

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“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the Government of Hong Kong
“Fame Attain”	Fame Attain Limited (譽致有限公司), a company incorporated in the BVI with limited liability on 4 July 2018 and wholly-owned by Ms. Shen
“FRC”	Financial Reporting Council
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc. Shanghai Branch Co., an independent market research agency
“Frost & Sullivan Report”	a market research report commissioned by us and prepared by Frost & Sullivan on the overview of the industries in which our Group operates
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures

[REDACTED]

“Group”, “our Group”, “we” or us”	our Company and its subsidiaries, or where the context refers to any time prior to our Company becoming the holding company of its present subsidiaries, the present subsidiaries of our Company and the business operated by such subsidiaries or their predecessors (as the case may be)
“High Resource”	High Resource Holdings Limited (峻源控股有限公司), a company incorporated in the BVI with limited liability on 25 October 2018 and directly and wholly-owned by Mr. Leung

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“high-speed papermaking felts”	the category of papermaking felts based on the operating speed of papermaking machine which, according to our Directors, generally refers to operating speed of 700 metres or above per minute for packaging papermaking felts and printing papermaking felts and 600 metres or above per minute for our other products
“HKFRSs”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

[REDACTED]

“Hong Kong dollars”, “HK\$” or “HKD”	Hong Kong dollar(s), the lawful currency of Hong Kong
“[REDACTED]”	the [REDACTED] being initially [REDACTED] by our Company for subscription pursuant to the [REDACTED], subject to [REDACTED] as described in the section headed “Structure and Conditions of the [REDACTED]” in this document
“[REDACTED]”	the [REDACTED] to the public in Hong Kong at the [REDACTED] (plus brokerage fee of 1%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%), payable in full on application, and subject to the terms and conditions described in this document

[REDACTED]

DEFINITIONS

[REDACTED]

“Huanlong Funeng”	Chengdu Huanlong Funeng Technology Co., Ltd* (成都環龍賦能科技有限公司), a company established in the PRC with limited liability on 28 February 2019 and an indirect wholly owned subsidiary of our Company, the equity interest of which is wholly owned by Vanov Tianhe
“Huanlong Lixin”	Chengdu Huanlong Lixin Technology Co., Ltd.* (成都環龍立欣科技有限公司), a company established in the PRC with limited liability on 27 March 2019 and an indirect non-wholly owned subsidiary of our Company, the equity interest of which is held as to 99% by Huanlong Funeng and 1% by Chengdu Huanlong, respectively
“Independent Third Party(ies)”	an individual(s) or a company(ies) who/which is/are not connected person(s) (as defined in the Listing Rules) of our Company

[REDACTED]

DEFINITIONS

“[REDACTED]”	the [REDACTED] being [REDACTED] by our Company for subscription under the [REDACTED], subject to [REDACTED] and the [REDACTED] as described in the section headed “Structure and Conditions of the [REDACTED]” in this document
“International Sanctions”	all applicable laws and regulations related to economic sanctions, export controls, trade embargoes and wider prohibitions and restrictions on international trade and investment related activities, including those adopted, administered and enforced by the U.S. Government, the European Union and its member states, the United Nations or the Government of Australia
“International Sanctions Legal Advisers”	Hogan Lovells, our legal advisers as to International Sanctions laws

[REDACTED]

“Latest Practicable Date”	19 December 2021, being the latest practicable date for the purpose of ascertaining certain information before the printing of this document
“Lion Courage”	Lion Courage Enterprises Limited, a company incorporated in the BVI with limited liability on 23 October 2018 and a direct wholly-owned subsidiary of our Company

[REDACTED]

“Listing Committee”	the Listing Committee of the Stock Exchange
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DEFINITIONS

[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
“low-speed papermaking felts”	the category of papermaking felts based on the operating speed of papermaking machine which, according to our Directors, generally refers to operating speed of 300 metres or below per minute for packaging papermaking felts and printing papermaking felts and 200 metres or below per minute for our other products
“Main Board”	the stock exchange (excluding the options market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“Marvel Dragon”	Marvel Dragon Development Limited (億龍發展有限公司), a limited liability company incorporated in Hong Kong on 6 July 2018 and an indirect wholly-owned subsidiary of our Company
“medium-speed papermaking felts”	the category of papermaking felts based on the operating speed of papermaking machine which, according to our Directors, is other than high-speed papermaking felts and low-speed papermaking felts
“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company conditionally adopted on 9 December 2021, which will be effective upon the [REDACTED] and as amended from time to time, a summary of which is contained in Appendix IV to this document
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Leung”	Mr. Leung Chee Hung Vincent (梁志雄先生), the [REDACTED] of our Company

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“Mr. Xie”	Mr. Xie Zongguo (謝宗國先生), an executive Director of our Company
“Mr. Zhou”	Mr. Zhou Jun (周駿先生), an executive Director, the chief executive officer of our Company, and a Controlling Shareholder, and the spouse of Ms. Shen
“Ms. Shen”	Ms. Shen Genlian (沈根蓮女士), the chairperson of the Board, an executive Director and a Controlling Shareholder, and the spouse of Mr. Zhou

[REDACTED]

“Nomination Committee”	the nomination committee of our Board
“NTD”	New Taiwan Dollars, the lawful currency of Taiwan
“OFAC”	the United States Department of Treasury’s Office of Foreign Assets Control
“[REDACTED]”	the [REDACTED] per [REDACTED] (exclusive of a brokerage fee of 1%, the SFC transaction levy of 0.0027%, the FRC transaction levy of 0.00015% and the Stock Exchange trading fee of 0.005%) of not more than HK\$[REDACTED] and expected to be not less than HK\$[REDACTED], to be determined in the manner described in the section headed “Structure and Conditions of the [REDACTED]” in this document, subject to any [REDACTED]
“[REDACTED](s)”	the [REDACTED] and the [REDACTED], together where relevant, with any additional share(s) to be issued pursuant to the [REDACTED]

DEFINITIONS

[REDACTED]

“Perfect Angle”	Perfect Angle Limited, a company with limited liability incorporated in the British Virgin Islands on 29 October 2018 and its entire issued share capital is held by Vistra Trust as trustee for the benefit of Ms. Shen and the children of Ms. Shen under the SGL Trust
“PRC Legal Advisers”	Beijing Dentons Law Offices, LLP
“[REDACTED]”	the investment made by Mr. Leung (through Marvel Dragon, a wholly-owned subsidiary of Virtuous Way, which was a wholly-owned subsidiary of High Resource) at that time, the particulars of which are set out in the paragraph headed “History, Reorganisation and Corporate Structure — [REDACTED]” in this document

[REDACTED]

DEFINITIONS

“Primary Sanctioned Activity”	any activity in a Sanctioned Country or (i) with; or (ii) directly or indirectly benefiting, or involving the property or interests in property of, a Sanctioned Target by a listing applicant incorporated or located in a Relevant Jurisdiction or which otherwise has a nexus with such jurisdiction with respect to the relevant activity, such that it is subject to the relevant sanctions law or regulation
“Proposed PRC Listing”	the proposed listing of the equity interest in Sichuan Huanlong on ChiNext of the Shenzhen Stock Exchange in the PRC, which was considered in or around late 2017 and subsequently aborted in early 2018
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Jurisdiction”	any jurisdiction that is relevant to the listing applicant and has sanctions related law or regulation restricting, among other things, its nationals and/or entities which are incorporated or located in that jurisdiction from directly or indirectly making assets or services available to or otherwise dealing in assets of certain countries, governments, persons or entities targeted by such law or regulation
“Relevant Person(s)”	means a listing applicant, together with its investors and shareholders and persons who might, directly or indirectly, be involved in permitting the listing, trading clearing and settlement of its shares including the Stock Exchange and related group companies
“Remuneration Committee”	the remuneration committee of our Board
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reorganisation”	the reorganisation of our Group as set out in the section headed “History, Reorganisation and Corporate Structure” in this document, pursuant to which our Company became the holding company of our subsidiaries
“Risk Management Committee”	the risk management committee of our Board

DEFINITIONS

“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“Sanctioned Country”	any country or territory subject to a general and comprehensive export, import, financial or investment embargo under sanctions related law or regulation of the Relevant Jurisdiction. “Sanctioned Country” during the Track Record Period referred only to U.S. sanctions in place against Iran, Cuba, Syria, North Korea, and the Crimea region
“Sanctioned Person(s)”	certain person(s) and identity(ies) listed on OFAC’s SDN List or other restricted parties lists maintained by the United States, European Union, United Nations or Australia
“Sanctioned Target”	any person or entity (i) designated on any list of targeted persons or entities issued under the sanctions-related law or regulation of a Relevant Jurisdiction; (ii) that is, or is owned or controlled by, a government of a Sanctioned Country; or (iii) that is the target of sanctions under the law or regulation of a Relevant Jurisdiction because of a relationship of ownership, control, or agency with a person or entity described in (i) or (ii)
“SDN List”	the list of specially designated nationals and blocked persons published and maintained by OFAC
“Secondary Sanctionable Activity”	certain activity by a listing applicant that may result in the imposition of sanctions against the Relevant Person(s) by a Relevant Jurisdiction (including designation as a Sanctioned Target or the imposition of penalties), even though the listing applicant is not incorporated or located in that Relevant Jurisdiction and does not otherwise have any nexus with that Relevant Jurisdiction
“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

DEFINITIONS

“S\$” or “SGD”	Singapore dollars, the lawful currency of Singapore
“SGL Trust”	an irrevocable discretionary trust pursuant to a deed of settlement dated 24 December 2018 made between Fame Attain as the settlor on one part and Vistra Trust as the trustee on the other part
“Shanghai Jinxiong”	Shanghai Jinxiong Paper Making Net Carpet Co., Ltd.* (上海金熊造紙網毯有限公司), a company established in the PRC with limited liability on 31 October 2000 and an indirect non-wholly owned subsidiary of our Company, the equity interest of which is wholly owned by Sichuan Huanlong
“Shanghai Production Site”	our production base located at No. 78 Jian’an Road, Fengjing Town, Jinshan District, Shanghai, the PRC
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of HK\$0.01 each
“Share Option Scheme”	the share option scheme our Company conditionally adopted on 9 December 2021, the principal terms of which are summarised in the paragraph headed “Statutory and General Information — D. Share Option Scheme” set out in Appendix V to this document
“Shareholder(s)”	holder(s) of our Share(s)
“Sichuan Huanlong”	Sichuan Huanlong Technology Fabric Co., Ltd.* (四川環龍技術織物有限公司), a company established in the PRC with limited liability on 7 February 2007 and an indirect non-wholly owned subsidiary of our Company, the equity interest of which is held as to approximately 98.4% by Huanlong Lixin and approximately 1.6% by Marvel Dragon, respectively

[REDACTED]

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“Sole Sponsor” CMBC International Capital Limited, a licensed corporation under the SFO to carry on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities, acting as the sole sponsor of the [REDACTED] and an Independent Third Party

“South Source” South Source Enterprises Limited (南源企業有限公司), a company incorporated in the BVI with limited liability on 3 October 2018 and wholly-owned by Mr. Zhou

[REDACTED]

“Stock Exchange” The Stock Exchange of Hong Kong Limited

“subsidiary(ies)” has the meaning ascribed thereto under the Listing Rules

“Substantial Shareholder(s)” has the meaning ascribed thereto under the Listing Rules

“Takeovers Code” The Code on Takeovers and Mergers issued by the SFC, as amended, modified and supplemented from time to time

“Track Record Period” the period comprising the three financial years ended 31 December 2020 and the six months ended 30 June 2021

“U.S.” or “United States” the United States of America, its territories, its possessions and all areas subject to its jurisdiction

“U.S. dollars”, “US\$” or “USD” United States dollars, the lawful currency for the time being of the United States

“U.S. Securities Act” the U.S. Securities Act of 1933, as amended from time to time and the rules and regulations promulgated thereunder

[REDACTED]

DEFINITIONS

[REDACTED]

“Vanov Tianhe”	Vanov Tianhe International Holdings Limited (環龍天和國際控股有限公司), a limited liability company incorporated in Hong Kong on 30 November 2018 and an indirect wholly-owned subsidiary of our Company
“Virtuous Way”	Virtuous Way Limited (賢途有限公司), a company incorporated in the BVI with limited liability on 22 August 2018 and a direct wholly-owned subsidiary of our Company
“Vistra Trust”	Vistra Trust (Singapore) Pte. Limited is the trustee of both of the SGL Trust and ZJ Trust and holds 100% issued share capital of both of Perfect Angle and Wonderful Advisor in such capacity

[REDACTED]

“Wonderful Advisor”	Wonderful Advisor Limited, a company with limited liability incorporated in the British Virgin Islands on 30 October 2018 and its entire issued share capital is held by Vistra Trust as trustee for the benefit of Mr. Zhou and the children of Ms. Shen under the ZJ Trust
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DEFINITIONS

“Yongxing Shikang”	Ningbo Meishan Bonded Port Area Yongxing Shikang Investment Management Partnership (Limited Partnership)* (寧波梅山保稅港區永興世康投資管理合夥企業(有限合夥)), a partnership established in the PRC with limited liability on 25 December 2015 by Independent Third Parties
“ZJ Trust”	An irrevocable discretionary trust pursuant to a deed of settlement dated 24 December 2018 made between South Source as the settlor on one part and Vistra Trust as the trustee on the other part

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Unless otherwise stated, all the numerical figures are rounded to one decimal place. Any discrepancy in any table between totals and sums of individual amounts listed in any table are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

The English translation of the original names in Chinese or another language of the nationals, entities, enterprises, organisations, institutions, government authorities, departments, facilities, awards, certificates, titles, laws and regulations concerned included in this document which are marked with “” is for identification purpose only. To the extent that there is any inconsistency, the original names in Chinese or another language shall prevail.*

Unless expressly stated or the context otherwise requires, all data in this document is as at the date of this document.

Words importing the singular include, where applicable, the plural and vice versa. Words importing the masculine gender include, where applicable, the feminine and neuter genders.