
DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

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

“Accountant’s Report”	the accountant’s report of our Company, the text of which is set forth in Appendix I to this prospectus
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company adopted on 2 June 2022, a summary of which is set out in Appendix III to this prospectus, as supplemented, amended or otherwise modified from time to time
“associate(s)”	has the meaning ascribed thereto it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	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
“Capitalisation Issue”	the issue of 599,999,000 Shares upon capitalisation of the sum of HK\$5,999,990 standing to the credit of the share premium account of our Company referred to in the paragraph headed “A. Further Information about our Group — 5. Written resolutions of our Shareholders passed on 2 June 2022” in Appendix IV to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant

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“CCASS EIPO”	the application for the Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by (i) instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Public Offer Shares on your behalf; or (ii) if you are an existing CCASS Investor Participant, giving electronic application instructions through the CCASS Internet System (https://ip.ccass.com) or through the CCASS Phone System (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input electronic application instructions for CCASS Investor Participants through HKSCC’s Customer Service Centre by completing an input request
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participants”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Chairman”	the chairman of our Board, Mr. Chen
“Changge Dayang”	Changge City Dayang Paper Industry Co., Ltd (長葛市大陽紙業有限公司), a company established in the PRC on 16 October 2003, being one of our top customers during the Track Record Period
“City Ease”	City Ease Limited (城逸有限公司), a company incorporated in the BVI on 31 March 2021 with limited liability, which is wholly-owned by Mr. Chen and is one of our Controlling Shareholders
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“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

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“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”	WEIli Holdings Limited (偉立控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 21 April 2021
“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 unless the context otherwise requires, means Mr. Chen and City Ease
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules
“COVID-19”	the coronavirus pandemic, an ongoing 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 16 June 2022 executed 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 paragraph headed “E. Other information — 1. Tax and other indemnities” in Appendix IV to this prospectus
“Deed of Non-Competition”	the deed of non-competition dated 16 June 2022 executed by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for each of our subsidiaries) regarding certain non-competition undertakings, details of which are set out in the section headed “Relationship with our Controlling Shareholders — Non-competition undertakings” in this prospectus

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“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》)
“Enlighten East”	Enlighten East Limited (啟東有限公司), a company incorporated in the BVI on 8 December 2020 with limited liability which is owned as to 32.66%, 28.57%, 22.44% and 16.33% by Mr. Hu, Mr. Wu, Mr. Lu and Mr. Lin, respectively, and is a Substantial Shareholder
“eWhite Form”	the application for Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the eWhite Form Service Provider at www.ewhiteform.com.hk
“eWhite Form Service Provider”	the eWhite Form Service Provider designated by our Company, as specified on the designated website at www.ewhiteform.com.hk
“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
“FRC”	Financial Reporting Council
“FY2018”	the financial year ended 31 December 2018
“FY2019”	the financial year ended 31 December 2019
“FY2020”	the financial year ended 31 December 2020
“FY2021”	the financial year ended 31 December 2021
“FY2022”	the financial year ending 31 December 2022
“FY2023”	the financial year ending 31 December 2023
“FY2024”	the financial year ending 31 December 2024
“Grande Capital” or “Sponsor”	Grande Capital Limited, the sponsor to our Company’s application for the Listing and a licensed corporation under the SFO to engage in type 6 (advising on corporate finance) regulated activities

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“GREEN Application Form(s)”	the application form(s) to be completed by the eWhite Form Service Provider
“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, our present subsidiaries and the businesses operated by such subsidiaries or their predecessors (as the case may be)
“Harbin Shixiang”	Harbin Shixiang Trading Company Limited* (哈爾濱仕翔經貿有限公司), a company established in the PRC on 2 April 2007, being one of our top customers during the Track Record Period
“HKD” or “HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKFRSs”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”, “HKSAR” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar of our Company
“Hong Kong WEIli”	Hong Kong WEIli Holdings Limited (香港偉立控股有限公司), a company incorporated in Hong Kong on 30 April 2021 with limited liability and an indirect wholly-owned subsidiary of our Company
“Huanggang AMR” or “Huanggang AIC”	Huanggang Administration for Market and Regulation* (黃岡市市場監督管理局), formerly known as Huanggang Administration for Industry and Commerce of Hubei Province* (湖北省黃岡市工商行政管理局)

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“Hubei Golden Three Gorges”	Hubei Golden Three Gorges Printing Industry Co., Ltd. (湖北金三峽印務有限公司), a company established in the PRC on 15 August 1992 and a subsidiary of Jia Yao Holdings Limited (stock code: 1626), a company listed on the Main Board of the Stock Exchange, being one of our top customers during the Track Record Period
“Hubei Qiangda”	Hubei Qiangda Packaging Industry Company Limited* (湖北強大包裝實業有限公司), a company established in the PRC with limited liability on 8 June 2011 and an indirect wholly-owned subsidiary of our Company
“Hubei Xinjiarui”	Hubei Xinjiarui Packaging Company Limited* (湖北新嘉瑞包裝有限責任公司), a company established in the PRC on 13 February 2019, being one of our top customers during the Track Record Period
“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 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 Ipsos 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 Standardization, 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
“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

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“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
“Ipsos”	Ipsos Asia Limited, an independent market research agency, which is an independent third party
“Joint Bookrunners”	First Shanghai Securities Limited, CRIC Securities Company Limited and Zhongtai International Securities Limited
“Joint Lead Managers”	First Shanghai Securities Limited, CRIC Securities Company Limited, Zhongtai International Securities Limited, Valuable Capital Limited, Cinda International Capital Limited, Livermore Holdings Limited, China Galaxy International Securities (Hong Kong) Co., Limited and Kingsway Financial Services Group Limited
“Latest Practicable Date”	8 June 2022, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information in this prospectus prior to its publication
“Listing”	listing of the Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Thursday, 30 June 2022, on which dealings in the Shares first commence on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified and supplemented from time to time
“low-end cigarettes”	tier 4 to tier 5 cigarettes
“Main Board”	the Main Board of the Stock Exchange
“M&A Rules”	the Regulations on the Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定), jointly issued by the State-owned Assets Supervision and Administration Commission (國務院國有資產監督管理委員會), MOFCOM, SAT, SAIC, CSRC and SAFE on 8 August 2006 and amended by MOFCOM on 22 June 2009

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“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company approved and adopted on 2 June 2022, a summary of which is set out in Appendix III to this prospectus and as supplemented, amended or otherwise modified from time to time
“mid-to-high-end cigarettes”	tier 1 to tier 3 cigarettes
“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
“Moral Fame”	Moral Fame Technology Limited (德名科技有限公司), a company incorporated in Samoa on 26 April 2005 wholly-owned by Mr. Lin and an equity holder of Hubei Qiangda at the time of its establishment
“Mr. Chen”	Mr. Chen Weizhuang (陳偉莊先生), our executive Director, Chairman and one of our Controlling Shareholders
“Mr. Hu”	Mr. Hu Haoran (胡浩然先生), our non-executive Director and a shareholder of Enlighten East holding 32.66% of its issued share capital
“Mr. Lin”	Mr. Lin Huan (林歡先生), a shareholder of Enlighten East holding 16.33% of its issued share capital
“Mr. Lu”	Mr. Lu Shunhe (盧順和先生), a shareholder of Enlighten East holding 22.44% of its issued share capital
“Mr. Wu”	Mr. Wu Bo (吳波先生), a shareholder of Enlighten East holding 28.57% of its issued share capital
“Mr. Yu”	Mr. Yu Tianbing (余天兵先生), our executive Director, chief executive officer and a Substantial Shareholder
“Newpage”	Newpage Financial Press Limited, a company incorporated in Hong Kong with limited liability on 24 October 2016 and a connected person of our Company
“Nomination Committee”	the nomination committee of the Board
“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and the Stock Exchange trading fee of 0.005%) at which the Offer Shares are to be subscribed for or issued pursuant to the Share Offer

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“Offer Share(s)”	the Public Offer Shares and the Placing Shares
“Over-allotment Option”	the option expected to be granted by our Company under the Placing Underwriting Agreement to the Joint Bookrunners, which is exercisable in full or in part by the Joint Bookrunners (on behalf of the Placing Underwriters), pursuant to which our Company may be required to allot and issue up to an aggregate of 30,000,000 Shares, representing 15% of the initial number of Offer Shares offered under the Share Offer, at the Offer Price to cover over-allocations in the Placing, if any
“Placing”	the conditional placing of the Placing Shares by the Placing Underwriters at the Offer Price to selected professional, institutional and other investors as set out in the section headed “Structure and Conditions of the Share Offer” in this prospectus
“Placing Shares”	the 180,000,000 Shares being initially offered by our Company for subscription at Offer Price pursuant to the Placing, subject to re-allocation as described in the section headed “Structure and Conditions of the Share Offer” in this prospectus
“Placing Underwriter(s)”	the underwriters of the Placing, who are expected to enter into the Placing Underwriting Agreement to underwrite the Placing
“Placing Underwriting Agreement”	the conditional underwriting and placing agreement relating to the Placing expected to be entered into on or about the Price Determination Date by, among others, our Company, our executive Directors, our Controlling Shareholders, the Sponsor the Joint Bookrunners, the Joint Lead Managers and the Placing Underwriters, particulars of which are summarised in the section headed “Underwriting” in this prospectus
“PRC” or “China”	the People’s Republic of China, which for the purpose of this prospectus, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“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”	Guangdong Wannuo Law Office, the legal advisers of our Company as to PRC law

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“Pre-IPO Investment”	the transfer of 3.00% of the equity interest in Hubei Qiangda from Mr. Hu to the Pre-IPO Investor as described in the paragraph headed “History, development and reorganisation — Pre-IPO investment” in this prospectus
“Pre-IPO Investor”	Mr. Lam Wing Chak Victor (林永澤先生), notwithstanding the Pre-IPO Investment, the Pre-IPO Investor is an independent third party
“Predecessor Companies Ordinance”	the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before 3 March 2014
“Price Determination Agreement”	the agreement to be entered into by the Joint Bookrunners (for themselves and on behalf of the Underwriters) and our Company on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or around Friday, 24 June 2022, on which the Price Determination Agreement is entered into but in any event no later than Monday, 27 June 2022
“Public Offer”	the offer of the Public Offer Shares for subscription by the members of the public in Hong Kong for cash at the Offer Price (plus brokerage of 1.0%, 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 prospectus and the GREEN Application Form
“Public Offer Shares”	the 20,000,000 Shares initially being offered for subscription under the Public Offer, subject to re-allocation as described in the section headed “Structure and Conditions of the Share Offer” in this prospectus
“Public Offer Underwriters”	the underwriters of the Public Offer whose names are set out in the section headed “Underwriting — Public Offer Underwriters” in this prospectus
“Public Offer Underwriting Agreement”	the conditional underwriting agreement dated 16 June 2022 relating to the Public Offer entered into among our Company, our executive Directors, our Controlling Shareholders, the Sponsor, the Joint Bookrunners, the Joint Lead Managers and the Public Offer Underwriters, particulars of which are summarised in the section headed “Underwriting” in this prospectus
“Regulation S”	Regulation S under the U.S. Securities Act

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“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the reorganisation of our Group for the purpose of the Listing as described in the section headed “History, development and Reorganisation — Reorganisation” in this prospectus
“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
“SAFE Circular No. 13”	the Circular of the State Administration of Foreign Exchange on Further Simplifying and Improving the Direct Investment-related Foreign Exchange Administration Policies (《關於進一步簡化和改進直接投資外匯管理政策的通知》) promulgated by SAFE on 13 February 2015
“SAFE Circular No. 37”	the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles (《國家外匯管理局關於境內居民通過境外特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) promulgated by SAFE on 4 July 2014
“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)
“Share Offer”	the Public Offer and the Placing

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“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 2 June 2022, the principal terms of which are summarised in the paragraph headed “D. Share Option Scheme” in Appendix IV to this prospectus
“Shengxi Global”	Shengxi Global Limited (盛喜環球有限公司), a company incorporated in BVI with limited liability on 29 March 2021 and a direct wholly-owned subsidiary of our Company
“sq.m.”	square metre
“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into between City Ease and the Stabilising Manager, pursuant to which the Stabilising Manager may borrow up to 30,000,000 Shares to cover any over-allocations in the Share Offer
“Stabilising Manager”	First Shanghai Securities Limited
“State Council”	the State Council of the PRC
“STMA”	the State Tobacco Monopoly Administration (中國國家煙草專賣局)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and details of our Substantial Shareholders are set out in the section headed “Substantial Shareholders” in this prospectus
“Takeovers Code”	The Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“tier 1 cigarettes”	cigarettes with retail price above RMB18 per box
“tier 2 cigarettes”	cigarettes with retail price ranging from RMB13 to RMB18 per box
“tier 3 cigarettes”	cigarettes with retail price ranging from RMB6 to below RMB13 per box
“tier 4 cigarettes”	cigarettes with retail price ranging from RMB3 to below RMB6 per box
“tier 5 cigarettes”	cigarettes with retail price below RMB3 per box

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“Track Record Period”	FY2019, FY2020 and FY2021
“Underwriters”	the Public Offer Underwriters and the Placing Underwriters, details of which are set out in the section headed “Underwriting” in this prospectus
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“United States” or “U.S.”	the United States of America
“U.S. Securities Act”	United States Securities Act of 1933, as amended, modified and supplemented from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“VAT”	value-added tax
“Yong Ning”	Yong Ning Limited (永寧有限公司), a company incorporated in the BVI on 4 January 2021 with limited liability, which is wholly-owned by Mr. Yu and is a Substantial Shareholder
“%”	per cent

The English translation of the PRC entities, enterprises, nationals, facilities, regulations, in Chinese or another language included in this prospectus 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.*