

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

In this document, 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 document
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company adopted on [●], a summary of which is set out in Appendix III to this document, 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
“[REDACTED]”	[REDACTED]
“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
“[REDACTED]”	the issue of [REDACTED] Shares upon capitalisation of the sum of HK\$[REDACTED] 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 [●]” in Appendix IV to this document
“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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“[REDACTED]”	[REDACTED]
“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 [●] 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 document
“Deed of Non-Competition”	the deed of non-competition dated [●] executed by our Controlling Shareholders in favour of our Company (for itself and as trustee for each of its 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 document
“Director(s)”	the director(s) of our Company

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“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
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“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
“Grande Capital” or “Sponsor”	Grande Capital Limited, the sponsor to our Company’s application for the [REDACTED] and a licensed corporation under the SFO to engage in type 6 (advising on corporate finance) regulated activities
“[REDACTED]”	[REDACTED]

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“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
“[REDACTED]”	[REDACTED]
“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)
“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

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“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
“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

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“Ipsos”	Ipsos Asia Limited, an independent market research agency, which is an independent third party
“Latest Practicable Date”	1 March 2022, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information in this document prior to its publication
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“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
“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company approved and adopted on [●], a summary of which is set out in Appendix III to this document 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

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“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
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

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“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“PRC” or “China”	the People’s Republic of China, which for the purpose of this document, 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
“Pre-[REDACTED] Investment”	the transfer of 3.00% of the equity interest in Hubei Qiangda from Mr. Hu to the Pre-[REDACTED] Investor as described in the section headed “History, development and reorganisation — Pre-[REDACTED] investment” in this document
“Pre-[REDACTED] Investor”	Mr. Lam Wing Chak Victor (林永澤先生), notwithstanding the Pre-[REDACTED] Investment, the Pre-[REDACTED] 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
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

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“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the reorganisation of our Group for the purpose of the [REDACTED] as described in the section headed “History, development and Reorganisation — Reorganisation” in this document
“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

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“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)
“[REDACTED]”	[REDACTED]
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on [●], the principal terms of which are summarised in the paragraph headed “D. Share Option Scheme” in Appendix IV to this document
“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
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

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“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 document
“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
“Track Record Period”	FY2019, FY2020 and FY2021
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“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

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“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 document 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.*