

DEFINITIONS

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

“ABS”	asset-backed security plan issued by Jiaoyun Gas on 6 April 2016
“AFRC”	Accounting and Financial Reporting Council
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company, conditionally adopted on 22 October 2022 which will become effective upon [REDACTED], a summary of which is contained in Appendix IV to this document, and as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “our Board”	the board of Directors
“Business Day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	British Virgin Islands
[REDACTED]	[REDACTED]
“Capitalisation Issue”	the issue of our Shares to be made upon capitalisation of certain sum standing to the credit of the share premium account of our Company as referred to in “Statutory and General Information — A. Further Information About Our Group — 4. Written resolutions of our Shareholders passed on 22 October 2022” in Appendix V to this document
“Cayman Islands Companies Act” or the “Companies Act”	the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“CBIRC Supervision Team in Gaomi”	the China Banking and Insurance Regulatory Committee, Supervision Team in Gaomi (中國銀行監督管理委員會濰坊監管分局高密監管組)
“CBIRC Supervision Office of Shandong Province”	the China Banking and Insurance Regulatory Committee, Supervision Office of Shandong Province (中國銀行保險監督管理委員會山東監管局)

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“CBIRC Supervision Sub-office in Weifang” the China Banking and Insurance Regulatory Committee, Supervision Sub-office in Weifang (中國銀行保險監督管理委員會濰坊監管分局)

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

“CIC” or “China Insights Consultancy” China Insights Industry Consultancy Limited (灼識企業管理諮詢(上海)有限公司), an independent professional market research and consulting company, an Independent Third Party

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“CIC Report”	the independent industry report commissioned by us and prepared by CIC independently
“Chairman”	chairman of the Board
“Changyi Mei’ao”	Changyi Mei’ao Natural Gas Co., Ltd.* (昌邑市美澳天然氣有限公司), a company established in the PRC with limited liability on 1 November 2004 and an Independent Third Party
“China” or “PRC”	the People’s Republic of China which, for the purpose of this document and for geographical reference only and except where the context requires otherwise, does not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	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 “JY Gas”	JY GAS LIMITED (交运燃气有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 9 March 2021 and the holding company of our Group upon completion of the Reorganisation and the proposed vehicle of [REDACTED]
“Concession”	the concession right granted under our Concession Agreement
“Concession Agreement”	our concession agreement entered into with Gaomi City Bureau of Municipal Affairs Administration* (高密市市政管理局) to operate natural gas related businesses within the administrative area of Gaomi City in August 2009
“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 requires otherwise, refers to the controlling shareholders of our Company, namely, Mr. Luan Xiaolong, LXL Phoenix, SEGM Holding, and SDJY Holding, either individually or as a group of persons where the context requires

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“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Governance Code”	Corporate Governance Code as set out in Appendix 14 to the Listing Rules
“COVID-19”	a viral respiratory disease caused by the severe acute respiratory syndrome coronavirus
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of Indemnity”	the deed of indemnity dated 22 October 2022 and executed by our Controlling Shareholders in favour of our Company (for itself and as trustee for each of its subsidiaries), particulars of which are set out in “Statutory and General Information — D. Other Information — 1. Tax and other indemnities” in Appendix V to this document
“Deviation”	the deviation from intended use of certain loan proceeds by us during the period from 1 January 2019 to 17 December 2020 as detailed in “Business — Regulatory Compliance — Non-compliance incidents — Deviation from Intended Use of Loan Proceeds” in this document
“Director(s)”	the director(s) of our Company
“Expansion Plan”	our expansion plan as defined in “Future Plan and Use of Proceeds” in this document
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the Government of Hong Kong
“Gaomi Haojia”	Gaomi Haojia Fuel Gas Co., Ltd.* (高密豪佳燃氣有限公司), a limited liability company established in the PRC on 28 May 2010 and an Independent Third Party
“Gaomi Rongtong”	Gaomi Rongtong Private Financing Registration Service Co., Ltd.* (高密市融通民間融資登記服務有限公司), a limited liability company established in the PRC on 24 February 2014 and a former non-wholly-owned subsidiary of Jiaoyun Gas prior to the Reorganisation
“Gaoyun Investment”	Gaoyun Investment (Shandong) Co., Ltd.* (高運投資(山東)有限公司), (formerly known as Weifang Gaoyun Private Capital Management Co., Ltd.* (濰坊市高運民間資本管理有限公司)), a limited liability company established in the PRC on 24 February 2014 and a former non-wholly-owned subsidiary of Jiaoyun Gas prior to the Reorganisation

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[REDACTED]	[REDACTED]
“Goldcard Meters”	Goldcard wireless remote gas meters, nationally accredited gas meters in the PRC designed by Goldcard Smart Group Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300349)
[REDACTED]	[REDACTED]
“Group” or “our Group” or “we” or “us”	our Company and its subsidiaries or any of them, or where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Guorui Real Estate”	Gaomi Guorui Real Estate Co., Ltd.* (高密國瑞置業有限公司), a limited liability company established in the PRC on 24 November 2009 and indirectly wholly-owned by Mr. Luan Xiaolong, hence it is a connected person of our Company
“HK\$” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards which include standards and interpretations promulgated by the Hong Kong Institute of Certified Public Accountants
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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[REDACTED]

[REDACTED]

“Hong Kong Stock Exchange” or
“Stock Exchange”

The Stock Exchange of Hong Kong Limited

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Independent Third Party(ies)”

individual(s) or company(ies) who or which, to the best of our Directors’ knowledge, information, and belief having made all reasonable enquiries, is/are independent from and not connected with (within the meaning of the Listing Rules) any directors, chief executives and substantial shareholders of our Company or any of its subsidiaries and any of their respective associates

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

DEFINITIONS

[REDACTED]

[REDACTED]

“Jiaodong Peninsula”	a peninsula in Shandong Province in eastern China, between the Bohai Sea to the north and the Yellow Sea to the south
“Jiaoyun Car Transport”	Shandong Gaomi Traffic Car Transport Co., Ltd.* (山東高密市交運汽車運輸有限公司), a limited liability company established in the PRC on 3 January 2001 and indirectly held as to approximately 59.61% by Mr. Luan Linjiang and approximately 40.39% by Mr. Luan Xiaolong, hence it is a connected person of our Company
“Jiaoyun Gas”	Gaomi Jiaoyun Natural Gas Co., Ltd.* (高密市交運天然氣有限公司), a limited liability company established in the PRC on 14 July 2003 and our wholly-owned subsidiary
“Jiaoyun Group”	Gaomi Jiaoyun Group Co., Ltd.* (高密市交運集團有限公司) (formerly known as Gaomi Jiaoyun Investment Holding Co., Ltd.* (高密市交運控股有限公司)), a limited liability company established in the PRC on 20 January 2014 and is owned as to 75.06% by Mr. Luan Xiaolong and as to 24.94% by Mr. Luan Linjiang, hence it is a connected person of our Company
“Jiaoyun Market”	Gaomi Jiaoyun Market Co., Ltd.* (高密市交運市場有限公司), a limited liability company established in the PRC on 3 September 2014 and is owned as to 99% by Mr. Luan Linjiang and 1% by Mr. Luan Xiaolong, hence it is a connected person of our Company
“Jiaoyun Property”	Gaomi Jiaoyun Property Co., Ltd.* (高密市交運置業有限公司), a limited liability company established in the PRC on 11 April 2006 and is owned as to 99.98% by Mr. Luan Linjiang and as to 0.02% by Mr. Luan Xiaolong, hence it is a connected person of our Company

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“Jiaoyun Shihua”	Gaomi Jiaoyun Shihua Natural Gas Co., Ltd.* (高密市交運實華天然氣有限公司), a limited liability company established in the PRC on 7 April 2013 and our non-wholly owned subsidiary, which is owned as to 70% by Jiaoyun Gas and 30% by Shandong Shihua
“Jiaoyun Thermal”	Gaomi Jiaoyun Thermal Co., Ltd.* (高密市交運熱力有限公司), a limited liability company established in the PRC on 23 July 2008 and a former non-wholly-owned subsidiary of Jiaoyun Gas prior to the Reorganisation
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“JY Gas BVI”	JY GAS HOLDING LIMITED, a company incorporated under the laws of BVI on 23 March 2021 and our wholly-owned subsidiary
“JY Gas HK”	JY GAS HK Limited, a company incorporated under the laws of Hong Kong on 22 April 2021 and our wholly-owned subsidiary
“JY Gas WFOE”	Jiaoneng Energy Investment (Shandong) Co., Ltd.* (交能能源投資(山東)有限公司), a limited liability company and a wholly foreign-owned enterprise established in the PRC on 28 May 2021 and our wholly-owned subsidiary

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“Latest Practicable Date”	21 October 2022, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document
[REDACTED]	[REDACTED]
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
[REDACTED]	[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)
“LLJ Phoenix”	LLJ Phoenix Limited, a company incorporated under the laws of BVI on 9 February 2021, which is wholly owned by Mr. Luan Linjiang
“LXL Phoenix”	LXL Phoenix Limited, a company incorporated under the laws of BVI on 9 February 2021, which is wholly owned by Mr. Luan Xiaolong, and is one of our Controlling Shareholders
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange, independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company conditionally adopted on 22 October 2022, which will become effective upon [REDACTED], a summary of which is contained in Appendix IV to this document, as amended from time to time
“MOFCOM”	The Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Luan Linjiang”	Mr. Luan Linjiang (樂林江先生), an executive Director
“Mr. Luan Linxin”	Mr. Luan Linxin (樂林新先生), an executive Director
“Mr. Luan Xiaolong”	Mr. Luan Xiaolong (樂小龍先生), an executive Director and one of our Controlling Shareholders
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)

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“Non-compliant Bill Financing Arrangements”	certain non-compliant bill financing arrangements which we carried out for the year ended 31 December 2019 and the period from 1 January 2020 to 17 June 2020 as detailed in “Business — Regulatory Compliance — Non-compliance incidents — Non-compliant bill financing” in this document
“NPC”	National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Operating Area”	our operating area (now representing approximately 70% of the administrative area of Gaomi City) in which we have actively supplied natural gas, and such area is within the granted area under the Concession
[REDACTED]	[REDACTED]
“PBOC of Gaomi”	Gaomi Branch of People’s Bank of China (中國人民銀行高密市支行)
“PBOC of Jinan”	the Jinan Branch of People’s Bank of China (中國人民銀行濟南分行)

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“PetroChina”	PetroChina Company Limited (中國石油天然氣股份有限公司), a joint stock company established in the PRC with limited liability, the shares of which are listed on the Stock Exchange (stock code: 857), the New York Stock Exchange (stock code: PTR) and the Shanghai Stock Exchange (stock code: 601857), and/or its subsidiaries (including PetroChina Company Limited Shandong Sales Branch (中國石油天然氣股份有限公司天然氣銷售山東分公司)). PetroChina is an Independent Third Party
“PRC Government” or “State”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“PRC Legal Advisers”	Jingtian & Gongcheng, legal advisers to our Company as to PRC law in connection with the [REDACTED]
“[REDACTED] Investment”	the [REDACTED] investment made by the [REDACTED] Investor into our Group, details of which are described in “History, Reorganisation and Corporate Structure — [REDACTED] Investment” in this document
“[REDACTED] Investor” or “Mr. Tsang”	Mr. Tsang Kwong Kwan Mor (曾光群先生), the [REDACTED] investor of our Group, and whose background is set out in “History, Reorganisation and Corporate Structure — [REDACTED] Investment — Information regarding the [REDACTED] Investor” in this document
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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“Private Group”	the companies which are under the control of (or 50% or more of the equity interest or issued share capital of which are owned by) Mr. Luan Xiaolong and Mr. Luan Linjiang, directly or indirectly, collectively or individually, except for their interest in our Group
“Property Valuation Report”	the property valuation report prepared by the Property Valuer, the text of which is set out in Appendix III to this document
“Property Valuer”	APAC Asset Valuation and Consulting Limited, the property valuer engaged by us, which is an Independent Third Party
“QMHC”	QMHC LIMITED, a company incorporated in Hong Kong with limited liability on 6 May 2021 and indirectly wholly-owned by the [REDACTED] Investor through QMRIG prior to the Reorganisation and an wholly-owned subsidiary of our Company after the Reorganisation
“QMIG”	QMIG LIMITED, a company incorporated in the BVI with limited liability on 25 March 2021 and wholly-owned by the [REDACTED] Investor
“QMRIG”	QMRIG LIMITED, a company incorporated in the BVI with limited liability on 30 March 2021 and directly wholly-owned by the [REDACTED] Investor prior to the Reorganisation and an wholly-owned subsidiary of our Company after the Reorganisation
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation arrangements undergone by our Group in preparation for the [REDACTED], details of which are set out in “History, Reorganisation and Corporate Structure — Reorganisation” in this document
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國國務院國有資產管理委員會)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)

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“SDJY Holding”	SDJY Holding Limited, a company incorporated under the laws of BVI on 9 February 2021, which is wholly-owned by Mr. Luan Xiaolong, and is one of our Controlling Shareholders
“SEGM Holding”	SEGM Holding Limited, a company incorporated under the laws of BVI on 26 February 2021 which is wholly-owned by SDJY Holding, which is in turn wholly-owned by Mr. Luan Xiaolong, and is one of our Controlling Shareholders
“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
“Shandong Shihua”	Shandong Shihua Natural Gas Co., Ltd.* (山東實華天然氣有限公司), a company established in the PRC with limited liability on 13 August 2002, which is held as to 50% by Sinopec and 50% by Shandong Luxin Industrial Group Co., Ltd.* (山東省魯信實業集團有限公司) (which is in turn indirectly wholly-owned by the Shandong Province Finance Bureau). Shandong Shihua holds 30% equity interest in Jiaoyun Shihua, our subsidiary, and hence is a connected person of our Company at the subsidiary level
“Share(s)”	ordinary share(s) of US\$0.0001 each in the share capital of our Company
“Shareholder(s)”	holder(s) of our Share(s)
“Sinopec”	China Petroleum & Chemical Corporation (中國石油化工股份有限公司), a joint stock company established in the PRC with limited liability, the shares of which are listed on the Hong Kong Stock Exchange (stock code: 386), the London Stock Exchange (stock code: SNP) and the Shanghai Stock Exchange (stock code: 600028), and/or its subsidiaries. Sinopec is an Independent Third Party
[REDACTED]	[REDACTED]
“Sole Sponsor”	China Industrial Securities International Capital Limited, a licensed corporation under the SFO to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities (as defined under the SFO), acting as the sole sponsor to the [REDACTED]
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
“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
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as issued by the SFC and as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the periods comprising the three years ended 31 December 2021 and the four months ended 30 April 2022
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“United States” or “US” or “U.S.” or “USA”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“USD” or “US\$”	the US dollars, the lawful currency of the United States
“value-added tax” or “VAT”	the applicable value-added tax as stipulated by relevant PRC laws from time to time
“Warranting Directors”	Mr. Luan Linjiang, Mr. Luan Xiaolong, and Mr. Luan Linxin
“Warranting Shareholders”	the Controlling Shareholders, LLJ Phoenix, and Mr. Luan Linjiang
“WFOE”	wholly foreign owned enterprise
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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“Yuanhua Trading”	Gaomi Yuanhua Trading Co., Ltd.* (高密市遠華貿易有限公司), a limited liability company established in the PRC on 10 June 2015 which is directly held as to 100% by Ms. Sun Meiling (孫美玲女士) (wife of Mr. Li Wanmin, one of the senior management of our Company), who in turn held such equity interest on entrustment for Jiaoyun Group pursuant to an entrustment agreement dated 10 June 2015 between Jiaoyun Group and Ms. Sun Meiling. Jiaoyun Group is held as to approximately 75.06% by Mr. Luan Xiaolong and 24.94% by Mr. Luan Linjiang, respectively. Hence it is a connected person of our Company
“Zhonghui Energy”	Weifang Zhonghui Energy Co., Ltd.* (濰坊中輝能源有限公司), a limited liability company established in the PRC on 7 December 2017 and an Independent Third Party
“%”	per cent

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.

*The English names of PRC laws, regulations, government authorities, institutions, companies or entities established in the PRC included in this document are translations of their Chinese names, which are marked with * and included for identification purposes only. In the event of inconsistency, the Chinese versions shall prevail.*

Unless expressly stated or otherwise required by the context, all data are as at the Latest Practicable Date.

Unless otherwise specified, all references to any shareholding in our Company does not take into account any Shares to be issued upon the exercise of the [REDACTED].