

DEFINITIONS

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

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| “affiliate” | with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person |
| “AFRC” | <u>Accounting and Financial Reporting Council</u> |
| “Articles of Association” | the articles of association of our Company, conditionally adopted on [●], 2022 with effect from the [REDACTED], and as amended from time to time, a summary of which is set out in Appendix III to this document |
| “Board” or “Board of Directors” | the board of Directors of our Company |
| “Business day” or “business day” | a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong |
| “BVI” | the British Virgin Islands |
| “Cayman Companies Act” or “Companies Act” | the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time |
| “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 Investor Participant” | a person admitted to participate in CCASS as an investor participant who may be an individual, joint individuals or a corporation |
| “CCASS Participant” | A CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant |
| “CFDA” | the China Food and Drug Administration (國家食品藥品監督管理總局), which was integrated into SAMR pursuant to the Circular of the State Council on Establishment of Institutions (《國務院關於機構設置的通知》) issued by the State Council on March 22, 2018 |
| “Chuxiong Weilong Foods” | Chuxiong Weilong Foods Co., Ltd. (楚雄衛龍食品有限公司), a company incorporated under the laws of the PRC on August 13, 2019 and a wholly-owned subsidiary of the Company |
| “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” or “our Company” or “the Company” | WEILONG Delicious Global Holdings Ltd (卫龙美味全球控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on July 6, 2018 |
| “CSRC” | China Securities Regulatory Commission (中國證券監督管理委員會) |
| “Delong Color Printing” | Luohe Delong Color Printing Development Co., Ltd. (漯河市德龍彩印發展有限公司), a company incorporated under the laws of the PRC on July 31, 2017 and held by Chengdu Xinghengtai Co., Ltd. (成都市興恆泰印務有限公司) (an Independent Third Party) and Mr. LIU Fuping as to 70% and 30% of its equity interests, respectively |

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| “Director(s)” | director(s) of our Company |
| “EFeng Capital” | EFeng Capital Ltd (易豐資本有限公司), a company incorporated under the laws of the BVI on June 28, 2018 with limited liability and a wholly-owned subsidiary of the Company |
| “EFeng Investment Development” | EFeng Investment Development Limited (易豐投資發展有限公司), a company incorporated under the laws of Hong Kong with limited liability and a wholly-owned subsidiary of the Company |
| “EIT Law” | Enterprise Income Tax Law of the People’s Republic of China (中華人民共和國企業所得稅法), as amended, supplemented or otherwise modified from time to time |
| “EIT Rules” | Implementation Rules of the EIT Law (中華人民共和國企業所得稅法實施條例) |
| “Exchange Participant(s)” | a person: (a) who, in accordance with the Hong Kong Listing Rules, may trade on or through the Hong Kong Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Hong Kong Stock Exchange as a person who may trade on or through the Hong Kong Stock Exchange |
| “Extreme Conditions” | extreme conditions caused by a super typhoon as announced by the government of Hong Kong |
| | [REDACTED] |
| “Group” or “our Group” or “we” or “us” | our Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the context may require) |
| “Hehe Foods” | Luohe Hehe Foods Technology Co., Ltd. (漯河和和食品科技有限責任公司), a company incorporated under the laws of the PRC on August 31, 2018 with limited liability and a wholly-owned subsidiary of the Company |
| “HH Global Capital” | HH Global Capital Ltd (和和全球資本有限公司), a company incorporated under the laws of the BVI on July 4, 2018 with limited liability and held by Amused Town Limited and Decision Stone Limited as to 95% and 5% of its equity interests, respectively |

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| “HH Global Holdings” | HH Global Holdings Ltd (和和控股有限公司), a company incorporated under the laws of the BVI on July 9, 2018 with limited liability and a wholly-owned subsidiary of the Company |
| “HH Green Philosophy” | HH Green Philosophy Ltd (和和綠色理念有限公司), a company incorporated under the laws of the BVI on June 28, 2018 with limited liability and wholly owned by Mr. LIU Weiping |
| “HH Innovation Group” | HH Innovation Group Ltd (和和集團創新有限公司), a company incorporated under the laws of the BVI on June 28, 2018 with limited liability and wholly owned by Mr. LIU Fuping |
| “HH International Enterprise” | HH International Enterprise Limited (和和國際事業有限公司), a company incorporated under the laws of Hong Kong on July 19, 2020 with limited liability and a wholly-owned subsidiary of the Company |
| “HK\$” or “HK dollars” | Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong |

[REDACTED]

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| “HKSCC” | Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited |
| “HKSCC Nominees” | HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC |
| “Hong Kong” or “HK” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Listing Rules” or “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) |

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong Share Registrar”

[REDACTED]

“Hong Kong Stock Exchange” or “Stock Exchange”

the Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

“IFRS”

International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and the International Accounting Standards and interpretation issued by the International Accounting Standards Committee

“Independent Third Party(ies)”

any entity or person who is not a connected person of our Company within the meaning ascribed thereto under the Listing Rules

[REDACTED]

DEFINITIONS

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| “Joint Sponsors” | Morgan Stanley Asia Limited, China International Capital Corporation Hong Kong Securities Limited and UBS Securities Hong Kong Limited |
| “Latest Practicable Date” | <u>November 18</u> , 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication |
| “Lewei Agricultural Foods Processing” | Luohe Lewei Agricultural Foods Processing Co., Ltd. (漯河樂味農產品加工有限公司) a company incorporated under the laws of the PRC on July 31, 2017 with limited liability and a wholly-owned subsidiary of the Company |

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| “Lewei Seasoning Processing” | Luohe Lewei Seasoning Processing Co., Ltd. (漯河市樂味調味品加工有限公司), a company incorporated under the laws of the PRC on July 31, 2017 with limited liability and a wholly-owned subsidiary of the Company |
| | [REDACTED] |
| “Listing Committee” | the Listing Committee of the Hong Kong Stock Exchange |
| | [REDACTED] |
| “Luliang Weilong Foods” | Weilong Foods (Luliang) Co., Ltd. (衛龍食品(陸良縣)有限公司), a company incorporated under the laws of the PRC on February 19, 2021 and a wholly-owned subsidiary of the Company |
| “Luohe Pingping Plant” | <u>One of our production plants located in Luohe, Henan Province</u> |
| “Luohe Weidao Plant” | One of our production plants located in Luohe, Henan Province |
| “Luohe Weilai Plant” | One of our production plants located in Luohe, Henan Province |
| “Luohe Xinglin Plant” | One of our production plants under construction in Luohe, Henan Province |
| “Macau” | the Macau Special Administrative Region of the PRC |
| “Main Board” | the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange |
| “March Pre- [REDACTED] Investors” | <u>CPE, CWL Management XVIII Limited, Hillhouse, Tencent, Yunfeng Capital, Sequoia Capital China, Duckling Fund, L.P., Hosen Capital, and Oceanpine Capital</u> |
| “Meiwei Foods Technology” | Luohe Weilong Meiwei Foods Technology Development Co., Ltd. (漯河衛龍美味食品科技發展有限責任公司), a company incorporated under the laws of the PRC on January 22, 2019 with limited liability and a wholly-owned subsidiary of the Company |
| “MEE” | the Ministry of Ecology and Environment of the PRC (中華人民共和國生態環境部) |

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| “Memorandum” or “Memorandum of Associations” | The amended and restated memorandum of association of our Company, conditionally adopted on [●], 2022 with effect from the [REDACTED], and as amended from time to time, a summary of which is set out in Appendix III to this document |
| “MEP” | the Ministry of Environment Protection of the PRC (中華人民共和國環境保護部), which no-longer retained since March 2018 |
| “MOFCOM” | the Ministry of Commerce of the PRC (中華人民共和國商務部) |
| “Nanning Weilai Commerce” | Nanning Weilai Commerce Co., Ltd. (南寧市衛來商貿有限公司), a company incorporated under the laws of the PRC on February 5, 2021 and a wholly-owned subsidiary of the Company |
| “NDRC” | the 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) |
| “NHFPC” | National Health and Family Planning Commission of the PRC (中華人民共和國國家衛生與計劃生育委員會), which no-longer retained since March 2018 |
| “OEM” | original equipment manufacturer |

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| “PBOC” | the People’s Bank of China (中國人民銀行), the central bank of the PRC |
| “Ping Ping Foods” | Luohe Ping Ping Foods Co., Ltd. (漯河市平平食品有限責任公司), a company incorporated under the laws of the PRC on September 9, 2004 with limited liability and a wholly-owned subsidiary of the Company |
| “PRC” or “China” | the People’s Republic of China. For the purposes of this document only and except where the context requires otherwise, excludes Hong Kong, Macau and Taiwan |
| “PRC GAAP” | PRC Generally Accepted Accounting Principles |
| “PRC Legal Advisors” | Commerce & Finance Law Offices, the PRC legal advisors of our Company |
| “Pre-[REDACTED] Investments” | the Pre-[REDACTED] investments in our Company undertaken by the Pre-[REDACTED] Investors, details of which are set out in the section headed “History and Reorganization” in this document |
| “Pre-[REDACTED] Investors” | CPE, CWL Management XVIII Limited, Hillhouse, Tencent, Yunfeng Capital, Sequoia Capital China, Duckling Fund, L.P., Hosen Capital, Oceanpine Capital and Shanghai Hongluo |

[REDACTED]

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| “document” | this document being issued in connection with the [REDACTED] |
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| “province” | a province or, where the context requires, a provincial level autonomous region or municipality, under the direct supervision of the central government of the PRC |
| “QIB” | a qualified institutional buyer within the meaning of Rule 144A |
| “Qingdao Weilong Foods” | Qingdao Weilong Foods Co., Ltd. (青島衛龍食品有限公司), a company incorporated under the laws of the PRC on September 27, 2019 and a wholly-owned subsidiary of the Company |
| “Qorghas Liushi” | Qorghas Liushi Equity Investment LLP (霍爾果斯劉氏股權投資合夥企業 (有限合夥)), a limited liability partnership incorporated under the laws of the PRC on February 28, 2017 and dissolved on April 6, 2021. Before dissolution, Qorghas Liushi was held by Mr. LIU Weiping, Mr. LIU Fuping and Shanghai Jiafeng as to 47.5%, 47.5% and 5% of its equity interests respectively |
| “Regulation S” | Regulation S under the U.S. Securities Act |
| “Reorganization” | the offshore and onshore reorganization as set out in section headed “History and Reorganization – Reorganization” |
| “RMB” or “Renminbi” | Renminbi, the lawful currency of the PRC |
| “RSU Scheme” | The RSU Scheme of our Company as approved on January 1, 2021, which was adopted by the Company to incentivize and reward our Directors, members of senior management and other employees who have contributed to the development of our Group, a summary of the principal terms of which is set out in “Statutory and General Information – D. Employee Incentive Scheme” in Appendix IV to this document |
| “Rule 144A” | Rule 144A under the U.S. Securities Act |
| “SAFE” | State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局) |
| “SAIC” | State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), currently known as SAMR |
| “SAMR” | 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), formerly known as SAIC |

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| “SAT” | the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局) |
| “SCNPC” | Standing Committee of the National People’s Congress (全國人民代表大會常務委員會) |
| “Securities and Futures Ordinance” or “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| “SFC” | the Securities and Futures Commission of Hong Kong |
| “Shanghai Chunfu” | Shanghai Chunfu Industrial Co., Ltd. (上海純福實業有限責任公司), a company incorporated under the laws of the PRC on March 10, 2017 with limited liability and held by Mr. LIU Fuping and Ms. ZHAO Chunchun as to 95% and 5% of its equity interests, respectively |
| “Shanghai Digital Technology” | Shanghai Weilong Digital Technology Co., Ltd. (上海衛龍數字科技有限公司), a company incorporated under the laws of the PRC on May 26, 2021 and a wholly-owned subsidiary of the Company |
| “Shanghai Jiafeng” | Shanghai Jiafeng Industrial Co., Ltd. (上海市嘉烽實業有限責任公司), a company incorporated under the laws of the PRC on April 18, 2017 with limited liability and held by Weini Chunzai and Shanghai Chunfu as to 51% and 49% of its equity interests, respectively |
| “Shanghai Weidao Trade” | Shanghai Weidao Trade Co., Ltd. (上海衛到貿易有限責任公司), a company incorporated under the laws of the PRC on December 20, 2021 with limited liability and a wholly-owned subsidiary of the Company |
| “Shanghai Weilong Biotechnology” | Shanghai Weilong Meiwei Biotechnology Co., Ltd. (上海衛龍美味生物科技有限公司), a company incorporated under the laws of the PRC on May 18, 2020 and a wholly-owned subsidiary of the Company |
| “Shanghai Weilong Information Technology” | Shanghai Weilong Information Technology Co., Ltd. (上海衛龍信息技術有限公司), a company incorporated under the laws of the PRC on January 22, 2021 and a wholly-owned subsidiary of the Company |

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| “Shanghai Weilong International Commerce” | Shanghai Weilong Meiwei International Commerce Co., Ltd. (上海衛龍美味國際商貿有限責任公司), a company incorporated under the laws of the PRC on May 18, 2020 and a wholly-owned subsidiary of the Company |
| “Share(s)” | ordinary shares in the share capital of our Company with a par value of US\$0.00001 per Share |
| “Shareholder(s)” | holder(s) of our Shares |
| | [REDACTED] |
| “State Council” | State Council of the People’s Republic of China (中華人民共和國國務院) |
| | [REDACTED] |
| “subsidiary(ies)” | has the meaning ascribed thereto in section 15 of the Companies Ordinance |
| “Track Record Period” | the three years ended December 31, 2019, 2020, <u>2021 and the six months ended June 30, 2022</u> |
| “U.S.” or “United States” | 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, and the rules and regulations promulgated thereunder |
| | [REDACTED] |
| “US\$” or “U.S. dollars” | United States dollars, the lawful currency of the United States |
| “Weidao Foods” | Luohe Weidao Foods Technology Co., Ltd. (漯河衛到食品科技有 限公司), a company incorporated under the laws of the PRC on July 11, 2018 with limited liability and a wholly-owned subsidiary of the Company |

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| “Weilai Foods” | Luohe Weilai Foods Technology Co., Ltd. (漯河衛來食品科技有限公司), a company incorporated under the laws of the PRC on November 11, 2013 and a wholly-owned subsidiary of the Company |
| “Weilong Biotechnology” | Luohe Weilong Biotechnology Co., Ltd. (漯河市衛龍生物技術有限公司), a company incorporated under the laws of the PRC on June 12, 2020 with limited liability and a wholly-owned subsidiary of the Company |
| “Weilong Commerce” | Luohe Weilong Commerce Co., Ltd. (漯河市衛龍商貿有限公司), a company incorporated under the laws of the PRC on July 11, 2014 with limited liability and a wholly-owned subsidiary of the Company |
| “Weini Chunzai” | Weini Chunzai (Shanghai) Industrial Co., Ltd. (衛你淳在 (上海) 實業有限公司), a company incorporated under the laws of the PRC on March 15, 2017 with limited liability and held by Mr. LIU Weiping and Ms. JIANG Chun as to 95% and 5% of its equity interests, respectively |
| “Xinglin Foods” | Luohe Xinglin Foods Co., Ltd. (漯河杏林食品有限公司), a company incorporated under the laws of the PRC on December 25, 2019 with limited liability and a wholly-owned subsidiary of the Company |
| “Xinyi Weidao” | Xinyi Weidao Commerce Co., Ltd. (新沂衛到商貿有限公司), a company incorporated under the laws of the PRC on May 27, 2021 and a wholly-owned subsidiary of the Company |
| “Yunnan <u>Qujing</u> Plant” | Our production plant under land planning in Qujing, Yunnan Province |
| “Zhumadian Ping Ping” | Zhumadian Ping Ping Foods Co., Ltd. (駐馬店市平平食品有限公司), a company incorporated under the laws of the PRC on February 12, 2007 with limited liability and held by Mr. LIU Weiping and Mr. LIU Fuping as to 60% and 40% of its equity interest, respectively |
| “Zhumadian Weilai Foods” | Zhumadian Weilai Foods Co., Ltd. (駐馬店衛來食品有限公司), a company incorporated under the laws of the PRC on July 20, 2017 and a wholly-owned subsidiary of the Company |
| “Zhumadian Weilai Plant” | Our production plant located in Zhumadian, Henan Province |

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In this document, the terms “associate,” “close associate,” “connected person,” “core connected person,” “connected transaction,” and “substantial shareholder” shall have the meanings given to such terms in the Hong Kong Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this document have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.