

DEFINITIONS

In this Document, unless the context otherwise requires, the following terms and expressions have the meanings set forth below.

“Accountants’ Report”	accountants’ report for the three years ended December 31, 2019, 2020 and 2021 and the six months ended 30 June 2022 in Appendix I to this document
“Anxin Zhipu Investment”	Shenzen Anxin Zhipu Investment Consulting Partnership (Limited Partnership) (深圳安信智普投資諮詢合夥企業 (有限合夥)), a limited partnership established in the PRC on December 4, 2019, one of our Pre-[REDACTED] Investors, the details of which are set out in the section headed “History, Conversion and Corporate Structure” in this document
“Articles of Association” or “Articles”	the articles of association of our Company, which was passed by our Shareholders at the Shareholders’ meeting on [●], which shall become effective on the [REDACTED], as amended, supplemented, or otherwise modified from time to time, a summary of which is set out in Appendix VI to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Company
“Authorized Representative(s)”	the authorized representative(s) of our Company
“Baby Elephant Cosmetic”	Shanghai Baby Elephant Cosmetic Co., Ltd. (上海紅色小象化妝品有限公司), a limited liability company incorporated in the PRC on December 28, 2015, and our wholly owned subsidiary
“Baby Elephant Cosmetic Sales Service”	Shanghai Baby Elephant Cosmetic Sales Service Co., Ltd. (上海紅色小象化妝品銷售服務有限公司), a limited liability company incorporated in the PRC on June 12, 2018, and our wholly owned subsidiary
“Board” or “Board of Directors”	the board of Directors of our Company
“Board Committee(s)”	the board committees of our Company, namely the Audit Committee, the Remuneration and Appraisal Committee and the Nomination Committee

DEFINITIONS

“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

“[REDACTED]” [●]

[REDACTED]

DEFINITIONS

“China” or “PRC”	the People’s Republic of China for the purpose of this document and for geographical reference only, except where the context requires, references in this document to “China” and the “PRC” do not apply to Hong Kong SAR, Macau Special Administrative Region and Taiwan Region
“Companies Ordinance”	the 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”	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
“Company”, “our Company” or “Shanghai Chicmax (上海上美)”	Shanghai Chicmax Cosmetic Co., Ltd. (上海上美化妝品股份有限公司) (including our predecessors, Shanghai Chicmax Cosmetic Co., Ltd. (上海上美化妝品有限公司) and Shanghai Kaka Cosmetic Co., Ltd. (上海卡卡化妝品有限公司))
“Compliance Advisor”	has the meaning ascribed to it under the Listing Rules
“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
“core connected person(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 Mr. Lyu Yixiong, Hongyin Investment, Shanghai Kans, Nanyin Investment and Shanghai Shengyan, for further details, see “Relationship with Controlling Shareholders” in this document
“Conversion”	the conversion of our Company into a joint stock company as described in the section headed “History, Conversion and Corporate Structure” in this document
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Directors”	the directors of our Company

DEFINITIONS

“Domestic Share(s)”	ordinary shares in the share capital of our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Douyin”	Douyin (抖音), a Chinese short video social media app
“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
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FRC”	the Financial Reporting Council of Hong Kong

[REDACTED]

“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	our Company, subsidiaries and consolidated affiliated entities from time to time
“HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchange 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

[REDACTED]

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
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[REDACTED]

“Hongyin Investment”	Shanghai Hongyin Investment Co., Ltd. (上海紅印投資有限公司), a limited liability company incorporated under the laws of the PRC on February 11, 2015, the details of which are set out in the sections headed “Relationship with Controlling Shareholders” and “Appendix VII – Statutory and General Information – 5. Employee Share Ownership Plan”
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DEFINITIONS

“IFRS”	International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards and interpretation issued by the International Accounting Standards Committee
“Independent Third Party(ies)”	any entity(ies) or person(s) who is not a connected person of our Company within the meaning of the Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“Japanese Yen” the lawful currency of Japan

“JD” or “JD.com” jd.com (京東商城), also known as Jingdong, a Chinese e-commerce platform which offers a wide range of products including, among others, household appliances, digital products, clothing, shoes and toys

[REDACTED]

“Joint Sponsors” J.P. Morgan Securities (Far East) Limited, China International Capital Corporation Hong Kong Securities Limited and CLSA Capital Markets Limited

“Kuaishou” Kuaishou Technology (快手科技), a online short video marketing solutions provider and online content services provider in China and listed at Hong Kong Stock Exchange in 2021

“Latest Practicable Date” September 27, 2022, being the latest practicable date prior to the date of this document for the purpose of ascertaining certain information contained in this document

“Leading Investment” Shanghai Leading Investment Co., Ltd. (上海潮尚投資有限公司), a limited liability company incorporated in the PRC on February 14, 2014, and our wholly owned subsidiary

DEFINITIONS

[REDACTED]

“Listing Committee” the Listing Committee of the Hong Kong Stock Exchange

[REDACTED]

“Listing Rules” the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time

“Main Board” the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange

“MOF” Ministry of Finance of the PRC (中華人民共和國財政部)

“MOFCOM” Ministry of Commerce of the PRC (中華人民共和國商務部)

“Mr. Lyu Yixiong” or “Mr. Lyu” Mr. Lyu Yixiong (呂義雄), one of the Controlling Shareholders of our Company

“Mr. Zhang Huai’an” Mr. Zhang Huai’an (張懷安), one of our Pre-[REDACTED] Investors, the details of which are set out in the section headed “History, Conversion and Corporate Structure” in this document

“Nanyin Investment” Shanghai Nanyin Investment Co., Ltd. (上海南印投資有限公司), a limited liability company incorporated in the PRC on February 11, 2015, the details of which are set out in the sections headed “Relationship with Controlling Shareholders” and “Appendix VII – Statutory and General Information – 5. Employee Share Ownership Plan”

DEFINITIONS

“Negative List”	the Special Administrative Measures for Access of Foreign Investment (Negative List) (2021 Edition), most recently jointly promulgated by the MOFCOM and the NDRC on December 27, 2021 and which became effective on January 1, 2022, as amended, supplemented or otherwise modified from time to time
“NMPA”	National Medical Products Administration (國家藥品監督管理局)
“Nippon Shuichi”	Nippon Shuichi Cosmetics Co., Ltd. (日本秀一化粧品株式會社), a limited liability company established in Japan on July 4, 2017, and our wholly owned subsidiary

[REDACTED]

DEFINITIONS

“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), enacted by the Standing Committee of the Eighth National People’s Congress on December 29, 1993 and effective on July 1, 1994, and subsequently amended on December 25, 1999, August 28, 2004, October 27, 2005, December 28, 2013 and October 26, 2018, as amended, supplemented or otherwise modified from time to time
“PRC GAAP”	the PRC Accounting Standards and Accounting Regulations for Business Enterprises (企業會計準則) promulgated by the MOF on February 15, 2006 and its supplementary regulations, as amended, supplemented or otherwise modified from time to time
“PRC Legal Advisors”	Commerce & Finance Law Offices (北京市通商律師事務所), our legal advisors as to the laws of the PRC
“Pre-[REDACTED] Investors”	Ximei Investment and the Series B Investors

[REDACTED]

“province”	each being 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
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[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
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DEFINITIONS

“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“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), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
“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), now known as the SAMR
“SAMR”	the 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 the SAIC
“SAT”	State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“Securities Law” or “PRC Securities Law”	the Securities Law of the PRC (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
“Series A Investors”	White Sand (HK), Shanghai Lianyi and Ximei Investment
“Series B Investors”	Youngor Investment, Mr. Zhang Huai’an, Shanghai Yingfu and Anxin Zhipu Investment
“SFC”	the Securities and Futures Commission of Hong Kong
“Shanghai Asnami”	Shanghai Asnami Cosmetic Co., Ltd. (上海安彌兒化妝品有限公司), a limited liability company incorporated in PRC on May 15, 2019, and our wholly owned subsidiary
“Shanghai Chengyin”	Shanghai Chengyin Enterprise Management Co., Ltd. (上海誠印企業管理有限公司), a limited liability company incorporated under the laws of the PRC on February 8, 2021, the details of which are set out in the section headed “Appendix VII – Statutory and General Information – 5. Employee Share Ownership Plan”
“Shanghai Hongdao”	Shanghai Hongdao Cosmetic Co., Ltd. (上海紅道化妝品有限公司), a limited liability company incorporated in the PRC on February 2, 2018, and our wholly owned subsidiary

DEFINITIONS

“Shanghai Kans”	Shanghai Kans Enterprise Management Co., Ltd. (上海韓束企業管理有限公司) (previously known as Shanghai Kans Cosmetics Co., Ltd. (上海韓束化妝品有限公司)), a limited liability company incorporated in the PRC on June 11, 2003, the details of which are set out in the section headed “Relationship with Controlling Shareholders” in this document
“Shanghai Kans Biotechnology”	Shanghai Kans Biotechnology Co., Ltd. (上海韓束生物科技股份有限公司), a limited liability company incorporated in the PRC on March 18, 2021, and our wholly owned subsidiary
“Shanghai Kans Cosmetic Sales”	Shanghai Kans Cosmetic Sales Service Co., Ltd. (上海韓束化妝品銷售服務有限公司), a limited liability company incorporated in the PRC on June 29, 2016, and our wholly owned subsidiary
“Shanghai Lianyi”	Shanghai Lianyi Venture Capital Center (Limited Partnership) (上海聯毅創業投資中心(有限合夥)), now known as Shanghai Lianxin Phase III Venture Capital Center (Limited Partnership) (上海聯新三期創業投資中心(有限合夥)), a limited partnership established in the PRC on September 18, 2014, one of the Series A Investors, the details of which are set out in the section headed “History, Conversion and Corporate Structure” in this document
“Shanghai One Leaf”	Shanghai One Leaf Cosmetic Co., Ltd. (上海一葉子化妝品有限公司), a limited liability company incorporated in the PRC on September 9, 2014, and our wholly owned subsidiary
“Shanghai Shengyan”	Shanghai Shengyan Business Management Centre (上海盛顏商務管理中心), a sole proprietorship established by Mr. Lyu Yixiong under the laws of the PRC on February 11, 2020, the details of which are set out in the section headed “Relationship with Controlling Shareholders” in this document
“Shanghai Shumei”	Shanghai Shumei Cosmetic Co., Ltd. (上海束美化妝品有限公司), a limited liability company incorporated in the PRC on September 8, 2009, and our wholly owned subsidiary

DEFINITIONS

“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Shanghai Yingfu”	Shanghai Yingfu Enterprise Management Partnership (Limited Partnership) (上海盈輔企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on October 15, 2020, one of our Pre-[REDACTED] Investors, the details of which are set out in the section headed “History, Conversion and Corporate Structure” in this document
“Shanghai Zhongyi”	Shanghai Zhongyi Daily Chemical Co., Ltd. (上海中翊日化有限公司) (previously known as Shanghai Zhongyi Investment Co., Ltd. (上海中翊投資有限公司)), a limited liability company incorporated in the PRC on August 5, 2010, and our wholly owned subsidiary
“Share(s)”	ordinary shares in the capital of our Company with a nominal value of RMB1.00 each, comprising Domestic Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Special Regulations”	the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定)
	[REDACTED]
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong
“subsidiaries”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	member(s) of our Supervisory Committee
“Supervisory Committee”	the supervisory committee of our Company

DEFINITIONS

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Tmall”	tmall.com (天貓), the largest business-to-consumer retail platform in Asia enabling businesses to sell directly to hundreds of millions of consumers throughout China
“Tmall Supermarket”	chaoshi.tmall.com (天貓超市), a proprietary sector of Tmall that mainly engaged in direct sales of grocery and daily consumption products
“Track Record Period”	the three years ended December 31, 2019, 2020 and 2021 and the six months ended 30 June 2022
[REDACTED]	
“U.S.” or “United States”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“VIP.com”	vip.com (唯品會), a Chinese e-commerce website which offers branded products at discounts to retail prices with various product categories
“Weibo”	Weibo (微博), a leading social media platform for people to create, distribute, and discover content

DEFINITIONS

“White Sand (HK)”	White Sand (HK) Investment Limited (白沙興盛(香港)投資有限公司), a limited liability company incorporated under the laws of Hong Kong on April 1, 2014, one of the Series A Investors, the details of which are set out in the section headed “History, Conversion and Corporate Structure” in this document
“Xiaohongshu”	xiaohongshu.com, also known as “RED” (小紅書), a thriving lifestyle community platform which tailors content recommendations to individual users and incubates new consumer trends
“Ximei Investment”	Shanghai Ximei Investment Center (Limited Partnership) (上海希美投資中心(有限合夥)), a limited partnership established in the PRC on February 3, 2015, one of our Pre-[REDACTED] Investors, the details of which are set out in the section headed “History, Conversion and Corporate Structure” in this document
“Youngor Investment”	Youngor Investment Co., Ltd. (雅戈爾投資有限公司), a limited liability company incorporated in the PRC on April 20, 2007, one of our Pre-[REDACTED] Investors, the details of which are set out in the section headed “History, Conversion and Corporate Structure” in this document
“%”	per cent

In this Document, the terms “associate,” “close associate,” “connected person,” “core connected person,” “connected transaction,” “controlling shareholder” and “substantial shareholder” shall have the meanings given to such terms in the 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.