
DEFINITIONS

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

“Accountants’ Report”	the accountants’ report of our Group prepared by the Reporting Accountants set out in Appendix I to this document
“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company adopted on [•] 2022 and which will take effect on the [REDACTED], and as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of the Company and Cayman Islands Company Law” in Appendix III to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Best Talent”	Best Talent Venture Holdings Limited, a BVI business company incorporated in the BVI with limited liability on 4 March 2020, which is owned as to 57.14%, 23.81% and 19.05% by Li Hui, Wu Bangjun and Luo Zikang respectively
“Board” or “Board of Directors”	our board of Directors
“business day”	a day on which banks in Hong Kong are open for general banking business, other than (i) a Saturday or a Sunday; or (ii) a day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.
“BVI”	the British Virgin Islands

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“[REDACTED]”

the issue of [REDACTED] Shares made upon capitalisation of certain sums standing to the credit of the share premium account of our Company as referred to in the paragraph headed “Statutory and General Information — 1. Further Information about our Company — (iv) Written Resolutions of our Shareholders passed on [•]” in Appendix IV to this document

[REDACTED]

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[REDACTED]

“Chairman”	the chairman of the Board
“Chang Nan Financial”	Chang Nan Financial Control Limited, a BVI business company incorporated in the BVI with limited liability on 16 March 2020, which is wholly-owned by Changnan Fund
“Changnan Fund”	Nanchang County Changnan Financial Control Fund Management Co., Ltd.* (南昌縣昌南金控基金管理有限公 司), a limited liability company established under the laws of the PRC on 8 June 2017 and a shareholder of Chang Nan Financial
“Cheerly Success”	Cheerly Success Investment Group Limited, a BVI business company incorporated in the BVI with limited liability on 6 March 2020, which is wholly-owned by Fuzhou Digital Economy
“close associate(s)”	has the same meaning as defined in the Listing Rules
“Companies Act” or “Cayman Companies Act”	Companies Act (as revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), which came into effect on 3 March 2014, as amended, supplemented or otherwise modified from time to time

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“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), which came into effect on 3 March 2014, as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Zhengwei Group Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability on 31 March 2020
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, and in the context of our Company, means Mr. Yang, Ms. Lin, Shengyao Investment, Trendy Peak, Nanchang Tongli LP and Prosperous Season as further detailed in the section headed “Relationship with our Controlling Shareholders” in this document
“core connected person(s)”	has the meaning ascribed thereto under 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 (SARSCoV- 2)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of Indemnity”	the deed of indemnity dated [•] 2022 and entered into by Mr. Yang, Ms. Lin, Shengyao Investment, Trendy Peak, Nanchang Tongli LP and Prosperous Season in favour of our Company, particulars of which are set out in the paragraph headed “Statutory and General Information — 9. Other Information — D. Deed of Indemnity” in Appendix IV to this document

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“Deed of Non-competition”	the deed of non-competition dated [•] 2022 entered into by Mr. Yang, Ms. Lin, Shengyao Investment, Trendy Peak, Nanchang Tongli LP and Prosperous Season in favour of our Company, in respect of certain non-competition undertakings given by our Controlling Shareholders in favour of us, particulars of which are set out in the section headed “Relationship with our Controlling Shareholders” in this document
“Director(s)” or “our Director(s)”	director(s) of our Company
“EIT”	the enterprise income tax payable under the EIT Law
“EIT Law”	the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法), which came into effect on 1 January 2008
“FRC”	the Financial Reporting Council of Hong Kong
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
“Frost & Sullivan Report”	an independent market research report prepared by Frost & Sullivan for the purpose of this document
“Fuzhou Digital Economy”	Fuzhou Digital Economy Investment Group Co., Ltd.* (撫州市數字經濟投資集團有限公司), a company established under the laws of the PRC on 28 December 2015 and a shareholder of Cheerly Success
“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
“Grand Moore Capital” or “Sole Sponsor”	Grand Moore Capital Limited, a licensed corporation under the SFO permitted to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities

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[REDACTED]

“Group”, “our Group”, “we”, “our” or “us”	our Company and its subsidiaries, or where the context refers to any time prior to our Company becoming the holding company of its present subsidiaries, the present subsidiaries of our Company and the businesses operated by such subsidiaries
“Guangchang Plant”	our production plant located in Guangchang, Jiangxi Province, the PRC
“Guangchang Zhenglian”	Guangchang Zhenglian Biotech Co., Ltd* (廣昌縣正蓮生物科技有限公司), a company established under the laws of the PRC on 18 September 2017 and an indirect wholly-owned subsidiary of our Company
“HK\$” or “HK dollars” or “HKD” or “cents”	Hong Kong dollars and cents, the lawful currency for the time being of Hong Kong
“HKFRSs”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
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[REDACTED]

“Independent Third Party(ies)”	persons or companies which are independent of and not connected with (within the meaning of the Listing Rules) any of the directors, chief executives and substantial shareholders (within the meaning of the Listing Rules) of our Company, any of our subsidiaries or any of their respective associates, and an “Independent Third Party” means any of them
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“Jiangxi Zhengwei”	Jiangxi Zhengwei Food Co., Ltd* (江西正味食品有限公司), a company established under the laws of the PRC on 4 January 2002 and an indirect wholly-owned subsidiary of our Company
“kg”	kilogramme
“Latest Practicable Date”	21 June 2022, being the latest practicable date for the inclusion of information in this document prior to the printing of this document
“[REDACTED]”	[REDACTED] of the Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“[REDACTED]”	the date on which [REDACTED] of the Shares on the Main Board first commence, which is expected to be on [REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with GEM of the Stock Exchange
“Mass Jovial”	Mass Jovial Group Limited, a BVI business company incorporated in the BVI with limited liability on 16 March 2020, which is owned as to 40%, 40% and 20% by Zhao Wenjun, Zheng Yongrong and Lan Hui, respectively
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company adopted on [•] and which will take effect on the [REDACTED], and as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of the Company and Cayman Islands Company Law” in Appendix III to this document

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“MOFCOM” or “Ministry of Commerce”	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
“Mr. Lei”	Mr. Lei Jun Feng (雷峻峰), one of our [REDACTED]
“Mr. Su”	Mr. Xinlin Su (蘇鑫林), one of our [REDACTED]
“Mr. Yang”	Mr. Yang Shengyao (楊聲耀), our Chairman, executive Director and one of our Controlling Shareholders
“Ms. Lin”	Ms. Lin Qiuyun (林秋雲), our executive Director, the spouse of Mr. Yang and one of our Controlling Shareholders
“Nanchang Kaixing”	Nanchang Kaixing Industrial Co., Ltd* (南昌市凱興實業有限公司), a company established under the laws of the PRC on 28 November 2005 and an indirect wholly-owned subsidiary of our Company
“Nanchang Plant”	our production plant located in Nanchang, Jiangxi Province, the PRC
“Nanchang Tongli LP”	Nanchang Tongli Enterprise Management Center (Limited Partnership)* (南昌市同利企業管理中心(有限合夥)), a limited partnership established under the laws of the PRC on 20 May 2016 and one of our Controlling Shareholders
“NEEQ”	the National Equities Exchange and Quotations Co., Ltd., a PRC over-the-counter system for trading the shares of public companies
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

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“[REDACTED]”

the final price per [REDACTED] in Hong Kong dollars of not more than HK\$[REDACTED] and expected to be not less than HK\$[REDACTED] (exclusive of brokerage of 1%, the SFC transaction levy of 0.0027%, the Stock Exchange trading fee of 0.005% and FRC transaction levy of 0.00015%) under the [REDACTED], which is expected to be determined as further described in the paragraph headed “Structure and Conditions of the [REDACTED] — Pricing of the [REDACTED]” in this document

“[REDACTED]”

the [REDACTED] and the [REDACTED], together with, where relevant, any additional Shares issued pursuant to the exercise of the [REDACTED]

[REDACTED]

DEFINITIONS

[REDACTED]

“Pluto Universal”	Pluto Universal Holdings Limited, a BVI business company incorporated in the BVI with limited liability on 6 March 2020, which is wholly-owned by Mr. Lei
“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”, “PRC government” or “State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof
“PRC Legal Advisers”	Allbright Law Offices (Fuzhou), the legal advisers to our Company as to the PRC laws
“ [REDACTED] Investment”	the investments in our Company undertaken by our [REDACTED] before the [REDACTED] , details of which are set out in the section headed “History, Reorganisation and Corporate Structure” in this document
“ [REDACTED] ”	Mr. Lei and Mr. Su, and each a “ [REDACTED] ”

[REDACTED]

“Prosperous Season”	Prosperous Season Group Limited, a BVI business company incorporated in the BVI with limited liability on 6 March 2020, which is wholly-owned by Nanchang Tongli LP and one of our Controlling Shareholders
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DEFINITIONS

[REDACTED]

“Reorganisation”	the reorganisation arrangements undergone by our Group in preparation for the [REDACTED], which is more particularly described in the section headed “History, Reorganisation and Corporate Structure” in this document
“Reporting Accountants”	BDO Limited, the reporting accountants of our Company
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to our Directors by our Shareholders, further details of which are contained in the paragraph headed “Statutory and General Information — 5. Share Repurchase Mandate” in Appendix IV to this document
“RMB” or “Renminbi”	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)
“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)

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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)
“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
“Share(s)”	share(s) of our Company with a nominal or par value of US\$0.01 each
“[REDACTED]”	the [REDACTED] and the [REDACTED]
“Share Option Scheme”	the share option scheme conditionally approved and adopted by our Company on [•] 2022, a summary of the principal terms of which is set forth in the paragraph headed “Statutory and General Information — 8. Share Option Scheme” in Appendix IV to this document
“Shareholder(s)”	holder(s) of the Shares
“Shengyao Investment”	Shengyao Investment Group Limited, a BVI business company incorporated in the BVI with limited liability on 4 March 2020, which is wholly-owned by Mr. Yang, and one of our Controlling Shareholders

[REDACTED]

“sq.m.” square metre

[REDACTED]

“State Council” State Council of the PRC (中華人民共和國國務院)

[REDACTED]

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers of Hong Kong
“Track Record Period”	FY2019, FY2020 and FY2021
“Trendy Peak”	Trendy Peak International Limited, a BVI business company incorporated in the BVI with limited liability on 4 March 2020, which is wholly-owned by Ms. Lin, and one of our Controlling Shareholders

[REDACTED]

“United States”	the United States of America
“US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Vantage Link”	Vantage Link Investments Limited, a BVI business company incorporated in the BVI with limited liability on 20 February 2014 which is wholly-owned by Mr. Su
“VAT”	value-added tax

[REDACTED]

DEFINITIONS

“Zhengwei Group”	Zhengwei Group Limited, a company incorporated in Hong Kong with limited liability on 12 May 2020 which is an indirect wholly-owned subsidiary of our Company
“Zhengwei International”	Zhengwei International Limited, a BVI business company incorporated in the BVI with limited liability on 21 April 2020 which is a direct wholly-owned subsidiary of our Company
“%”	per cent

The English names of the companies or entities established in the PRC and the PRC laws and regulations mentioned in this document are translations from their Chinese names. If there is any inconsistency, the Chinese names shall prevail. The English translations of the Chinese names are provided for identification purposes only.