

DEFINITIONS

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

“AFRC”	the Accounting and Financial Reporting Council of Hong Kong (formerly known as the Financial Reporting Council of Hong Kong)
“Articles of Association” or “Articles”	the fourth amended and restated articles of association of our Company conditionally adopted on [REDACTED], which will become effective upon [REDACTED], a summary of which is set out in “Appendix III – Summary of the Constitution of our Company and Cayman Islands company law”
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of directors of our Company
“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]
“Changsha Xiangjiao”	Changsha Xiangjiao Liquor Trading Co., Ltd. (長沙湘窖酒業商貿有限公司), a company with limited liability established in the PRC on December 22, 2021 and an indirectly wholly owned subsidiary of our Company

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“China,” “mainland China,” “PRC” or “State”	People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires otherwise, references in this document to “China” and the “PRC” do not apply to Hong Kong, Macau and Taiwan
“ChinaNet”	ChinaNet Limited (大中華網訊有限公司, formerly known as ChinaNet Com Limited (大中華網訊有限公司) and Ever Brilliance Enterprise Limited (仁恆企業有限公司)), a company with limited liability incorporated in Hong Kong on November 17, 2000 and wholly owned by Mr. Ng
“China Wine”	China Wine Holding Company Limited (中國酒業控股有限公司), a company with limited liability incorporated in Hong Kong on March 9, 2009, an indirectly wholly owned subsidiary of our Company
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules
“Companies Act” or “Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended or supplemented 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
“Companies (WUMP) 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 “the Company”	ZJLD Group Inc (珍酒李渡集團有限公司), an exempted company with limited liability incorporated under the laws of the Cayman Islands on September 24, 2021
“connected person”	has the meaning ascribed thereto under the Listing Rules
“connected transaction”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and refer to Mr. Wu and Zhenjiu Holding
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)

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“Deed of Non-competition”	the deed of non-competition dated [●], 2023 and executed by our Controlling Shareholders in favor of our Company (for ourselves and as trustee for our subsidiaries), details of which are set out in “Relationship with the Controlling Shareholders – Deed of Non-competition”
“Director(s)”	the directors of our Company, including all executive, non-executive and independent non-executive Directors
“Extreme Conditions”	any extreme conditions or events, the occurrence of which will cause interruption to the ordinary course of business operations in Hong Kong and/or that may affect the [REDACTED] Date or the [REDACTED]
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a global market research and consulting company, which is an Independent Third Party
“Frost & Sullivan Report”	an independent market research report commissioned and prepared by Frost & Sullivan for the purpose of this document
	[REDACTED]
“Group”, “our Group”, “our”, “we” or “us”	our Company and all of our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)
“Guizhou Zhenjiu”	Guizhou Zhenjiu Holding Co., Ltd. (貴州珍酒控股有限公司), a company with limited liability established in the PRC on October 18, 2021 and an indirectly wholly owned subsidiary of our Company
“Heyuan Brewing”	Guizhou Heyuan Brewing Co., Ltd. (貴州荷苑釀酒有限公司), a company with limited liability established in the PRC on April 29, 2022 and an indirectly wholly owned subsidiary of our Company

[REDACTED]

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[REDACTED]

“HK\$” or “Hong Kong Dollars” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“Hong Kong” the Hong Kong Special Administrative Region of the PRC

[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]

“Huaze Group” Huaze Group Co., Ltd. (華澤集團有限公司), a company with limited liability established in the PRC on February 1, 2005 and controlled by Mr. Wu

“Huaze Management” Diqing Shangri-La Economic Development Zone Huaze Management Co., Ltd. (迪慶香格里拉經濟開發區華澤管理有限公司), a company with limited liability established in the PRC on January 9, 2006 and controlled by Mr. Wu

“Hunan Xiangjiao” Hunan Xiangjiao Liquor Industry Co., Ltd. (湖南湘窖酒業有限公司), a company with limited liability established in the PRC on November 7, 2003 and an indirectly wholly owned subsidiary of our Company

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“Hunan Xiangjiao Sales”	Hunan Xiangjiao Liquor Sales Co., Ltd. (湖南湘窖酒業銷售有限公司) (formerly known as Shaoyang Kaikouxiao Liquor Co., Ltd. (邵陽開口笑酒業有限責任公司)), a company with limited liability established in the PRC on November 28, 2001 and an indirectly wholly owned subsidiary of our Company
“Hunan Zhenjiu Catering”	Hunan Zhenjiu Zhenpin Catering Co., Ltd. (湖南珍酒珍品餐飲有限公司), a company with limited liability established in the PRC on November 24, 2022 and an indirectly wholly owned subsidiary of our Company
“Hunan Zhenjiu Trading”	Hunan Zhenjiu Trading Co., Ltd. (湖南珍酒商貿有限公司), a company with limited liability established in the PRC on September 26, 2022 and an indirectly wholly owned subsidiary of our Company
“Independent Third Party(ies)”	party or parties that is or are not a connected person within the meaning of the Listing Rules

[REDACTED]

“Jiangxi Lidu”	Jiangxi Lidu Liquor Industry Co., Ltd. (江西李渡酒業有限公司), a company with limited liability established in the PRC on April 8, 2002 and an indirectly wholly owned subsidiary of our Company
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“Jiangxi Lidu Sales”	Jiangxi Lidu Liquor Sales Co., Ltd. (江西李渡酒業銷售有限公司), a company with limited liability established in the PRC on June 16, 2015 and an indirectly wholly owned subsidiary of our Company
“Jiangxi Lidu Trading”	Jiangxi Lidu Trading Co., Ltd. (江西李渡貿易有限公司), a company with limited liability established in the PRC on December 15, 2021 and an indirectly wholly owned subsidiary of our Company
“Jindong Group”	Hunan Jindong Liquor Industry Co., Ltd. (湖南金東酒業有限公司) (formerly known as Hunan Jinliufu Liquor Industry Co., Ltd. (湖南省金六福酒業有限公司)), a company with limited liability established in the PRC on March 23, 2000 and controlled by Mr. Wu
“Jindong Investment”	Jindong Investment Group Co., Ltd. (金東投資集團有限公司), a company with limited liability established in the PRC on January 11, 2013 and controlled by Mr. Wu
“Jindong Sauce”	Jindong Sauce Liquor Brewing Co., Ltd. (金東醬酒釀造有限公司), a company with limited liability established in the PRC on January 20, 2020 and an indirectly wholly owned subsidiary of our Company
“Jinliufu Trading”	Yunnan Jinliufu Trading Co., Ltd. (雲南金六福貿易有限公司), a company with limited liability established in the PRC on November 5, 2010 and controlled by Mr. Wu

[REDACTED]

“Latest Practicable Date”	[January 3, 2023], being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
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[REDACTED]

“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
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DEFINITIONS

[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
“Longhui Xiangjiao”	Longhui Xiangjiao Trading Co., Ltd. (隆回湘窖商貿有限公司) (formerly known as Shaoyang Longhui Xiangjiao Dongcang Liquor Sales Co., Ltd. (邵陽市隆回湘窖洞藏白酒銷售有限公司)), a company with limited liability established in the PRC on October 13, 2020 and an indirectly wholly owned subsidiary of our Company
“M&A Rules”	Regulations on Mergers and Acquisitions of Domestic Companies by Foreign Investors (《關於外國投資者併購境內企業的規定》), which were jointly promulgated by MOFCOM, the SASAC, the STA, the SAIC, the CSRC, and the SAFE on August 8, 2006, which came into effect on September 8, 2006 and was subsequently amended on June 22, 2009
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange. For the avoidance of doubt, the Main Board excludes the GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the fourth amended and restated memorandum of association of our Company conditionally adopted on [REDACTED] to take effect upon [REDACTED], a summary of which is set out in “Appendix III – Summary of the Constitution of our Company and Cayman Islands company law”
“ml”	milliliter
“MOFCOM” or “Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Wu”	Mr. Wu Xiangdong (吳向東), our founder, chairman of the Board and a Controlling Shareholder
“Mr. Ng”	Mr. Ng Kwong Chue Paul (吳光曙), our executive Director, company secretary, and one of our [REDACTED] Investors
“Nanchang Lidu”	Nanchang Lidu Trading Co., Ltd. (南昌李渡商貿有限公司), a company with limited liability established in the PRC on September 24, 2021 and an indirectly wholly owned subsidiary of our Company

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“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)

[REDACTED]

“PBOC” the People’s Bank of China (中國人民銀行), the central bank of the PRC

“PRC Legal Advisor” King & Wood Mallesons, our legal advisor as to PRC Laws

“[REDACTED] Investment(s)” the [REDACTED] investments in the Company undertaken by the [REDACTED] Investors pursuant to the relevant investment agreements, see “History, Development and Corporate Structure – [REDACTED] Investments”

“[REDACTED] Investor(s)” the investors in our Company prior to the [REDACTED] as set forth in “History, Development and Corporate Structure – [REDACTED] Investments”

“Preferred Shares” or “Series A Preferred Shares” series A preferred shares of US\$0.0001 each in the share capital of the Company prior to the [REDACTED]

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[REDACTED]

“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Renminbi” or “RMB”	the lawful currency of the PRC
“Reorganization”	the reorganization of our Group in preparation for [REDACTED], see “History, Development and Corporate Structure – Reorganization”
“Rongrui Group”	Tibet Rongrui Investment Co., Ltd. (西藏融睿投資有限公司), a company with limited liability established in the PRC on December 13, 2012 and controlled by Mr. Wu
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the 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), currently known as the SAMR
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“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

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“SCNPC”	the Standing Committee of the National People’s Congress of the PRC (中華人民共和國全國人民代表大會常務委員會)
“STA”	the State Taxation Administration 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
“Shaoyang Xiangjiao”	Shaoyang Xiangjiao Trading Co., Ltd. (邵陽湘窖商貿有限公司), a company with limited liability established in the PRC on April 26, 2020 and an indirectly wholly owned subsidiary of our Company
“Share(s)”	ordinary shares in the share capital of our Company of US\$0.0001 each prior to the [REDACTED] and US\$[REDACTED] each upon the completion of the [REDACTED]
	[REDACTED]
“Shareholder(s)”	holder(s) of our Share(s)
	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“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

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“Tibet Xiangjiao”	Tibet Xiangjiao Liquor Sales Co., Ltd. (西藏湘窖酒業銷售有限公司) (formerly known as Tibet Huaze Xiang Jiu Sales Co., Ltd. (西藏華澤湘酒銷售有限公司)), a company with limited liability established in the PRC on February 28, 2013 and an indirectly wholly owned subsidiary of our Company
“Track Record Period”	the two financial years ended December 31, 2020 and 2021 and the nine months ended September 30, 2022
	[REDACTED]
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“VAT”	value-added tax
“Vats Hunan”	VATS Hunan Winery Limited (華澤湘酒有限公司, formerly known as Anhui VATS Winery Inc.), a limited company incorporated in the BVI on February 14, 2012 and wholly owned by our Company.
“Vats Liquor”	Vats Liquor Chain Store Management Joint Stock Co., Ltd. (華致酒行連鎖管理股份有限公司), a joint stock limited company established in the PRC on May 26, 2005, listed on the ChiNext market of the Shenzhen Stock Exchange (stock code: 300755) and controlled by Mr. Wu
“Zest Holdings”	Zest Holdings II Pte. Ltd., a limited company incorporated in Singapore on June 30, 2021 and controlled by KKR & Co. Inc.
“Zhenjiu Brewing”	Guizhou Zhenjiu Brewing Co., Ltd.(貴州珍酒釀酒有限公司), a company with limited liability established in the PRC on September 28, 2009 and an indirectly wholly owned subsidiary of our Company
“Zhenjiu Holding”	ZhenJiu Holding Limited (珍酒控股有限公司), a company with limited liability incorporated in the BVI on September 8, 2021, one of our Controlling Shareholders

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“Zhenjiu Sales”	Guizhou Zhenjiu Sales Co., Ltd. (貴州珍酒銷售有限公司), a company with limited liability established in the PRC on October 15, 2009 and an indirectly wholly owned subsidiary of our Company
“Zhenjiu Commercial Trading”	Guizhou Zhenjiu Commercial Trading Co., Ltd. (貴州珍酒商貿有限公司), a company with limited liability established in the PRC on December 10, 2021 and an indirectly wholly owned subsidiary of our Company
“Zhenjiu Trading”	Guizhou Zhenjiu Trading Co., Ltd. (貴州珍酒貿易有限公司), a company with limited liability established in the PRC on July 10, 2019 and an indirectly wholly owned subsidiary of our Company
“Zhen 15” Series	include multiple versions catering to the consumers preference with the standard version Zhen 15 (珍十五) as the core offering
“Zhen 30” Series	include multiple versions catering to the consumers preference with the standard version Zhen 30 (珍三十) as the core offering
“Xiang Jiao Long Jiang” Series	include multiple versions catering to the consumers preference with the standard version Xiang Jiao Long Jiang (湘窖·龍匠) as the core offering

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in the document in both the Chinese and English languages and in the event of any inconsistency, the Chinese version shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.