

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain technical terms are explained in the section headed “Glossary of Technical Terms” in this document.

“Accountants’ Report”	the accountants’ report of our Company, the text of which is set out in Appendix I to this document
“affiliate(s)”	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”	Accounting and Financial Reporting Council (會計及財務匯報局)
“Articles” or “Articles of Association”	the articles of association of our Company adopted on March 16, 2023 with effect from the [REDACTED], as amended from time to time, a summary of which is set out in Appendix V to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Beijing Heyulongsheng”	Beijing Heyulongsheng Trade Co., Ltd. (北京賀裕隆盛貿易有限公司), a company incorporated under the laws of the PRC on January 31, 2013, which became a wholly-owned subsidiary of the Company in September 2020 and was de-registered in August 2021 by way of resolution. Beijing Heyulongsheng was solvent immediately before the de-registration.
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day” or “business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business

[REDACTED]

DEFINITIONS

[REDACTED]

“China” or “the PRC” or the “People’s Republic of China”	the People’s Republic of China, and for the purposes of this document only and except where the context requires otherwise, excluding Hong Kong, Macao Special Administrative Region and Taiwan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Co-founder(s)”	Mr. Wang and Ms. Zhao

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“Company”, “our Company”, “the Company” or “Shiyue Daotian”	Shiyue Daotian Group Co., Ltd. (十月稻田集團股份有限公司), a limited liability company incorporated in the PRC on May 3, 2018, formerly known as Shiyue Daotian Agricultural Technology Co., Ltd. (十月稻田農業科技有限公司) and was converted into a joint stock limited company incorporated in the PRC on January 6, 2023
“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 Law” or “PRC Company Law”	Company Law of the PRC (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“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)” or “Controlling Shareholders Group”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Wang, Ms. Zhao, Shiyue Daotian Enterprise Management, Shiyue Jinfeng, Shiyue Zhongxin and Shenyang Hongsheng, as further detailed in the section headed “Relationship with Our Controlling Shareholders Group” in this document
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the national securities market in China
“Director(s)” or “our Directors”	the director(s) of our Company

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“Domestic [REDACTED] Shares”	ordinary shares in the share capital of our Company, with a nominal value of RMB1.00 each, which are not listed on any stock exchange, and each share will be split into ten shares of RMB0.10 each immediately upon [REDACTED]
“EIT”	the PRC enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the PRC (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, etc. as announced by the government of Hong Kong
“Frost & Sullivan 2022 Survey”	the online questionnaire surveys conducted by Frost & Sullivan and commissioned by our Company, the content of which is set out in the section headed “Industry Overview – Consumer Survey” of this document

[REDACTED]

“Group”, “our Group”, “the Group”, “we”, “us” or “our”	our Company and its subsidiaries
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[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”, “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Listing Rules” or “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

[REDACTED]

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

DEFINITIONS

[REDACTED]

“IFRSs”	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
“Independent Third Party” or “Independent Third Parties”	any entity(ies) or person(s) which/who, to the best knowledge of our Directors having made due and careful enquiries, is/are not a connected person(s) of our Company within the meaning of the Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“Joint Sponsor(s)”	Morgan Stanley Asia Limited, China International Capital Corporation Hong Kong Securities Limited and China Securities (International) Corporate Finance Company Limited
“Latest Practicable Date”	September 13, 2023, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication

[REDACTED]

DEFINITIONS

“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Wang”	Mr. Wang Bing (王兵), spouse of Ms. Zhao, the Chairman of our Board, an executive Director, the General Manager and one of our Controlling Shareholders
“Ms. Zhao”	Ms. Zhao Wenjun (趙文君), spouse of Mr. Wang, an executive Director, the Deputy General Manager, the Chief Marketing Officer and one of our Controlling Shareholders
“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)
“New PRC Regulations”	the “Decision of the State Council to Repeal Certain Administrative Regulations and Documents” issued by the State Council of the PRC on February 17, 2023 and the Overseas Listing Trial Measures and the related guidelines issued by the CSRC on February 17, 2023
“Nomination Committee”	the nomination committee of the Board
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

[REDACTED]

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[REDACTED]

“Overseas Listing Trial Measures”	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (境內企業境外發行證券和上市管理試行辦法) issued by the CSRC on February 17, 2023, effective from March 31, 2023
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Government” or “State”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
“PRC Legal Adviser”	Commerce & Finance Law Offices, the PRC legal adviser of our Company
“Pre-[REDACTED] Investment(s)”	the investment(s) in our Company undertaken by the Pre-[REDACTED] Investor(s) prior to [REDACTED], the details of which are set out in the section headed “History, Development and Corporate Structure” in this document
“Pre-[REDACTED] Investor(s)”	the investor(s) who acquired interest in our Company pursuant to the respective Pre-[REDACTED] Investment(s), details of which are set out in the section headed “History, Development and Corporate Structure” in this document

DEFINITIONS

[REDACTED]

“document”	this document being issued in connection with [REDACTED]
“Province” or “province”	each being a province or, where the context requires, a provincial level autonomous region or municipality under the direct supervision of the PRC Government
“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
“RMB” or “Renminbi”	the lawful currency of the PRC
“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)
“SAT”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of the NPC
“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

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“Series A Financing”	the financing of our Company by Generation Sigma HK Investment Limited in July 2020 and March 2021, details of which are set out in the section headed “History, Development and Corporate Structure” in this document
“Series B Financing”	the financing of our Company by Generation Sigma HK Investment Limited, YF Mega Media (HK) Limited, SCC Growth VI Holdco Y, Ltd., Shenzhen Sequoia Hanchen Equity Investment Partnership (Limited Partnership) (深圳市紅杉瀚辰股權投資合夥企業(有限合夥)), CMC October Holdings Limited and Ningbo Meishan Free Trade Port Zone Ceran Investment Management Partnership (Limited Partnership) (寧波梅山保稅港區策然投資管理合夥企業(有限合夥)) in April 2021, details of which are set out in the section headed “History, Development and Corporate Structure” in this document
“Series C Financing”	the financing of our Company by MIC Capital Management 81 RSC Ltd in October 2022, details of which are set out in the section headed “History, Development and Corporate Structure” in this document
“SFC” or “Securities and Futures Commission”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Stock Exchange, Shanghai Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shanghai
“Share(s)”	Domestic Unlisted Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of our Share(s)

DEFINITIONS

“Share Split”	the split of the Company’s registered Shares with nominal value of RMB1.0 each into 10 Shares with nominal value of RMB0.10 each, which is approved on March 30, 2023 and effective upon completion of the [REDACTED]
“Shenyang Xinchang”	Shenyang Xinchang Grain Trade Co., Ltd. (瀋陽信昌糧食貿易有限公司), a limited liability company incorporated under the laws of the PRC on June 27, 2005 and a wholly-owned subsidiary of the Company
“Shenyang Hongsheng”	Shenyang Hongsheng Enterprise Management Consulting Co., Ltd. (瀋陽鴻升企業管理諮詢有限公司), a limited liability company incorporated under the laws of the PRC on March 20, 2023 and one of our Controlling Shareholders
“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Stock Exchange, SZSE, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shenzhen
“Shiyue Daotian Enterprise Management”	Shenyang Shiyue Daotian Enterprise Management Consulting Partnership (Limited Partnership) (瀋陽十月稻田企業管理諮詢合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on July 24, 2020 and one of our Controlling Shareholders
“Shiyue Jinfeng”	Shenyang Shiyue Jinfeng Enterprise Management Consulting Company Limited (瀋陽十月金豐企業管理諮詢有限公司), a limited liability company incorporated under the laws of the PRC on July 8, 2020 and one of our Controlling Shareholders
“Shiyue Zhongxin”	Shenyang Shiyue Zhongxin Enterprise Management Consulting Partnership (Limited Partnership) (瀋陽十月眾鑫企業管理諮詢合夥企業(有限合夥)), a limited partnership incorporated under the laws of the PRC on July 24, 2020 and one of our Controlling Shareholders
	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Listing Rules

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“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	the supervisor(s) of our Company
“Supervisory Committee”	supervisory committee of the Company
“SZSE”	Shenzhen Stock Exchange
“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
“Track Record Period”	three years ended December 31, 2020, 2021, 2022 and three months ended March 31, 2023
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

[REDACTED]

“United States”, “U.S.” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US dollars”, “U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“VAT”	the PRC value-added tax
“Wuchang Caiqiao”	Wuchang City Caiqiao Rice Industry Co., Ltd. (五常市彩橋米業有限公司), a limited liability company incorporated under the laws of the PRC on December 6, 2013 and a wholly-owned subsidiary of the Company

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.