
DEFINITIONS

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

“AFRC”	Accounting and Financial Reporting Council (會計及財務匯報局)
“Articles of Association” or “Articles”	the articles of association of our Company, as amended, which shall become effective on the [REDACTED], 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
“Board” or “Board of Directors”	the board of directors of our Company
“Board of Supervisors”	the board of supervisors of our Company
“Business day” or “business day”	a day on which banks in Hong Kong are generally open to the public for normal banking business and which is not a Saturday, Sunday or public holiday in Hong Kong
“CAC”	the Cyberspace Administration of China (中國國家互聯網信息辦公室)
	[REDACTED]
“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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[REDACTED]

“Chengming Plant”	one of our three self-operated production facilities that engages in hotpot soup base production
“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this document only, Hong Kong, Macau and Taiwan
“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

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“Company”, or “our Company” or “the Company”	Guoquan Food (Shanghai) Co., Ltd., a limited liability company established under the laws of the PRC on July 11, 2019 and converted into a joint stock limited liability company in the PRC on February 23, 2023
“Company Law” or “PRC Company Law”	Company Law of the People’s Republic of China (中華人民共和國公司法), as amended and adopted by the Standing Committee of the Tenth National People’s Congress on October 27, 2005 and effective on January 1, 2006, as amended, supplemented or otherwise modified from time to time, which was last revised on October 26, 2018
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules and, strictly in accordance with such meaning, includes Mr. Yang, Mr. Meng, Mr. Li, Guoquan Industry, Guoxiaoquan EM and Guoxiaoquan Tech; and “Controlling Shareholder” shall mean any one of them
“Conversion of Domestic [REDACTED] Shares into H Shares”	The conversion of [REDACTED] Domestic [REDACTED] Shares in aggregate held by [REDACTED] existing Shareholders into H Shares upon the completion of [REDACTED]. Such conversion of Domestic [REDACTED] Shares into H Shares has been filed with the CSRC on April 4, 2023 and CSRC has issued the filing notice in respect of the [REDACTED] dated September 5, 2023; and an application for H Shares to be [REDACTED] on the Hong Kong Stock Exchange has been made to the Listing Committee
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSDC (Hong Kong)”	China Securities Depository and Clearing (Hong Kong) Company Limited
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Daixiaji”	Beihai Daixiaji Food Co., Ltd., a limited liability company established under the laws of the PRC, in which we made an equity investment in November 2021
“Director(s)”	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 [REDACTED] on any stock exchange

“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

[REDACTED]

“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]

[REDACTED]

“Group”, “our Group”, “we” or “us” our Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the context may require)

[REDACTED]

“Heyi Plant” one of our three self-operated production facilities that engages in beef processing

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

[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
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[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
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DEFINITIONS

“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

“Joint Sponsors” or [REDACTED]	Huatai Financial Holdings (Hong Kong) Limited and China International Capital Corporation Hong Kong Securities Limited
“Latest Practicable Date”	September 26, 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
	[REDACTED]
“Listing Committee”	the Listing Committee of the Stock Exchange
	[REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Luyi Chengming”	Luyi Chengming Food Co., Ltd. (鹿邑縣澄明食品有限公司), a subsidiary of our Company
“Luyi Heyi”	Luyi Heyi Meat Industry Co., Ltd. (鹿邑縣和一肉業有限公司), a subsidiary of our Company
“Macau”	the Macau Special Administrative Region of the PRC
“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
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部), formerly known as Ministry of Information Industry of the PRC (中華人民共和國信息產業部)
“Mr. Li”	Mr. Li Xinhua (李欣华), one of our Controlling Shareholders
“Mr. Meng”	Mr. Meng Xianjin (孟先進), an executive Director and executive vice president of our Company, one of our Controlling Shareholders

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“Mr. Yang”	Mr. Yang Mingchao (楊明超), the chairperson of the Board, an executive Director and chief executive officer of our Company, one of our Controlling Shareholders
“Ministry of Finance” or “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)
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國發展和改革委員會)

[REDACTED]

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

“PRC GAAP”	generally accepted accounting principles of PRC
“PRC Legal Advisor”	CM Law Firm, the legal advisor to our Company as to the laws of the PRC
“Pre-[REDACTED] Investments”	the pre-[REDACTED] investment(s) in our Group undertaken by the Pre-[REDACTED] Investors, details of which are set out in “History, Development and Corporate Structure — Pre-[REDACTED] Investments”
“Pre-[REDACTED] Investor(s)”	the investor(s) who participated in our Pre-[REDACTED] Investments, details of which are set out in the section headed “History, Development and Corporate Structure — Pre-[REDACTED] Investments”

[REDACTED]

“prospectus”	this document being issued in connection with the Hong Kong Public Offering
“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” or “Qualified Institutional Buyer”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“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)

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“SAT”	State Administration of Taxation of the PRC (國家稅務總局)
“SCNPC”	the Standing Committee of the National People’s Congress (全國人民代表大會常務委員會)
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary shares in the capital of our Company with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(s)
“Sichuan Chengming”	Sichuan Chengming Food Co., Ltd. (四川澄明食品有限公司), a subsidiary of the Company
“SOE(s)”	state-owned enterprise(s)

[REDACTED]

“State Council”	State Council of the People’s Republic of China (中華人民共和國國務院)
“Subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“Supervisor(s)”	member(s) of our Board of Supervisors
“Track Record Period”	the years ended December 31, 2020, 2021, 2022 and the four months ended April 30, 2023

[REDACTED]

“US” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States

DEFINITIONS

“U.S. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated under it
“VAT”	value-added tax
“Wanlai Wanqu”	Luyi County Wanlai Wanqu Food Co., Ltd. (鹿邑縣丸來丸去食品有限公司), a subsidiary of our Company
“Wanlai Wanqu Plant”	one of our three self-operated production facilities that engages in meatball production

[REDACTED]

“%” 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.