
DEFINITIONS

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

“AFRC”	Accounting and Financial Reporting Council
“Articles of Association”	the articles of association of the Company, as amended from time to time, conditionally adopted on 31 October 2023 with effect from the [REDACTED], a summary of which is set out in Appendix V to this document
“associates”	has the meaning ascribed to it under the Listing Rules unless otherwise specified
“Board” or “Board of Directors”	the board of Directors of the Company
“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
“CAGR”	compound annual growth rate
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“CEL Maiming”

Shanghai CEL Maiming Investment Centre (Limited Partnership) (上海光控麥鳴投資中心(有限合夥)), a limited partnership established in the PRC on 27 February 2015, and one of the Pre-[REDACTED] Investors of the Company. For details, please refer to the section headed “History and Corporate Structure – Pre-[REDACTED] Investments”

“Changzhou Mailun”

Changzhou Mailun Investment Centre (Limited Partnership) (常州麥倫投資中心(有限合夥)), a limited partnership established in the PRC on 19 May 2017, and one of our Pre-[REDACTED] Investors. For details, please refer to the section headed “History and Corporate Structure – Pre-[REDACTED] Investments”

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“Chengdu Jiakun”	Chengdu Jiakun Growing Enterprise Management Centre (Limited Partnership) (成都嘉坤成長企業管理中心(有限合夥)), a limited partnership established on 22 January 2017, and one of the Pre-[REDACTED] Investors of the Company. For details, please refer to the section headed “History and Corporate Structure – Pre-[REDACTED] Investments”
“Chinese government” or “PRC government”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and implementing agencies thereof or, where the context requires, any of them
“Chongqing Dekon/Chongqing Tequ”	Chongqing Dekon Agriculture and Animal Husbandry (Group) Co., Ltd. (重慶德康農牧(集團)有限公司), formerly known as Chongqing Tequ Agriculture and Animal Husbandry Co., Ltd. (重慶特驅農牧有限公司), a company established on 21 April 2008 with limited liability, and a wholly-owned subsidiary of the Company
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“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” or “our Company” or “the Company”	Dekon Food and Agriculture Group (四川德康農牧食品集團股份有限公司), a joint stock company incorporated under the laws of the PRC and, if the context requires, include its predecessor. Please refer to the section headed “History and Corporate Structure” in this document
“Connected Person(s)” or “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. Wang Degen and Desheng Ronghe

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“Conversion of Domestic Shares into H Shares”	The conversion of [REDACTED] Domestic Shares in aggregate held by eight existing Shareholders into H Shares on a one-for-one basis upon the completion of [REDACTED]. Such conversion of Domestic Shares into H Shares has been approved by the CSRC on 30 March and 19 July 2023 and an application for H Shares to be [REDACTED] on the Hong Kong Stock Exchange has been made to the Listing Committee
“COVID-19”	the respiratory illness caused by a new form of coronavirus that emerged in 2019
“CSDCC”	China Securities Depository and Clearing Corporation Limited
“CSRC”	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 PRC securities markets
“Desheng Ronghe”	Sichuan Desheng Ronghe Group Co. Ltd. (四川德盛榮和實業集團有限公司), formerly known as Sichuan Desheng Ronghe Industrial Co. Ltd. (四川德盛榮和實業有限公司), a company established in the PRC on 8 June 2017, which is wholly owned by Mr. Wang Degen as at the Latest Practicable Date, and is our Controlling Shareholder
“Director(s)” or “our Director(s)”	the director(s) of our Company
“Domestic Share(s)”	ordinary share in our capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“DT Food”	Sichuan Dekon-Tönnies Premium Food Co., Ltd. (四川德康通內斯食品有限公司), a limited liability company established in the PRC on 25 March 2021, a subsidiary of the Company
“EIT”	PRC’s 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

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“Employee Shareholding Platforms”	Tongchuang Deheng and Zhongcheng Jinyi
“Enterprise resource planning”	a business process management software that allows an organisation to use a system of integrated applications to manage the business and digitalize back-office functions relating to technology, services, and human resources
“Exchange Participant(s)”	a person: (a) who, in accordance with the Listing Rules, may trade on or through the Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Stock Exchange as a person who may trade on or through the Stock Exchange
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“family farm(s)”	collectively, the pig farms under our No. 1 Family Farm model, No. 2 Family Farm model, and poultry farms under our Poultry Family Farm model for us according to contract, as applicable
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., the industry consultant
“Frost & Sullivan Report”	an industry report commissioned by us and independently prepared by Frost & Sullivan in connection with the [REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Group” or “our Group” or “we” or “us”	our Company and, except where the context otherwise requires, all of its subsidiaries or where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries were engaged in and which were subsequently assumed by it

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“H Share(s)” overseas listed foreign shares in our ordinary share capital with a nominal value of RMB1.00 each, to be [REDACTED] and traded in Hong Kong dollars and [REDACTED] on the Stock Exchange

[REDACTED] [REDACTED]

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

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

“Hong Kong” or “HK” the Hong Kong Special Administration Region of the PRC

“Hong Kong Legal Adviser” Slaughter and May, our legal adviser as to HK laws

“Hong Kong Listing Rules” or “Listing Rules” the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“IFRS”

International Financial Reporting Standards, which includes all applicable International Financial Reporting Standards, International Accounting Standards and Interpretations issued by the International Accounting Standards Board

“Independent Third Party(ies)”

an individual or a company who, as far as the Directors are aware after having made all reasonable enquiries, is not a connected person of the Company within the meaning of the Listing Rules

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Joint Sponsors”

China International Capital Corporation Hong Kong Securities Limited and Citigroup Global Markets Asia Limited

“Latest Practicable Date”

26 July 2023, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication

[REDACTED]

[REDACTED]

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“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange
[REDACTED]	[REDACTED]
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“MARA”	the Ministry of Agriculture and Rural Affairs of the People’s Republic of China (中華人民共和國農業農村部)
“MOF”	the Ministry of Finance of the People’s Republic of China (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the People’s Republic of China (中華人民共和國商務部)
“mu”	the traditional Chinese unit of area (畝), one mu is equivalent to approximately 666.67 square metres
“NEEQ”	National Equities Exchange and Quotations System (全國中小企業股份轉讓系統)
“No. 1 Family Farm(s)”	farms operated under the No. 1 Family Farm model
“No. 1 Family Farm model”	the model for our pig segment, under which we provide the farm(s) with weaned piglets, feed, vaccine and veterinary medicine. Such farm(s) will finish and fatten those weaned piglets into market hogs or market piglets, and return the pigs to us for an agreed fee
“No. 2 Family Farm(s)”	farms operated under the No. 2 Family Farm model
“No. 2 Family Farm model”	the model for our pig segment, under which we provide the farm(s) with crossbreeding sows, boar semen, feed, vaccine and veterinary medicine. Such farm(s) will raise sows and produce weaned piglets that are fattened either in the No. 2 Family Farm or nearby No. 1 Family Farms for an agreed fee

DEFINITIONS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“PBOC”

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

“Poultry Family Farm model”

the model for our poultry segment, under which we provide the farm(s) with chicks, feed, vaccine and veterinary medicine. Such farm(s) will raise those chicks into broilers and return the broilers to us for an agreed fee

“Poultry Farming Base model”

the model for our poultry segment, under which we build the farms and lease to farm owners for yellow-feathered broiler farming. Farm owners will raise chicks into broilers and return the broilers to us for an agreed fee

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“PRC” or “China”	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 include Hong Kong, Macau and Taiwan
“PRC Company Law”	the 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)
“PRC Legal Adviser”	Jingtian & Gongcheng, our legal adviser as to PRC laws
“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)
[REDACTED]	[REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“related companies”	has the same meaning as associates as referred to in the Accountants’ Report set out in Appendix I to this document
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“SEC”	the United States Securities and Exchange Commission

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“Self-operated Farm model”	the model under which our Group build farms and employ labour force to carry out scaled farming, and are responsible for breeding, fattening, farming and other related process
“SFC”	the Securities and Futures Commission of Hong Kong
“Shanghai Xunran”	Shanghai Xunran Business Consulting Co., Ltd. (上海潯然商務諮詢有限公司), a company established in the PRC on 11 August 2016 with limited liability, and one of the Pre-[REDACTED] Investors of the Company. For details, please refer to the section headed “History and Corporate Structure – Pre-[REDACTED] Investments”
“Share(s)”	shares in the share capital of our Company, with a nominal value of RMB1.00 each, comprising our Domestic Share(s) and our H Share(s)
“Shareholder(s)”	holder(s) of our Shares
“Sichuan Tequ”	Sichuan Tequ Investment Group Limited (四川特驅投資集團有限公司), formerly known as Sichuan Tequ Investment Limited (四川特驅投資有限公司), a company established in the PRC on 28 June 2005 with limited liability, and a connected person of the Company. For details, please refer to the section headed “Connected Transactions” in this document
[REDACTED]	[REDACTED]
“State”	the People’s Republic of China or the PRC
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange” or “HKEX”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	supervisor(s) of our Company

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“Suzhou Houqi”	Suzhou Houqi Equity Investment Centre (Limited Partnership) (蘇州厚齊股權投資中心(有限合夥)), a limited partnership established in the PRC on 5 January 2018, and one of the Pre-[REDACTED] Investors of the Company. For details, please refer to the section headed “History and Corporate Structure – Pre-[REDACTED] Investments”
“Tequ Husbandry”	Sichuan Tequ Agriculture and Animal Husbandry Technology Group Co., Ltd. (四川特驅農牧科技集團有限公司) (formerly known as Sichuan Tequ Agriculture and Animal Husbandry Technology Group Co., Ltd. (四川特驅農牧科技有限公司)), a limited liability company established in the PRC on 28 April 2016 and a subsidiary of Sichuan Tequ, which is a connected person of the Company
“Tongchuang Deheng”	Chengdu Tongchuang Deheng Enterprise Management Centre (Limited Partnership) (成都同創德恒企業管理中心(有限合夥)), a limited partnership established in the PRC on 13 December 2019, and one of our Employee Shareholding Platforms
“Track Record Period”	The financial years ended 31 December 2020, 2021 and 2022 and the five months ended 31 May 2023
“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
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“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

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“U.S. Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“Valuer” or “JLL”	Jones Lang LaSalle Corporate Appraisal and Advisory Limited, our biological asset valuer and an Independent Third Party
“Yixing CEL”	Yixing CEL Investment Limited (宜興光控投資有限公司), a company established in the PRC on 26 September 2008 with limited liability, and one of the Pre-[REDACTED] Investors of the Company. For details, please refer to the section headed “History and Corporate Structure – Pre-[REDACTED] Investments” in this document
“Zhongcheng Jinyi”	Chengdu Zhongcheng Jinyi Enterprise Management Centre (Limited Partnership) (成都眾誠金宜企業管理中心(有限合夥)), a limited partnership established in the PRC on 18 April 2019, and one of our Employee Shareholding Platforms
“%”	per cent

Unless the content otherwise requires, references to “2020”, “2021” and “2022” in this document refers to our financial year ended 31 December of such year.

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

For ease of reference, the names of the PRC laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain subsidiaries) have been included in the document in both the Chinese and English names and in the event of any inconsistency, the Chinese names shall prevail. English translations of official Chinese names are for reference purpose only.