
DEFINITIONS

In this document, unless the context otherwise requires, the following expressions have the following meanings.

“Accountant’s Report”	the accountant’s report set out in Appendix I to this document
“affiliate(s)”	with respect to any specific person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specific person
“AFRC”	the Accounting and Financial Reporting Council
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company conditionally adopted on [●] and effective from the [REDACTED], a summary of which is set out in Appendix III to this document, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph headed “A. Further information about our Company — 3. Written resolutions of our Shareholders passed on [●]” in Appendix IV to this document
“the Capital Market Intermediary(ies)”	the capital market intermediaries participating in the Share Offer and has the meaning ascribed thereto under the Listing Rules
“[REDACTED]”	[REDACTED]
“Chairman”	the chairman of the Board

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“Chief Executive Officer”	the chief executive officer of our Company
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, the Macao Special Administrative Region and Taiwan
“Circular 13”	the Circular of the State Administration of Foreign Exchange on Further Simplifying and Improving the Foreign Exchange Management Policies for Direct Investment* (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》), which was promulgated by the SAFE on 13 February 2015 and became effective on 1 June 2015
“Circular 37”	the Circular on the Foreign Exchange Management of Offshore Investment and Financing and Round Trip Investment by Domestic Residents through Special Purpose Vehicles* (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》), which was promulgated by the SAFE and became effective on 4 July 2014
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act” or “Cayman Companies Act”	the Companies Act, Cap. 22 (Act of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as the same may be 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 the same may be amended, supplemented or otherwise modified from time to time
“Company”, “our Company” or “the Company”	Zhongshen Jianye Holding Limited (中深建業控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 2 February 2021
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it in the Listing Rules and unless the context requires otherwise, refers to the controlling shareholders of our Company, namely Mr. Sang and Zhongshen Hengtai

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“COVID-19”	a respiratory illness that was first reported in December 2019 and officially named by the World Health Organisation as COVID-19
“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 national securities markets
“Deed of Indemnity”	a deed of indemnity dated [●] entered into by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for our subsidiaries) in respect of, among other things, certain indemnities, further information of which is set out in the section headed “D. Other information — 1. Tax and other indemnities” in Appendix IV to this document
“Director(s)”	the directors of our Company
“EIT”	the enterprise income tax of the PRC
“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 as announced by the government of Hong Kong
“[REDACTED]”	[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”	the report we commissioned Frost & Sullivan to prepare on the current status and forecasts of industries in which our Group operates
“GDP”	gross domestic product
“General Rules of [REDACTED]”	the General Rules of [REDACTED] as amended, supplemented or modified from time to times and where the context so permits, shall include the [REDACTED] Operation Procedures

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“GHURD”	Bureau of Housing and Urban-Rural Development of Guangdong Province* (廣東省住房和城鄉建設廳)
“Group”, “our Group”, “we” or “us”	our Company and our subsidiaries, at the relevant time, or where the context so requires in respect of the period before our Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“HK\$”, “Hong Kong dollar(s)”, “HKD” or “cents”	Hong Kong dollars and cents respectively, the lawful currency for the time being of Hong Kong
“[REDACTED]”	[REDACTED]
“[REDACTED]”	the [REDACTED] designated by our Company as specified in the [REDACTED] or on the designated website at <u>[REDACTED]</u>
“HKFRS”	Hong Kong Financial Reporting Standards (including Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by Hong Kong Institute of Certified Public Accountants
“[REDACTED]”	[REDACTED], a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED] Operational Procedures”	the operational procedures of [REDACTED], containing the practices, procedures and administrative or other requirements relating to [REDACTED]’s services and the operation and functions of the Systems as from time to time in force

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“[REDACTED]”	[REDACTED]
“Hong Kong” or “HK” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the Listing Rules) any Director, chief executive or substantial shareholder (within the meaning of the Listing Rules) of our Company, our subsidiaries or any of their respective associates
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Latest Practicable Date”	30 September 2023, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication
“Lefu Capital”	Lefu Capital Limited (樂福資本有限公司), a company incorporated in Hong Kong with limited liability on 17 December 2020, an indirect wholly-owned subsidiary of our Company
“[REDACTED]”	[REDACTED]
“[REDACTED]”	the [REDACTED] of the Stock Exchange

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“[REDACTED]”	[REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or modified from time to time
“M&A Rules”	the Provisions on the Merger and Acquisition of Domestic Enterprises by Foreign Investors* (關於外國投資者併購境內企業的規定), which was jointly issued by six PRC regulatory agencies, namely, the MOFCOM, the State Assets Supervision and Administration Commission, SAT, SAIC, CSRC and SAFE on 8 August 2006 and became effective on 8 September 2006 and was amended by the MOFCOM on 22 June 2009
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company adopted on [●] with immediate effect and as amended from time to time
“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)
“MOHURD”	the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部)
“Mr. Sang”	Mr. Sang Xianfeng (桑先鋒), an executive Director, the Chairman and one of our Controlling Shareholders and co-founders
“Mr. Xian”	Mr. Xian Yurong (冼玉榮), an executive Director, the Chief Executive Officer and one of our substantial Shareholders and co-founders
“Ms. Hou”	Ms. Hou Ling (侯令女士), the sole beneficial owner of Xinyao Investment

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“National People’s Congress” or “NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“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)
“Nomination Committee”	the nomination committee of the Board
“[REDACTED]”	HK\$[REDACTED] per [REDACTED] (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%), at which the [REDACTED] are to be subscribed for, to be determined as described in the section headed “Structure of the [REDACTED]” in this document
“[REDACTED](s)”	the [REDACTED] and the [REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	the conditional [REDACTED] of the [REDACTED] by the [REDACTED] for and on behalf of our Company with selected professionals, institutional and/or private investors, details of which are described in the section headed “Structure of the [REDACTED]” in this document
“[REDACTED]”	the [REDACTED] Shares initially offered pursuant to the [REDACTED], subject to reallocation as described in the section headed “Structure of the [REDACTED]” in this document
“[REDACTED]”	the [REDACTED] expected to be entered into on or about [●] among our Company, our executive Directors, our Controlling Shareholders, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED] and the Capital Market Intermediaries, in respect of the [REDACTED], as further described in the section headed “[REDACTED]” in this document

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“PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), as enacted by the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective on 1 July 1994, and subsequently amended on 25 December 1999, 28 August 2004, 27 October 2005, 28 December 2013 and 26 October 2018, as amended, supplemented or otherwise modified from time to time
“PRC government” or “State”	the central government of the PRC, including all governmental sub-divisions (such as provincial, municipal and other regional or local government entities)
“PRC Legal Advisers”	King & Wood Mallesons, our legal advisers as to the PRC laws
“[REDACTED] Investment”	the [REDACTED] investment in our Group pursuant to the capital increase agreement dated 19 November 2021 entered into among Zhongshen Jiangye, Lefu Capital, Mr. Sang and Mr. Xian and as described in “History, Reorganisation and corporate structure — [REDACTED] Investment” in this document
“[REDACTED]”	the offer for subscription of the [REDACTED] in Hong Kong at the [REDACTED] and on, and subject to, the terms and conditions of this document, as further described in the section headed “Structure of the [REDACTED]” in this document
“[REDACTED](s)”	the [REDACTED] new Shares being made available by our Company for subscription pursuant to the [REDACTED], subject to reallocation as described in the section headed “Structure of the [REDACTED]” in this document
“[REDACTED]”	the [REDACTED] listed in the section headed “[REDACTED] — [REDACTED]”, being the [REDACTED] of the [REDACTED]
“[REDACTED]”	the [REDACTED] dated [●] entered into among our Company, our executive Directors, our Controlling Shareholders, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED] and the Capital Market Intermediaries in respect of the [REDACTED], as further described in the section headed “[REDACTED]” in this document
“[REDACTED]”	[REDACTED]

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“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the corporate reorganisation of our Group conducted in preparation for the [REDACTED], details of which are set out in “History, Reorganisation and corporate structure — Corporate Reorganisation” in this document
“RMB” or “Renminbi”	Renminbi, the lawful currency for the time being 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), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
“SAMR”	the State Administration for Market Regulation (國家市場監督管理總局) (formerly known as the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局))
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	The Standing Committee of the National People’s Congress (全國人民代表大會常務委員會)
“SFC” 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 modified from time to time
“Share(s)”	ordinary share(s) of HK\$[0.01] each in the share capital of our Company
“[REDACTED]”	the [REDACTED] and the [REDACTED]
“Shareholder(s)”	holder(s) of the Share(s)
“SOE(s)”	State-owned enterprise(s) which is/are wholly or partially owned by the PRC Government
“Sole Sponsor”	Kingsway Capital Limited, a licensed corporation permitted to carry out type 6 (advising on corporate finance) regulated activities under the SFO, being the sole sponsor to our Company in respect of the [REDACTED]

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“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“[REDACTED]”	[REDACTED]
“SZHCB”	Housing and Construction Bureau of Shenzhen Municipality (深圳市住房和建設局)
“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”	the years ended 31 December 2020, 2021 and 2022 and the six months ended 30 June 2023
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollar(s)” or “US\$” or “USD”	United States dollars, the lawful currency for the time being of the United States
“[REDACTED]”	the [REDACTED] of 1933, as amended from time to time
“[REDACTED]”	the [REDACTED] and the [REDACTED]
“[REDACTED]”	the [REDACTED] and the [REDACTED]
“VAT”	value-added tax
“Xinyao Investment”	Xinyao Investment Limited (鑫耀投資有限公司), a company incorporated in the BVI with limited liability on 16 November 2020, a shareholder of our Company and is solely and beneficially owned by Ms. Hou
“Zhongshen Chitai”	Zhongshen Chitai Capital Limited (中深持泰資本有限公司), a company incorporated in the BVI with limited liability on 22 January 2021, one of our substantial Shareholders and is solely and beneficially owned by Mr. Xian

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“Zhongshen Ecological”	Zhongshen Jianye Ecological Construction (Shenzhen) Co., Ltd.* (中深建業生態建設(深圳)有限公司) (formerly known as Zhongjian Tiancheng Construction Development Co., Ltd.* (中建天成建設發展有限公司)), a company established in the PRC with limited liability on 9 June 2017 and an indirect wholly-owned subsidiary of our Company
“Zhongshen Hengtai”	Zhongshen Hengtai Capital Limited (中深亨泰資本有限公司), a company incorporated in the BVI with limited liability on 22 January 2021, one of our Controlling Shareholders and is solely and beneficially owned by Mr. Sang
“Zhongshen Jianye”	Zhongshen Jianye Construction Group Co., Ltd.* (中深建業建設集團有限公司) (formerly known as Zhongjian Shenye Construction Development Co., Ltd.* (中建深業建設發展有限公司)), a company established in the PRC with limited liability on 8 June 2017 and an indirect wholly-owned subsidiary of our Company
“Zhongshen Jianye (Huizhou)”	Zhongshen Jianye (Huizhou) Construction Co., Ltd.* (中深建業(惠州)建設有限公司), a company established in the PRC with limited liability on 3 August 2022 and an indirect wholly-owned subsidiary of our Company
“Zhongshen Jianye (Shenzhen)”	Zhongshen Jianye (Shenzhen) Construction Co., Ltd.* (中深建業(深圳)建設有限公司) (formerly known as Shenzhen Zhongshen Zhuohe Enterprise Management Co., Ltd.* (深圳市中深卓和企業管理有限公司)), a company established in the PRC with limited liability on 3 December 2021 and an indirect wholly-owned subsidiary of our Company
“Zhongshen Jianye Construction Design (Shenzhen)”	Zhongshen Jianye Construction Design (Shenzhen) Co., Ltd.* (中深建業建築設計(深圳)有限公司), a company established in the PRC with limited liability on 26 September 2022 and an indirect wholly-owned subsidiary of our Company
“Zhongshen Jianye Project Management (Shenzhen)”	Zhongshen Jianye Project Management (Shenzhen) Co., Ltd.* (中深建業項目管理(深圳)有限公司), a company established in the PRC with limited liability on 26 September 2022 and an indirect wholly-owned subsidiary of our Company
“Zhongshen Mingye”	Shenzhen Zhongshen Mingye Information Consulting Co., Ltd.* (深圳市中深明業信息諮詢有限公司), a company established in the PRC with limited liability on 2 December 2021 and an indirect wholly-owned subsidiary of our Company

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“Zhongshen Technology”	Zhongshen Jianye Technology (Shenzhen) Co., Ltd.* (中深建業科技(深圳)有限公司) (formerly known as Shenzhen Shi-Feng Labour Service Co., Ltd.* (深圳市世豐勞務有限公司)), a company established in the PRC with limited liability on 12 June 2019 and an indirect wholly-owned subsidiary of our Company
“Zhongshen Xihe”	Zhongshen Xihe Enterprise Limited (中深熙和實業有限公司), a company incorporated in the BVI with limited liability on 22 February 2021 and a direct wholly-owned subsidiary of our Company
“Zhongshen Ximing”	Zhongshen Ximing Capital Limited (中深熙明資本有限公司), a company incorporated in Hong Kong with limited liability on 2 March 2021 and an indirect wholly-owned subsidiary of our Company
“Zhongshen Zhuhai”	Zhongshen (Zhuhai) Construction Co., Ltd.* (中深(珠海)建設有限公司), a company established in the PRC with limited liability on 18 September 2021 and an indirect wholly-owned subsidiary of our Company
“Zhongye Jiancai”	Shenzhen Zhongye Jiancai Co., Ltd.* (深圳市中業建材有限公司), a company established in the PRC with limited liability on 12 June 2019 and an indirect wholly-owned subsidiary of our Company
“%”	per cent

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.

In this document, unless otherwise stated, certain amounts denominated in Renminbi have been translated into Hong Kong dollars at an exchange rate of HK\$1.0 = RMB0.8686 for illustration purpose only. Such conversions shall not be construed as representations that amounts in Renminbi were or could have been or could be converted into Hong Kong dollars at such rates or any other exchange rates on such date or any other date.

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company or entity names in Chinese or another language which are marked with “” and the Chinese translation of company or entity names in English which are marked with “*” is for identification purpose only.*