

DEFINITIONS

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

“Accountants’ Report”	the accountants’ report set out in Appendix I to this document
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong (formerly known as the Financial Reporting Council of Hong Kong)
“algal oil DHA product(s)”	algal oil DHA products which use algal oil DHA supplied by DSM Group
“Articles” or “Articles of Association”	the amended and restated articles of association of the Company conditionally adopted on [•] 2024 and effective on the [REDACTED], a summary of which is set out in Appendix III to this document, as amended or supplemented from time to time
“Audit Committee”	the audit committee of the Board
“Aumay Dairy”	Shanghai Aumay Dairy Company Limited* (上海澳美澳乳業有限公司), a limited liability company established under the laws of PRC on 9 November 2017 and an indirect wholly owned subsidiary of our Company as at the Latest Practicable Date
“Ausnutria Group”	Ausnutria Group consists of a group of companies, the holding company of which, namely, Ausnutria Dairy Corporation Ltd (stock code: 1717), is listed on the Main Board of the Stock Exchange. Ausnutria Group was a supplier of our milk powder products during the Track Record Period and an independent third party
“Beijing Aomei Xingchen”	Beijing Aomei Xingchen Technology and Trade Co., Ltd.* (北京澳美星辰科貿有限公司), a limited liability company established under the laws of the PRC. Beijing Aomei Xingchen was one of our five largest regional distributors during the Track Record Period and an independent third party
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands

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[REDACTED]	[REDACTED]
“Capitalisation Issue”	the issue of [REDACTED] Shares to be made upon capitalisation of certain sum standing to the credit of the share premium account of our Company as referred to in the paragraph headed “Statutory and General Information — 1. Further information about our Group — 1.3. Resolutions in writing of our sole Shareholder passed on [•] 2024” in Appendix IV to this document
[REDACTED]	[REDACTED]
“CFDA”	China Food and Drug Administration of the PRC* (中華人民共和國國家食品藥品監督管理局), which was integrated into SAMR pursuant to the Circular of the State Council on Establishment of Institutions* (國務院關於機構設置的通知) (Guo Fa 2018 No.6) issued by the State Council on 22 March 2018
“Chairman”	Mr. Wang, the chairman of our Board
“Chief Executive Officer”	Mr. Wang, the chief executive officer of our Company
“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 or supplemented from time to time
“Companies Act”	the Companies Act (as Revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company” or “our Company”	Numans Health Food Holdings Company Limited 紐曼思健康食品控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability on 21 January 2019
“Confidence Group”	Confidence Group consists of two companies incorporated in the U.S., namely Confidence International, Inc. and Confidence USA, Inc., which are under common control and management. Confidence Group was a supplier of our U.S. DHA Products during the Track Record Period and an independent third party
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, means Mr. Wang, Ms. Cui and Far-East Fortune

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“Core Trademarks”	those trademarks which were registered by us and applied on our product packaging and promotional materials, including in particular the trademarks bearing our proprietary brand “紐曼思” and “Nemans” which are applied on the packaging and promotional materials of our algal oil DHA products
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of Indemnity”	the deed of indemnity dated [•] 2024 and executed by our Controlling Shareholders in favour of our Company and our subsidiaries to provide certain indemnities, particulars of which are set out in the paragraph headed “Statutory and General Information — 4. Other information — 4.1. Estate duty, tax and other indemnities” in Appendix IV to this document
[REDACTED]	[REDACTED]
“Directors(s)” or “our Director(s)”	the director(s) of our Company
“DSM Group”	company/(ies) belonging to a group of which Koninklijke DSM N.V. is the holding company, being an Euronext Amsterdam listed company principally engaging in providing solutions in respect of pharmaceuticals, early life nutrition and dietary supplements such as vitamins, carotenoids, omega-3 and 6 lipids and nutraceutical ingredients etc. with market coverage in more than 60 countries such as the PRC, North America, India, Brazil, etc. DSM Group was the supplier of the principal raw materials of our algal oil DHA products during the Track Record Period and an independent third party
“DSM Shanghai”	DSM Shanghai consists of two companies established in the PRC, namely DSM Vitamins Trading (Shanghai) Co. Ltd.* (帝斯曼維生素貿易(上海)有限公司) and DSM Vitamins (Shanghai) Co. Ltd.* (帝斯曼維生素(上海)有限公司), which are within the same group of companies with the DSM Group. DSM Shanghai was one of our top suppliers during the Track Record Period and an independent third party
“EIT Law”	the Law of the PRC on Enterprise Income Tax* (《中華人民共和國企業所得稅法》) and the Implementation Rules for the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法實施條例》), as amended or supplemented from time to time

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“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
“Far-East Fortune”	Far-East Fortune Management (China) Co., Ltd. (遠東財富管理(中國)有限公司), (formerly known as Lanfair Network Limited and West Africa Minerals Investment Limited), a company incorporated under the laws of BVI on 15 May 2007 with limited liability, which was owned as to 91% by Mr. Wang and as to 9% by Ms. Cui as at the Latest Practicable Date respectively, and is one of our Controlling Shareholders
[REDACTED]	[REDACTED]
“Frost & Sullivan”	Frost & Sullivan Limited, an independent market research and consulting company which prepared the Frost & Sullivan Report
“Frost & Sullivan Report”	the independent industry report commissioned by our Company and prepared by Frost & Sullivan in relation to the maternal and children nutritional product industry in the PRC
“FY2021”	the year ended 31 December 2021
“FY2022”	the year ended 31 December 2022
“FY2023”	the year ended 31 December 2023
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Gold Nemans”	Gold Nemans (Shanghai) Foods Co., Limited* (金紐曼思(上海)食品有限公司), a limited liability company established in the PRC on 20 December 2010 and an indirect wholly owned subsidiary of our Company as at the Latest Practicable Date

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“Group”, “we”, “our” or “us”	our Company and its subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRSs”	Hong Kong Financial Reporting Standards (including Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hontat Management”	HONTAT Management Consulting (China) Ltd. (瀚達管理顧問(中國)有限公司) (formerly known as Paclight Associates Incorporated), a company incorporated in the BVI with limited liability on 18 August 2009 and a direct wholly owned subsidiary of our Company as at the Latest Practicable Date
“Hontat Nutritional”	Hontat (Shanghai) Nutritional Food Co., Ltd.* (瀚達(上海)營養食品有限公司), a limited liability company established under the laws of PRC on 6 April 2011 and an indirect wholly owned subsidiary of our Company as at the Latest Practicable Date
“independent third party(ies)”	an individual(s) or a company(ies) who or which is/are independent and not connected with (within the meaning of the Listing Rules) any of our Directors, chief executive, substantial shareholders of our Company or any of its subsidiaries, or any of their respective associates
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	the general unconditional mandate granted to our Directors by our Shareholders in relation to the issue of new Shares, further information on which is set forth in the paragraph headed “Statutory and General Information — 1. Further information about our Group — 1.3. Resolutions in writing of our sole Shareholder passed on [•] 2024” in Appendix IV to this document
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Latest Practicable Date”	20 September 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise supplemented from time to time
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of the Company adopted on [•] 2024, a summary of which is set out in Appendix III to this document, as amended or supplemented from time to time

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“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)
“MOH”	Ministry of Health of the PRC* (中華人民共和國衛生部), which has been dissolved and relevant functions and powers are changed to the SAMR
“Mr. Wang”	Mr. Wang Ping (王平先生), one of our Controlling Shareholders, our Chairman, Chief Executive Officer, executive Director, and spouse of Ms. Cui
“Ms. Cui”	Ms. Cui Juan (崔娟女士), one of our Controlling Shareholders, our executive Director, and spouse of Mr. Wang
“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 Zealand DHA Products”	finished algal oil DHA products that are processed in New Zealand
“New Zealand Processing Company”	a company incorporated in November 2013 in New Zealand, being the processing company of our New Zealand DHA Products during the Track Record Period a subsidiary of a multinational food and drink processing conglomerate corporation headquartered in Switzerland and listed on the SIX Swiss Exchange, and an independent third party
“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)
“Numans HK”	Numans Holdings Limited (紐曼思控股有限公司) (formerly known as Matglobe Trading Limited, Yantai Non-Ferrous Metals Group Trading Company Limited and Nemans Holdings Limited (紐曼思控股有限公司)), a company incorporated in Hong Kong with limited liability on 6 June 2006 and an indirect wholly owned subsidiary of our Company as at the Latest Practicable Date
“Numans Sales”	Numans (Global) Sales Limited (formerly known as Kolaris Global Limited), a company incorporated in the Republic of Seychelles with limited liability on 16 January 2014 and an indirect wholly owned subsidiary of our Company as at the Latest Practicable Date

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Pharmtech”	Pharmtech (Hong Kong) Limited (科達藥業有限公司), a company incorporated in Hong Kong with limited liability. Pharmtech was one of our five largest suppliers during the Track Record Period and an independent third party
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this document, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China 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 DHA Products”	finished algal oil DHA products that are processed in the PRC
“PRC Legal Advisers”	Commerce & Finance Law Offices, the legal advisers to our Company as to the laws of the PRC
[REDACTED]	[REDACTED]

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“Probiotics Product(s)”	probiotics products which use probiotics supplied by Probiotics Raw Material Supplier
“Probiotics Raw Material Supplier”	a company incorporated in October 2004 in Denmark, being the supplier of the probiotics raw materials for our probiotics products during the Track Record Period and an independent third party, the shares of which were listed on Nasdaq OMX Copenhagen until it merged with another company listed on NASDAQ OMX Copenhagen in January 2024
“regional distributor(s)”	our distributor(s) for the sales and distribution of our products in the PRC
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the reorganisation of our Group in preparation for the [REDACTED], details of which are set out in the paragraph headed “History, Reorganisation and Group Structure — Reorganisation” in this document
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to our Directors by our Shareholders, further details of which are contained in the paragraph headed “Statutory and General Information — 1. Further information about our Group — 1.7. Repurchases by our Company of our own securities” in Appendix IV to this document
“RMB”	Renminbi, the lawful currency of the PRC
“Rujian International”	Shanghai Rujian International Trading Co., Ltd. * (上海乳健國際貿易有限公司), a limited liability company established under the laws of PRC on 12 November 2002 and an indirect wholly owned subsidiary of our Company as at the Latest Practicable Date
“SAFE”	State Administration of Foreign Exchange of the PRC* (中華人民共和國國家外匯管理局)
“SAFE Circular No. 13”	the Circular of the State Administration of Foreign Exchange on Further Simplifying and Improving the Direct Investment-related Foreign Exchange Administration Policies (《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》)

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“SAFE Circular No. 37”	the Circular on Relevant Issues concerning Foreign Exchange Administration of Overseas Investment and Financing and Return Investments Conducted by Domestic Residents through Overseas Special Purpose Vehicles (《關於境內居民通過特殊目的公司境外投資及返程投資外匯管理有關問題的通知》)
“SAMR”	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)
“SAT”	State Administration of Taxation of the PRC* (中華人民共和國國家稅務總局)
“SCNPC”	Standing Committee of the National People’s Congress* (全國人民代表大會常務委員會)
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shanghai Trilives”	Shanghai Trilives Biotech Co., Ltd (上海康營生物科技有限公司), a company established in July 2013 in the PRC, being the supplier of our New Zealand DHA Products during the Track Record Period and an independent third party
“Shanghai Yicunxin”	Shanghai Yicunxin Information Technology Co., Ltd.* (上海伊寸鑫資訊技術有限公司), a limited liability company established under the laws of the PRC. Shanghai Yicunxin was one of our five largest customers and regional distributors during the Track Record Period and an independent third party
“Shanghai Yicai”	Shanghai Yicai Packaging Products Co., Ltd.* (上海易彩包裝製品有限公司), a limited liability company established under the laws of the PRC. Shanghai Yicai was one of our five largest suppliers during the Track Record Period and an independent third party
Share Option Scheme”	the [REDACTED] share option scheme conditionally adopted by us on [•] 2024, the principal terms of which are summarised in paragraph headed “Statutory and General Information — 3. Further information about our directors and substantial shareholders — 3.5. Share Option Scheme” in Appendix IV to this document
“Share(s)”	ordinary share(s) with a nominal value or par value of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares

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“Sole Sponsor” or “[REDACTED]”	Caitong International Capital Co., Limited, a licenced corporation for carrying on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, acting as the sponsor and [REDACTED] of the [REDACTED] and an independent third party
[REDACTED]	[REDACTED]
“State Council”	the State Council of the PRC* (中華人民共和國國務院)
[REDACTED]	[REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the SFC, as amended or supplemented from time to time
“Tax Adviser”	Prism Hong Kong and Shanghai Limited, the tax adviser of our Company
“Track Record Period”	the financial periods comprising FY2021, FY2022, FY2023 and 6M2024
“Type A regional distributor(s)”	regional distributor(s) which we expect to have relatively higher sales capabilities and are authorised to promote and distribute our nutritional products exclusively but only in their designated distribution regions
“Type B regional distributor(s)”	regional distributor(s) which we expect to have moderate sales capabilities and are authorised to promote and distribute our nutritional products only in their designated distribution regions
“Type C regional distributor(s)”	regional distributor(s) which are authorised to promote and distribute our nutritional products in all regions in the PRC except the regions designated to Type A regional distributors
“U.S.” or “United States”	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
“U.S. DHA Products”	finished algal oil DHA products that are processed in the U.S.

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“U.S. Legal Counsel”	Loeb & Loeb LLP, the special legal counsel of our Company as to U.S. law
“U.S. Securities Act”	the United States Securities Act 1933, as amended or supplemented from time to time
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“USD” or “US\$”	U.S. Dollar, the lawful currency of the United States
“VAT”	value-added tax
“6M2023”	the six months ended 30 June 2023
“6M2024”	the six months ended 30 June 2024
“%”	per cent

Unless otherwise expressly stated or the context otherwise requires, in this document,

- all references to times and dates refer to Hong Kong times and dates;
- the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “core connected person(s)”, “connected transaction(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings ascribed to such terms under the Listing Rules;
- all data in this document is as at the Latest Practicable Date;
- 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; and
- all relevant information in this document assumes no exercise of the [REDACTED].

Terms marked with “” are English translations of the original names in Chinese of the PRC nationals, entities (including certain of our subsidiaries), enterprises, organisations, institutions, government authorities, departments, facilities, awards, certificates, titles, laws and regulations concerned and are included in this document for identification purpose only. In the event of any inconsistency, the Chinese name(s) shall prevail.*