
DEFINITIONS

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

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| “ABS” | asset-backed securities |
| “Accountant’s Report” | the accountant’s report for our Group for the three financial years ended December 31, 2019 issued by PricewaterhouseCoopers, the text of which is set out in Appendix I to this prospectus |
| “affiliate(s)” | any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person |
| “Aiou Electronic” | Henan Aiou Electronic Technology Co., Ltd.* (河南艾歐電子科技有限公司), a limited liability company established in the PRC on March 25, 2014 and our non wholly-owned subsidiary, being owned as to 93.3% by us (through Central China New Life) and 6.7% by Mr. Lu Feng (盧峰) (an Independent Third Party) |
| “Application Form(s)” | WHITE Application Form(s), YELLOW Application Form(s) and GREEN Application Form(s), or where the context so requires, any of them, relating to the Hong Kong Public Offering |
| “Articles” or “Articles of Association” | the amended and restated articles of association of the Company conditionally adopted on April 29, 2020, which will be effective upon the Listing and as amended from time to time, a summary of which is set out in “Appendix III—Summary of the Constitution of the Company and Cayman Islands Company Law” to this prospectus |
| “associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Board” or “Board of Directors” | the board of directors of the Company |
| “business day” | any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are open generally for normal banking business to the public |
| “BVI” | the British Virgin Islands |
| “CAGR” | compound annual growth rate |
| “Capitalization Issue” | the capitalization of an amount of HK\$8,616,610.00 standing to the credit of the share premium account of our Company by applying such sum in paying up in full |

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| | 861,661,000 Shares for allotment and issue to our Shareholders as resolved by our Shareholders on April 29, 2020 |
| “Cayman Companies Law” or “Companies Law” | the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time |
| “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 |
| “CCASS Investor Participant” | a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation |
| “CCASS Participant” | a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant |
| “CCNL (HK)” | Central China New Life (Hong Kong) Limited (建業新生活(香港)有限公司), a company incorporated under the laws of Hong Kong on November 2, 2018 and our wholly-owned subsidiary |
| “CCRE” | Central China Real Estate Limited (建業地產股份有限公司*), an exempted company with limited liability incorporated in the Cayman Islands and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 832) and our connected person |
| “CCRE China” | Central China Residence Group (China) Co., Ltd* (建業住宅集團(中國)有限公司) (formerly known as Henan Central China (Group) Co., Ltd.* (河南建業(集團)有限公司)), a limited liability company established in the PRC on May 22, 1992 and a wholly-owned subsidiary of CCRE |
| “CCRE Group” | CCRE and its subsidiaries |
| “CCRE Henan” | Henan Central China Real Estate Co., Ltd.* (河南建業住宅建設有限公司), a limited liability company established in the PRC on January 21, 1999 and a wholly-owned subsidiary of CCRE |

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| “Central China City” | Henan Central China City Property Service Co., Ltd.* (河南建業城市物業服務有限公司), a limited liability company established in the PRC on January 10, 2020 and our wholly-owned subsidiary |
| “Central China Commercial” | Henan Central China Commercial Property Services Co., Ltd.* (河南建業商業物業服務有限公司), (formerly known as Henan Central China Zhishang Property Services Co., Ltd.* (河南建業至尚物業管理有限公司) and Henan Zhishang Property Management Co., Ltd.* (河南至尚物業管理有限公司)), a limited liability company established in the PRC on August 27, 2015 and our wholly-owned subsidiary |
| “Central China Consumers Club” or “CCCC” | a group of high-net-worth customers established by the CCRE Group in 2016, members in which are enrolled by invitation or through referral only |
| “Central China Corporate Governance” | Henan Central China Corporate Governance Consultation Co., Ltd.* (河南建業企業管理諮詢有限公司), a limited liability company established in the PRC on February 6, 2015 and our wholly-owned subsidiary |
| “Central China Dashitang” | Henan Central China Dashitang Food Cultural Co., Ltd.* (河南建業大食堂餐飲文化有限公司), a limited liability company established in the PRC on January 24, 2019 and our non wholly-owned subsidiary, being owned (through New Life Agricultural Development) as to 94% by us and 6% by Henan Minghe Agricultural Science Technology Co., Ltd.* (河南銘禾農業科技有限公司) (an Independent Third Party) |
| “Central China Football Town” | Henan Central China Football Town Operation Management Co., Ltd.* (河南建業足球小鎮運營管理有限公司), a limited liability company established in the PRC on August 2, 2019 and our wholly-owned subsidiary |
| “Central China Garden Complex” | Henan Central China Garden Complex Operational Management Co., Ltd.* (河南建業田園綜合體運營管理有限公司), a limited liability company established in the PRC on January 15, 2019 and our non wholly-owned subsidiary, being owned (through New Life Agricultural Development) as to 94% by us and 6% by Henan Minhe Agricultural Science Technology Co., Ltd.* (河南銘禾農業科技有限公司) (an Independent Third Party) |
| “Central China Gardening and Seedling Development” | Henan Central China Gardening and Seedling Development Co., Ltd.* (河南建業園林苗木發展有限公司), a limited liability company established in the PRC on |

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| | <p>January 11, 2019 and our non wholly-owned subsidiary, being owned (through New Life Agricultural Development) as to 94% by us and 6% by Henan Minhe Agricultural Science Technology Co., Ltd.* (河南銘禾農業科技有限公司) (an Independent Third Party)</p> |
| “Central China Investment Holdings” | <p>Henan Central China Investment Holdings Limited* (河南建業投資控股有限公司), a limited liability company established in the PRC on August 8, 2013, of which Mr. Wu is the single largest beneficial owner</p> |
| “Central China Jiancheng” | <p>Henan Central China Jiancheng Property Service Co., Ltd.* (河南建業建成物業服務有限公司), a limited liability company established in the PRC on March 27, 2020 and our non wholly-owned subsidiary, being owned as to 51% by us (through Central China Property Management) and 49% by Zhoukou Jiancheng Property Service Co., Ltd.* (周口建城物業服務有限公司) (an Independent Third Party)</p> |
| “Central China Jingyuecheng” | <p>Henan Central China Jingyuecheng Commercial Management Co., Ltd.* (河南建業晶悅城商業管理有限公司), a limited liability company established in the PRC on January 24, 2019 and our non wholly-owned subsidiary, being owned as to 51% by us (through Central China New Life) and 49% by Shanghai Yiyuejia Business Management Group Co., Ltd.* (上海怡悅嘉商業管理集團有限公司) (an Independent Third Party)</p> |
| “Central China New Life” | <p>Henan Central China New Life Service Co., Ltd.* (河南建業新生活服務有限公司), a limited liability company established in the PRC on April 21, 2016 and our wholly-owned subsidiary</p> |
| “Central China OP” | <p>Henan Central China OP New Life Services Co., Ltd.* (河南建業東英新生活服務有限公司), a limited liability company established in the PRC on May 18, 2016 and, previously our non wholly-owned subsidiary and now an Independent Third Party</p> |
| “Central China Property Management” | <p>Henan Central China Property Management Co., Ltd.* (河南建業物業管理有限公司), a limited liability company established in the PRC on January 12, 1999 and our wholly-owned subsidiary</p> |
| “central China region” | <p>a geographical region that covers the central area of China, including the provinces of Henan, Hubei, Hunan, Jiangxi, Shanxi and Anhui</p> |

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| “Central China Rural Garden Planning” | Henan Central China Rural Garden Planning Co., Ltd.* (河南建業鄉土田園規劃有限公司), a limited liability company established in the PRC on January 18, 2019 and our non wholly-owned subsidiary, being owned (through New Life Agricultural Development) as to 94% by us and 6% by Henan Minhe Agricultural Science Technology Co., Ltd.* (河南銘禾農業科技有限公司) (an Independent Third Party) |
| “Central China Smart Gardening Technology” | Henan Central China Smart Gardening Technology Co., Ltd.* (河南建業智慧園藝科技有限公司), a limited liability company established in the PRC on January 29, 2019 and our non wholly-owned subsidiary, being owned (through New Life Agricultural Development) as to 94% by us and 6% by Henan Minhe Agricultural Science Technology Co., Ltd.* (河南銘禾農業科技有限公司) (an Independent Third Party) |
| “Central China Wansheng” | Henan Central China Wansheng Property Management Co., Ltd.* (河南建業宛盛物業管理有限公司), a limited liability company established in the PRC on September 26, 2018 and our non wholly-owned subsidiary, being owned as to 51% by us (through Central China Property Management) and 49% by Henan Jiankong Commercial Operational Management Co., Ltd.* (河南建控商業運營管理有限公司) (an Independent Third Party) |
| “Central China Zhongan” | Henan Central China Zhongan Property Service Co., Ltd.* (河南建業中安物業服務有限公司), a limited liability company established in the PRC on March 27, 2020 and our non wholly-owned subsidiary, being owned as to 51% by us (through Central China Property Management) and 49% by Huaiyang Zhongan Property Management Co., Ltd.* (淮陽縣中安物業管理有限公司) (an Independent Third Party) |
| “China”, “mainland China”, “PRC” or “State” | the People’s Republic of China, and for the purpose of this prospectus and for geographical reference only and except where the context requires otherwise, excludes Hong Kong, Macau and Taiwan |
| “CIA” | China Index Academy, one of our industry consultants |
| “CIA Report” | the independent industry report prepared by CIA commissioned by us |
| “Circular 37” | Circular of the SAFE on Foreign Exchange Administration of Overseas Investment, Financing and Round-trip Investments Conducted by Domestic Residents through |

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| | Special Purpose Vehicles (《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》) |
| “close associate(s)” | has the meaning ascribed thereto 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”, “our Company”, “the Company” | Central China New Life Limited (建業新生活有限公司), a company incorporated under the laws of the Cayman Islands with limited liability on October 16, 2018 and the holding company of our Group upon completion of the Reorganization and the proposed vehicle of the Listing |
| “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 Shareholders” | has the meaning ascribed to it under the Listing Rules and, unless the context requires otherwise, refers to Mr. Wu and Enjoy Start |
| “core connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “Cornerstone Investment Agreement” | the cornerstone investment agreement dated April 29, 2020 entered into by our Company, the cornerstone investors (Gaoling Fund, L.P. and YHG Investment, L.P.), and the Sole Sponsor, pursuant to which such cornerstone investors agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot of 1,000 Shares) which may be purchased for an aggregate amount of US\$75 million (excluding brokerage, SFC transaction levy and Stock Exchange trading fee) at the Offer Price |
| “Cornerstone Placing” | the conditional placing of such number of Offer Shares (rounded down to the nearest whole board lot of 1,000 Shares) at the Offer Price which may be purchased with an aggregate amount of US\$75 million, excluding brokerage, SFC transaction levy and Stock Exchange trading fee, pursuant to the Cornerstone Investment Agreement, which will form part of the International Offering. The Cornerstone Placing is further described in the section headed “Cornerstone Investors” in this prospectus |

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| “CSRC” | China Securities Regulatory Commission (中國證券監督管理委員會) |
| “Deed of Indemnity” | the deed of indemnity dated April 29, 2020 executed by Mr. Wu, Enjoy Start and our Company, particulars of which are set out in “Appendix IV—Statutory and General Information—F. Other Information” in this prospectus |
| “Director(s)” | director(s) of our Company |
| “diversified services” | services other than property management service, which, in our case, include goods and services of new lifestyle (i.e. Jianye + (建業+) platform, travel services and Cuisine Henan Foodcourts (建業大食堂)), value-added services (i.e. community value-added services, value-added services to non-property owners, property agency service, intelligent community solutions and personalized services to VIPs of the Central China Consumers Club), commercial property management and consultation services (i.e. hotel management, commercial property management and cultural tourism complex management) |
| “Downward Offer Price Adjustment” | an adjustment that has the effect of setting the final Offer Price up to 10% below the bottom end of the indicative Offer Price range |
| “EIT Law” | the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法), as enacted by the SCNPC on March 16, 2007 and effective on January 1, 2008, as amended, supplemented or otherwise modified from time to time |
| “Enjoy Start” | Enjoy Start Limited (創怡有限公司), a company incorporated under the laws of BVI on November 12, 2014, which is wholly owned by Mr. Wu, and one of our Controlling Shareholders |
| “Extreme Conditions” | extreme conditions caused by a super typhoon as announced by the Government of Hong Kong |
| “Global Offering” | the Hong Kong Public Offering and the International Offering |
| “GREEN Application Form(s)” | the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited |
| “Group”, “our Group”, “we” or “us” | our Company and all of our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be) |

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| “Haolin Investment” | Henan Haolin Investment Co., Ltd.* (河南昊霖投資有限公司), a limited liability company established in the PRC on October 20, 2009 and, to our Directors’ best knowledge and belief, owned as to 60% by Mr. Hua Ziyi (滑子義先生) and 40% by Mr. Hua Zhichang (滑志昌先生) (both being Independent Third Parties), prior to its deregistration on January 25, 2017 |
| “Henan Central China Football Club” | Henan Central China Football Club Co., Ltd.* (河南建業足球俱樂部股份有限公司), a company established in the PRC on December 26, 2001 and, to our Directors’ best knowledge and belief, ultimately owned and controlled by Mr. Hua Ziyi (滑子義先生) and 40% by Mr. Hua Zhichang (滑志昌先生) (both being Independent Third Parties) |
| “HK\$” or “Hong Kong Dollars” | Hong Kong dollars, the lawful currency of Hong Kong |
| “HKFRS” | Hong Kong Financial Reporting Standards |
| “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” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Offer Shares” | the 30,000,000 new Shares being initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to reallocation as described in the section headed “Structure of the Global Offering” in this prospectus) |
| “Hong Kong Public Offering” | the offer for subscription of the Hong Kong Offer Shares to the public in Hong Kong at the Offer Price, subject to and in accordance with the terms and conditions set out in this prospectus and the Application Forms |
| “Hong Kong Share Registrar” | Computershare Hong Kong Investor Services Limited |
| “Hong Kong Underwriters” | the underwriters of the Hong Kong Public Offering whose names are set out in the section headed “Underwriting—Hong Kong Underwriters” in this prospectus |
| “Hong Kong Underwriting Agreement” | the underwriting agreement dated May 4, 2020 relating to the Hong Kong Public Offering entered into by (1) our Company, (2) Mr. Wu, (3) Enjoy Start, (4) Mr. Wang Jun, (5) Mr. Cai Bin, (6) BNP Paribas Securities (Asia) Limited, |

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(7) Morgan Stanley Asia Limited and (8) the Hong Kong Underwriters, as further described in the section headed “Underwriting” in this prospectus

“Hongdao Investment”

Henan Hongdao Investment Co., Ltd* (河南省弘道投資有限公司), a limited liability company established in the PRC on November 26, 2014 and, to our Directors’ best knowledge and belief, owned as to 60% by Mr. Hua Ziyi (滑子義先生) and 40% by Mr. Hua Zhichang (滑志昌先生) (both being Independent Third Parties)

“Independent Third Party(ies)”

an entity which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is not a connected person of our Company within the meaning of the Listing Rules

“International Offer Shares”

the 270,000,000 Shares being offered for subscription under the International Offering, together, where relevant, with any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option, subject to reallocation as described in the section headed “Structure of the Global Offering” in this prospectus

“International Offering”

the offer of the International Offer Shares at the Offer Price outside the United States in offshore transactions in accordance with Regulation S, as further described in the section headed “Structure of the Global Offering” in this prospectus

“International Underwriters”

the group of international underwriters expected to enter into the International Underwriting Agreement relating to the International Offering

“International Underwriting Agreement”

the underwriting agreement relating to the International Offering and expected to be entered into by (1) our Company, (2) Mr. Wu, (3) Enjoy Start, (4) Mr. Wang Jun, (5) Mr. Cai Bin, (6) BNP Paribas Securities (Asia) Limited, (7) Morgan Stanley & Co. International plc and (8) the International Underwriters on or about the Price Determination Date, as further described in the section headed “Underwriting” in this prospectus

“iResearch”

Shanghai iResearch Co., Ltd., China, one of our industry consultants

“Jiandun Machinery”

Henan Jiandun Machinery Equipment Co., Ltd.* (河南建盾機械設備有限公司), a limited liability company established in the PRC on February 4, 2015 and our wholly-owned subsidiary

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| “Jianye Holding Development” | Henan Jianye Holding Development Co., Ltd.* (河南建業控股發展有限公司), a limited liability company established in the PRC on April 11, 2016 and a wholly-owned subsidiary of Jianye Holdings |
| “Jianye Holdings” | Jianye Holdings Co., Ltd.* (建業控股有限公司), a limited liability company established in the PRC on August 1, 2016 and, to our Directors’ best knowledge and belief, owned as to 60% by Mr. Hua Ziyi (滑子義先生) and 40% by Mr. Hua Zhichang (滑志昌先生) (both being Independent Third Parties) |
| “Jiuyou Travel Agency” | Henan Jiuyou Travel Agency Co., Ltd.* (河南省久游旅行社有限公司), a limited liability company established in the PRC on July 12, 2013 and our wholly-owned subsidiary |
| “Joint Bookrunners” | the joint bookrunners as named in the section headed “Directors and Parties Involved in the Global Offering” in this prospectus |
| “Joint Global Coordinators” | the joint global coordinators as named in the section headed “Directors and Parties Involved in the Global Offering” in this prospectus |
| “Joint Lead Managers” | the joint lead managers as named in the section headed “Directors and Parties Involved in the Global Offering” in this prospectus |
| “Joint Representatives” | BNP Paribas Securities (Asia) Limited, Morgan Stanley Asia Limited (in relation to the Hong Kong Public Offering only) and Morgan Stanley & Co. International plc (in relation to the International Offering only) |
| “Kaifeng Central China Business Management” | Kaifeng Central China Business Management Co., Ltd.* (開封建業商業管理有限公司), a limited liability company established in the PRC on March 21, 2019 and our non wholly-owned subsidiary, being owned (through Central China Jingyuecheng) as to 51% by us and 49% by Shanghai Yiyuejia Business Management Group Co., Ltd.* (上海怡悅嘉商業管理集團有限公司) (an Independent Third Party) |
| “Latest Practicable Date” | April 27, 2020, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication |
| “Leap United” | Leap United Limited (合躍有限公司), a company incorporated under the laws of BVI on December 4, 2018, which is wholly-owned (by Mr. Wang Jun (王俊) (our executive Director, chief executive officer and chairman of our Board), and our Shareholder |
| “Linzhou Liuhe” | Linzhou Liuhe Property Management Co. Ltd.* (林州市六合物業服務有限公司), a limited liability company |

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| | established in the PRC on November 4, 2013 and our non wholly-owned subsidiary, being owned (through Central China Property Management) as to 51% by us, 29.4% by Ms. Liu Yuzhen (劉玉珍女士) and 19.6% by Mr. Guo Junjie (郭俊傑先生) (both being Independent Third Parties) |
| “Listing” | the listing of our Shares on the Main Board of the Stock Exchange |
| “Listing Committee” | the listing committee of the Stock Exchange |
| “Listing Date” | the date, expected to be on or about May 15, 2020, on which dealings in our Shares first commence on the Main Board of the Stock Exchange |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time |
| “Luohe Central China” | Luohe Central China Kaida Property Service Co., Ltd.* (漯河建業凱達物業服務有限公司), a limited liability company established in the PRC on March 26, 2020 and our non wholly-owned subsidiary, being owned as to 51% by us (through Central China Property Management) and 49% by Ms. Guo Ailing (郭愛玲女士) (an Independent Third Party) |
| “Luohe Jiancheng” | Luohe Jiancheng Property Service Co., Ltd.* (漯河建城物業服務有限公司), a limited liability company established in the PRC on July 12, 2019 and our non wholly-owned subsidiary, being owned as to 51% by us (through Central China Property Management) and 49% by Luohe City Huida Property Management Co., Ltd.* (漯河市惠達物業管理有限公司) (an Independent Third Party) |
| “Luoyang Central China” | Luoyang Central China Property Co., Ltd.* (洛陽市建業物業管理有限公司), a limited liability company established in the PRC on December 28, 2018 and our non wholly-owned subsidiary, being owned as to 51% by us (through Central China Property Management) and 49% by Luoyang Shihua Huikang Property Management Co., Ltd. (洛陽石化惠康物業管理公司) (an Independent Third Party) |
| “Luoyang Central China Business Operation Management” | Luoyang Central China Business Operation Management Co., Ltd.* (洛陽建業商業運營管理有限公司), a limited liability company established in the PRC on March 22, 2019 and our non wholly-owned subsidiary, being owned (through Central China Jingyuecheng) as to 51% by us and 49% by Shanghai Yiyuejia Business Management Group Co., Ltd.* (上海怡悅嘉商業管理集團有限公司) (an Independent Third Party) |

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| “M&A Rules” | Regulations on Mergers and Acquisitions of Domestic Companies by Foreign Investors (《關於外國投資者併購境內企業的規定》), which were jointly promulgated by MOFCOM, the State Assets Supervision and Administration Commission, the SAT, the SAMR (formerly known as the “State Administration for Industry and Commerce of the PRC” (SAIC)), the CSRC, and the SAFE on August 8, 2006, and came into effect on September 8, 2006 and subsequently amended on June 22, 2009, as amended, supplemented or otherwise modified from time to time |
| “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. For the avoidance of doubt, the Main Board excludes the GEM of the Stock Exchange |
| “Memorandum of Association” or “Memorandum” | the amended and restated memorandum of association of the Company conditionally adopted on April 29, 2020, which will be effective upon the Listing and as amended from time to time, a summary of which is set out in “Appendix III—Summary of the Constitution of the Company and Cayman Islands Company Law” to this prospectus |
| “MIIT” or “Ministry of Industry and Information Technology” | the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) |
| “MOCT” or “Ministry of Culture and Tourism” | the Ministry of Culture and Tourism of the PRC (中華人民共和國文化和旅遊部) |
| “MOF” or “Ministry of Finance” | the Ministry of Finance of the PRC (中華人民共和國財政部) |
| “MOFCOM” or “Ministry of Commerce” | 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) |
| “MPS” or “Ministry of Public Security” | the Ministry of Public Security of the PRC (中華人民共和國公安部) |
| “Mr. Wu” | Mr. Wu Po Sum (胡葆森先生), one of our Controlling Shareholders |
| “Mu” | a unit of area. One Mu equals approximately 666.7 sq.m. |

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| “Nanyang Central China” | Nanyang Central China Lvyuan Property Management Co., Ltd.* (南陽市建業綠苑物業管理有限公司), a limited liability company established in the PRC on March 18, 2019 and our non wholly-owned subsidiary, being owned as to 51% by us (through Central China Property Management) and 49% by Henan Shuntai Property Management Co., Ltd.* (河南順泰物業管理有限公司) (an Independent Third Party) |
| “Nanyang Central China Business Management” | Nanyang Central China Business Management Co., Ltd.* (南陽建業商業管理有限公司), a limited liability company established in the PRC on March 26, 2019 and our non wholly-owned subsidiary, being owned (through Central China Jingyuecheng) as to 51% by us and 49% by Shanghai Yiyuejia Business Management Group Co., Ltd.* (上海怡悅嘉商業管理集團有限公司) (an Independent Third Party), |
| “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 Life Agricultural Development” | Henan Central China New Life Agricultural Development Co., Ltd.* (河南建業新生活農業發展有限公司) (formerly known as Henan Songyan Agricultural Development Co., Ltd.* (河南嵩炎農業發展有限公司)), a limited liability company established in the PRC on November 6, 2018 and our non wholly-owned subsidiary, being owned as to 94% by us (through Central China New Life) and 6% by Henan Minghe Agricultural Technology Co., Ltd.* (河南銘禾農業科技有限公司) (an Independent Third Party) |
| “New Life Hotel Management” | Henan Central China New Life Hotel Management Co., Ltd.* (河南建業新生活酒店管理有限公司), a limited liability company established in the PRC on May 18, 2016 and our wholly-owned subsidiary |
| “New Life Travel Services” | Henan Central China New Life Travel Services Co., Ltd.* (河南建業新生活旅遊服務有限公司), a limited liability company established in the PRC on May 18, 2016 and our wholly-owned subsidiary |
| “Offer Price” | the final offer price per Offer Share (exclusive of brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) at which Offer Shares are to be subscribed for, to be determined as further described in the section headed “Structure of the Global Offering” in this prospectus, subject to any Downward Offer Price Adjustment |

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| “Offer Shares” | the Hong Kong Offer Shares and the International Offer Shares |
| “One Family Network” | Henan One Family Network Technology Co., Ltd.* (河南一家網絡科技有限公司) (formerly known as Henan Yijia E-commerce Co Ltd.* (河南易家電子商務有限公司)), a limited liability company established in the PRC on February 5, 2015 and our wholly-owned subsidiary |
| “OP Financial” | OP Financial Limited (東英金融有限公司*), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1140) and our Shareholder |
| “Over-allotment Option” | the option to be granted by us to the International Underwriters (exercisable by the Joint Representatives on behalf of the International Underwriters), pursuant to which we may be required to allot and issue up to an aggregate of 45,000,000 additional Shares (representing 15% of our Shares initially being offered under the Global Offering) to cover over-allocations in the International Offering, details of which are described in the section headed “Structure of the Global Offering—Over-allotment Option” in this prospectus |
| “PBOC” | the People’s Bank of China (中國人民銀行), the central bank of the PRC |
| “Post-IPO Share Option Scheme” | the post-IPO share option scheme conditionally adopted by our Company on April 29, 2020, the principal terms of which are summarized in “Appendix IV—Statutory and General Information—E. Post-IPO Share Option Scheme” in this prospectus |
| “Post-IPO Share Options” | the options granted under the Post-IPO Share Option Scheme |
| “PRC Legal Advisors” | Commerce & Finance Law Offices, being the legal advisors to the Company as to the PRC laws |
| “Pre-IPO Investment” | certain rounds of financings carried out by the Group before the Global Offering details of which are described in the section headed “History, Reorganization and Corporate Structure” in this prospectus |
| “Pre-IPO Share Option Scheme” | the pre-IPO share option scheme conditionally adopted by our Company on April 29, 2020, the principal terms of which are summarized in “Appendix IV—Statutory and General Information—D. Pre-IPO Share Option Scheme” in this prospectus |

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| “Pre-IPO Share Options” | the options granted under the Pre-IPO Share Option Scheme |
| “Price Determination Date” | the date, expected to be on or about May 8, 2020, on which the Offer Price is to be fixed by agreement between us and the Joint Representatives (for themselves and on behalf of the Underwriters) |
| “R&D” | research and development |
| “Regulation S” | Regulation S under the U.S. Securities Act |
| “Renminbi” or “RMB” | the lawful currency of the PRC |
| “Reorganization” | the corporate reorganization of our Group in preparation for the Listing, particulars of which are set out in the section headed “History, Reorganization and Corporate Structure—Reorganization” in this prospectus |
| “SAFE” | the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局) |
| “SAMR” | the State Administration for Market Regulation of PRC (中華人民共和國國家市場監督管理總局), formerly known as the “State Administration for Industry and Commerce of the PRC” |
| “SAT” | the State Administration of Taxation (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” | the Securities and Futures Commission of Hong Kong |
| “SFO” | the 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 share capital of our Company of HK\$0.01 each |
| “Shareholder(s)” | holder(s) of our Share(s) |
| “Shenzhen Dayu” | Shenzhen Dayu Haofang Technology Co., Ltd* (深圳大魚好房科技有限公司), a limited liability company established in the PRC on April 25, 2018 and, previously our non wholly-owned subsidiary and now an Independent Third Party |

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| “Shenzhen Xinboda” | Shenzhen Xinboda Industry Co., Ltd.* (深圳市鑫博大實業有限公司), a company established in the PRC on December 14, 2000 and, to our Directors’ best knowledge and belief, owned by various Independent Third Parties (including 80% by Mr. Niu Shiming) |
| “Sky Joy” | Sky Joy Limited (天悅有限公司), a company incorporated under the laws of BVI on October 26, 2018 and our wholly-owned subsidiary |
| “Sole Sponsor” | BNP Paribas Securities (Asia) Limited |
| “Songyang Real Estate” | Henan Songyang Real Estate Agency Co., Ltd.* (河南嵩陽房地產經紀有限公司), a limited liability company established in the PRC on September 28, 2018 and our wholly-owned subsidiary |
| “Songyun Beijing Information” | Songyun (Beijing) Information Services Co., Ltd.* (嵩雲(北京)信息服務有限公司), a limited liability company established in the PRC on August 24, 2015 and our non wholly-owned subsidiary, being owned as to 80% by Central China New Life, and 20% by Henan Central China Football Club (an Independent Third Party) |
| “Songyun Network” | Henan Songyun Network Technology Co., Ltd.* (河南嵩雲網絡科技有限公司), a limited liability company established in the PRC on February 9, 2015 and, to our Directors’ best knowledge and belief, owned indirectly as to 60% by Mr. Hua Ziyi (滑子義先生) and 40% by Mr. Hua Zhichang (滑志昌先生) (both being Independent Third Parties) through Hongdao Investment |
| “Stabilization Manager” | BNP Paribas Securities (Asia) Limited |
| “Stock Borrowing Agreement” | the agreement expected to be entered into by Enjoy Start and the Stabilization Manager in respect of the lending and borrowing of up to 45,000,000 Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “subsidiary(ies)” | has the meaning ascribed to it under the Listing Rules |
| “substantial shareholder(s)” | has the meaning ascribed to it under the Listing Rules |
| “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 |

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| “Track Record Period” | the three financial years ended December 31, 2017, 2018 and 2019 |
| “U.S.” or “United States” | the United States of America, its territories, its possessions and all areas subject to its jurisdiction |
| “U.S. dollars” or “US\$” | United States dollars, the lawful currency of the United States |
| “U.S. Securities Act” | the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder |
| “Underwriters” | the Hong Kong Underwriters and the International Underwriters |
| “Underwriting Agreements” | the Hong Kong Underwriting Agreement and the International Underwriting Agreement |
| “WHITE Application Form(s)” | the application form(s) for use by the public who require(s) such Hong Kong Offer Shares to be issued in the applicant’s/applicants’ own name |
| “WHITE Form eIPO” | the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO Service Provider at www.eipo.com.hk |
| “White Form eIPO Service Provider” | Computershare Hong Kong Investor Services Limited |
| “Withdrawal Mechanism” | a mechanism which requires our Company, among other things, to (a) issue a supplemental prospectus as a result of material changes in the information (e.g. the Offer Price) in this prospectus; (b) extend the offer period and to allow potential investors, if they so desire, to confirm their applications using an opt-in approach i.e. requiring investors to positively confirm their applications for Shares despite the change |
| “Xincai Central China” | Xincai Central China Catering Co., Ltd.* (新蔡縣建業餐飲文化有限公司), a limited liability company established in the PRC on March 27, 2019 and our non wholly-owned subsidiary, being owned as to 94% by us (through New Life Agricultural Development) and 6% by Henan Minhe Agricultural Science Technology Co., Ltd.* (河南銘禾農業科技有限公司) (an Independent Third Party) |
| “Xinglang Real Estate” | Henan Xinglang Real Estate Sales Planning Co., Ltd.* (河南星朗房地產營銷策劃有限公司), a limited liability |

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| | company established in the PRC on April 12, 2019 and our non wholly-owned subsidiary, being owned (through Songyang Real Estate) as to 51% by us and 49% by Henan Tiancheng Real Estate Sales Co., Ltd.* (河南天成不動產營銷有限公司) (an Independent Third Party) |
| “Xinyang Nanhong” | Xinyang Nanhong Property Services Co., Ltd.* (信陽市南虹物業服務有限公司), a limited liability company established in the PRC on July 17, 2015 and our wholly-owned subsidiary |
| “YELLOW Application Form(s)” | the application form(s) for the Hong Kong Offer Shares for use by the public who require(s) such Hong Kong Offer Shares to be deposited directly into CCASS |
| “Zhengzhou Jiexiang” | Zhengzhou Jiexiang Property Management Co., Ltd.* (鄭州佳祥物業服務有限公司), a limited liability company established in the PRC on March 16, 2009 and our non wholly-owned subsidiary, which is owned as to 51% by us (through Central China Property Management), and 29% by Mr. Ma Zheng (馬征先生) and 20% by Mr. Bai Jianhua (白建華先生) (both being Independent Third Parties) |
| “Zhengzhou One Family Electronic” | Zhengzhou One Family Electronic Technology Co., Ltd.* (鄭州一家電子科技有限公司), a limited liability company established in the PRC on April 12, 2019 and our wholly-owned subsidiary |
| “Zhengzhou Shangtaohang” | Zhengzhou Shangtaohang Real Estate Consultation Co., Ltd.* (鄭州上韜行房地產顧問有限公司), a limited liability company established in the PRC on November 6, 2018 and our non wholly-owned subsidiary, being owned as to 51% by us (through Songyang Real Estate) and 49% by Chongqing Shangtao Real Estate Consultation Co., Ltd.* (重慶上韜房地產顧問有限公司) (an Independent Third Party) |
| “Zhicheng Park” | Henan Zhicheng Park Living Services Co., Ltd.* (河南至誠園區生活服務有限公司) (formerly known as Henan Zhizun Housing Services Co., Ltd.* (河南至尊家政服務有限公司)), a limited liability company established in the PRC on July 7, 2015 and our wholly-owned subsidiary |
| “Zhizun Housing Agency” | Henan Zhizun Housing Agency Co., Ltd.* (河南至尊房屋中介有限公司), a limited liability company established in the PRC on March 25, 2010 and our wholly-owned subsidiary |
| “Zhumadian Central China” | Zhumadian Central China Lantian Property Management Co., Ltd.* (駐馬店建業藍天物業管理有限公司), a limited liability company established in the PRC on December 28, |

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2017 and our non-wholly-owned subsidiary, being owned as to 60% by us (through Central China Property Management and 40% by Henan Lantian Real Estate Co., Ltd.* (河南藍天置業有限公司) (an Independent Third Party)

* *For identification purposes only*

In this prospectus:

1. Unless otherwise stated, certain amounts denominated in Renminbi have been translated into HK\$ or US\$ at an exchange rate of RMB0.91 = HK\$1.00 or RMB7.07 = US\$1.00, respectively, 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 HK\$ or US\$ at such rates or any other exchange rates on such date or any other date.
2. The English titles marked with “*” are unofficial English translations of the titles of natural persons, legal persons or entities, governmental authorities, institutions, laws, rules, regulations and other entities for which no official English translation exists. These titles are for identification purpose only.
3. We use certain technical terms that are relevant to our business and the industry we operate in. These terms and their meanings set out above may not always correspond to standard industry meaning or usage of these terms.
4. Unless expressly stated or otherwise required by the context, all data are as of the Latest Practicable Date.
5. Unless otherwise specified, all references to any shareholding in our Company assume no exercise of the Over-allotment Option and does not take into account any Shares to be issued upon exercise of the Pre-IPO Share Options or the Post-IPO Share Options.
6. Certain amounts and percentage figures included in this prospectus 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.