
DEFINITIONS

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

“Accountant’s Report”	the report of our reporting accountant as set out in Appendix I to this prospectus
“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 specified person
“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN application form(s), or where the context so requires, any one of them, to the Public Offer
“AQSIQ”	the General Administration of Quality Supervision, Inspection and Quarantine of the PRC (中華人民共和國國家質量監督檢驗檢疫總局), which has been integrated to form the SAMR since 18 March 2018
“Articles of Association” or “Articles”	the articles of association of our Company conditionally adopted on 4 March 2021 and effective from the Listing Date, as amended from time to time, a summary of which is set out in Appendix V to this prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“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 “Further information about our Group — 3. Resolutions of our Shareholders” in Appendix VI to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

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“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 Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operation and functions of CCASS as from time to time in force
“CCASS Participant”	a CCASS Clearing Participant, or a CCASS Custodian Participant or a CCASS Investor Participant
“CCCC”	China Communications Construction Company Limited (中國交通建設股份有限公司), a joint stock limited liability company established in the PRC on 8 October 2006 and the A shares of which are listed on the Shanghai Stock Exchange (stock code: 601800) and the H shares of which are listed on the Stock Exchange (stock code: 1800), an Independent Third Party
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, Macau and Taiwan
“China Railway”	China Railway Group Limited (中國中鐵股份有限公司), a joint stock limited liability company established in the PRC on 12 September 2007 and the A shares of which are listed on the Shanghai Stock Exchange (stock code: 601390) and the H shares of which are listed on the Stock Exchange (stock code: 390), an Independent Third Party
“Circular 37”	Circular on the Foreign Exchange Management of Offshore Investment and Financing and Round Trip Investment By Domestic Residents through 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), 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

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“Companies Act” or “Cayman Companies Act”	the Companies Act 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” or “our Company”	Zhixin Group Holding Limited (智欣集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 14 November 2018
“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. Ye and Zhixin Investment BVI
“COVID-19”	Coronavirus pandemic, an ongoing global pandemic of coronavirus disease 2019 (COVID-19), caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
“CRCC”	China Railway Construction Corporation Limited (中國鐵建股份有限公司), a joint stock limited liability company established in the PRC on 5 November 2007 and the A shares of which are listed on the Shanghai Stock Exchange (stock code: 601186) and the H shares of which are listed on the Stock Exchange (stock code: 1186), an Independent Third Party
“CSCEC”	China State Construction Engineering Corporation Limited (中國建築股份有限公司), a joint stock limited liability company established in the PRC on 10 December 2007 and the shares of which are listed on the Shanghai Stock Exchange (stock code: 601668), an Independent Third Party
“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

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“CTC”	China Building Material Test & Certification Group Co., Ltd. (中國建材檢驗認證集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603060), which is an Independent Third Party providing inspection and certification services
“Deed of Indemnity”	the deed of indemnity dated 4 March 2021 entered into by our Controlling Shareholders with and in favour of our Company (for our Company and as trustee for each of our subsidiaries) in respect of, among other things, certain indemnities, further information of which is set out in the paragraph headed “Other information — 13. Estate duty, tax and other indemnities” in Appendix VI to this prospectus
“Director(s)”	the director(s) of our Company
“EIT”	the enterprise income tax of the PRC
“EIT Law”	the PRC Enterprise Income Tax Law* (中華人民共和國企業所得稅法) adopted by the National People’s Congress of the PRC on 16 March 2007 and last amended on 29 December 2018 with effect from the same day
“Extreme Conditions”	any extreme conditions or events, the occurrence of which will cause interruption to the ordinary course of business operations in Hong Kong and/or that may affect the Listing Date
“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
“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

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“Guidance Price”	guidance price(s) of different grades of ready-mixed concrete set out in the Xiamen Construction Engineering Information (廈門建設工程信息), issued by the Xiamen Construction Engineering Cost Management Station (廈門市建設工程造價管理站) usually on a weekly basis
“Guishun Logistics”	Xiamen Guishun Logistics Limited* (廈門市桂順運輸有限公司), a company established in the PRC with limited liability on 6 June 2007, which (i) was owned as to 80% and 20% by Mr. Huang and his son, Mr. Huang Kaining (黃楷寧), respectively from 3 March 2016 to 18 June 2018; (ii) was owned as to 80% and 20% by Mr. Huang and his spouse, Ms. Lin Lingling (林玲玲), respectively, from 19 June 2018 to 24 October 2019 and (iii) has been owned as to 30% and 70% by Mr. Huang and Ms. Lin Lingling, respectively, since 25 October 2019
“Haicang Workshop”	our former leased precast concrete components production facilities located in Haicang District of Xiamen
“HK\$”, “Hong Kong dollar(s)”, “HKD” or “cents”	Hong Kong dollars and cents respectively, the lawful currency for the time being of Hong Kong
“ HK eIPO White Form ”	the application for Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of HK eIPO White Form at www.hkeipo.hk or the IPO App
“ HK eIPO White Form Service Provider ”	the HK eIPO White Form service provider as designated by our Company, as specified on the designated website at www.hkeipo.hk or the IPO App
“HKFRSs”	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
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of our Company in Hong Kong

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“IPO App”	the mobile application for HK eIPO White Form service which can be downloaded by searching “IPO App” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp
“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, its subsidiaries or any of their respective associates
“Jimei Workshop”	our leased precast concrete components production facilities located in Jimei District of Xiamen
“Joint Bookrunners”	Kingsway Financial Services Group Limited, Seazen Resources Securities Limited, Zhongtai International Securities Limited, Haitong International Securities Company Limited and SPDB International Capital Limited
“Joint Lead Managers”	Kingsway Financial Services Group Limited, Seazen Resources Securities Limited, Zhongtai International Securities Limited, Haitong International Securities Company Limited, SPDB International Capital Limited and ZMF Asset Management Limited
“Latest Practicable Date”	6 March 2021, being the latest practicable date for the purpose of ascertaining certain information in this prospectus prior to its publication
“Lianhui Construction Material”	Xiamen Lianhui Construction Material Limited* (廈門聯惠建材有限公司), a company established in the PRC with limited liability on 20 August 2013, which (i) was owned as to 70% and 30% by Mr. Huang and his son, namely Mr. Huang Kaining (黃楷寧), respectively, from incorporation to 31 May 2018; (ii) was owned as to 70% and 30% by Mr. Huang and, his spouse, Ms. Lin Lingling (林玲玲), respectively, from 1 June 2018 to 4 September 2018; and (iii) has been owned by various Independent Third Parties since 5 September 2018
“Listing”	the listing of our Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange

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“Listing Date”	the date, expected to be on or about Friday, 26 March 2021, on which our Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
“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”	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, including the MOFCOM, the State-owned Assets Supervision and Administration Commission, SAT, SAMR, CSRC and SAFE on 8 August 2006 and became effective on the same day and was amended by the MOFCOM on 22 June 2009
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“MEE”	the Ministry of Ecology and Environment of the PRC (中華人民共和國生態環境部) (formerly known as the Ministry of Environmental Protection of the PRC (中華人民共和國環境保護部))
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company conditionally adopted on 4 March 2021 with effect from the Listing Date, and as amended from time to time
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“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. Huang”	Mr. Huang Wengui (黃文桂), our chief executive officer, an executive Director and a substantial Shareholder

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“Mr. Ye”	Mr. Ye Zhijie (葉志杰), the founder of our Group, an executive Director, the chairman of the Board and one of our Controlling Shareholders
“Ms. Chen”	Ms. Chen Manhong (陳曼紅), the sole shareholder of Pakhim Chen BVI and an indirect Shareholder
“Ms. Du”	Ms. Du Lifang (杜莉芳), the niece of Mr. Ye, an executive Director, and the cousin of Mr. Ye Dan, an executive Director, therefore a connected person of our Company
“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)
“Offer Price”	HK\$1.50 per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), at which the Offer Shares are to be subscribed for
“Offer Share(s)”	the Public Offer Share(s) and the Placing Share(s)
“Pakhim Chen BVI”	Pakhim Chen Capital Limited (柏謙陳資本有限公司), a company incorporated in the BVI with limited liability on 13 September 2018, which is solely owned by Ms. Chen, and a Shareholder
“Pakhim Chen HK”	Pakhim Chen (Hong Kong) Limited (柏謙陳(香港)有限公司), a company incorporated in Hong Kong with limited liability on 3 October 2018, an indirect wholly-owned subsidiary of our Company
“PC Plant”	our Group’s precast concrete components production facilities located in the Jimei District of Xiamen
“Placing”	the conditional placing of the Placing Shares by the Placing Underwriters 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 Share Offer” in this prospectus

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“Placing Shares”	the 168,296,000 Shares initially offered pursuant to the Placing, subject to reallocation as described in the section headed “Structure of the Share Offer” in this prospectus
“Placing Underwriters”	the underwriters who are expected to enter into the Placing Underwriting Agreement, being the underwriters of the Placing
“Placing Underwriting Agreement”	the placing underwriting agreement expected to be entered into on or about 19 March 2021 among our Company, our executive Directors, our Controlling Shareholders, the Sole Sponsor, the Joint Bookrunners, the Joint Lead Managers and the Placing Underwriters in respect of the Placing, as further described in the section headed “Underwriting” in this prospectus
“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 and 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”	Jingtian & Gongcheng, our legal advisers as to the PRC laws
“Public Offer”	the offer for subscription of the Public Offer Shares in Hong Kong at the Offer Price and on, and subject to, the terms and conditions of this prospectus and the Application Forms, as further described in the section headed “Structure of the Share Offer” in this prospectus
“Public Offer Share(s)”	the 18,704,000 new Shares being made available by our Company for subscription pursuant to the Public Offer, subject to reallocation as described in the section headed “Structure of the Share Offer” in this prospectus
“Public Offer Underwriters”	the underwriters listed in the section headed “Underwriting — Public Offer Underwriters”, being the underwriters of the Public Offer

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“Public Offer Underwriting Agreement”	the public offer underwriting agreement dated 15 March 2021 entered into among our Company, our executive Directors, our Controlling Shareholders, the Sole Sponsor, the Joint Bookrunners, the Joint Lead Managers and the Public Offer Underwriters in respect of the Public Offer, as further described in the section headed “Underwriting” in this prospectus
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the corporate reorganisation of our Group conducted in preparation for the Listing, details of which are set out in the section headed “History, Reorganisation and corporate structure” in this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency for the time being of the PRC
“RMC Plant”	our Group’s ready-mixed concrete production facilities located in the Jimei District of Xiamen
“SAC”	Standardization Administration of the PRC (國家標準化管理委員會)
“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)
“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

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“Share Offer”	the Public Offer and the Placing
“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 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the sole sponsor to our Company in respect of the Share Offer
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“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
“Track Record Period”	the three years ended 31 December 2019 and the ten months ended 31 October 2020
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended
“Underwriters”	the Public Offer Underwriters and the Placing Underwriters
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“VAT”	value-added tax
“Xiamen”	Xiamen City, Fujian Province of the PRC

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“Xiamen Construction Engineering Information”	Xiamen Construction Engineering Information (廈門建設工程信息), which is a platform maintained by the Xiamen Construction Engineering Cost Management Station (廈門市建設工程造價管理站), to set out the guidance prices of construction materials
“Xiamen Jichang”	Xiamen Jichang Construction Engineering Co., Ltd.* (廈門吉昌建築工程有限公司), a company established in the PRC with limited liability on 30 November 1999, which has been owned as to 80% and 20% by Mr. Ye Zhixiong and his son, Mr. Ye Xiaojian (葉小劍), respectively, since 8 September 2016. Mr. Ye Zhixiong is the elder brother of Mr. Ye and the uncle of Mr. Ye Dan, an executive Director. Mr. Ye Xiaojian is the nephew of Mr. Ye and the cousin of Mr. Ye Dan, an executive Director, therefore a connected person of our Company
“Yaohe BVI”	Yaohe Holding Limited (耀和控股有限公司), a company incorporated in the BVI with limited liability on 24 October 2018, which is solely owned by Mr. Huang, a substantial Shareholder
“Yaohe Trading”	Xiamen Yaohe Trading Company Limited* (廈門耀和貿易有限公司), a company established in the PRC with limited liability on 6 June 2008, which is owned as to 70% and 30% by Mr. Huang and his spouse, Ms. Lin Lingling (林玲玲), respectively
“Zhixin Construction Material”	Xiamen Zhixin Construction Material Group Limited* (廈門智欣建材集團有限公司) (formerly known as Xiamen Jichangxin Ready-mixed Concrete Company Limited* (廈門吉昌鑫預拌混凝土有限公司) and Xiamen Zhixin Construction Material Company Limited* (廈門智欣建材有限公司)), a company established in the PRC with limited liability on 19 April 2007, which subsequently became a wholly foreign owned enterprise with limited liability on 25 January 2019, and an indirect wholly-owned subsidiary of our Company

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“Zhixin Construction Technology”	Xiamen Zhixin Construction Technology Limited* (廈門智欣建工科技有限公司) (formerly known as Xiamen Tangsong Mechanic Technology Company Limited* (廈門唐松機器人科技有限公司) and Xiamen Zhongjian Zhixin Construction Technology Limited* (廈門中建智欣建工科技有限公司)), a company established in the PRC with limited liability on 2 November 2010, and an indirect wholly-owned subsidiary of our Company
“Zhixin Enterprises BVI”	Zhixin Enterprises Limited (智欣實業有限公司), a company incorporated in BVI with limited liability on 20 November 2018, and a direct wholly-owned subsidiary of our Company
“Zhixin HK”	Zhixin Group (HK) Limited (智欣集團(香港)有限公司), a company incorporated in Hong Kong with limited liability on 13 December 2018, an indirect wholly-owned subsidiary of our Company
“Zhixin Investment BVI”	Zhixin Investment Holding Limited (智欣投資控股有限公司), a company incorporated in BVI with limited liability on 31 October 2018, which is solely owned by Mr. Ye, one of our Controlling Shareholders
“Zhixin Logistics”	Xiamen Zhixin Logistics Limited* (廈門智欣物流有限公司), a company established in the PRC with limited liability on 27 December 2012, an indirect wholly owned subsidiary of our Company
“%”	per cent

* For identification purposes only

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.

In this prospectus, unless otherwise stated, certain amounts denominated in Renminbi have been translated into Hong Kong dollars at an exchange rate of RMB1.0 = HK\$1.1 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.

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English translations of the PRC entities, enterprises, nationals, facilities or regulations in Chinese or another language are for identification purpose only. If there is any inconsistency between the Chinese names of PRC entities, enterprises, nationals, facilities or regulations and their English translations, the Chinese names shall prevail.

All dates and times in this prospectus refer to Hong Kong time unless otherwise stated.