
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below.

“AFRC”	The Accounting and Financial Reporting Council
“Articles” or “Articles of Association”	the articles of association of our Company adopted on February 8, 2022 which will become effective upon the Listing Date, as amended from time to time, a summary of which is set out in Appendix V
“Baiguo Digital Industrial”	Shenzhen Baiguo Digital Industrial Park Co., Ltd.* (深圳百果數字產業園有限公司), a limited liability company established in the PRC on March 12, 2020 and a wholly-owned subsidiary of our Company
“Baiguo Technology”	Baiguo Technology (Shenzhen) Co., Ltd.* (深圳市百果互動科技有限公司), a limited liability company established in the PRC on November 18, 2014 and a wholly-owned subsidiary of our Company
“Baihui Life”	Shenzhen Baihui Life Technology Co., Ltd.* (深圳市百慧生活科技有限公司), a limited liability company established in the PRC on November 16, 2020 and a wholly-owned subsidiary of our Company
“Baima No. 4”	Shenzhen CICC Qianhai Baima No. 4 Fund Center Limited Partnership* (深圳中金前海白馬四號基金中心(有限合夥)), a limited partnership established in the PRC on January 5, 2016 and one of our Pre-IPO Investors
“Baixin Investment”	Shenzhen Baixin Investment Development Co., Ltd.* (深圳百芯投資發展有限公司), a limited liability company established in the PRC on September 10, 2021 and a wholly-owned subsidiary of our Company
“Beijing Aoxiang”	Beijing Aoxiang Technology Co., Ltd.* (北京奧想科技有限公司), a limited liability company established in the PRC on August 20, 2013 and a wholly-owned subsidiary of our Company
“Board” or “Board of Directors”	the board of directors of our Company

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“Bole No. 1”	Shenzhen CICC Qianhai Bole No. 1 Fund Center Limited Partnership* (深圳中金前海伯樂一號基金中心(有限合夥)), a limited partnership established in the PRC on December 21, 2015 and one of our Pre-IPO Investors
“Business Day” or “business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“Capital Market Intermediaries”	Morgan Stanley Asia Limited, CMB International Capital Limited, Fosun Hani Securities Limited, First Shanghai Securities Limited, Futu Securities International (Hong Kong) Limited and Tiger Brokers (HK) Global Limited
“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 participant or a 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
“Changzhou Baqianli”	Changzhou Baqianli Food Sales Co., Ltd.* (常州市八千里食品銷售有限公司), a limited liability company established in the PRC on September 22, 2020 and a wholly-owned subsidiary of our Company
“Changzhou Tianjing”	Changzhou Tianjing Food Sales Co., Ltd.* (常州市天競食品銷售有限公司), a limited liability company established in the PRC on September 16, 2020 and a wholly-owned subsidiary of our Company
“China” or “PRC” or the “People’s Republic of China”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

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“CICC Haoze”	Ningbo Meishan Bonded Port District CICC Haoze Equity Investment Partnership Limited Partnership* (寧波梅山保稅港區中金澔澤股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on December 13, 2017 and one of our Pre-IPO Investors
“CM Fund”	Shenzhen China Merchant Equity Investment Partnership Limited Partnership* (深圳國調招商併購股權投資基金合夥企業(有限合夥)), a limited partnership established in the PRC on January 25, 2017 and one of our Pre-IPO Investors
“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”, “Pagoda”, “we” or “us”	Shenzhen Pagoda Industrial (Group) Corporation Limited (深圳百果園實業(集團)股份有限公司), a joint stock company incorporated in the PRC with limited liability on April 10, 2020, and, except where the context otherwise requires (as the case may be), includes its predecessor, Shenzhen Pagoda Orchard Industrial Development Co., Ltd.* (深圳百果園實業發展有限公司), a limited liability company incorporated in the PRC on December 3, 2001
“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. Yu, Ms. Xu Yanlin (徐艷林), Hongyuan Shanguo, Hengyili Investment, Huizhi Zhongxiang and Shenzhen Huilin
“CSDCC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)

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“Deed of Non-competition I”	the deed of non-competition dated December 20, 2022, 2022 and entered into by Mr. Tian Xiqiu in favor of our Company (for itself and as trustee for its subsidiaries), further details of which are set out in the section headed “Relationship with Our Controlling Shareholders — Non-competition Undertakings”
“Deed of Non-competition II”	the deed of non-competition dated December 20, 2022, 2022 and entered into by and between Mr. Yu and Ms. Xu Yanlin in favor of our Company (for itself and as trustee for its subsidiaries), further details of which are set out in the section headed “Relationship with Our Controlling Shareholders — Non-competition Undertakings”
“Director(s)”	the director(s) of our Company
“Domestic Shares”	ordinary shares in the share capital of our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi by domestic investors
“EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法) enacted by the 5th meeting of the 10th Standing Committee of the National People’s Congress of the PRC (中華人民共和國全國人民代表大會) on March 16, 2007, as amended, supplemented or otherwise modified from time to time
“EIT Regulations”	the Regulation on the Implementation of the EIT Law (中華人民共和國企業所得稅法實施條例)
“Extreme Conditions”	extreme conditions caused by a super typhoon, etc. as announced by the Government of Hong Kong
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent industry research consultant commissioned by us to prepare the Frost & Sullivan Report
“Frost & Sullivan Report” or “Industry Report”	the industry report prepared by Frost & Sullivan and commissioned by our Company, the content of which is set out in the section headed “Industry Overview” of this prospectus

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“Full-circulation Guidelines”	Guidelines on Application for Full-circulation of Domestic Unlisted Shares of H-share Listed Companies (《H股公司境內未上市股份申請“全流通”業務指引》) issued by the CSRC on November 14, 2019, as amended, supplemented or otherwise modified from time to time
“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”, “our” or “us”	our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
“Guangzhou Yuexiu”	Guangzhou Yuexiu Innovative Industry No. 2 Investment Fund Partnership Limited Partnership* (廣州越秀新興產業二期投資基金合夥企業(有限合夥)), a limited partnership established in the PRC on January 21, 2016 and one of our Pre-IPO Investors
“H Share(s)”	overseas listed shares in the share capital of our Company with a nominal value of RMB1.00 each, to be subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hainan Supply Chain”	Hainan Pagoda Supply Chain Management Service Co., Ltd.* (海南省百果園供應鏈管理服務有限公司), a limited liability company established in the PRC on September 18, 2020 and a wholly-owned subsidiary of our Company
“Hainan Wangpin”	Hainan Wangpin Agricultural Technology Development Co., Ltd.* (海南王品農業科技開發有限公司), a limited liability company established in the PRC on September 5, 2014 and a wholly-owned subsidiary of our Company

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“Haiyang Jinchengtai”	Haiyang Chiang Mai Thai Agri-products Co., Ltd.* (海陽津成泰農產品發展有限公司), a limited liability company established in the PRC on April 23, 1999 and a wholly-owned subsidiary of our Company
“Hangzhou Rongxi”	Hangzhou Rongxi Trading Co., Ltd.* (杭州茸希貿易有限公司), a limited liability company established in the PRC on March 19, 2021 and a wholly-owned subsidiary of our Company
“Hangzhou Wanggu”	Hangzhou Wanggu Trading Co., Ltd.* (杭州旺谷貿易有限公司), a limited liability company established in the PRC on May 18, 2022 and a wholly-owned subsidiary of our Company
“Hangzhou Wangxiao”	Hangzhou Wangxiao Trading Co., Ltd.* (杭州旺嘯貿易有限公司), a limited liability company established in the PRC on July 29, 2022 and a wholly-owned subsidiary of our Company
“Henan Zhanxin”	Henan Zhanxin Industry Investment Fund Limited Partnership* (河南省戰新產業投資基金(有限合夥)), a limited partnership established in the PRC on December 7, 2017 and one of our Pre-IPO Investors
“Hengwang”	Zhangshu City Hengwang Investment Management Center Limited Partnership* (樟樹市恒旺投資管理中心(有限合夥)), a limited partnership established in the PRC on November 24, 2015 and one of our Shareholders
“Hengyili Investment”	Shenzhen Hengyili Investment Development Center Limited Partnership* (深圳市恒義利投資發展中心(有限合夥)), a limited partnership established in the PRC on December 1, 2015, an employee shareholding platform and one of our Controlling Shareholders
“Heshun Liru”	Beijing Heshun Liru Enterprise Management Center Limited Partnership* (北京合順利如企業管理中心(有限合夥)), a limited partnership established in the PRC on November 21, 2016, an employee shareholding platform and one of our Shareholders
“HK\$” or “Hong Kong dollars” or “HK dollars” or “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

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“HKFRS”	Hong Kong Financial Reporting Standards, amendments and the related interpretations issued by the Hong Kong Institute of Certified Public Accountants
“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
“Hongyuan Shanguo”	Shenzhen Hongyuan Shanguo Investment Development Limited Partnership* (深圳市宏願善果投資發展企業(有限合夥)), a limited partnership established in the PRC on April 13, 2015 and is an employee shareholding platform and one of our Controlling Shareholders
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 7,895,000 H Shares being initially offered by our Company for subscription in 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 of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price on the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated December 24, 2022, relating to the Hong Kong Public Offering and entered into by, among others, our Company, the Controlling Shareholders, the Overall Coordinator, the Sole Global Coordinator, the Sole Sponsor, and the Hong Kong Underwriters as further described in the section headed “Underwriting — Underwriting Arrangements and Expenses” in this prospectus

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“Hongtu Equity”	Shenzhen Futian Hongtu Equity Investment Fund Partnership Limited Partnership* (深圳市福田紅土股權投資基金合夥企業(有限合夥)), a limited partnership established in the PRC on December 29, 2016, and one of our Pre-IPO Investors
“Huizhi Zhongxiang”	Beijing Huizhi Zhongxiang Enterprise Management Center Limited Partnership* (北京匯智眾享企業管理中心(有限合夥)), a limited partnership established in the PRC on November 18, 2016, an employee shareholding platform and one of our Controlling Shareholders
“independent third party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are third party(ies) independent of our Company and our connected persons as defined under the Listing Rules
“International Offer Shares”	the 71,052,500 H Shares being initially offered in the International Offering together with, where relevant, any additional Shares which may be issued by our Company 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 by the International Underwriters at the Offer Price outside the United States in offshore transactions in accordance with Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from registration under the U.S. Securities Act, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the group of underwriters, led by the Overall Coordinator and the Sole Global Coordinator, that are expected to enter into the International Underwriting Agreement to underwrite the International Offering

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“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering, which is expected to be entered into by, among others, the Overall Coordinator and the Sole Global Coordinator, the International Underwriters and our Company on or about January 9, 2023, as further described in the section headed “Underwriting — The International Offering” in this prospectus
“Jiangxi Wangpin”	Jiangxi Wangpin Agricultural Technology Development Co., Ltd.* (江西王品農業科技開發有限公司), a limited liability company established in the PRC on May 13, 2003 and a wholly-owned subsidiary of our Company
“Jinnong Supply Chain”	Shenzhen Jinnong Supply Chain Management Co., Ltd.*(深圳市金農供應鏈管理有限公司), a limited liability company established in the PRC on May 12, 2021 and a non-wholly owned subsidiary of our Company. As of the Latest Practicable Date, Jinnong Supply Chain was owned as to 75% by Pagoda Investment and 25% by Mr. Zheng Yuanzhong (鄭元中), an independent third party
“Jinyafu”	Shenzhen Jinyafu Lide Investment Limited Partnership* (深圳市金雅福禮德投資企業(有限合夥)), a limited partnership established in the PRC on November 14, 2018 and one of our Pre-IPO Investors
“Joint Bookrunners”	Morgan Stanley Asia Limited and CMB International Capital Limited
“Joint Lead Managers”	Morgan Stanley Asia Limited, CMB International Capital Limited, Fosun Hani Securities Limited, First Shanghai Securities Limited, Futu Securities International (Hong Kong) Limited and Tiger Brokers (HK) Global Limited
“Kunxin Xiangyi”	Ningbo Meishan Bonded Port District Kunxin Xiangyi Investment Partnership Limited Partnership* (寧波梅山保稅港區鯤信襄益投資合夥企業(有限合夥)), a limited partnership established in the PRC on June 21, 2017 and one of our Pre-IPO Investors
“Latest Practicable Date”	December 20, 2022, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus

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“Lingyu Jishi”	Shenzhen Lingyu Jishi Equity Investment Partnership (Limited Partnership)* (深圳市領譽基石股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on May 26, 2016 and one of our Pre-IPO Investors
“Listing”	the listing of the H 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 January 16, 2023, on which the H Shares are listed on the Stock Exchange and from which dealings in the H Shares are permitted to commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Macau”	the Macau Special Administrative Region of the PRC
“Mandatory Provisions”	the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款), for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas, promulgated by the former State Council Securities Committee and the former State Commission for Restructuring the Economic System of the PRC on September 29, 1994, as amended, supplemented or otherwise modified 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 the Growth Enterprise Market of the Stock Exchange
“MIIT”	Ministry of Industry and Information Technology of the PRC (中华人民共和国工业和信息化部)
“Mingrui No. 8”	Guangzhou Mingrui No. 8 Industry Investment Partnership Limited Partnership* (廣州明睿八號實業投資合夥企業(有限合夥)), a limited partnership established in the PRC on November 9, 2016 and one of our Pre-IPO Investors

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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)
“Mr. Yu”	Mr. Yu Huiyong (余惠勇), an executive Director and the chairman of the Board, and one of our Controlling Shareholders
“M&G Equity”	Shanghai M&G Start-up Investment Center Limited Partnership* (上海晨光創業投資中心(有限合夥)), a limited partnership established in the PRC on May 12, 2011 and one of our Pre-IPO Investors
“Nanjing Sangeling”	Nanjing Sangeling Agricultural Technology Development Co., Ltd.* (南京三個零農業科技發展有限公司), a limited liability company established in the PRC on June 20, 2022 and a wholly-owned subsidiary of our Company
“NDRC”	National Development and Reform Commission (中華人民共和國發展和改革委員會)
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%) of not more than HK\$6.20 and expected to be not less than HK\$5.00, at which Hong Kong Offer Shares are to be subscribed for, and to be determined in the manner further described in the section headed “Structure of the Global Offering — Pricing and Allocation” in this prospectus
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option

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“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by the Overall Coordinator and the Sole Global Coordinator (on behalf of the International Underwriters), pursuant to which our Company may be required to allot and issue up to an aggregate of 11,842,000 additional H Shares at the Offer Price to, among other things, cover over-allocations in the International Offering, if any, further details of which are described in the section headed “Structure of the Global Offering” in this Prospectus
“Overall Coordinator”	Morgan Stanley Asia Limited
“Pagoda Airport”	Shenzhen Pagoda Airport Sales Co., Ltd.* (深圳市百果園空港銷售有限公司), a limited liability company established in the PRC on October 10, 2014 and a wholly-owned subsidiary of our Company
“Pagoda Bajie”	Beijing Pagoda Bajie Sales Co., Ltd.* (北京百果八街銷售有限責任公司), a limited liability company established in the PRC on July 15, 2020 and a wholly-owned subsidiary of our Company
“Pagoda Brand”	Shenzhen Pagoda Brand Management Co., Ltd.* (深圳百果品牌管理有限責任公司), a limited liability company established in the PRC on January 18, 2019 and a wholly-owned subsidiary of our Company
“Pagoda Commerce”	Shenzhen Pagoda Commerce Development Co., Ltd.* (深圳百果商業發展有限公司), a limited liability company established in the PRC on December 10, 2019 and a wholly-owned subsidiary of our Company
“Pagoda Changfeng”	Shenzhen Pagoda Changfeng Sales Co., Ltd.* (深圳市百果常豐銷售有限公司), a limited liability company established in the PRC on December 18, 2015 and a wholly-owned subsidiary of our Company
“Pagoda Ecological Investment”	Pagoda Ecological Investment (Yunnan) Co., Ltd.* (百果生態投資(雲南)有限公司), a limited liability company established in the PRC on October 16, 2020 and a wholly-owned subsidiary of our Company

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“Pagoda Fruit Products”	Guangdong Pagoda Fruit Products Co., Ltd.* (廣東百果園果製品有限公司), a limited liability company established in the PRC on December 28, 2020 and a non-wholly owned subsidiary of our Company. As of the Latest Practicable Date, Pagoda Fruit Products was owned as to 51% by Pagoda Investment, 29% by Shenzhen Huiguo Enterprise Management Partnership (Limited Partnership)* (深圳慧果企業管理合夥企業(有限合夥)) and 20% by Dongguan Baiguo Biotechnology Company Limited* (東莞百果生物技術有限公司)
“Pagoda Home”	Shenzhen Pagoda Home Food Sales Co., Ltd.* (深圳百果之家食品銷售有限公司), a limited liability company established in the PRC on November 22, 2021 and a wholly-owned subsidiary of our Company
“Pagoda Investment”	Shenzhen Pagoda Investment Development Co., Ltd.* (深圳市百果園投資發展有限公司), a limited liability company established in the PRC on June 26, 2015 and a wholly-owned subsidiary of our Company
“Pagoda Nongzi”	Pagoda Nongzi (Qingdao) Co., Ltd.* (百果農資(青島)有限公司), a limited liability company established in the PRC on July 1, 2022 and a non-wholly owned subsidiary of our Company. As of the Latest Practicable Date, it was owned as to 75% by Younongdao and 25% by Youguolian
“Pagoda Preliminary Processing”	Guangdong Pagoda Agricultural Products Preliminary Processing Co., Ltd.* (廣東百果園農產品初加工有限公司), a limited liability company established in the PRC on August 11, 2015 and a wholly-owned subsidiary of our Company
“Pagoda Seeds”	Shenzhen Pagoda Seeds Co., Ltd.* (深圳市百果種業有限公司), a limited liability company established in the PRC on July 22, 2020 and a non-wholly owned subsidiary of our Company. As of the Latest Practicable Date, it was owned as to 78.57% by Pagoda Investment, 7.15% by Youguolian and 14.28% by Guangxi Zhencheng Agriculture Co., Ltd.* (廣西真誠農業有限公司)
“Pagoda Shulian”	Shenzhen Pagoda Shulian Technology Co., Ltd.* (深圳市百果數聯科技有限公司), a limited liability company established in the PRC on November 4, 2019 and a wholly-owned subsidiary of our Company

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“Pagoda Supply Chain”	Pagoda Fruit Investment Management (Shenzhen) Service Co., Ltd.* (深圳市百果園供應鏈管理服務有限公司), a limited liability company established in the PRC on June 18, 2014 and a wholly-owned subsidiary of our Company
“Pagoda Wangxi”	Beijing Pagoda Wangxi Sales Co., Ltd.* (北京百果旺西銷售有限責任公司), a limited liability company established in the PRC on October 12, 2019 and a wholly-owned subsidiary of our Company
“Pagoda Xinxiang”	Shenzhen Pagoda Xinxiang Technology Development Co., Ltd.* (深圳市百果心享科技發展有限責任公司), a limited liability company established in the PRC on April 24, 2019 and a wholly-owned subsidiary of our Company
“PBOC”	People’s Bank of China (中國人民銀行)
“PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), a enacted by the Standing Committee of the Eighth National People’s Congress on December 29, 1993 and effective on July 1, 1994, as amended, supplemented or otherwise modified from time to time
“PRC Government” or “State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“PRC Legal Adviser”	Tian Yuan Law Firm, the legal adviser to our Company as to the laws of the PRC
“Pre-IPO Investor(s)”	the investor(s) of our Company who made investment(s) in our Company by purchasing registered capital of our Company from then existing Shareholders or subscribing for increased registered capital of our Company, details of which are set out in the section headed “Our History and Development — Pre-IPO Investments” in this prospectus
“Price Determination Agreement”	the agreement to be entered into by the Overall Coordinator and the Sole Global Coordinator (for themselves and on behalf of the Hong Kong Underwriters) and our Company on the Price Determination Date to record and fix the final Offer Price

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“Price Determination Date”	the date, expected to be on or about January 9, 2023, on which the Offer Price will be determined, or such later time as the Overall Coordinator and the Sole Global Coordinator (for themselves and on behalf of the Hong Kong Underwriters) and our Company may agree, but in any event, not later than January 13, 2023
“Promoters”	the promoters of the Company, whose names are set out in “Statutory and General Information — D. Other Information — 7. Promoters” in Appendix VI to this prospectus
“prospectus”	this prospectus being issued in connection with the Hong Kong Public Offering
“Qianhai Equity”	Qianhai Equity Investment Fund Limited Partnership* (前海股權投資基金(有限合夥)), a limited partnership established in the PRC on December 11, 2015 and one of our Pre-IPO Investors
“QIB” or “Qualified Institutional Buyer”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“Ruian Gangnan”	Ruian Gangnan Food Co., Ltd.* (瑞安市港楠食品有限公司), a limited liability company established in the PRC on April 29, 2020 and a wholly-owned subsidiary of our Company
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
“SAIC”	State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), which was merged into the State Administration for Market Regulation (國家市場監督管理總局)

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“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“SAT”	State Administration of Taxation of the People’s Republic of China (中華人民共和國國家稅務總局)
“Securities Law”	the Securities Law of the PRC (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
“SFC”	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 otherwise modified from time to time
“SFTZ III”	Shanghai Free Trade Zone No. 3 Equity Investment Fund Partnership Limited Partnership* (上海自貿試驗區三期股權投資基金合夥企業(有限合夥)), a limited partnership established in the PRC on December 6, 2017 and one of our Pre-IPO Investors
“SGS”	SGS SA (formerly known as Société Générale de Surveillance S.A.), and, except otherwise indicates, all of its associates, a multinational company headquartered in Geneva, Switzerland, which provides inspection, verification, testing and certification services for a number of industries
“Shanghai Biotechnology”	Pagoda (Shanghai) Biotechnology Co.,Ltd.* (百果園(上海)生物科技有限公司), a limited liability company established in the PRC on June 4, 2021 and a wholly-owned subsidiary of Pagoda Fruit Products
“Shanghai Pagoda”	Shanghai Pagoda Industrial Co., Ltd.* (上海百果園實業有限公司), a limited liability company established in the PRC on March 13, 2020 and a wholly-owned subsidiary of our Company
“Shareholder(s)”	holder(s) of Shares
“Shares”	ordinary shares of our Company with a nominal value of RMB1.00 each, including our Domestic Shares and H Shares

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“Shenzhen Capital”	Shenzhen Innovative Capital Group Co., Ltd.* (深圳市創新投資集團有限公司), a company with limited liability established in the PRC on August 25, 1999 and one of our Pre-IPO Investors
“Shenzhen Henglichuang”	Shenzhen Henglichuang Technology Co., Ltd.* (深圳市恒利創科技有限公司), a limited liability company established in the PRC on July 4, 2018 and a wholly-owned subsidiary of our Company
“Shenzhen Huilin”	Shenzhen Huilin Industrial Development Co., Ltd.* (深圳惠林實業發展有限責任公司), a limited liability company established in the PRC on September 5, 2019 and one of our Controlling Shareholders
“Shenzhen Sangeling”	Shenzhen Sangeling Agricultural Technology Development Co., Ltd.* (深圳三個零農業科技發展有限公司), a limited liability company established in the PRC on February 18, 2022 and a wholly-owned subsidiary of our Company
“Shenzhen Sangeling Jiucai”	Shenzhen Sangeling Jiucai Ecological Agricultural Development Co., Ltd.* (深圳三個零久彩生態農業發展有限責任公司), a limited liability company established in the PRC on June 28, 2022 and a wholly-owned subsidiary of our Company
“Shenzhen Yimiao tong”	Shenzhen Yimiao tong Network Technology Co., Ltd.* (深圳易秒通網絡科技有限公司), a limited liability company established in the PRC on May 20, 2015 and a wholly-owned subsidiary of our Company
“Shenzhen Yitong”	Shenzhen Yitong Commerce Factoring Co., Ltd.* (深圳億通商業保理有限公司), a limited liability company established in the PRC on June 26, 2018 and a wholly-owned subsidiary of our Company

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“Shenzhen Youxian”	Shenzhen Youxian Interactive Technology Co., Ltd.* (深圳市優鮮互聯科技有限公司), a limited liability company established in the PRC on January 10, 2020 and a non-wholly owned subsidiary of our Company. As of the Latest Practicable Date, it was owned as to 65% by Baiguo Technology and 35% by Tanlian Information Technology (Beijing) Co., Ltd.* (碳鏈信息科技(北京)有限公司)
“Sole Global Coordinator”	Morgan Stanley Asia Limited
“Sole Sponsor”	Morgan Stanley Asia Limited
“Special PRC Legal Adviser”	Jingtian & Gongcheng, the special legal adviser to our Company as to PRC data privacy and protection matters
“Stabilizing Manager”	Morgan Stanley Asia Limited
“State Council”	the PRC State Council (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of our Company
“Suzhou Yuanhan”	Suzhou Yuanhan Equity Investment Partnership Limited Partnership* (蘇州源瀚股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on February 22, 2017 and one of our Pre-IPO Investors
“Tiantu Capital”	Tian Tu Capital Co., Ltd. (深圳市天圖投資管理股份有限公司), a joint stock company incorporated in the PRC with limited liability on January 11, 2010
“Tiantu Center”	Shenzhen Tiantu Capital Management Center Limited Partnership* (深圳天圖資本管理中心(有限合夥)), a limited partnership established in the PRC on April 18, 2012
“Tiantu Group”	for the purpose of this prospectus, includes Tiantu Capital, Tiantu Center, Tiantu Management, Tiantu Tiantou, Tiantu Xingbei, Tiantu Xinghang, Tiantu Xinghui, Tiantu Xingsu, Tiantu Xingsi and Tiantu Xingshun

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“Tiantu Management”	Hangzhou Tiantu Capital Management Limited Liability Company* (杭州天圖資本管理有限公司), a limited company established in the PRC on December 20, 2012
“Tiantu Tiantou”	Chengdu Tiantu Tiantou Dongfeng Equity Investment Fund Center Limited Partnership* (成都天圖天投東風股權投資基金中心(有限合夥)), a limited partnership established in the PRC on November 17, 2016 and one of our Pre-IPO Investors
“Tiantu Xingbei”	Beijing Tiantu Xingbei Investment Center Limited Partnership* (北京天圖興北投資中心(有限合夥)), a limited partnership established in the PRC on June 26, 2015 and one of our Pre-IPO Investors
“Tiantu Xinghang”	Hangzhou Tiantu Xinghang Equity Investment Center Limited Partnership* (杭州天圖興杭股權投資中心(有限合夥)), a limited partnership established in the PRC on January 10, 2013
“Tiantu Xinghui”	Shenzhen Tiantu Xinghui Investment Partnership Limited Partnership* (深圳天圖興慧投資合夥企業(有限合夥)), a limited partnership established in the PRC on April 3, 2019 and one of our Pre-IPO Investors
“Tiantu Xingshun”	Shenzhen Xingshun Investment Partnership Limited Partnership* (深圳興順投資合夥企業(有限合夥)), is a limited partnership established in the PRC on July 9, 2019 and one of our Pre-IPO Investors
“Tiantu Xingsi”	Shenzhen Xingsi Investment Partnership Limited Partnership* (深圳興思投資合夥企業(有限合夥)), is a limited partnership established in the PRC on April 3, 2019 and one of our Pre-IPO Investors
“Tiantu Xingsu”	Suzhou Tiantu Xingsu Equity Investment Center Limited Partnership* (蘇州天圖興蘇股權投資中心(有限合夥)), a limited partnership established in the PRC on June 13, 2013 and one of our Pre-IPO Investors
“Track Record Period”	the three years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022

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“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	the United States of America
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“VAT”	value-added tax; all amounts are exclusive of VAT in this prospectus except where indicated otherwise
“Wenzhou Jiawang”	Wenzhou Jiawang Fruits Co., Ltd.* (溫州市佳旺水果有限公司), a limited liability company established in the PRC on April 23, 2021 and a wholly-owned subsidiary of our Company
“ 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, www.eipo.com.hk
“ White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Xi’an Pagoda”	Xi’an Pagoda Co., Ltd.* (西安百百果水果有限公司), a limited liability company established in the PRC on July 28, 2021 and a wholly-owned subsidiary of our Company
“Xi’an Yuxing”	Xi’an Yuxing Fruits Sales Limited* (西安鈺星水果銷售有限公司), a limited liability company established in the PRC on July 27, 2021 and a wholly-owned subsidiary of our Company
“Xingxintou”	Shenzhen Xingxintou Investment Partnership Limited Partnership* (深圳市星鑫投投資合夥企業(有限合夥)), a limited partnership established in the PRC on September 20, 2017 and one of our Pre-IPO Investors

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“Xinyu Shuoguo”	Xinyu Shuoguo Investment Center Limited Partnership* (新余碩果投資中心(有限合夥)), a limited partnership established in the PRC on March 6, 2018 and one of our Pre-IPO Investors
“Xinyu Unicorn”	Xinyu Unicorn Investment Management Partnership Limited Partnership* (新余獨角獸投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on September 30, 2016 and one of our Pre-IPO Investors
“Yitang Hongtu”	Beijing Yitang Hongtu Integrated Circuit and Internet Investment Fund Center Limited Partnership* (北京屹唐紅土集成電路與互聯網投資基金中心(有限合夥)), a limited partnership established in the PRC on June 28, 2016 and one of our Pre-IPO Investors
“Youguolian”	Youguolian Brand Management Company Limited* (優果聯品牌管理有限公司), a limited liability company established in the PRC on March 9, 2017 and a non-wholly owned subsidiary of our Company. As of the Latest Practicable Date, it was owned as to 56.25% by Pagoda Investment, 25% by Beijing Kedao Brand Management Center Partnership (Limited Partnership)* (北京棵道品牌管理中心(有限合夥)) and 18.75% by Beijing Shanren Brand Management Center Partnership (Limited Partnership)* (北京善仁品牌管理中心(有限合夥))
“Younongdao”	Younongdao (Beijing) Technology Co., Ltd.* (優農道(北京)科技有限公司), a limited liability company established in the PRC on April 23, 2018 and a non-wholly owned subsidiary of our Company. As of the Latest Practicable Date, it was owned as to 45.72% by Pagoda Investment, 22.28% by Youguolian and 32% by Mr. Koiwai Masaaki
“Yuanmou Yuanshengyuan”	Yuanmou Yuanshengyuan Agricultural Technology Co., Ltd.* (元謀原生源農業科技有限責任公司), a limited liability company established in the PRC on June 26, 2014 and a non-wholly owned subsidiary of our Company. As of the Latest Practicable Date, it was owned as to 51% by Pagoda Investment and 49% by Mr. Chen Fusheng (陳福生)

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“Zhichun Equity”	Ningbo Meishan Bonded Port District Zhichun Equity Investment Partnership Limited Partnership* (寧波梅山保稅港區知春股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on August 11, 2017 and one of our Pre-IPO Investors
“Zhuopu”	Shenzhen Zhuopu Investment Development Partnership Limited Partnership* (深圳卓璞投資發展企業(有限合夥)), a limited partnership established in the PRC on May 2, 2017 and one of our Pre-IPO Investors

In this prospectus, the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “connected transaction(s)”, “core connected person(s)”, “controlling shareholder(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires. The English translation of company names in Chinese or another language which are marked with “” and the Chinese translation of company names in English which are marked with “*” is for identification purpose only.*