
DEFINITIONS

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

“6M2021”	the six-month financial period ended 30 June 2021
“6M2022”	the six-month financial period ended 30 June 2022
“9M2022”	the nine-month financial period ended 30 September 2022
“10M2021”	the 10-month financial period ended 31 October 2021
“10M2022”	the 10-month financial period ended 31 October 2022
“Accountants’ Report”	the accountants’ report of our Company, 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
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company adopted on 16 December 2022, and as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of the Company and Cayman Islands Company Law” in Appendix III to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Best Talent”	Best Talent Venture Holdings Limited, a BVI business company incorporated in the BVI with limited liability on 4 March 2020, which is owned as to 57.14%, 23.81% and 19.05% by Li Hui, Wu Bangjun and Luo Zikang respectively

DEFINITIONS

“BDO China” or “Internal Control Consultant”	BDO China SHU LUN PAN Certified Public Accountants LLP Branch of Fujian, an independent internal control consultancy service provider
“Board” or “Board of Directors”	our board of Directors
“business day”	a day on which banks in Hong Kong are open for general banking business, other than (i) a Saturday or a Sunday; or (ii) a day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of 594,736,800 Shares made upon capitalisation of certain sums standing to the credit of the share premium account of our Company as referred to in the paragraph headed “Statutory and General Information — 1. Further Information about our Company — (iv) Written Resolutions of our Shareholders passed on 16 December 2022” in Appendix IV to this prospectus
“Cayman Share Registrar”	Appleby Global Services (Cayman) 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 clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant

DEFINITIONS

“CCASS EIPO”	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Clearing Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by (a) instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, or (b) (if you are an existing CCASS Investor Participant) giving electronic application instructions through the CCASS Internet System (https://ip.ccass.com) or through the CCASS Phone System (following the procedures contained in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input electronic application instructions for CCASS Investor Participants through HKSCC’s Customer Service Centre by completing an input request form
“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 operations and functions of CCASS, as from time to time in force
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Chairman”	the chairman of the Board
“Chang Nan Financial”	Chang Nan Financial Control Limited, a BVI business company incorporated in the BVI with limited liability on 16 March 2020, which is wholly-owned by Changnan Fund

DEFINITIONS

“Changnan Fund”	Nanchang County Changnan Financial Control Fund Management Co., Ltd.* (南昌縣昌南金控基金管理有限公司), a limited liability company established under the laws of the PRC on 8 June 2017 and a shareholder of Chang Nan Financial
“Cheerly Success”	Cheerly Success Investment Group Limited, a BVI business company incorporated in the BVI with limited liability on 6 March 2020, which is wholly-owned by Fuzhou Digital Economy
“China Post Group”	China Postal Express & Logistics Co., Ltd. Jiangxi Branch* (中國郵政速遞物流股份有限公司江西省分公司) and China Post Express Logistics Co., Ltd.* (中國郵政集團有限公司江西省分公司), which are established in the PRC and grouped together and regarded as one single customer as they are under control of the same ultimate controlling party. It was one of our five largest customers for FY2020. Please refer to the paragraph headed “Business — Customers” for further details
“close associate(s)”	has the same meaning as defined in the Listing Rules
“Companies Act” or “Cayman Companies Act”	Companies Act (as revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), which came into effect on 3 March 2014, 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), which came into effect on 3 March 2014, as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Zhengwei Group Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability on 31 March 2020

DEFINITIONS

“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, and in the context of our Company, means Mr. Yang, Ms. Lin, Shengyao Investment, Trendy Peak, Nanchang Tongli LP and Prosperous Season as further detailed in the section headed “Relationship with our Controlling Shareholders” in this prospectus
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“COVID-19”	the coronavirus pandemic, an ongoing global pandemic of coronavirus disease 2019 (COVID-19) caused by severe acute respiratory syndrome coronavirus 2 (SARSCoV-2)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of Indemnity”	the deed of indemnity dated 16 December 2022 and entered into by Mr. Yang, Ms. Lin, Shengyao Investment, Trendy Peak, Nanchang Tongli LP and Prosperous Season in favour of our Company, particulars of which are set out in the paragraph headed “Statutory and General Information — 9. Other Information — D. Deed of Indemnity” in Appendix IV to this prospectus
“Deed of Non-competition”	the deed of non-competition dated 16 December 2022 entered into by Mr. Yang, Ms. Lin, Shengyao Investment, Trendy Peak, Nanchang Tongli LP and Prosperous Season in favour of our Company, in respect of certain non-competition undertakings given by our Controlling Shareholders in favour of us, particulars of which are set out in the section headed “Relationship with our Controlling Shareholders” in this prospectus
“Director(s)” or “our Director(s)”	director(s) of our Company
“EIT”	the enterprise income tax payable under the EIT Law

DEFINITIONS

“EIT Law”	the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法), which came into effect on 1 January 2008
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the Government of Hong Kong
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
“Frost & Sullivan Report”	an independent market research report prepared by Frost & Sullivan for the purpose of this prospectus
“Fuzhou Digital Economy”	Fuzhou Digital Economy Investment Group Co., Ltd.* (撫州市數字經濟投資集團有限公司), a company established under the laws of the PRC on 28 December 2015 and a shareholder of Cheerly Success
“FY2019”	the financial year ended 31 December 2019
“FY2020”	the financial year ended 31 December 2020
“FY2021”	the financial year ended 31 December 2021
“FY2022”	the financial year ending 31 December 2022
“Grand Moore Capital” or “Sole Sponsor”	Grand Moore Capital Limited, a licenced corporation under the SFO permitted to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities
“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 its subsidiaries, or where the context refers to any time prior to our Company becoming the holding company of its present subsidiaries, the present subsidiaries of our Company and the businesses operated by such subsidiaries

DEFINITIONS

“Guangchang Plant”	our production plant located in Guangchang, Jiangxi Province, the PRC
“Guangchang Zhenglian”	Guangchang Zhenglian Biotech Co., Ltd* (廣昌縣正蓮生物科技有限公司), a company established under the laws of the PRC on 18 September 2017 and an indirect wholly-owned subsidiary of our Company
“HK\$” or “HK dollars” or “HKD” or “cents”	Hong Kong dollars and cents, the lawful currency for the time being of Hong Kong
“HKFRSs”	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” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Independent Third Party(ies)”	persons or companies which are independent of and not connected with (within the meaning of the Listing Rules) any of the directors, chief executives and substantial shareholders (within the meaning of the Listing Rules) of our Company, any of our subsidiaries or any of their respective associates, and an “Independent Third Party” means any of them

DEFINITIONS

“Jiangxi Guoguang Group”	Jiangxi Guoguang Commercial Chains Co., Ltd.* (江西國光商業連鎖股份有限公司) (605188.SH), an A-share listed company listed on the Shanghai Stock Exchange, together with its two subsidiaries established in the PRC, namely, Ganzhou Guoguang Industrial Co., Ltd.* (贛州國光實業有限公司) and Yichun Guoguang Industrial Co., Ltd.* (宜春市國光實業有限公司), and Xinyu Guoguang Commercial Co., Ltd.* (新余國光商業有限公司) (which was deregistered as at the Latest Practicable Date). These companies are grouped together and regarded as one single customer as they are under control of the same ultimate controlling party. It was one of our five largest customers for FY2021. Please refer to the paragraph headed “Business — Customers” for further details
“Jiangxi Zhengwei”	Jiangxi Zhengwei Food Co., Ltd* (江西正味食品有限公司), a company established under the laws of the PRC on 4 January 2002 and an indirect wholly-owned subsidiary of our Company
“Joint Bookrunners”	the joint bookrunners as named in the section headed “Directors and Parties Involved in the Share Offer”
“Joint Global Coordinators”	the joint global coordinators as named in the section headed “Directors and Parties Involved in the Share Offer”
“Joint Lead Managers”	the joint lead managers as named in the section headed “Directors and Parties Involved in the Share Offer”
“kg”	kilogramme
“Latest Practicable Date”	20 December 2022, being the latest practicable date for the inclusion of information in this prospectus prior to the printing of this prospectus
“Listing”	listing of the Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange

DEFINITIONS

“Listing Date”	the date on which dealings of the Shares on the Main Board first commence, which is expected to be on 13 January 2023
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with GEM of the Stock Exchange
“Mass Jovial”	Mass Jovial Group Limited, a BVI business company incorporated in the BVI with limited liability on 16 March 2020, which is owned as to 40%, 40% and 20% by Zhao Wenjun, Zheng Yongrong and Mr. Lan, respectively
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company adopted on 16 December 2022, and as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of the Company and Cayman Islands Company Law” in Appendix III to this prospectus
“MOFCOM” or “Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部), or its predecessor, the Ministry of Foreign Trade and Economic Cooperation, as appropriate to the context
“Mr. Lan”	Mr. Lan Hui (蘭輝), a former employee of Jiangxi Zhengwei
“Mr. Lei”	Mr. Lei Jun Feng (雷峻峰), one of our Pre-IPO Investors
“Mr. Su”	Mr. Xinlin Su (蘇鑫林), one of our Pre-IPO Investors
“Mr. Yang”	Mr. Yang Shengyao (楊聲耀), our Chairman, executive Director and one of our Controlling Shareholders
“Ms. Lin”	Ms. Lin Qiuyun (林秋雲), our executive Director, the spouse of Mr. Yang and one of our Controlling Shareholders

DEFINITIONS

“Nanchang Kaixing”	Nanchang Kaixing Industrial Co., Ltd* (南昌市凱興實業有限公司), a company established under the laws of the PRC on 28 November 2005 and an indirect wholly-owned subsidiary of our Company
“Nanchang Plant”	our production plant located in Nanchang, Jiangxi Province, the PRC
“Nanchang Tongli LP”	Nanchang Tongli Enterprise Management Center (Limited Partnership)* (南昌市同利企業管理中心(有限合夥)), a limited partnership established under the laws of the PRC on 20 May 2016 and one of our Controlling Shareholders
“NEEQ”	the National Equities Exchange and Quotations Co., Ltd., a PRC over-the-counter system for trading the shares of public companies
“Ningbo Haishu”	Ningbo Haishu Haishang Food Co., Ltd.* (寧波市海曙海尚食品有限公司), a limited liability company established in the PRC, and was one of our five largest customers for 6M2022. Please refer to the paragraph headed “Business — Customers” for further details
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“Offer Price”	the final price per Offer Share in Hong Kong dollars of not more than HK\$0.82 and expected to be not less than HK\$0.68 (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%) under the Share Offer, which is expected to be determined as further described in the paragraph headed “Structure and Conditions of the Share Offer — Pricing of the Share Offer” in this prospectus
“Offer Share(s)”	the Public Offer Shares and the Placing Shares, together with, where relevant, any additional Shares issued pursuant to the exercise of the Over-allotment Option

DEFINITIONS

“Over-allotment Option”	the option expected to be granted by our Company to the Placing Underwriters, exercisable by the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Placing Underwriters) subject to the terms and conditions of the Placing Underwriting Agreement, pursuant to which our Company may be required to allot and issue up to an aggregate of 30,000,000 additional Offer Shares (representing 15% of the initial number of the Offer Shares) to cover, among other things, over-allocations in the Placing and/or to satisfy the obligation of the Stabilizing Manager to return securities borrowed under the Stock Borrowing Agreement, particulars of which are set out in the section headed “Structure and Conditions of the Share Offer” in this prospectus
“Pingnan Anwang”	Pingnan Anwang Trading Co., Ltd.* (屏南縣安旺貿易有限公司), a company established under the laws of the PRC on 9 April 2020 and was a wholly-owned subsidiary of Jiangxi Zhengwei before it disposed of its entire equity interest therein to an Independent Third Party in September 2021, details of which are set out in the section headed “History, Reorganisation and Corporate Structure — Reorganisation — 4. Nominee arrangement in respect of and disposal of the shares in Pingnan Anwang” in this prospectus
“Placing”	the conditional placing of the Placing Shares, at the Offer Price with professional, institutional and other investors by the Placing Underwriters on behalf of our Company, as described in the section headed “Structure and Conditions of the Share Offer” in this prospectus
“Placing Shares”	the 180,000,000 Offer Shares initially being offered for subscription at the Offer Price under the Placing, subject to reallocation and the exercise of the Over-allotment Option, as described in the section headed “Structure and Conditions of the Share Offer” in this prospectus
“Placing Underwriters”	the underwriters of the Placing

DEFINITIONS

“Placing Underwriting Agreement”	the underwriting agreement in relation to the Placing expected to be entered into on or around the Price Determination Date by, among other parties, our Company, the Sole Overall Coordinator, the Joint Global Coordinators and the Placing Underwriters
“Pluto Universal”	Pluto Universal Holdings Limited, a BVI business company incorporated in the BVI with limited liability on 6 March 2020, which is wholly-owned by Mr. Lei
“PRC” or “China”	The People’s Republic of China which, for the purpose of this prospectus, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Government”, “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 instrumentalities thereof
“PRC Legal Advisers”	Allbright Law Offices (Fuzhou), the legal advisers to our Company as to the PRC laws
“Pre-IPO Investment”	the investments in our Company undertaken by our Pre-IPO Investors before the Listing, details of which are set out in the section headed “History, Reorganisation and Corporate Structure” in this prospectus
“Pre-IPO Investors”	Mr. Lei and Mr. Su, and each a “Pre-IPO Investor”
“Price Determination Date”	the date, expected to be on or around Thursday, 5 January 2023 but no later than Thursday, 12 January 2023, on which the Offer Price is fixed for the purpose of the Share Offer
“Prosperous Season”	Prosperous Season Group Limited, a BVI business company incorporated in the BVI with limited liability on 6 March 2020, which is wholly-owned by Nanchang Tongli LP and one of our Controlling Shareholders

DEFINITIONS

“Public Offer”	the conditional offering by our Company of the Public Offer Shares for subscription by the public in Hong Kong at the Offer Price, on and subject to the terms and conditions described in this prospectus
“Public Offer Share(s)”	the 20,000,000 Offer Shares initially being offered for subscription at the Offer Price in the Public Offer, subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer” in this prospectus
“Public Offer Underwriters”	the underwriters of the Public Offer listed in the section headed “Underwriting” in this prospectus
“Public Offer Underwriting Agreement”	the underwriting agreement dated 29 December 2022, in relation to the Public Offer, and entered into by, among other parties, our Company, the Sole Overall Coordinator, the Joint Global Coordinators and the Public Offer Underwriters
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation arrangements undergone by our Group in preparation for the Listing, which is more particularly described in the section headed “History, Reorganisation and Corporate Structure” in this prospectus
“Reporting Accountants”	BDO Limited, the reporting accountants of our Company
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to our Directors by our Shareholders, further details of which are contained in the paragraph headed “Statutory and General Information — 5. Share Repurchase Mandate” in Appendix IV to this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)

DEFINITIONS

“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“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)”	share(s) of our Company with a nominal or par value of US\$0.01 each
“Share Offer”	the Public Offer and the Placing
“Shareholder(s)”	holder(s) of the Shares
“Share Subdivision”	the share subdivision on 20 June 2022, where each of the issued and unissued shares of a par value of US\$1.0 in the share capital of our Company was subdivided into 100 Shares of a par value of US\$0.01 each, such that the authorised share capital of our Company shall be US\$100,000 divided into 10,000,000 Shares of a par value of US\$0.01 each
“Shengyao Investment”	Shengyao Investment Group Limited, a BVI business company incorporated in the BVI with limited liability on 4 March 2020, which is wholly-owned by Mr. Yang, and one of our Controlling Shareholders
“Sole Overall Coordinator”	Grand Moore Capital
“Sole Sponsor Overall Coordinator”	Grand Moore Capital
“sq.m.”	square metre
“Stabilizing Manager”	Grand Moore Capital
“State Council”	State Council of the PRC (中華人民共和國國務院)

DEFINITIONS

“Stock Borrowing Agreement”	the stock borrowing agreement, which may be entered into between Shengyao Investment as the lender and the Stabilizing Manager as the borrower on or around the Price Determination Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers of Hong Kong
“Track Record Period”	FY2019, FY2020, FY2021 and 6M2022
“Trendy Peak”	Trendy Peak International Limited, a BVI business company incorporated in the BVI with limited liability on 4 March 2020, which is wholly-owned by Ms. Lin, and one of our Controlling Shareholders
“Underwriters”	the Public Offer Underwriters and the Placing Underwriters
“Underwriting Agreements”	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement
“United States”	the United States of America
“US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Valuable Capital”	Valuable Capital Limited, a licenced corporation under the SFO permitted to engage in type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 9 (asset management) regulated activities
“Vantage Link”	Vantage Link Investments Limited, a BVI business company incorporated in the BVI with limited liability on 20 February 2014 which is wholly-owned by Mr. Su

DEFINITIONS

“VAT”	value-added tax
“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
“Zhengwei Group”	Zhengwei Group Limited, a company incorporated in Hong Kong with limited liability on 12 May 2020 which is an indirect wholly-owned subsidiary of our Company
“Zhengwei International”	Zhengwei International Limited, a BVI business company incorporated in the BVI with limited liability on 21 April 2020 which is a direct wholly-owned subsidiary of our Company
“%”	per cent

The English names of the companies or entities established in the PRC and the PRC laws and regulations mentioned in this prospectus are translations from their Chinese names. If there is any inconsistency, the Chinese names shall prevail. The English translations of the Chinese names are provided for identification purposes only.