
DEFINITIONS

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

“affiliate(s)”	any other person(s), directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	Accounting and Financial Reporting Council
“Agricultural Adviser”	Professor Cui Dejie (崔德杰), a professor of Qingdao Agricultural University, who is the agricultural adviser of our Company
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company conditionally adopted on 11 March 2024, which will become effective upon [REDACTED], a summary of which is contained in Appendix V to this document, as amended from time to time
“associate(s)”	has the meaning as described thereto under the Listing Rules
“Beauty Sources”	Beauty Sources Holdings Limited (美源控股有限公司), a company incorporated in the BVI on 24 May 2019 as a BVI business company which is wholly-owned by Ms. Geng Qi (耿琦)
“BMI Appraisals”	BMI Appraisals Limited, the property valuer
“Board”	our board of Directors
“Business Day(s)”	any day(s) (other than Saturday(s), Sunday(s) or public holiday(s)) 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
“[REDACTED]”	[REDACTED]

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“[REDACTED]” or “[REDACTED]”	[REDACTED]
“Caring Plentiful”	Caring Plentiful Holdings Limited (嘉沃控股有限公司), a company incorporated in the BVI on 24 May 2019 as a BVI business company which is wholly-owned by Mr. Cui Wei (崔偉)
“[REDACTED]”	[REDACTED]
“Chengyang Facility”	our cultivation facility in Chengyang District, Qingdao, Shandong Province, the PRC, which our Group ceased to operate after 31 December 2019
“Circular 37”	the Notice of the SAFE on Relevant Issues concerning Foreign Exchange Administration relating to Domestic Residents Offshore Investment and Financing and Round-trip Investment through Special Purpose Vehicles (國家外匯管理局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)
“China” or “PRC”	the People’s Republic of China, excluding, except the context otherwise requires and for the purposes in this document, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“[REDACTED]”	[REDACTED]
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) effective from 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), as amended, supplemented or otherwise modified from time to time

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“Company”, “our Company”, “us” or “we”	Fujing Holdings Co., Limited (富景中國控股有限公司, formerly known as “富景控股有限公司”), an exempted company incorporated in the Cayman Islands under the Companies Act with limited liability on 23 July 2019
“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 unless the context requires otherwise, collectively refers to Mr. Zhang and Wider International
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“COVID-19”	a newly identified coronavirus known to cause contagious respiratory illness
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Dalian Facility”	our cultivation facility in Jinzhou District, Dalian, Liaoning Province, the PRC, of approximately 20,000 sq.m.
“Deed of Indemnity”	the deed of indemnity dated 14 March 2024 entered into by our Controlling Shareholders in favour of our Company (on its own behalf and as the trustee of its subsidiaries), details of which are set out in the paragraph headed “E. Other information — 2. Tax and other indemnities” in Appendix VI to this document
“Deed of Non-competition”	the deed of non-competition dated 14 March 2024 entered into by our Controlling Shareholders in favour of our Company (on its own behalf and as the trustee of its subsidiaries), details of which are set out in the paragraph headed “Relationship with Controlling Shareholders — Deed of non-competition” in this document
“[REDACTED]”	[REDACTED]
“Director(s)” or “our Directors”	the director(s) of our Company or any one of them
“EIT”	enterprise income tax
“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, as amended, supplemented or otherwise modified from time to time

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“Exchange Participant(s)”	a person: (a) who, in accordance with the Listing Rules, may trade on or through the Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Stock Exchange as a person who may trade on or through the Stock Exchange
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“[REDACTED]”	[REDACTED]
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
“Fujing Agriculture”	Qingdao Fujing Agriculture Development Company Limited* (青島富景農業開發有限公司), formerly known as Qingdao Fujing Agriculture Ecological Development Limited Liability Company* (青島富景農業生態開發有限公司), a limited liability company established in the PRC on 4 December 2006 and an indirect wholly-owned subsidiary of our Company
“Fujing Holdings (HK)”	Fujing Holdings (Hong Kong) Co., Limited (富景控股(香港)有限公司), a company limited by shares incorporated under the laws of Hong Kong on 9 October 2019 and an indirect wholly-owned subsidiary of our Company
“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 ended 31 December 2022
“FY2023”	the financial year ended 31 December 2023
“F&S Report”	a market research report in respect of the vegetable and potted vegetable produce market in China issued by Frost & Sullivan and commissioned by our Group
“[REDACTED]”	[REDACTED]
“Glory Team”	Glory Team International Group Limited (匯榮國際集團有限公司), a company incorporated in the BVI on 8 August 2019 as a BVI business company which is a direct wholly-owned subsidiary of our Company

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“Grande Capital” or “Sole Sponsor”	Grande Capital Limited, a licensed corporation 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 the [REDACTED]
“Great Winner”	Great Winner Investment Holdings Limited (宏勝投資控股有限公司), a company incorporated in the BVI on 2 January 2020 as a BVI business company
“Group”, “our Group”, “us” or “we”	our Company, its subsidiaries or any of them, or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, our Company’s current subsidiaries or the business operated by such subsidiaries or their predecessors (as the case may be)
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“HKFRSs”	the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

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“[REDACTED]”	[REDACTED]
“Hong Kong”, “HKSAR” or “HK”	the Hong Kong Special Administrative Region of the PRC
“[REDACTED]”	[REDACTED]
“Hong Kong dollars”, “HK\$” and “cents”	Hong Kong dollar(s) and cent(s), respectively, the lawful currency of Hong Kong
“Independent Third Party(ies)”	person(s) or company(ies) which, to the best knowledge, information and belief of our Directors having made all reasonable enquiries, is/are not a connected person(s) (as defined in the Listing Rules) of our Company
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Laixi Facility”	our cultivation facility in Laixi, Qingdao, Shandong Province, the PRC, of approximately 398,272 sq.m.

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“Laixi Land Parcel A”	the parcel of land with a site area of approximately 214,804 sq.m. located at Rizhuang Town, Laixi, Qingdao that we owned the land use rights certificate
“Laixi Land Parcel B”	the parcel of land with a site area of approximately 34,467 sq.m. located at Rizhuang Town, Laixi, Qingdao that we leased from the People’s Government of Rizhuang Town of Laixi (萊西市日莊鎮人民政府)
“Laixi Land Parcel C”	the parcel of land with a site area of approximately 128,334 sq.m. located at Rizhuang Town, Laixi, Qingdao that we obtained the land use rights under the land reservation agreement we entered into with the People’s Government of Rizhuang Town of Laixi (萊西市日莊鎮人民政府)
“Laixi Land Parcels D”	the four parcels of land with a total site area of approximately 76,667 sq.m. located at Rizhuang Town, Laixi, Qingdao that we leased from the People’s Government of Rizhuang Town of Laixi (萊西市日莊鎮人民政府)
“Laixi Land Parcel E”	the parcel of land with a site area of approximately 10,667 sq.m. located at Maozhichang Village, Laixi, Qingdao that we leased from an Independent Third Party
“Land Reservation Agreement”	the land reservation agreement (土地預約協議) we entered into with the People’s Government of Rizhuang Town of Laixi (萊西市日莊鎮人民政府) on 17 June 2006 for, among others, the reservation of a parcel of state-owned land located at Rizhuang Town, Laixi, Qingdao for the purpose of agricultural and ecological development for a period of 50 years
“Latest Practicable Date”	11 March 2024, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

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“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
“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company conditionally adopted on 11 March 2024, which will become effective upon [REDACTED], a summary of which is contained in Appendix V to this document, as amended from time to time
“Mr. Zhang”	Mr. Zhang Yonggang (張永剛), our chairman, executive Director, chief executive officer and one of our Controlling Shareholders
“Ms. Zhang”	Ms. Zhang Chunyan (張春燕), sister of Mr. Zhang
“NEEQ”	the National Equities Exchange and Quotations (全國中小企業股份轉讓系統)
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

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“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“PRC Legal Advisers”	Hylands Law Firm (Jinan), the legal advisers of our Company as to the laws of the PRC
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Prosperity Plentiful (BVI)”	Prosperity Plentiful Holdings Limited (瑞豐控股有限公司), a company incorporated in the BVI on 16 May 2019 as a BVI business company and a direct wholly-owned subsidiary of our Company
“Prosperity Plentiful (HK)”	Prosperity Plentiful Holdings (Hong Kong) Co., Limited (瑞豐控股(香港)有限公司), a company incorporated in Hong Kong with limited liability on 6 June 2019 and an indirect wholly-owned subsidiary of our Company
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

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“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“QF Vegetables”	Qingdao Fujing Vegetables and Fruits Company Limited* (青島富景蔬果有限公司), a company incorporated in the PRC with limited liability on 24 September 2011, which was a wholly-owned subsidiary of Fujing Agriculture and was duly deregistered on 20 December 2016
“Regulation S”	Regulation S under the US Securities Act
“[REDACTED]”	[REDACTED]
“Reorganisation”	the reorganisation arrangements undergone by our Group in preparation for [REDACTED], details of which are set out in the paragraph headed “History, Reorganisation and Corporate Structure — Reorganisation” in this document
“Reporting Accountants”	Crowe (HK) CPA Limited and McMillan Woods (Hong Kong) CPA Limited, the reporting accountants of the Company
“RMB”	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)
“SAIC”	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)
“Savills”	Savills Valuation and Professional Services (China) Limited, our biological assets valuer

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“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 share(s) with nominal value of US\$0.01 each in the share capital of our Company
“Shareholder(s)” or “our Shareholders”	holder(s) of the Share(s)
“[REDACTED]”	[REDACTED]
“Share Scheme”	the share scheme conditionally adopted by our Company on 11 March 2024, the principal terms of which are summarised in the paragraph headed “D. Share Scheme” in Appendix VI to this document
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“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
“Supplemental Agreement”	the supplemental agreement we entered into with the People’s Government of Rizhuang Town of Laixi (萊西市日莊鎮人民政府) on 23 March 2020 which confirmed the use and occupation of a parcel of state-owned land by our Group in accordance to the Land Reservation Agreement
“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 periods comprising FY2020, FY2021, FY2022 and 9M2023
“[REDACTED]”	[REDACTED]

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“[REDACTED]”	[REDACTED]
“United States” or “US”	the United States of America
“US dollars”, “USD” or “US\$”	United States dollar(s), the lawful currency of the United States
“US Securities Act”	the United States Securities Act of 1933 (as amended from time to time)
“VAT”	the PRC value-added tax
“Vortex Festive”	Vortex Festive Holdings Limited (豐順控股有限公司), a company incorporated in the BVI on 24 May 2019 as a BVI business company which is wholly-owned by Mr. Li Changbai (李長柏)
“Well Resourced”	Well Resourced Holdings Limited (康源控股有限公司), a company incorporated in the BVI on 24 May 2019 as a BVI business company which is wholly-owned by Ms. Zhang
“WeMall”	WeMall (微商城), one of the largest e-commerce platform in China
“Wider International”	Wider International Group Limited (匯得國際集團有限公司), a company incorporated in the BVI on 24 May 2019 as a BVI business company which is wholly-owned by Mr. Zhang. Wider International is one of our Controlling Shareholders
“Xi’an Facility”	our cultivation facility in Gaoling District, Xi’an, Shaanxi Province, the PRC, of approximately 13,333 sq.m.
“Xinfujing”	Qingdao Xinfujing Technology Company Limited* (青島鑫富景科技有限公司), a company established in the PRC with limited liability on 6 May 2020 and is directly wholly-owned by Fujing Holdings (HK), and an indirect wholly-owned subsidiary of our Company
“Yuen Sang Tai”	Yuen Sang Tai Holdings Limited (源生態控股有限公司), a company incorporated in the BVI on 24 May 2019 as a BVI business company
“9M2022”	the nine months ended 30 September 2022
“9M2023”	the nine months ended 30 September 2023

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

- *the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “core connected person(s)”, “connected transaction(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings ascribed to such terms in the Listing Rules;*
- *all data in this document is as of the Latest Practicable Date;*
- *certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them; and*
- *if there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company or entity names in Chinese or another language which are marked with “*” and the Chinese translation of company or entity names in English which are marked with “*” are for identification purpose only.*