
DEFINITIONS

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

“Accountants’ Report”	the accountants’ report set out in Appendix I to this document
“affiliate”	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 articles of association of our Company (as amended from time to time), conditionally adopted on June 27, 2023 with effect from the [REDACTED], a summary of which is set out in Appendix VI to this document
“Board” or “Board of Directors”	the board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“CAGR”	compound annual growth rate
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
[REDACTED]	[REDACTED]
“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
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Company” or “our Company” or “the Company”	Tianjin Construction Development Group Co., Ltd. (天津建设发展集团股份有限公司), a joint stock company established in the PRC with limited liability or where the context requires (as the case may be), its predecessor, Tianjin Construction Development Group Company Ltd.* (天津建设发展集团有限公司), a limited liability company established in the PRC on November 4, 2010, previously known as Tianjin Binhai New Area Shanshengyuan Municipal Engineering Co., Ltd* (天津市滨海新区山盛源市政工程有限公司), Tianjin Shengyuan Construction Co., Ltd.* (天津山盛源建设有限公司) and Shanshengyuan Construction Co., Ltd.* (山盛源建设有限公司)
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and in the context of this document, collectively refers to the controlling shareholders of our Company, being Mr. Wang, Ms. Dou, Mr. Zhao Kuanghua, Ms. Zhao Xiaorong, Shengyuan Group, Shengyuan Holding, Shanshengyuan Enterprise Management, Tianjin Huizhi, Tianjin Jushi, Tianjin Gongmeihao and Tianjin Zhiweilai
“COVID-19”	Coronavirus disease 2019
“CSDC”	China Securities Depository and Clearing Corporation Limited
“CSDC (Hong Kong)”	China Securities Depository and Clearing (Hong Kong) Company Limited
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of Indemnity”	the deed of indemnity (彌償保證契據) dated April 3, 2024 entered into by the Controlling Shareholders in favor of our Company (for our Company and as trustee for each of our subsidiaries)
“Deed of Non-Competition”	the deed of non-competition (不競爭契據) dated December 15, 2023 entered into by the Controlling Shareholders in favor of our Company (for our Company and as trustee for each of our subsidiaries)
“Director(s)”	director(s) of our Company
“EIT”	enterprise income tax

DEFINITIONS

“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
[REDACTED]	[REDACTED]
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a market research and consulting company and an Independent Third Party
“Frost & Sullivan Report”	the independent industry report prepared by Frost & Sullivan and commissioned by our Company, as referred to in the section headed “Industry Overview” in this document
“GAC”	General Administration of Customs
[REDACTED]	[REDACTED]
“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	our Company together with its subsidiaries, and their respective predecessors
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“IFRS Accounting Standards”	IFRS Accounting Standards as issued by the International Accounting Standards Board
“Independent Third Party(ies)”	a person or entity who is not considered as a connected person of our Company under the Listing Rules

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.

DEFINITIONS

“Internal Control Consultant”	Moore Advisory Services Limited, an independent internal control consultant engaged by us
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Jiexiao System”	捷效系統, a comprehensive construction project management software self-developed by the Company and equipped with multiple functions, including cost monitoring, progress measuring and resources tracking
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Latest Practicable Date”	April 5, 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]

DEFINITIONS

[REDACTED]	[REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Main Board”	the stock market (excluding the options market) operated by the Hong Kong Stock Exchange and which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange
“MOC”	the Ministry of Construction of the PRC (中華人民共和國建設部)
“MOHURD”	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. Wang”	Mr. Wang Wenbin (王文彬), one of our Controlling Shareholders, chairperson of the Board and our non-executive Director
“Ms. Dou”	Ms. Dou Enyan (竇恩艷), one of our Controlling Shareholders, the spouse of Mr. Wang
“NDRC”	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)
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

DEFINITIONS

“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》), as enacted by the 5th session for the Standing Committee of the 8th National People’s Congress on December 29, 1993 and became 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”	Jingtian & Gongcheng, the legal adviser to our Company as to the laws of the PRC
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the reorganization of the group of companies now comprising our Group conducted in preparation for the [REDACTED], details of which are set out in the section headed “History, Reorganization and Corporate Structure” in this document
“Reporting Accountants”	KPMG
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
“SAMR”	the State Administration for Market Regulation (國家市場監督管理總局)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the 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常務委員會)

DEFINITIONS

“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shanshengyuan Enterprise Management”	Shanshengyuan (Tianjin) Enterprise Management Partnership (Limited Partnership)* (山盛源(天津)企業管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on March 17, 2022, being one of our Controlling Shareholders. As of the Latest Practicable Date, the general partner was Shengyuan Holding and its partnership interest was held as to approximately 97.7%, 1.3% and 1% by Mr. Wang, Ms. Dou and Shengyuan Holding, respectively
“Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of our Shares
“Shengyuan Group”	Shengyuan Group (Tianjin) Co., Ltd.* (盛源集團(天津)有限公司), a company established under the laws of the PRC on October 12, 2021 with limited liability. As of the Latest Practicable Date, Shengyuan Group indirectly held approximately 68.5% of the shareholding in our Company in aggregate and is one of our Controlling Shareholders
“Shengyuan Holding”	Shengyuan Group Holdings (Tianjin) Co., Ltd.* (盛源集團控股(天津)有限公司), a company established under the laws of the PRC on March 1, 2022 with limited liability. As of the Latest Practicable Date, Shengyuan Holding indirectly held approximately 68.5% of the shareholding in our Company in aggregate, being one of our Controlling Shareholders and one of the promoters of our Company
[REDACTED]	[REDACTED]
“Sole Sponsor”	China Everbright Capital Limited, a corporation registered under the SFO permitted to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the sole sponsor of the [REDACTED]
[REDACTED]	[REDACTED]
“State Council”	the PRC State Council (中華人民共和國國務院)

DEFINITIONS

“Supervisor(s)”	supervisor(s) of our Company
“Supervisory Board”	the board of Supervisors
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“Tianjin Binhai”	Tianjin Binhai New Area Construction Engineering Co. Limited* (天津濱海新區建設工程有限公司), a limited liability company established under the laws of the PRC on September 11, 2020 and is a wholly-owned subsidiary of our Company
“Tianjin Gongmeihao”	Gongmeihao (Tianjin) Enterprise Management Co. Limited* (共美好(天津)企業管理有限公司), a company established in the PRC with limited liability on May 29, 2023, which was owned by Tianjin Huizhi as to 50% and Tianjin Jushi as to 50%, respectively. As of the Latest Practicable Date, it is one of our Controlling Shareholders and one of the promoters of our Company
“Tianjin Huizhi”	Huizhi (Tianjin) Entrepreneurial Space Service Center (Limited Partnership)* (匯智(天津)創業空間服務中心(有限合夥)), a limited partnership established under the laws of the PRC by Mr. Wang and Ms. Zhao Xiaorong, an executive Director and vice president of our Company, on November 18, 2021. As of the Latest Practicable Date, the general partner was Ms. Zhao Xiaorong and its partnership interest was held as to 99% and 1% by Mr. Wang and Ms. Zhao Xiaorong, respectively, and it is one of our Controlling Shareholders
“Tianjin Jushi”	Jushi (Tianjin) Entrepreneurial Management Center (Limited Partnership)* (聚勢(天津)企業管理中心(有限合夥)), a limited partnership established under the laws of the PRC by Mr. Wang and Mr. Zhao Kuanghua, an executive Director and president of our Company, on November 18, 2021. As of the Latest Practicable Date, the general partner was Mr. Zhao Kuanghua and its partnership interest was held as to 99% and 1% by Mr. Wang and Mr. Zhao Kuanghua, respectively, and it is one of our Controlling Shareholders
“Tianjin Zhiweilai”	Zhiweilai (Tianjin) Enterprise Management Co. Limited* (致未來(天津)企業管理有限公司), a company established in the PRC with limited liability on May 24, 2023, which was held as to 99% and 1% by Shanshengyuan Enterprise Management and Shengyuan Holding, respectively. As of the Latest Practicable Date, it is one of our Controlling Shareholders and one of the promoters of our Company

DEFINITIONS

“Tianjin Zhongjianke”	Zhongjianke (Tianjin) Co. Limited* (中建科(天津)有限公司) (previously known as Tianjin Shanshengyuan Industrial Co., Ltd.* (天津山盛源實業有限公司)), a limited liability company established under the laws of the PRC on March 24, 2017 and is a wholly-owned subsidiary of our Company
“Track Record Period”	the three financial years ended December 31, 2021, 2022 and 2023
“U.S.” or “United States”	the United States of America
“U.S. dollars” or “US\$”	U.S. dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“VAT”	value-added tax
“Yujiacheng”	Yujiacheng Trading Co. Limited* (裕嘉程商貿有限公司) (previously known as Tianjin Yujiacheng Construction Engineering Co., Ltd.* (天津裕嘉程建築工程有限公司)), a limited liability company established under the laws of the PRC on March 1, 2017 and is a wholly-owned subsidiary of our Company
“Zhuhai Zhongqing”	Zhuhai Zhongqing Henghui VIII Equity Investment Partnership (Limited Partnership)* (珠海中青恒輝八期股權投資合夥企業(有限合夥)), our [REDACTED]

Unless otherwise expressly stated or the context otherwise requires, all data in this document is as of the date of this document.

In this document, the terms “associate”, “close associate”, “connected person”, “core connected person”, “connected transaction”, “subsidiaries” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

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.

DEFINITIONS

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.

The English names of PRC entities, PRC laws or regulations, and PRC governmental authorities referred to in this document are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail. The English translation of names or any descriptions in Chinese marked with “” is for identification purposes only.*