
DEFINITIONS

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

“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the articles of association to be adopted by our Company with effect upon [REDACTED] (as amended from time to time), a summary of which is set out in Appendix VI to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board” or “Board of Directors”	the board of Directors

[REDACTED]

“Business Day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CAGR”	compound annual growth rate

[REDACTED]

“China” or “the PRC”	the People’s Republic of China excluding, for the purposes of this document, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
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DEFINITIONS

“China Gold Association”	a nationwide not-for-profit organization dedicated to gold industry mechanism establishment, approved and registered by the Ministry of Civil Affairs of the People’s Republic of China and the former State Economic and Trade Commission in November 2001 in accordance with the Proposal for Reforming the State Gold Management System defined by the State Council
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“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” or “our Company”	Laopu Gold Co., Ltd. (老鋪黃金股份有限公司), a limited liability company incorporated in the PRC on December 5, 2016 which was converted into a joint stock company with limited liability on November 25, 2019
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Xu, Mr. Xu Dongbo, Hongqiao Jinji and Tianjin Jincheng for further details of which, please refer to the section headed “Relationship with our Controlling Shareholders” in this document
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“DT51”	a high-end shopping mall opened in January 2023 in Beijing under Beijing Hualian Group Investment Holding Co., Ltd. (北京華聯集團投資控股有限公司) (BHG)

DEFINITIONS

“effective tax rate” the rate equal to income tax expense divided by profit before tax

“Extreme Conditions” extreme conditions caused by a super typhoon as announced by the government of Hong Kong

[REDACTED]

“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company

“Frost & Sullivan Report” the industry report commissioned by us and independently prepared by Frost & Sullivan, a summary of which is set forth in the section headed “Industry Overview” in this document

“General Rules of [REDACTED]” General Rules of [REDACTED] published by the Stock Exchange and as amended from time to time

[REDACTED]

“Golden Treasury” Beijing Golden Treasury Cultural Communication Co., Ltd. (北京金色寶藏文化傳播有限公司), (formerly known as Beijing Golden Treasury Travel Cultural Communication Co., Ltd. (北京金色寶藏旅遊文化傳播有限公司)) a limited liability company established on June 28, 2004 which was ultimately controlled by Mr. Xu and was de-registered on May 31, 2022

“Group”, “our Group”, “our”, “we”, or “us” the Company and all of its subsidiaries, or any one of them as the context may require

“H Share(s)” Shares which an [REDACTED] has been made for [REDACTED] and permission to [REDACTED] on the Hong Kong Stock Exchange with nominal value of RMB1.00 each

DEFINITIONS

[REDACTED]

“HKFRS”

Hong Kong Financial Reporting Standard

[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the PRC

“Hong Kong dollars” or “HK\$”

Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

“Hong Kong Laopu”

LAO PU (HONG KONG) COMPANY LIMITED (老鋪黃金(香港)有限公司), a limited company incorporated in Hong Kong on January 2, 2018 and one of our wholly-owned subsidiaries

DEFINITIONS

[REDACTED]

“Hong Kong Stock Exchange” or “Stock Exchange” The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

“Hongqiao Jinji” Beijing Hongqiao Jinji Consulting Co., Ltd. (北京紅喬金季諮詢顧問有限公司), a limited liability company incorporated in the PRC on July 5, 2017 and one of our Controlling Shareholders

“IFRS” International Financial Reporting Standards, amendments and interpretations issued by the IASB

“Independent Third Party(ies)” any person(s) or entity(ies) who is not a connected person of the Company within the meaning of the Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“Latest Practicable Date” May 6, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

“Listing Committee” the listing committee of the Hong Kong Stock Exchange

[REDACTED]

“Listing Rules” or “Hong Kong 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

DEFINITIONS

“Macau Laopu” LAO PU GOLD COMPANY LIMITED (老鋪黃金(澳門)一人有限公司), a limited liability company incorporated in Macau on September 17, 2019 and one of our wholly-owned subsidiaries

“Main Board” the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange

[REDACTED]

“MixC” a high-end shopping mall under China Resources (Holdings) Company Limited (華潤(集團)有限公司), with a geographic layout covering over 30 cities in China.

“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. Xu” Mr. XU Gaoming (徐高明), our executive Director and one of our Controlling Shareholders

“Mr. Xu Dongbo” Mr. XU Dongbo (徐東波), one of our Controlling Shareholders, the son of Mr. Xu

“NDRC” the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)

“NIPA” the National Intellectual Property Administration of the PRC (中華人民共和國國家知識產權局)

“NPC” the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

DEFINITIONS

[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	the Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“PRC Government”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
“PRC Legal Advisors”	Global Law Office, our PRC legal advisors

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“[REDACTED] Investment(s)” the investment(s) in our Company undertaken by the [REDACTED] Investors prior to the [REDACTED], the details of which are set out in “History, Development and Corporate Structure” in this document

“[REDACTED] Investors” the investors in our Company prior to the [REDACTED] as named in “History, Development and Corporate Structure — [REDACTED] Investments — Information About the [REDACTED] Investors” in this document

[REDACTED]

“Regulation S” Regulation S under the U.S. Securities Act

[REDACTED]

“RMB” or “Renminbi” Renminbi, the lawful currency of the PRC

“SAFE” the State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)

“SAT” the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)

“Securities and Futures Commission” or “SFC” the Securities and Futures Commission of Hong Kong

“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

“SFO” the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Shanghai Gold Exchange”	a premier state-level market in China dedicated to gold trading, established by the People’s Bank of China with approval from the State Council and officially launched in October 2002
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, including both Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“SKP”	a high-end shopping mall under BHG, with Beijing SKP, Xi’an SKP, and Chengdu SKP in its network.
“Sole Sponsor”	the sole sponsor of the [REDACTED] of the H Shares on the Hong Kong Stock Exchange as named in “Directors, Supervisors and Parties Involved in the [REDACTED]”
	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stationery Culture”	Beijing Stationery Culture Development Co., Ltd. (北京文房文化發展有限公司), a limited liability company established on July 24, 2012 which was owned as to 70% by Mr. Xu and 30% by Mr. Xu Dongbo
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	member(s) of our Supervisory Committee
“Supervisory Committee”	the supervisory committee of our Company
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buybacks published by the SFC (as amended, supplemented or otherwise modified from time to time)

DEFINITIONS

“Tianjin Jincheng”	Tianjin Jincheng Enterprise Management Consulting L.P. (Limited Partnership) (天津金橙企業管理諮詢合夥企業 (有限合夥)), a stock incentive platform established in the PRC which is controlled by Hongqiao Jinji as the general partner and one of our Controlling Shareholders
“Tianjin Jindi”	Tianjin Jindi Enterprise Management Consulting L.P. (Limited Partnership) (天津金諦企業管理諮詢合夥企業 (有限合夥)), a stock incentive platform established in the PRC which is controlled by WANG Jianming (王建明), the audit manager of Stationery Culture, as the general partner
“Tianjin Jinji	Tianjin Jinji Enterprise Management Consulting L.P. (Limited Partnership) (天津金積企業管理諮詢合夥企業 (有限合夥)), a stock incentive platform established in the PRC which is controlled by LIU Qiong (劉瓊), our customer service director, as the general partner
“Tianjin Jinli”	Tianjin Jinli Enterprise Management Consulting L.P. (Limited Partnership) (天津金蒞企業管理諮詢合夥企業 (有限合夥)), a stock incentive platform established in the PRC which is controlled by LIU Zhi (劉志), our finance manager, as the general partner
“Tianjin Jinyong”	Tianjin Jinyong Enterprise Management Consulting L.P. (Limited Partnership) (天津金詠企業管理諮詢合夥企業 (有限合夥)), a stock incentive platform established in the PRC which is controlled by MA Le (馬樂), our senior manager of supply chain management, as the general partner
“Track Record Period”	the three financial years ended December 31, 2021, 2022 and 2023
	[REDACTED]
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction

DEFINITIONS

“Unlisted Shares”	unlisted ordinary Share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are not listed or traded on any stock exchange
“U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder

[REDACTED]

“Yueyang Laopu”	Yueyang Laopu Gold Filigree Craft Co., Ltd. (岳陽老鋪黃金花絲工藝有限公司), a limited liability company incorporated in the PRC on March 28, 2018 and one of our wholly-owned subsidiaries
“%”	per cent

For ease of reference, the names of PRC laws and regulations, governmental authorities, institutions, nature persons or other entities (including our subsidiaries) have been included in this document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.