
DEFINITIONS

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

“Accountant’s Report”	the accountants’ report of our Group set out in Appendix I to this prospectus
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company (as amended from time to time), conditionally adopted on 12 October 2021, which will become effective on the Listing Date, a summary of which is set out in Appendix IV to this prospectus
“AUD”	Australian dollars, the lawful currency of Australia
“Australia”	Commonwealth of Australia
“Beautiful Homeland”	Beautiful Homeland Holdings Limited, a company incorporated under the laws of the BVI with limited liability on 9 April 2019, one of our Controlling Shareholders
“BHP Housewares”	BHP Housewares Co., Limited, a company incorporated under the laws of Hong Kong with limited liability on 7 September 2007, an indirect wholly-owned subsidiary of our Company
“BHP Huzhou”	Better Home Products (Huzhou) Co., Ltd* (湖州貝特日用品貿易有限公司), a company established under the laws of the PRC on 19 August 2013 and deregistered on 9 June 2020
“BHP Linhai”	Better Home Products (Linhai) Co., Ltd* (臨海市百特日用品製造有限公司), a company established under the laws of the PRC on 23 June 2005, and was subsequently deregistered on 31 March 2014
“BHP UK”	Better Home Products (UK) Co Ltd, a company incorporated under the laws of the United Kingdom on 18 September 2009, an indirect wholly-owned subsidiary of our Company

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“BHP Zhejiang”	Better Home Products (Zhejiang) Co., Ltd* (浙江貝特日用品有限公司), a company established under the laws of the PRC on 18 September 2008, an indirect wholly-owned subsidiary of our Company
“Board”	the board of Directors
“business day(s)”	any day(s) (other than a Saturday, Sunday or public holiday in Hong Kong) on which licensed banks in Hong Kong are generally open for business
“BVI”	British Virgin Islands
“CAGR”	compounded annual growth rate
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of certain sum standing to the credit of the share premium account of our Company as referred to in the paragraphs headed “A. Further information about our Group — 3. Written resolutions of our sole Shareholder passed on 12 October 2021” in Appendix V to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant(s)”	a person permitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant(s)”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant(s)”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant(s)”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“CCASS Phone System” or “CCASS Internet System”	a system via which an Investor Participant can operate its stock account

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“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this prospectus, Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan
“CIC”	China Insights Industry Consultancy Limited, a market research and consulting company and an Independent Third Party
“CIC Report”	a report commissioned by us and independently prepared by CIC
“Companies Act” or “Cayman Companies Act”	the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, 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
“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”	Better Home Group Holdings Co., Limited (貝特集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 21 May 2019
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and, in the case of our Company, means Beautiful Homeland, Mr. Zhu, Mr. Fang, Mr. Mao and Mr. Zhang
“COVID-19”	coronavirus disease 2019
“Deed of Concert Parties”	the deed of concert parties dated 28 April 2020 and executed by our Controlling Shareholders, particulars of which are set out in the paragraph headed “Relationship with our Controlling Shareholders — Controlling Shareholders” in this prospectus

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“Deed of Indemnity”	the deed of indemnity dated 28 October 2021 and executed by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for our subsidiaries), particulars of which are set out in the paragraphs headed “D. Other information — 1. Estate duty, tax and other indemnities” in Appendix V to this prospectus
“Deed of Non-competition”	the deed of non-competition dated 28 October 2021 and executed by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for our subsidiaries), particulars of which are set out in the paragraphs headed “Relationship with our Controlling Shareholders — Non-competition undertaking” in this prospectus
“Director(s)” or “our Directors”	the director(s) of our Company
“EBITDA”	earnings before interest, taxes, depreciation and amortisation
“EU”	the European Union
“Euro” or “EUR”	the lawful currency of the member states of EU
“Extreme Conditions”	any extreme conditions or events, the occurrence of which causes interruption to ordinary course of business operations in Hong Kong and/or that may affect the Price Determination Date or the Listing Date
“eWhite Form”	the application of Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the eWhite Form Service Provider at www.ewhiteform.com.hk
“eWhite Form Service Provider”	the eWhite Form Service Provider designated by our Company as specified on the designated website at www.ewhiteform.com.hk
“GBP” or “£”	the British Pound, the lawful currency of the United Kingdom
“Global Offering”	the Hong Kong Public Offering and the International Placing

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“Grand Resources”	Grand Resources Industrial Limited, a company incorporated under the laws of Hong Kong with limited liability on 18 July 2001
“GREEN Application Form(s)”	the application form(s) to be completed by eWhite Form Service Provider
“Group”, “our Group”, “we”, “our” or “us”	our Company and our subsidiaries at the relevant time or, where the context refers to any time prior to our Company becoming the holding company of our present subsidiaries, such subsidiaries and the business carried on by such subsidiaries or (as the case may be) our predecessors, and “we”, “our” or “us” shall be construed accordingly
“Happy Hours”	Happy Hours Holdings Limited, a company incorporated under the laws of the BVI with limited liability on 30 May 2019
“HK\$” or “Hong Kong dollars”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited
“Home Laundry”	The Home Laundry Company Ltd, a company incorporated under the laws of the United Kingdom on 2 February 2009
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 12,500,000 Shares initially offered for subscription pursuant to the Hong Kong Public Offering, subject to reallocation as described in the section headed “Structure and conditions of the Global Offering” in this prospectus
“Hong Kong Public Offering”	the offering by our Company of the Hong Kong Offer Shares for subscription by the public in Hong Kong, as further described in the section headed “Structure and conditions of the Global Offering” in this prospectus

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“Hong Kong Share Registrar”	Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar and transfer office of our Company
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the paragraphs headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 29 October 2021 relating to the Hong Kong Public Offering and entered into by our Company, our Controlling Shareholders, our executive Directors, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Manager and the Hong Kong Underwriters, as further described in the paragraphs headed “Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offering” in this prospectus
“Huzhou Production Plant”	refers to the owned production facility located in No. 378, Guangming Street, Fuxi Road, Deqing County, Huzhou City, Zhejiang Province, PRC* (中國浙江省湖州市德清縣阜溪街道光明街378號) and referred to the paragraphs headed “Business — Properties — Owned properties” in this prospectus
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are not connected with (within the meaning of the Listing Rules) any Directors, chief executive or substantial shareholders (within the meaning of the Listing Rules) of our Company, our subsidiaries or any of their respective associates
“International Placing”	the conditional placing of the International Placing Shares by the International Underwriters, as further described in the section headed “Structure and conditions of the Global Offering” in this prospectus
“International Placing Shares”	the 112,500,000 Shares initially offered for subscription pursuant to the International Placing, subject to the Over-allotment Option and reallocation as described in the section headed “Structure and conditions of the Global Offering” in this prospectus

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“International Underwriters”	the underwriters for the International Placing who are expected to enter into the International Underwriting Agreement
“International Underwriting Agreement”	the underwriting agreement expected to be entered into by our Company, our Controlling Shareholders, our executive Directors, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the International Underwriters in respect of the International Placing, as further described in the paragraphs headed “Underwriting — The International Placing” in this prospectus
“Joint Bookrunners”	Giraffe Capital Limited, First Shanghai Securities Limited, Guotai Junan Securities (Hong Kong) Limited and Quasar Securities Co., Limited
“Joint Global Coordinators”	Giraffe Capital Limited, First Shanghai Securities Limited and Guotai Junan Securities (Hong Kong) Limited
“Joint Lead Managers”	Giraffe Capital Limited, First Shanghai Securities Limited, Guotai Junan Securities (Hong Kong) Limited, Quasar Securities Co., Limited, Chuenman Securities Limited, FUTEK Financial Limited and Yuan Tong Global Securities Limited
“Latest Practicable Date”	20 October 2021, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information in this prospectus
“Legal Counsel”	Mr. Leung Wai-Keung, Richard, barrister-at-law in Hong Kong
“Listing”	listing of the Shares on the Main Board
“Listing Date”	the date expected to be on 12 November 2021, on which the Shares are listed and from which dealings therein are permitted to take place on the Main Board of the Stock Exchange

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“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, 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 GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company (as amended from time to time), conditionally adopted on 12 October 2021, which will become effective on the Listing Date, a summary of which is set out in Appendix IV to this prospectus
“MOFCOM”	the PRC Ministry of Commerce (中華人民共和國商務部)
“Mr. Fang”	Mr. Fang Gaisheng (方改生), one of our founders, an executive Director and one of our Controlling Shareholders
“Mr. Mao”	Mr. Mao Chungen (毛春根), one of our founders, an executive Director and one of our Controlling Shareholders
“Mr. Nicholson”	Mr. Robert Nicholson, a director of our indirect wholly-owned subsidiary, BHP UK, since its establishment and resigned on 1 September 2019
“Ms. Lou”	Ms. Lou Zhequn (樓哲群), the spouse of Mr. Zhu
“Mr. Zhang”	Mr. Zhang Wenzhi (張文志), one of our founders and one of our Controlling Shareholders
“Mr. Zhu”	Mr. Zhu Boming (朱伯明), one of our founders, an executive Director and chairman of the Board and one of our Controlling Shareholders, the spouse of Ms. Lou
“NSM”	NSM UK Limited, a company incorporated under the laws of the United Kingdom with limited liability on 19 November 2001, a connected person of our Group

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“Offer Price”	the final offer price per Offer Share in Hong Kong (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee) of not more than HK\$1.2 and expected to be not less than HK\$1.0 at which Hong Kong Offer Shares are to be issued pursuant to the Global Offering, to be subscribed, to be determined in the manner further described in the paragraphs headed “Structure and conditions of the Global Offering — Determination of the Offer Price” in this prospectus
“Offer Share(s)”	the Hong Kong Offer Shares and the International Placing Shares, collectively, and where relevant, together with any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by and at the sole discretion of the Joint Global Coordinators (for themselves and on behalf of the International Underwriters) pursuant to which our Company may be required to allot and issue up to 18,750,000 Shares at the Offer Price (representing 15% of the Shares initially being offered under the Global Offering) to cover over-allocation in the International Placing, the details of which are described in the section headed “Structure and conditions of the Global Offering” in this prospectus
“PRC government”	the central government of the PRC, including 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 Advisers”	GuangDong Sun Law Firm, the legal advisers to our Company as to the PRC law
“Price Determination Agreement”	the agreement to be entered into between our Company and the Joint Global Coordinators (for themselves and on behalf of the Underwriters) on the Price Determination Date to record and fix the Offer Price

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“Price Determination Date”	the date expected to be on or around Friday, 5 November 2021 but no later than Tuesday, 9 November 2021, on which the Offer Price is fixed for the purposes of the Global Offering
“Reorganisation”	the corporate reorganisation of our Group prior to the issue of this prospectus, details of which are set out in the paragraphs headed “History, Reorganisation and corporate structure — Reorganisation” in this prospectus
“Repurchase Mandate”	the general unconditional mandate to repurchase Shares given to our Directors by our Shareholders, particulars of which are set out in the paragraphs headed “A. Further information about our Group — 3. Written resolutions of our sole Shareholder passed on 12 October 2021” in Appendix V to this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Roses All The Way”	Roses All The Way Investment Co., Limited, a company incorporated under the laws of the BVI with limited liability on 30 May 2019
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration
“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 and modified from time to time
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)
“Sole Sponsor” or “Giraffe Capital Limited”	Giraffe Capital Limited, a licensed corporation under the SFO to carry on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities

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“Stabilising Manager”	First Shanghai Securities Limited
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Beautiful Homeland and the Stabilising Manager (or its affiliates acting on its behalf) on or about the Price Determination Date as further described in “Structure and Conditions of the Global Offering — Stock Borrowing Agreement”
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Companies Ordinance
“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
“Tax Consultant”	Grant Thornton Tax Services Limited, an international auditing, tax and advisory company and an Independent Third Party
“Track Record Period”	the period comprises the three years ended 31 December 2020 and four months ended 30 April 2021
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “US”	the United States of America
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“US dollars” or “US\$” or “USD”	United States dollars, the lawful currency of the United States
“US Securities Act”	the US Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder

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“VAT”	value-added tax
“sq.m.”	square metre(s)
“%”	per cent

Unless otherwise expressly stated or the context otherwise requires, in this prospectus:

- *all times refer to Hong Kong time and references to years in this prospectus are to calendar years;*
- *the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “core connected person(s)”, “connected transaction(s)”, “continuing 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 prospectus is as at the Latest Practicable Date;*
- *certain amounts and percentage figures included in this prospectus 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*
- *all relevant information in this prospectus assumes no exercise of the Over-allotment Option.*

The English names of the PRC laws, rules, regulations, nationals, entities, governmental authorities, institutions, facilities, certificates and titles etc. mentioned in this prospectus, including those marked with “”, are translations from their Chinese names and are for identification purpose only. If there is any inconsistency between the Chinese names and their English translations, the Chinese names shall prevail.*