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## DEFINITIONS

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

“affiliate”	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”	the Accounting and Financial Reporting Council of Hong Kong
“Articles of Association” or “Articles”	the articles of association of the Company adopted by the Shareholders on September 20, 2023 and with effect from the [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
“Beijing Chengxin”	Beijing Chengxin Mokingran Jewellery Limited* (北京誠信夢金園珠寶首飾有限公司), a company established in the PRC on March 9, 2010 and a wholly-owned subsidiary of our Company
“Beijing Mokingran”	Beijing Mokingran Jewellery Limited* (北京夢金園珠寶首飾有限公司), a company established in the PRC on August 21, 2017 and a wholly-owned subsidiary of our Company
“Board” or “Board of Directors”	the board of Directors of our Company
“Board of Supervisors”	the board of Supervisors of our Company
“Business Day(s)” or “business day(s)”	any day (other than a Saturday, Sunday or public holiday in Hong Kong and any day on which tropical cyclone warning no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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“Changle Chengxin”	Changle Chengxin Gold Limited* (昌樂誠信黃金有限公司), a company established in the PRC on September 8, 2003 and a wholly-owned subsidiary of our Company
“Changle Mokingran”	Changle Mokingran Jewellery Limited* (昌樂夢金園珠寶有限公司), a company established in the PRC on April 11, 2024 and a wholly-owned subsidiary of our Company
“Chengcheng Dinghui”	Guangzhou Chengcheng Dinghui Equity Investment Partnership (Limited Partnership)* (廣州成誠鼎暉股權投資合夥企業(有限合夥)), a limited liability partnership established in the PRC on September 30, 2017, our promoter and an Independent Third Party
“China” or “PRC”	the People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires, references in this document to “China” and the “PRC” do not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“CITIC Securities Investment”	CITIC Securities Investment Limited* (中信証券投資有限公司), a company established in the PRC on April 1, 2012, our [REDACTED] and an Independent Third Party
“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”, “our Company”, and “the Company”	MOKINGRAN JEWELLERY GROUP CO., LTD. (夢金園黃金珠寶集團股份有限公司), a limited liability company established in the PRC on September 8, 2000 and was further converted into a joint stock limited company on June 29, 2018, which was formerly known as “Changle Huaye Jewellery Limited* (昌樂華業珠寶有限公司)”, “Tianjin Mokingran Jewellery Limited* (天津夢金園珠寶首飾有限公司)”, “Tianjin Mokingran Gold Jewellery Limited* (天津夢金園黃金珠寶有限公司)” and “Mokingran Gold Jewellery Group Limited* (夢金園黃金珠寶集團有限公司)”

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“Company Law” or “PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person”	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. Wang Zhongshan, Ms. Zhang Xiuqin, Mr. Wang Guoxin, Ms. Wang Na, Jinmeng Partnership, Jinyuan Partnership, Jinlong Partnership and Tianjin Yuanjinmeng. See “Relationship with Our Controlling Shareholders” for further details
“COVID-19”	a viral respiratory disease caused by the severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
“CSDC”	China Securities Depository and Clearing Co., Ltd. (中國證券登記結算有限責任公司)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets
“Director(s)”	the director(s) of our Company, including all executive and independent non-executive directors
“Domestic Share(s)”	ordinary shares in the share capital of our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“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》), as amended, supplemented or otherwise modified from time to time
“Employee Share Ownership Scheme”	the employee share ownership scheme adopted by our Company on March 10, 2016
“Employee Shareholding Platforms”	Jinmeng Partnership, Jinyuan Partnership and Jinlong Partnership

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“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FIL”	Foreign Investment Law of the PRC (中華人民共和國外商投資法)
[REDACTED]	[REDACTED]
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market, research and consulting company
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Greater China”	the PRC, the Hong Kong Special Administrative Region, the Macau Special Administrative Region, and Taiwan
“Group”, “we” or “us”	our Company and all of our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)
“Guangdong Mokingran”	Guangdong Mokingran Jewellery Limited* (廣東夢金園珠寶首飾有限公司), a company established in the PRC on August 1, 2017 and a wholly-owned subsidiary of our Company
“Hangzhou Mokingran”	Hangzhou Mokingran Jewellery Limited* (杭州夢金園珠寶首飾有限公司), a company established in the PRC on August 26, 2016 and a wholly-owned subsidiary of our Company
“HK\$” or “Hong Kong dollars”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards, amendments and the related interpretations issued by the Hong Kong Institute of Certified Public Accountants

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[REDACTED]

[REDACTED]

“Hong Kong”

the Hong Kong Special Administrative Region of the PRC

“Hong Kong Mokingran”

HONG KONG MOKINGRAN JEWELLERY GROUP LIMITED (香港夢金園國際珠寶集團有限公司), a company incorporated in Hong Kong on April 25, 2003 and an indirect wholly-owned subsidiary of our Company

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

“Huang Yi”

Ms. Huang Yi (黃怡), our [REDACTED]

“Independent Third Party(ies)”

an individual or a company which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is not a connected person of the Company within the meaning of the Listing Rules

“industry report”

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

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[REDACTED]

[REDACTED]

“Jiaying Yugang”

Jiaying Yugang Investment Management Partnership (Limited Partnership)\* (嘉興煜港投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on March 31, 2017, our promoter and an Independent Third Party

“Jinlong Partnership”

Tianjin Jinlong Enterprise Management Partnership (Limited Partnership)\* (天津金隆企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on March 16, 2016 and our Controlling Shareholder

“Jinan Chengxin”

Jinan Chengxin Mokingran Jewellery Limited\* (濟南誠信夢金園珠寶首飾有限公司), a company established in the PRC on May 15, 2019 and an indirect wholly-owned subsidiary of our Company

“Jinan Mokingran”

Jinan Mokingran Jewellery Limited\* (濟南夢金園黃金珠寶有限公司), a company established in the PRC on June 17, 2011 and a wholly-owned subsidiary of our Company

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“Jinmeng Partnership”	Tianjin Jinmeng Enterprise Management Partnership (Limited Partnership)* (天津金夢企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on March 16, 2016 and our Controlling Shareholder
“Jinyuan Partnership”	Tianjin Jinyuan Enterprise Management Partnership (Limited Partnership)* (天津金園企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on March 16, 2016 and our Controlling Shareholder
“Latest Practicable Date”	[October 6, 2024], being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication
“Lhasa Jinqianhui”	Lhasa Jinqianhui Technology Limited* (拉薩金千匯科技有限 公司), a company established in the PRC on April 1, 2024 and a wholly-owned subsidiary of Shenzhen E-commerce
[REDACTED]	[REDACTED]
“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
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange, which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
[REDACTED]	[REDACTED]
“MOHRSS”	Ministry of Human Resources and Social Security of PRC (中 華人民共和國人力資源和社會保障部)

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“Nanjing Mokingran”	Nanjing Mokingran Jewellery Limited* (南京夢金園珠寶首飾有限公司), a company established in the PRC on September 24, 2013 and a wholly-owned subsidiary of our Company
“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)
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
[REDACTED]	[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
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“Ping An Tianyu”	Shenzhen Pingan Tianyu Equity Investment Fund Partnership (Limited Partnership)* (深圳平安天煜股權投資基金合夥企業(有限合夥)), a limited liability partnership established in the PRC on December 7, 2015, the promoter and an Independent Third Party
“PRC Legal Advisor”	Jia Yuan Law Offices, PRC legal advisor to our Company
“PRC Securities Law”	the Securities Law of the PRC (《中華人民共和國證券法》), as enacted by the 6th meeting of the 9th Standing Committee of the NPC on December 29, 1998 and became effective on July 1, 1999, as amended, supplemented or otherwise modified from time to time
“[REDACTED]”	the [REDACTED] in our Company undertaken by the [REDACTED], details of which are set out in the section headed “History, Development and Corporate Structure — [REDACTED]” in this document
“[REDACTED]”	the [REDACTED] of [REDACTED], including Tianjin Haikai Xinchuang, CITIC Securities Investment, Mr. Zhao Duxue, Ms. Huang Yi, Ms. Zhang Yizhen and Mr. Zhang Jianjun
[REDACTED]	[REDACTED]
“document”	this document being issued in connection with the [REDACTED]
“provincial-dealer(s)”	external party responsible for distribution of our products to franchisees in the regions they serve
“R&D”	research and development
“Regulation S”	Regulation S under the U.S. Securities Act
“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”	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)
“SAT”	State Administration of Taxation (國家稅務總局)

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“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“Shandong E-commerce”	Shandong Mokingran E-commerce Limited* (山東夢金園電子商務有限公司), a company established in the PRC on December 12, 2014 and an indirect wholly-owned subsidiary of our Company
“Shandong Mokingran”	Shandong Mokingran Jewellery Limited* (山東夢金園珠寶首飾有限公司), a company established in the PRC on April 5, 2004 and a wholly-owned subsidiary of our Company
“Shandong Yifu”	Shandong Yifu Gold Jewellery Limited* (山東億福金業珠寶首飾有限公司), a company established in the PRC on August 2, 2007 and a wholly-owned subsidiary of our Company
“Shanghai Yuanjunmeng”	Shanghai Yuanjunmeng Diamond Limited* (上海緣君夢鑽石有限公司), a company established in the PRC on December 3, 2014 and an indirect wholly-owned subsidiary of our Company
“Share(s)”	shares in the share capital of our Company, with a nominal value of RMB1.00 each, comprising [REDACTED] Shares and [REDACTED]
“Shareholder(s)”	holders of our Shares
“Shenyang Mokingran”	Shenyang Mokingran Jewellery Limited* (瀋陽市夢金園珠寶首飾有限公司), a company established in the PRC on April 7, 2015 and a wholly-owned subsidiary of our Company
“Shenzhen E-commerce”	Shenzhen Mokingran E-commerce Limited* (深圳夢金園電子商務有限公司), a company established in the PRC on August 22, 2018 owned as to 51% by Shandong E-commerce and 49% by Shenzhen City Gold Chief Executive Technology Culture Co., Ltd.* (深圳市金總裁科技文化有限公司), an Independent Third Party
“Shenzhen Mokingran”	Shenzhen Mokingran Jewellery Limited* (深圳市夢金園珠寶首飾有限公司), a company established in the PRC on December 10, 2010 and a wholly-owned subsidiary of our Company

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“Sole Sponsor”	CITIC Securities (Hong Kong) Limited
[REDACTED]	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
“subsidiary(ies)”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	supervisor(s) of our Company
“[REDACTED] Agreement”	the [REDACTED] agreement expected to be entered into on or about the [REDACTED] between the [REDACTED] (or any person acting for it) and [REDACTED]
“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
“Tianjin Haikai Xinchuang”	Tianjin Haikai Xinchuang Industry Development Co., Ltd.* (天津海開信創產業發展有限公司), formerly known as Tianjin City Tanggu Economic Development Zone Industrial Investment Company* (天津市塘沽經濟開發區工業投資公司), a company established in the PRC on December 3, 1992, our [REDACTED] and an Independent Third Party
“Tianjin Mokingran”	Tianjin Mokingran Jewellery Limited* (天津夢金園珠寶首飾有限公司), a company established in the PRC on November 27, 2015 and a wholly-owned subsidiary of our Company

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“Tianjin Yuanjinmeng”	Tianjin Yuanjinmeng Enterprise Management Consultancy Co., Ltd.* (天津園金夢企業管理諮詢有限公司), a company established in the PRC on November 27, 2015 and our Controlling Shareholder
“Tianjin Zongyi”	Tianjin Zongyi Technology Development Limited* (天津宗儀科技研發有限公司), a company established in the PRC on March 21, 2014 and a wholly-owned subsidiary of our Company
“Track Record Period”	the period comprising the years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024
[REDACTED]	[REDACTED]
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“[REDACTED] Share(s)”	[REDACTED] ordinary Share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are not [REDACTED] 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 United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“VAT”	value added tax
[REDACTED]	[REDACTED]
“Zhang Jianjun”	Mr. Zhang Jianjun (張建軍), our [REDACTED] and an Independent Third Party
“Zhang Yizhen”	Ms. Zhang Yizhen (張義貞), our [REDACTED] and an Independent Third Party

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“Zhao Duxue”	Mr. Zhao Duxue (趙篤學), our [REDACTED] and an Independent Third Party
“Zhengzhou Mokingran”	Zhengzhou Mokingran Jewellery Limited* (鄭州夢金園珠寶首飾有限公司), a company established in the PRC on August 3, 2015 and a wholly-owned subsidiary of our Company
“Zhongbao Zhengxin”	Zhongbao Zhengxin Gold & Silver Jewellery Testing Limited* (中寶正信金銀珠寶首飾檢測有限公司), a company established in the PRC on March 26, 2013 and a wholly-owned subsidiary of our Company

\* *For identification purposes*

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.

For ease of reference, the names of the PRC laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in the document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of official Chinese names are for identification purpose only.

For the purpose of this document, references to “provinces” of China include provinces, municipalities under direct administration of the central government and provincial-level, autonomous regions.