
DEFINITIONS

“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Amendment Agreement 2024”	The amendment agreement entered into between the Company and, <i>inter alia</i> , the [REDACTED] Investors on August 26, 2024 to amend the Shareholders Agreement
“Articles of Association”	the eighth amended and restated articles of association of our Company, which was conditionally adopted on [●] and shall become effective on the [REDACTED] Date, as amended, supplemented, or otherwise modified from time to time, a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Asura”	Asura Assets Holdings Limited (阿修羅資產控股有限公司), formerly known as Xu Yubin Assets Holdings Limited (徐育斌資產控股有限公司), a company incorporated in the BVI with limited liability on July 19, 2018 and directly wholly owned by Mr. Xu Yubin, and one of our Controlling Shareholders
“Audit Committee”	the audit committee of the Company
“Beijing Fengwo”	Beijing Fengwo Technology Co., Ltd. (北京豐窩科技有限公司), a company established in the PRC with limited liability on December 19, 2016 and deemed to be a wholly owned subsidiary of our Company by virtue of the Contractual Arrangements
“Bestford”	Bestford Holding Limited, a company incorporated in the BVI on November 16, 2018 and indirectly wholly owned by Ms. Carol Yu, and one of our Controlling Shareholders
“Board”	the board of Directors of the Company
“Board Committee(s)”	the board committees of our Company, namely the Audit Committee, Remuneration Committee, and Nomination Committee
“Builnefit”	Builnefit Assets Holdings Limited, a company incorporated in the BVI with limited liability on December 13, 2018 and directly wholly owned by Ms. Li Wenqing, and one of our Controlling Shareholders

DEFINITIONS

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

“**BVI**” the British Virgin Islands

[REDACTED]

“**Ceromel**” Ceromel Assets Holdings Limited, a company incorporated in the BVI with limited liability on December 10, 2018 and directly wholly owned by Ms. Yang Yanrong, and one of our Controlling Shareholders

“**China**” or “**the PRC**” the People’s Republic of China, except where the context requires otherwise

“**CIC**” or “**Industry Consultant**” China Insights Industry Consultancy Limited, the industry consultant of our Company

“**Class A Ordinary Share(s)**” the Class A Ordinary Share(s) in the share capital of our Company with a par value of HK\$0.0001 each

“**Class B-1 Ordinary Share(s)**” the Class B-1 Ordinary Share(s) in the share capital of our Company with a par value of HK\$0.0001 each

“**Class B-2 Ordinary Share(s)**” the Class B-2 Ordinary Share(s) in the share capital of our Company with a par value of HK\$0.0001 each

“**Class B-3 Ordinary Share(s)**” the Class B-3 Ordinary Share(s) in the share capital of our Company with a par value of HK\$0.0001 each

“**Class B-4 Ordinary Share(s)**” the Class B-4 Ordinary Share(s) in the share capital of our Company with a par value of HK\$0.0001 each

“**Companies Act**” the Companies Act (As Revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time

DEFINITIONS

“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (WUMP) Ordinance” or “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”	Hive Box Holdings Limited (豐巢控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on July 24, 2018
“Compliance Advisor”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Consolidated Affiliated Entity(ies)”	the entities we control through the Contractual Arrangements, namely Hive Box Technology and its subsidiaries. For further details of these entities, see the section headed “History, Reorganization and Corporate Structure” and “Contractual Arrangements” of this document
“Contractual Arrangements”	the series of contractual arrangements entered into among WFOE, the Registered Shareholders and Hive Box Technology (as applicable) on December 31, 2020, details of which are set out in the section headed “Contractual Arrangements” of this document
“Controlling Shareholder(s)”	has/have the meaning ascribed to it/them under the Listing Rules and, unless the context requires otherwise, refers to Mr. Wang Wei, Mingde Holding, SF Holding, Sunford, Fortune Box, YiBao, Yibao HK, Zhejiang Yibao, Radiant, Bestford, Asura, Ruixuan, Builnefit, Ceromel, Ms. Carol Yu, Mr. Xu Yubin, Mr. Zhou Xiangdong, Ms. Li Wenqing and Ms. Yang Yanrong, as the case may be
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company

DEFINITIONS

[REDACTED]

“Employees’ Offshore Investment Holding Entities” Asura, Ruixuan, Builnefit and Ceromel

[REDACTED]

“Extreme Conditions” means 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

“Fengchao Interactive Media” Shenzhen Fengchao Interactive Media Co., Ltd. (深圳市豐巢互動媒體有限公司), a company established in the PRC with limited liability on December 19, 2016 and deemed to be a wholly owned subsidiary of our Company by virtue of the Contractual Arrangements

[REDACTED]

“Fortune Box” Fortune Box Holding Limited, a company incorporated in the BVI with limited liability on August 14, 2019 and a direct wholly owned subsidiary of Mingde Holding, and one of our Controlling Shareholders

[REDACTED]

DEFINITIONS

“Group”, “our Group”, “we” or “us”	our Company, our subsidiaries and the Consolidated Affiliated Entities (the financial results of which have been consolidated and accounted for as the subsidiaries of our Company by virtue of the Contractual Arrangements), or any of them at the relevant point of time or, where the context so requires, in respect of the period before our Company becoming the holding company of its present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
“Guangzhou Yizhan”	Guangzhou Yizhan Information Technology Co., Ltd. (廣州市易棧信息科技有限公司), a company established in the PRC with limited liability on June 19, 2015 and deemed to be a wholly owned subsidiary of our Company by virtue of the Contractual Arrangements
“Hangzhou Fengtai”	Hangzhou Fengtai E-commerce Industrial Park Management Co. (杭州豐泰電商產業園管理有限公司), a company established in the PRC with limited liability on December 4, 2014 and a wholly owned subsidiary of Mingde Holding
“Historical ESOP Platform”	Shenzhen Hive Box Technology Equity Investment Partnership Enterprise (Limited Partnership) (深圳市豐巢科技股權投資合夥企業(有限合夥)), a limited partnership established on November 24, 2015 in the PRC and one of the Registered Shareholders
“Historical Share Incentive Schemes”	the historical first round and second round share incentive schemes adopted by Hive Box Technology on July 7, 2016 and March 1, 2018, respectively, which were subsequently replaced by the [REDACTED] Share Option Scheme by way of resolutions passed by the Board on December 10, 2019
“Hive Box BVI”	Hive Box Investments Limited (豐巢投資有限公司), a company incorporated in the BVI with limited liability on July 31, 2018, and a direct wholly owned subsidiary of the Company

DEFINITIONS

“ Hive Box HK ”	Hive Box (HK) Limited (豐巢(香港)有限公司), a company incorporated in Hong Kong with limited liability on August 6, 2018, and an indirect wholly owned subsidiary of the Company
“ Hive Box Interactive Media ”	Hive Box Interactive Media Company Limited (豐巢互動媒體有限公司), a company established in the PRC with limited liability on December 12, 2012, and a wholly owned subsidiary of WFOE
“ Hive Box Technology ”	Shenzhen Hive Box Technology Co., Ltd. (深圳市豐巢科技有限公司), a company established in the PRC with limited liability on April 8, 2015 and deemed to be a wholly owned subsidiary of our Company by virtue of the Contractual Arrangements
“ HK\$ ” or “ HKD ” or “ Hong Kong dollars ”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the People’s Republic of China

[REDACTED]

“IFRS” IFRS Accounting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and interpretation issued by the International Accounting Standards Committee

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

[REDACTED]

DEFINITIONS

[REDACTED]

“Jiangsu Fengxiang”

Jiangsu Fengxiang Smart Technology Co., Ltd. (江蘇豐箱智能科技有限公司), a company established in the PRC with limited liability on December 22, 2016 and deemed to be a wholly owned subsidiary of our Company by virtue of the Contractual Arrangements

[REDACTED]

“Latest Practicable Date”

August 20, 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 Stock Exchange

DEFINITIONS

[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
“M&A Rules”	the Rules on the Merger and Acquisition of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定)
“Macau”	the Macau Special Administrative Region of the People’s Republic of China
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“Memorandum of Association”	the eighth amended and restated memorandum of association of our Company, which was conditionally adopted on [●] and shall become effective on the [REDACTED], as amended, supplemented, or otherwise modified from time to time, a summary of which is set out in Appendix III to this document
“MIIT”	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“Mingde Holding”	Shenzhen Mingde Holding Development Co., Ltd. (深圳明德控股發展有限公司), a company established in the PRC with limited liability on November 5, 1997, one of our Controlling Shareholders and owned directly as to 99.90% by Mr. Wang Wei and as to 0.1% by Mr. Lin Zheyang, and one of the Registered Shareholders
“Mingde Holding Group”	Mingde Holding and its subsidiaries (excluding SF Holding Group and our Group)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)

DEFINITIONS

“Mr. Wang Wei”	Mr. Wang Wei (王衛), SF Holding’s chairman, executive director and general manager, and one of our Controlling Shareholders
“Mr. Xu Yubin”	Mr. Xu Yubin (徐育斌), the chairman of the Board, an executive Director and chief executive officer of our Group, and one of our Controlling Shareholders by virtue of being a party to the acting-in-concert agreement dated May 10, 2020 and entered into between Mr. Wang Wei, Mr. Xu Yubin, Ms. Li Wenqing, Ms. Yang Yanrong and Mr. Zhou Xiangdong
“Mr. Zhou Xiangdong”	Mr. Zhou Xiangdong (周湘東), an executive Director and chief financial officer of our Group, and one of our Controlling Shareholders by virtue of being a party to the acting-in-concert agreement dated May 10, 2020 and entered into between Mr. Wang Wei, Mr. Xu Yubin, Ms. Li Wenqing, Ms. Yang Yanrong and Mr. Zhou Xiangdong
“Ms. Carol Yu”	Ms. Yu Chor Woon Carol (余楚媛), a party to the acting-in-concert arrangement between Ms. Carol Yu and Mr. Wang Wei, and one of our Controlling Shareholders
“Ms. Li Wenqing”	Ms. Li Wenqing (李文青), chief marketing officer of our Group, and one of our Controlling Shareholders by virtue of being a party to the acting-in-concert agreement dated May 10, 2020 and entered into between Mr. Wang Wei, Mr. Xu Yubin, Ms. Li Wenqing, Ms. Yang Yanrong and Mr. Zhou Xiangdong
“Ms. Wu Qian”	Ms. Wu Qian (吳茜), a non-executive Director and a director of Mingde Holding’s certain subsidiaries such as Fortune Box
“Ms. Yang Yanrong”	Ms. Yang Yanrong (陽艷容), the head of procurement and supply chain management of our Group, and one of our Controlling Shareholders by virtue of being a party to the acting-in-concert agreement dated May 10, 2020 and entered into between Mr. Wang Wei, Mr. Xu Yubin, Ms. Li Wenqing, Ms. Yang Yanrong and Mr. Zhou Xiangdong
“Nomination Committee”	the nomination committee of our Company

DEFINITIONS

[REDACTED]

“**Ordinary Share(s)**” ordinary share(s) in the share capital of the Company with a par value of HK\$0.0001 each

[REDACTED]

“**PBOC**” the People’s Bank of China

“**PRC Legal Advisor**” Global Law Office (環球律師事務所), the PRC legal advisor of our Company

“**[REDACTED] Investment(s)**” the investment(s) in our Company undertaken by the [REDACTED] Investors prior to this [REDACTED], the details of which are set forth in the section headed “History, Reorganization and Corporate Structure — [REDACTED] Investments” of this document

DEFINITIONS

“[REDACTED] Investment Guidance”	Chapter 4.2 of the Guide for New Listing Applicants issued by the Hong Kong Exchanges and Clearing Limited in December 2023 and as updated, amended, or otherwise modified from time to time
“[REDACTED] Investor(s)”	Shareholder(s) who subscribed for the Class A Ordinary Shares, Class B-1 Ordinary Shares, B-2 Ordinary Shares, Class B-3 Ordinary Shares and Class B-4 Ordinary Shares prior to the [REDACTED] as described in the section headed “History, Reorganization and Corporate Structure — [REDACTED] Investments” of this document
“[REDACTED] Share Option Scheme”	the share option scheme adopted on December 16, 2019 and amended on January 28, 2021, the principal terms of which are summarized in the section headed “Appendix IV — Statutory and General Information — 5. [REDACTED] Share Option Scheme” of this document
	[REDACTED]
“Radiant”	Radiant Beyond Limited (亮越有限公司), a company incorporated in the BVI with limited liability on July 3, 2018 and an indirect wholly owned subsidiary of SF Holding, and one of our Controlling Shareholders
“Registered Shareholders”	the registered shareholders of Hive Box Technology, namely, Mingde Holding, SF Investment, Historical ESOP Platform, and Zhongchangjin Qisheng
“Regulation S”	Regulation S under the US Securities Act
“Remuneration Committee”	the remuneration committee of our Company
“Reorganization”	the reorganization as set out in the section headed “History, Reorganization and Corporate Structure — Reorganization” of this document

DEFINITIONS

“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Ruixuan”	Ruixuan Assets Holdings Limited, a company incorporated in the BVI with limited liability on December 10, 2018 and directly wholly owned by Mr. Zhou Xiangdong, and one of our Controlling Shareholders
“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, including local branches, when applicable
“SAIC”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), currently known as the SAMR
“SAMR”	the 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), formerly known as the SAIC
“SAT”	the State Taxation Administration 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)
“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
“Securities Law” or “PRC 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
“SF Holding”	S.F. Holding Co., Ltd. (順豐控股股份有限公司), a joint stock company established in the PRC with limited liability on May 22, 2003, whose A shares are listed on the Shenzhen Stock Exchange (stock code: 002352.SZ), and one of our Controlling Shareholders
“SF Holding Group”	SF Holding and its subsidiaries

DEFINITIONS

“SF Investment”	Shenzhen Shunfeng Investment Co., Ltd. (深圳市順豐投資有限公司), a company established in the PRC with limited liability on April 3, 2014, an indirect wholly owned subsidiary of SF Holding and one of the Registered Shareholders
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	prior to [REDACTED], shall mean Class A Ordinary Share(s), Class B-1 Ordinary Share(s), Class B-2 Ordinary Share(s), Class B-3 Ordinary Share(s) and Class B-4 Ordinary Share(s) in the share capital of our Company, and following [REDACTED] shall mean Ordinary Share(s) in the share capital of our Company, as the case may be
“Shareholder(s)”	holder(s) of our Shares
“Shareholders Agreement”	The shareholders agreement entered into between the Company and, <i>inter alia</i> , the [REDACTED] Investors on August 27, 2021 for the purposes of, <i>inter alia</i> , regulating the rights and obligations of the shareholders of the Company
“Shenzhen Hive Box E-commerce”	Shenzhen Hive Box E-commerce and Logistics Technology Co., Ltd. (深圳市豐巢電商物流科技有限公司), a company established in the PRC with limited liability on December 12, 2014 and deemed to be a wholly owned subsidiary of our Company by virtue of the Contractual Arrangements
“Shenzhen Fengxiang”	Shenzhen Fengxiang Information Technology Co., Ltd. (深圳豐享信息技術有限公司), a company established in the PRC with limited liability on January 22, 2021 and a wholly owned subsidiary of Mingde Holding
“Sole Sponsor”, [REDACTED]	Huatai Financial Holdings (Hong Kong) Limited [REDACTED]
“State Council”	the State Council of the People’s Republic of China (中華人民共和國國務院)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Sunford”	Sunford Holding Limited, a company incorporated in the BVI with limited liability on November 13, 2018 and directly wholly owned by Mr. Wang Wei, and one of our Controlling Shareholders
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC
“Tianjin Fengchao”	Tianjin Fengchao Technology Co., Ltd. (天津豐巢科技有限公司), a company established in the PRC with limited liability on November 26, 2018 and deemed to be a wholly owned subsidiary of our Company by virtue of the Contractual Arrangements
“Track Record Period”	the years ended December 31, 2021, 2022 and 2023 and the five months ended May 31, 2024
“U.S.” or “United States”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
	[REDACTED]
“US\$” or “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“Weirong Development”	Weirong Development Shenzhen World Wing Enterprise Development Co. (深圳瑋榮企業發展有限公司), a company established in the PRC with limited liability on September 15, 2017, and a direct wholly owned subsidiary of Mingde Holding
“WFOE” or “Hive Box Network”	Hive Box Network Technology Co., Ltd. (豐巢網絡技術有限公司), a company established in the PRC with limited liability on July 24, 2019, and an indirect wholly owned subsidiary of our Company

DEFINITIONS

[REDACTED]

“Wuhan Fengwo”	Wuhan Fengwo Technology Co., Ltd. (武漢豐窩科技有限公司), a company established in the PRC with limited liability on November 30, 2018 and deemed to be a wholly owned subsidiary of our Company by virtue of the Contractual Arrangements
“YiBao”	YiBao Goyor Inc., a company incorporated in the Cayman Islands with limited liability on May 26, 2020 and indirectly wholly owned by Mingde Holding through Yibao HK and Zhejiang Yibao, and one of our Controlling Shareholders
“Yibao HK”	Yibao Joya (Hong Kong) Limited (驛寶錦越(香港)有限公司), a company incorporated in Hong Kong with limited liability on May 6, 2020 and a direct wholly owned subsidiary of Zhejiang Yibao and an indirect wholly owned subsidiary of Mingde Holding, and one of our Controlling Shareholders
“Zhejiang Fengchao”	Zhejiang Fengchao Technology Co., Ltd. (浙江豐巢科技有限公司), a company established in the PRC with limited liability on August 26, 2016 and deemed to be a wholly owned subsidiary of our Company by virtue of the Contractual Arrangements
“Zhejiang Yibao”	Zhejiang Yibao Network Technology Co. Ltd. (浙江驛寶網絡科技有限公司), a company established in the PRC with limited liability on August 24, 2016 and a direct wholly-owned subsidiary of Mingde Holding, and one of our Controlling Shareholders
“Zhongchangjin Qisheng”	Huizhou Zhongchang Jin Qisheng Venture Investment Partnership (Limited Partnership) (惠州市仲長金啟盛創業投資合夥企業(有限合夥)), a partnership established in the PRC on January 19, 2018 with limited liability, and one of the Registered Shareholders
“%”	per cent

DEFINITIONS

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

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. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

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.

For ease of reference, the names of the PRC established companies or entities, laws or regulations 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.