

DEFINITIONS

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

“2020 Share Option Incentive Plan”	the A Share option incentive plan adopted by our Company pursuant to resolutions passed by our Shareholders on March 23, 2020, the principal terms of which are set out in “Statutory and General Information — (D) Employee Incentive Plans” in Appendix V to this document
“2021 Restricted Share Incentive Plan”	the restricted share incentive plan adopted by our Company pursuant to resolutions passed by our Shareholders on October 11, 2021, the principal terms of which are set out in “Statutory and General Information — (D) Employee Incentive Plans” in Appendix V to this document
“A Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are in Renminbi and listed on the ChiNext Board of the Shenzhen Stock Exchange
“A Shareholder(s)”	holder(s) of the A Share(s)
“Accountants’ Report”	the accountants’ report from KPMG, the text of which is set out in Appendix I to this document
“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”	the Accounting and Financial Reporting Council of Hong Kong
“Anhui Yexiang”	Anhui Yexiang Technology Co., Ltd. (安徽野象科技有限公司), a limited company established under the laws of the PRC on October 18, 2022, being a wholly-owned subsidiary of Hongda Yitai
“Anti-Piracy Union”	Chinese Online Anti-Piracy Union Limited (中文在線反盜版聯盟有限公司), a limited company established under the laws of Hong Kong on November 12, 2019, being a wholly-owned subsidiary of COL Hong Kong
“Articles” or “Articles of Association”	the articles of association adopted by our Company with effect upon the [REDACTED] and as amended from time to time, a summary of which is set out in Appendix IV to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors

DEFINITIONS

“[REDACTED]”	the [REDACTED] as named in “Directors and Parties Involved in the [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
“CAC”	Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)
[REDACTED]	
“Chairman”	chairman of the Board
“Changchun Guangzhiying”	Changchun Chinese Guangzhiying Culture Media Co., Ltd. (長春中文光之影文化傳媒有限公司), a limited company established under the laws of the PRC on December 28, 2021, being a wholly-owned subsidiary of Tianjin Guangzhiying
“China,” “Chinese Mainland” or “the PRC”	the People’s Republic of China, unless the context requires otherwise, excluding, for the purposes of this document only, the regions of Hong Kong, Macau and Taiwan of the People’s Republic of China
“ChineseAll Culture Media”	Beijing ChineseAll Culture Media Co., Ltd. (北京中文在線文化傳媒有限公司), a limited company established under the laws of the PRC on July 31, 2009, being a wholly-owned subsidiary of the Company
“ChineseAll Education Technology”	Beijing ChineseAll Education Technology Development Co., Ltd. (北京中文在線教育科技發展有限公司), a limited company established under the laws of the PRC on December 5, 2003, being a wholly-owned subsidiary of the Company
“ChineseAll International Film and Television”	ChineseAll (Guangdong Hengqin) International Film and Television Industry Development Co., Ltd. (中文在線(廣東橫琴)國際影視產業發展有限公司) (formerly known as ChineseAll Entertainment (Guangdong Hengqin) Co., Ltd. (中文在線娛樂(廣東橫琴)有限公司)), a limited company established under the laws of the PRC on June 27, 2025, being a wholly-owned subsidiary of Hengqin ChineseAll
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Crazy Maple Studio”	CRAZY MAPLE STUDIO, INC. (formerly known as CHINESEALL CORPORATION), a limited company established under the laws of California on July 21, 2016, being a former non-wholly owned subsidiary of the Company and an associate measured at fair value of the Company as of the Latest Practicable Date

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“COL Hong Kong”	COL Investment Group Limited (中文在線集團有限公司) (formerly known as ChineseAll Group Limited (中文在線集團有限公司) and ChineseAll Education Group Limited (中文在線教育集團有限公司)), a limited company established under the laws of Hong Kong on May 30, 2014, being a wholly-owned subsidiary of the Company
“COL MEDIA”	COL MEDIA CORP, a limited company established under the laws of California on December 15, 2021, being a wholly-owned subsidiary of COL Hong Kong
“COL WEB”	COL WEB PTE. LTD., a limited liability company established under the laws of Singapore on September 6, 2022, being a wholly-owned subsidiary of COL Hong Kong
“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” or “the Company”	COL Global Co., Ltd. (中文在線集團股份有限公司) (formerly known as ChineseAll Digital Publishing Group Co., Ltd. (中文在線數字出版集團股份有限公司), Beijing ChineseAll Digital Publishing Co., Ltd. (北京中文在線數字出版股份有限公司) and Beijing ChineseAll Culture Development Co., Ltd. (北京中文在線文化發展有限公司)), a limited liability company incorporated in the PRC on December 19, 2000 and was converted into a joint stock company with limited liability on April 2, 2011, the A Shares of which are listed on the ChiNext Board of Shenzhen Stock Exchange (stock code: 300364)
“Compliance Advisor”	Guolian Securities International Capital Market Co., Limited
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code” or “CG Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“Creative Omni Life”	Creative Omni Life Ltd., a limited liability company established under the laws of Cayman Islands on February 26, 2025, being a wholly-owned subsidiary of the Company, indirectly held through Hengqin ChineseAll and COL Hong Kong
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)

DEFINITIONS

“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)” or “our Director(s)”	the director(s) of our Company
“Dr. Ni”	Dr. Ni Zijun (倪子君), the spouse of Mr. Tong
“EIT”	the PRC enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》), as amended, supplemented or otherwise modified from time to time
“Employee Incentive Plans”	the 2020 Share Option Incentive Plan and 2021 Restricted Share Incentive Plan
“EU”	the European Union region
“EUR”	Euro, the lawful currency of the European Union

[REDACTED]

“Extreme Conditions”	extreme conditions caused by a super typhoon or other natural disaster of a substantial scale that seriously affect the working public’s ability to resume work or brings safety concern for a prolonged period as announced by the government of Hong Kong
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[REDACTED]

“FLAREFLOW”	FLAREFLOW PTE. LTD., a limited liability company established under the laws of Singapore on March 7, 2025, being a wholly-owned subsidiary of Creative Omni Life
“Frost & Sullivan” or “Industry Consultant”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a global market research and consulting company, which is an Independent Third Party
“Frost & Sullivan Report”	the industry report commissioned by us and independently prepared by Frost & Sullivan, a summary of which is set forth in “Industry Overview” in this document

[REDACTED]

DEFINITIONS

“[REDACTED]”	the [REDACTED] and the [REDACTED]
“Group”, “our Group”, “our”, “we”, or “us”	the Company and all of its subsidiaries, or any one of them as the context may require
“Guangxi Yexiang”	Guangxi Yexiang Technology Co., Ltd. (廣西野象科技有限公司), a limited company established under the laws of the PRC on October 17, 2022, being a wholly-owned subsidiary of Hongda Yitai
“Guangzhou 4yt”	Guangzhou 4yt Information Technology Co., Ltd. (廣州市四月天信息科技有限公司) (formerly known as Guangzhou Green Future Computer Technology Co., Ltd. (廣州市綠色未來計算機科技有限公司)), a limited company established under the laws of the PRC on July 26, 2005, being a wholly-owned subsidiary of the Company
“Guide for New Listing Applicants”	the Guide for New Listing Applicants, as published by the Stock Exchange on November 29, 2023 and effective on January 1, 2024, as amended or supplemented or otherwise modified from time to time
“H Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are to be [REDACTED] for and [REDACTED] in Hong Kong dollars and to be [REDACTED] on the [REDACTED] [REDACTED]
“H Shareholder(s)”	holder(s) of the H Share(s)
“Hainan ChineseAll Universe”	Hainan ChineseAll Universe Technology Co., Ltd. (海南中文在線宇宙科技有限公司), a limited company established under the laws of the PRC on April 1, 2022, being a wholly-owned subsidiary of the Company
“Handan ChineseAll”	Handan ChineseAll Culture Development Co., Ltd. (邯鄲中文在線文化發展有限公司), a limited company established under the laws of the PRC on October 20, 2017, being a wholly-owned subsidiary of Tianjin ChineseAll
“Hangzhou 4yt”	Hangzhou 4yt Network Technology Co., Ltd. (杭州四月天網絡科技有限公司), a limited company established under the laws of the PRC on July 5, 2016, being a wholly-owned subsidiary of the Company
“Hangzhou ChineseAll”	Hangzhou ChineseAll Information Technology Co., Ltd. (杭州中文在線信息科技有限公司), a limited company established under the laws of the PRC on April 29, 2009, being a wholly-owned subsidiary of the Company

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“Hanmu Chunhua”	Beijing Hanmu Chunhua Animation Technology Co., Ltd. (北京寒木春華動畫技術有限公司), a limited company established under the laws of the PRC on March 14, 2012, being a non-wholly owned subsidiary of the Company
“Hengqin ChineseAll”	Guangdong Hengqin ChineseAll Culture Technology Co., Ltd. (廣東橫琴中文在線文化科技有限公司), a limited company established under the laws of the PRC on December 23, 2024, being a wholly owned subsidiary of the Company
“Hengqin Yankun”	Guangdong Hengqin Yankun Technology Co., Ltd. (廣東橫琴焱坤科技有限公司), a limited company established under the laws of the PRC on April 10, 2025, being a wholly owned subsidiary of FLAREFLOW

[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

[REDACTED]

DEFINITIONS

“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
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[REDACTED]

“Hongda Yitai”	Beijing Hongda Yitai Technology Co., Ltd. (北京鴻達以太科技有限公司) (formerly known as Hongda Yitai Culture Development Co., Ltd. (北京鴻達以太文化發展有限公司)), a limited company established under the laws of the PRC on May 2, 1996, being a wholly-owned subsidiary of Tianjin ChineseAll
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“Hubei ChineseAll”	Hubei ChineseAll Technology Development Co., Ltd. (湖北中文在線科技發展有限公司), a limited company established under the laws of the PRC on June 15, 2021, being a wholly-owned subsidiary of ChineseAll Education Technology
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“IFRS Accounting Standards”	IFRS Accounting Standards as issued by the International Accounting Standards Board
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“Independent Third Party(ies)”	entity(ies) or person(s) which, to the best of our Directors’ knowledge, information, and belief having made all reasonable enquiries, is/are not a connected person(s) of the Company within the meaning of the Listing Rules
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[REDACTED]

DEFINITIONS

[REDACTED]

“Latest Practicable Date” February 18, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

“Liaoning Yexiang” Liaoning Yexiang Technology Co., Ltd. (遼寧野象科技有限公司), a limited company established under the laws of the PRC on June 7, 2022, being a wholly-owned subsidiary of Hongda Yitai

[REDACTED]

“Listing Committee” the listing committee of the Stock Exchange

“[REDACTED]” the date, expected to be on or about [REDACTED], [REDACTED], 2026], on which the H [REDACTED] are to be [REDACTED] and on which [REDACTED] therein are permitted to take place on the [REDACTED]

[REDACTED]

“Litong Investment” Shenzhen Litong Industry Investment Fund Company Limited (深圳市利通產業投資基金有限公司), a limited company established under the laws of the PRC on August 5, 2013, being a substantial shareholder of our Company and a subsidiary of Tencent Holdings Limited

“Maibu Information” Guangzhou Maibu Information Technology Co., Ltd. (廣州市邁步信息科技有限公司), a limited company established under the laws of the PRC on November 23, 2006, being a wholly-owned subsidiary of the Company

“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 Stock Exchange

“MCT” Ministry of Culture and Tourism of the PRC (中華人民共和國文化和旅遊部)

“MIIT” Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)

“MOF” or “Ministry of Finance” 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)

DEFINITIONS

“Mr. Tong”	Mr. Tong Zhilei (童之磊), our founder, chairman of the Board, an executive Director, the general manager of our Company, a member of our Single Largest Group of Shareholders and the spouse of Dr. Ni
“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)
“Nomination Committee”	the nomination committee of our Board
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“NRTA”	National Radio and Television Administration of the PRC (中華人民共和國國家廣播電視總局)

[REDACTED]

“Overseas Listing Trial Measures”	The Trial Measures for the Administration on Overseas Securities Offering and Listing by Domestic Companies and supporting guidelines (《境內企業境外發行證券和上市管理試行辦法》及配套指引) promulgated by the CSRC on February 17, 2023, which became effective on March 31, 2023, as amended, supplemented or otherwise modified from time to time
“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 Legal Advisor”	Zhong Lun Law Firm, our legal advisor as to PRC law

DEFINITIONS

“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
[REDACTED]	
“QIB(s)”	qualified institutional buyer(s) within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Evaluation Committee”	the remuneration and evaluation committee of our Board
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reporting Accountants”	KPMG, Certified Public Accountants, Hong Kong
“Rule 144A”	Rule 144A under the U.S. Securities Act
“S\$” or “SGD”	Singapore dollar, the lawful currency of Singapore
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAT”	the State Taxation Administration 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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, including both A Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“Singapore”	Republic of Singapore
“Single Largest Group of Shareholders” or “Single Largest Shareholder Group”	refers to Mr. Tong and Xuanyuan Yuanding No. 6 Fund as further detailed in “Relationship with our Single Largest Group of Shareholders”

DEFINITIONS

[REDACTED]

“Sole Sponsor” the sole sponsor of the [REDACTED] as named in “Directors and Parties Involved in the [REDACTED]”

[REDACTED]

“sq.m.” square meter(s)

[REDACTED]

“State Council” the State Council of the PRC (中華人民共和國國務院)

“Strategy and ESG Committee” the strategy and environmental, social and governance (ESG) committee of the Board

“subsidiary(ies)” has the meaning ascribed thereto under the Listing Rules

“substantial shareholder(s)” has the meaning ascribed thereto under the Listing Rules

“Takeovers Code” the Codes on Takeovers and Mergers and Share Buy-backs published by the SFC, as amended, supplemented or otherwise modified from time to time

“Tianjin ChineseAll” ChineseAll (Tianjin) Culture Development Co., Ltd. (中文在線(天津)文化發展有限公司), a limited company established under the laws of the PRC on July 6, 2016, being a wholly-owned subsidiary of the Company

“Tianjin Guangzhiying” Tianjin Chinese Guangzhiying Cultural Media Co., Ltd. (天津中文光之影文化傳媒有限公司), a limited company established under the laws of the PRC on September 25, 2018, being a wholly-owned subsidiary of Tianjin ChineseAll

“Tianjin Xiangwu” Tianjin Xiangwu Technology Co., Ltd. (天津象舞科技有限公司), a limited company established under the laws of the PRC on June 8, 2022, being a wholly-owned subsidiary of Hongda Yitai

“Track Record Period” the two years ended December 31, 2023 and 2024 and the nine months ended September 30, 2025

“treasury shares” has the meaning ascribed thereto under the Listing Rules

“U.S. dollars”, “US\$” or “USD” United States dollars, the lawful currency of the United States

DEFINITIONS

“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]

“United States” or “U.S.”

the United States of America, its territories, its possessions and all areas subject to its jurisdiction

“VAT”

value-added tax

[REDACTED]

“Xuanyuan Yuanding
No. 6 Fund”

Xuan Yuan Investment Limited — Xuanyuan Yuanding No. 6 Fund (玄元私募基金投資管理(廣東)有限公司—玄元元定6號私募證券投資基金), a private equity investment fund registered under the laws of the PRC on March 16, 2020, managed by Xuan Yuan Investment, whose sole beneficial owner is Mr. Tong, and a member of our Single Largest Shareholder Group

“Xuan Yuan Investment”

Xuan Yuan Investment Limited (玄元私募基金投資管理(廣東)有限公司) (formerly known as Guangzhou Xuan Yuan Investment Management Co., Ltd. (廣州市玄元投資管理有限公司) and Guangzhou Xuanyuan Investment Co. Ltd. (廣州市玄源投資有限公司)), a limited company established under the laws of the PRC on July 21, 2015, being the manager of Xuanyuan Yuanding No. 6 Fund

“Yuewen IT”

Shanghai Yuewen Information Technology Co., Ltd. (上海閱文信息技術有限公司), a limited company established under the laws of the PRC on April 2, 2014, being a shareholder of our Company and a wholly-owned subsidiary of Litong Investment

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per cent

Certain amounts and percentage figures included in this document have been subject to rounding. 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 ease of reference, the names of PRC laws and regulations, governmental authorities, institutions, nature persons or other entities (including certain of 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. English translations of company names and other terms from the Chinese language are provided for identification purposes only.