

DEFINITIONS

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

“Accountants’ Report”	the report of our Company’s reporting accountant, the text of which is set out in Appendix I to this document
“affiliate(s)”	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
“Articles of Association” or “Articles”	the articles of association of our Company, as amended, which shall become effective on the [REDACTED], a summary of which is set out in Appendix V to this document
“Ashurst Tokyo”	Ashurst Horitsu Jimusho Gaikokuho Kyodo Jigyo, our legal advisers as to International Sanctions laws, Outbound Investment Rule and international tariffs, in connection with the [REDACTED]
“Audit Committee”	audit committee of the Board
“BIS Entity List”	a list administered by the U.S. Department of Commerce Bureau of Industry and Security and published in Supplement No. 4 to 15 CFR Part 744, which identifies foreign individuals, companies, and organizations believed to be involved in activities contrary to U.S. national security or foreign policy. It restricts the export, re-export, or transfer of U.S.-origin goods and technology to entities on the list, requiring a license
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day” or “business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business to the public

[REDACTED]

“China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this document only, Taiwan, Hong Kong and the Macau Special Administrative Region of the PRC
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

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“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company” or “our Company”	Glorysoft (Shanghai) Co., Ltd. (上海哥瑞利軟件股份有限公司), a limited liability company established in the PRC on November 26, 2007, which was converted into a joint stock company with limited liability on January 11, 2021, formerly known as Glorysoft (Shanghai) Co., Ltd. (上海哥瑞利軟件有限公司)
“Company Law” or “PRC Company Law”	Company Law of the People’s Republic of China (中華人民共和國公司法) which was last amended on December 29, 2023 to take effect on July 1, 2024
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Sun, Xinxiang LP, Xinqiyang LP and Jingwei LP
“[REDACTED] of Unlisted Shares into H Shares”	the [REDACTED] of [REDACTED] Unlisted Shares into H Shares on a one-for-one basis upon the completion of the [REDACTED], such conversion had been approved by the CSRC on January 30, 2026 and an application for H Shares to be [REDACTED] on the Stock Exchange has been made to the [REDACTED]
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“Exchange Participant(s)”	a person: (a) who, in accordance with the Listing Rules, may trade on or through the Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Stock Exchange as a person who may trade on or through the Stock Exchange
“EU”	the European Union
“Extreme Conditions”	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

DEFINITIONS

[REDACTED]

“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an Independent Third Party and a market research firm engaged by the Company to prepare the Frost & Sullivan Report
“Frost & Sullivan Report”	an industry report commissioned by us and issued by Frost & Sullivan, as referred to in the section headed “Industry Overview” in this document

[REDACTED]

“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	our Company together with its subsidiaries, and their respective predecessors
“Guide”	Guide for New Listing Applicants issued by the Stock Exchange, as amended from time to time

[REDACTED]	overseas-[REDACTED] foreign shares in the share capital of our Company with nominal value of RMB1.00 each, which are to be [REDACTED] in HK dollars and are to be [REDACTED] on the Stock Exchange
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[REDACTED]

“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
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[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“IAS”

International Accounting Standards

“IFRSs”

International Financial Reporting Standards, amendments, and interpretations, as issued from time to time by the International Accounting Standard Board

“Independent Third Party(ies)”

person(s) or company(ies), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected person(s) of our Company

[REDACTED]

DEFINITIONS

[REDACTED]

“International Sanctions”

International laws and regulations relating to the economic sanctions and export control restrictions administered and enforced by the Relevant Jurisdictions

[REDACTED]

“Jingwei LP”

Shanghai Jingwei Investment Management Partnership (Limited Partnership) (上海晶為投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on December 23, 2015, and one of our Controlling Shareholders

[REDACTED]

“Joint Sponsors”

Guotai Junan Capital Limited and CMBC International Capital Limited

“Latest Practicable Date”

June 20, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“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
“Mr. Sun”	Mr. Sun Zhiyan (孫志岩), an executive Director, the chairman of our Board, general manager of our Company, and one of our Controlling Shareholders
“Nomination Committee”	the nomination committee of our Board
“OFAC”	The US Treasury Department’s Office of Foreign Assets Control

[REDACTED]

“Pathfinder SII(s)”	has the meaning ascribed to it in Chapter 2.5 of the Guide
“Pre-[REDACTED] Investments”	the investment(s) in our Company undertaken by the Pre-[REDACTED] Investors, details of which are set out in the paragraph headed “History, Development and Corporate Structure — Pre-[REDACTED] Investments” in this document

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“Pre-[REDACTED] Investor(s)” the investor(s) who participated in the Pre-[REDACTED] Investments

“PRC Legal Advisor(s)” AllBright Law Offices, being the legal advisor of our Company as to the PRC laws

[REDACTED]

“Primary Sanctioned Activity” has the meaning ascribed to it under Chapter 4.4 of the Guide

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

“Relevant Jurisdiction(s)” has the meaning ascribed to it under Chapter 4.4 of the Guide. For the purposes of this document, Relevant Jurisdictions include the US, the EU, the UN, the UK and Australia

“Relevant Person(s)” has the meaning ascribed to it under Chapter 4.4 of the Guide, and means our Company, its investors and shareholders and persons who might, directly or indirectly, be involved in permitting the listing, trading, clearing and settlement of its shares, including the Joint Sponsors and the Stock Exchange

“Reporting Accountant” Ernst & Young

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

“Sanctioned Country” has the meaning ascribed to it under Chapter 4.4 of the Guide

“Sanctioned Target” has the meaning ascribed to it under Chapter 4.4 of the Guide

“SDN” Specially Designated Nationals designated pursuant to US sanctions programs

“Secondary Sanctionable Activity” has the meaning ascribed to it under Chapter 4.4 of the Guide

“SFC” the Securities and Futures Commission of Hong Kong

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares in the capital of our Company with a nominal value of RMB1.00 each, comprising Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Sophisticated Independent Investor(s)”	has the meaning ascribed thereto under the Listing Rules and the Guide
“Specialist Technology Company”	has the meaning ascribed to it under the Listing Rules and Chapter 2.5 of the Guide
“Specialist Technology Products”	has the meaning ascribed to it under the Listing Rules and Chapter 2.5 of the Guide

[REDACTED]

“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Track Record Period”	the three years ended December 31, 2023, 2024 and 2025
“Trial Measures”	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) promulgated by the CSRC on February 17, 2023
“U.S.”, “US” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933 and the rules and regulations promulgated thereunder
“UK”	the United Kingdom
“UN”	the United Nations

[REDACTED]

“Unlisted Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are not listed on any stock exchange
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DEFINITIONS

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

[REDACTED]

“Xinqiying LP” Shanghai Xinqiying Enterprise Management Partnership (Limited Partnership) (上海昕啟贏企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on January 29, 2016, and one of our Controlling Shareholders

“Xinxiang LP” Shanghai Xinxiang Investment Management Partnership (Limited Partnership) (上海昕想投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on January 29, 2016, and one of our Controlling Shareholders

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

Reference to any laws, regulations, ordinances, the Listing Rules, the General Rules of HKSCC and the Guide shall refer to and include their amendments, supplements and modifications from time to time.

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.