

DEFINITIONS

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

“Accountants’ Report”	the accountants’ report of our Group for the Track Record Period as set out in Appendix I in this document
“affiliate(s)”	in relation to a body corporate, any subsidiary undertaking or parent undertaking of such body corporate, and any subsidiary undertaking of any such parent undertaking for the time being
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company conditionally adopted on [●], as amended or supplemented from time to time, which shall become effective upon the [REDACTED], a summary of which is contained in the section headed “Appendix III — Summary of the Constitution of our Company and Cayman Islands Company Law — Summary of the constitution of the Company — 2. Articles of Association” set out in this document, and as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board” or “Board of Directors”	the board of Directors
“Business Day(s)” or “business day(s)”	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]”	[REDACTED]
“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“[REDACTED]”	[REDACTED]

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“Cayman Legal Adviser” or “Maples”	Maples and Calder (Hong Kong) LLP, our Company’s legal adviser as to Cayman Islands law
“[REDACTED]”	[REDACTED]
“Chairman”	chairman of the Board
“Chief Executive Officer”	chief executive officer of our Company
“China” or “PRC”	the People’s Republic of China, which for the purpose of this document only and except where the context requires otherwise, excludes Hong Kong, Macau and Taiwan
“Cinda” or “Cinda International Capital” or “Sole Sponsor” or “[REDACTED]” or “[REDACTED]”	Cinda International Capital Limited, a licensed corporation for carrying on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, and sole sponsor for the [REDACTED], and an Independent Third Party
“close associate(s)”	has the meaning ascribed to it 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” or “our Company” or “[REDACTED]”	Holyfire Holdings Group Limited (聖火控股集團有限公司) (previously known as Holyfire Technology Group Limited (聖火科技集團有限公司)), an exempted company incorporated in the Cayman Islands with limited liability on 20 January 2025, and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 20 August 2025
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, and in case of our Company, means Fuyuan BVI, Mr. Zhong Jian and Ms. Luo Xinyan
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Governance Code”	has the meaning ascribed to it under the Listing Rules
“COVID-19”	a novel coronavirus pandemic, the outbreak of which was first identified in December 2019

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“CSRC”	the 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
“Daming BVI”	Da Ming Technology Company Limited (大明科技有限公司), a company incorporated under the laws of the BVI with limited liability on 15 May 2025, and directly wholly-owned by Mr. Tsang
“PRC Cybersecurity and Data Privacy Legal Adviser”	Wang Jing & GH Law Firm, a qualified PRC law firm as the PRC Legal adviser of our Company as to the PRC laws on cybersecurity and data privacy matters
“Deed of Indemnity”	the deed of indemnity dated [●] and executed by our Controlling Shareholders in favour of our Company, particulars of which are set out in “Statutory and General Information — D. Other Information — 1. Tax and other indemnities” in Appendix IV to this document
“Deed of Non-Competition”	the deed of non-competition undertakings dated [●] executed by our Controlling Shareholders and our Company, particulars of which are set out in the section headed “Relationship with our Controlling Shareholders — Deed of Non-Competition” in this document
“Designated Bank”	[REDACTED] Designated Bank under [REDACTED]
“Director(s)”	the director(s) of our Company
“Dongcheng HK”	Dong Cheng Technology International Limited (東晟科技國際有限公司), a limited liability company incorporated in Hong Kong on 27 May 2025, and an indirectly wholly-owned subsidiary of the Company
“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》) promulgated by the National People’s Congress of the PRC on March 16, 2007, and most recently amended on December 29, 2018
“[REDACTED]”	[REDACTED]
“Extreme Conditions”	any extreme conditions or events, the occurrence of which causes interruption to ordinary course of business operations in Hong Kong where an announcement may be made by the government of Hong Kong according to the revised “Code of Practice in Times of Typhoons and Rainstorms” issued by the Labour Department of Hong Kong from time to time

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“financial year”	financial year of our Company ended or ending 31 December
“[REDACTED]”	[REDACTED]
“Foreign Investment Law” or “FIL”	the PRC Foreign Investment Law (《中華人民共和國外商投資法》), promulgated by the National People’s Congress of the PRC on March 15, 2019, which became effective on January 1, 2020
“Frost & Sullivan” or “F&S”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a market research and consulting company commissioned by us to prepare an independent research report for the purposes of the [REDACTED], which is an Independent Third Party
“Fuyuan BVI”	Fu Yuan Zheng De Limited (福緣正德有限公司), a company incorporated under the laws of the BVI with limited liability on 14 November 2024 which is wholly-owned by Mr. Zhong Jian, and one of our Controlling Shareholders
“Fuyuan Zhengde”	Guangdong Fuyuan Zhengde Investment Holding Co., Ltd* (廣東福緣正德投資控股有限公司), a company incorporated in PRC with limited liability on 26 January 2016
“FY2023”	the financial year ended 31 December 2023
“FY2024”	the financial year ended 31 December 2024
“FY2025”	the financial year ended 31 December 2025
“F&S Report”	an independent industry report commissioned by us and prepared by Frost & Sullivan for the purpose of this document
“[REDACTED]”	[REDACTED]
“Group”, “our”, “we” or “us”	our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries

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“Guangdong Holyfire”	Guangdong Holyfire Media Technology Group Co., Ltd* (廣東聖火傳媒科技集團股份有限公司) (formerly known as Guangdong Holyfire Media Development Co.* (廣東聖火傳媒發展有限公司), Guangdong Holyfire Media Co., Ltd* (廣東聖火傳媒股份有限公司) and Guangdong Holyfire Media Technology Co., Ltd* (廣東聖火傳媒科技股份有限公司)), a company incorporated in the PRC with limited liability on 10 September 2013 and was converted to a company limited by shares on 18 April 2014, and a subsidiary of our Company upon completion of the Reorganisation
“Guangdong Longjue”	Guangdong Longjue Digital Marketing Co., Ltd* (廣東龍覺數字營銷有限公司) (formerly known as Guangdong Quancheng Lepao Sports Development Co.* (廣東全橙樂跑體育發展有限公司), a company incorporated in the PRC with limited liability on 13 June 2016, and a subsidiary of our Company upon completion of the Reorganisation
“Guangdong Qingsong”	Guangdong Qingsong Investment Holding Co., Ltd.* (廣東青松投資控股有限公司), a limited liability company established in the PRC on 21 July 2025 and an indirectly wholly-owned subsidiary of the Company
“Guangzhou 4A”	Guangzhou Advertising Association Guangzhou 4A Integrated Marketing Communications Committee (廣州市廣告行業協會廣州4A整合營銷傳播委員會)
“HK\$” or “Hong Kong dollars” or “HK dollars” or “HKD”	Hong Kong dollar(s) and cent(s) respectively, the lawful currency of Hong Kong
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“HKFRS(s)”	Hong Kong Financial Reporting Standards, which include standards, amendments and interpretations issued by the Hong Kong Accounting Standards Board and the Hong Kong Accounting Standards, and interpretation issued by the HKICPA Financial Reporting Committee Standards Committee
“HKICPA”	the Hong Kong Institute of Certified Public Accountants
“[REDACTED]”	[REDACTED]

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“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Holyfire Creative”	Guangdong Holyfire Digital Creative Technology Co., Ltd.* (廣東聖火數字創意科技有限公司), a limited liability company established in the PRC on 28 May 2025, and a direct wholly-owned subsidiary of Guangdong Holyfire
“Holyfire Interconnection”	Guangdong Holyfire Digital Intelligence Interconnection Technology Co., Ltd* (廣東聖火數智互聯技術有限公司), a limited liability company established in the PRC on 28 May 2025, and a direct wholly-owned subsidiary of Guangdong Holyfire
“Hong Kong” or “HK” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“[REDACTED]”	[REDACTED]
“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
“Hong Kong Takeovers Code” or “Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Huiju BVI”	Hui Ju Consulting Co., Limited (慧聚諮詢顧問有限公司), a company incorporated under the laws of the BVI with limited liability on 4 March 2025
“Independent Third Party(ies)”	an individual(s) or a company(ies), which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is not a connected person of our Company

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“Industry Report”	an independent research report commissioned by us and prepared by Frost & Sullivan for the purpose of the [REDACTED]
“Investment Committee”	the investment committee of our Board
“IOT Data”	IOT Data (Guangzhou) Industry Co., Ltd* (一物一碼數據(廣州)實業有限公司) (formerly known as Huoge Entertainment (Guangzhou) Company Limited* (火哥娛樂(廣州)有限公司), a company incorporated in PRC with limited liability on 21 August 2017, a subsidiary of our Company upon completion of the Reorganisation
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Latest Practicable Date”	9 March 2026, being the latest practicable date for the purposes of ascertaining certain information contained in this document prior to its publication
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Listing Rules” or “Hong Kong 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
“Macao” or “Macau”	the Macao Special Administrative Region of the PRC
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange. For the avoidance of doubt, the Main Board excludes GEM of the Stock Exchange

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“M&A Rules”	the Provisions on the Merger and Acquisition of Domestic Enterprises by Foreign Investor* (《關於外國投資者併購境內企業的規定》) promulgated by MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, the State Administration of Taxation, SAMR, CSRC and SAFE on 8 August 2006 and amended by MOFCOM on 22 June 2009
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company adopted on [●] which shall become effective upon [REDACTED], a summary of which is contained in the section headed “Appendix III — Summary of the Constitution of our Company and Cayman Islands Company Law — Summary of the constitution of the Company — 1. Memorandum of Association” set out in this document, and as amended from time to time
“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)
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Luo Zhiyong”	Mr. Luo Zhiyong (羅智勇), an executive Director, the Chief Executive Officer, the brother of Ms. Luo Xinyan, and the brother-in-law of Mr. Zhong Jian
“Mr. Tsang”	Mr. TSANG Kwong Kwan Mor (曾光群), the ultimate beneficial owner of the [REDACTED] immediately prior to the Reorganisation
“Mr. Zhong Jian”	Mr. Zhong Jian (鍾堅), an executive Director, the Chairman, one of the Controlling Shareholders, the spouse of Ms. Luo Xinyan, and the brother-in-law of Mr. Luo Zhiyong
“Ms. Luo Xinyan”	Ms. Luo Xinyan (羅新燕), one of our Controlling Shareholders, the sister of Mr. Luo Zhiyong, and the spouse of Mr. Zhong Jian
“Ms. Wang Huan”	Ms. Wang Huan (王歡), an executive Director and one of our joint company secretaries
“Ms. Zhong Xiaojian”	Ms. Zhong Xiaojian (鍾小建), an executive Director
“NEEQ”	the National Equities Exchange and Quotations (全國中小企業股份轉讓系統), an equity trading platform for the sale of existing shares or private placing of new shares by small and medium sized enterprises in the PRC
“Nomination Committee”	the nomination committee of our Board

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“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

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“[REDACTED]”

[REDACTED]

“PRC Company Law”

the Company Law of the PRC (《中華人民共和國公司法》), as amended and adopted by the Standing Committee of National People’s Congress on 29 December 2023 and effective on 1 July 2024

“PRC government”

the government of the PRC including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and their instrumentalities thereof or, where the context requires, any of them

“PRC Legal Advisers”

Beijing Dacheng Law Offices, LLP, a qualified PRC law firm as the PRC legal adviser of our Company as to the laws of the PRC for the [REDACTED]

“[REDACTED]”

[REDACTED]

“[REDACTED]”

[REDACTED]

“[REDACTED]”

[REDACTED]

“[REDACTED]”

[REDACTED]

“[REDACTED]”

[REDACTED]

“[REDACTED]”

[REDACTED]

“Regulation S”

the Regulation S under the U.S. Securities Act

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“[REDACTED]”	[REDACTED]
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the corporate Reorganisation of our Group in preparation for the [REDACTED] as set out in “History, Reorganisation and Corporate Structure — Reorganisation” in this document
“Renminbi” or “RMB”	the lawful currency of the PRC
“Repurchase Mandate”	the general unconditional mandate granted to our Directors by the Shareholders in relation to the repurchase of the Shares, further information is set forth in “Statutory and General Information — A. Further Information about our Company and our subsidiary — 5. Repurchase by our Company of our Shares” in Appendix IV to this document
“SAFE”	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
“SAFE Circular 13”	the Circular of the SAFE on Further Simplification and Improvement in Foreign Exchange Administration on Director Investment* (《關於進一步簡化和改進直接投資外匯管理政策的通知》) promulgated by SAFE and which became effective on 1 June 2015
“SAFE Circular 37”	the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Offshore Investment and Financing and Roundtrip Investment through Special Purpose Vehicles* (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》) promulgated by SAFE with effect from July 4, 2014
“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) or its local branch
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務局)
“SFC”	the Securities and Futures Commission of Hong Kong
“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

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“Shanghai Holyfire”	Shanghai Holyfire Digital Technology Co., Ltd* (上海聖火數字科技有限公司), a company incorporated in the PRC with limited liability on 18 October 2024, a subsidiary of our Company upon completion of the Reorganisation
“Share(s)”	ordinary share(s) in the share capital of our Company, with a par value of HK\$0.01 each, in the share capital of our Company
“[REDACTED]”	[REDACTED]
“Shareholder(s)”	holder(s) of our Share(s)
“Shenglian BVI”	Sheng Lian Technology Development Limited (勝蓮科技發展有限公司), a company incorporated under the laws of the BVI with limited liability on 15 May 2025, and a wholly-owned subsidiary of our Company
“[REDACTED]”	[REDACTED]
“State Council”	the PRC State Council (中華人民共和國國務院)
“[REDACTED]”	[REDACTED]
“subsidiary(ies)”	has the meaning ascribed thereto under the Companies Ordinance
“Substantial Shareholder(s)” or “substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Track Record Period”	FY2023, FY2024 and FY2025
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“US” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“VAT”	value-added tax

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“Xiahong BVI”	Xia Hong Investment Limited (夏紅投資有限公司), a company incorporated under the laws of the BVI with limited liability on 20 May 2025
“Xieheng HK”	Xie Heng Technology Limited (變恒科技有限公司), a limited liability company incorporated in Hong Kong on 29 May 2025 and the [REDACTED]
“Xiufei BVI”	Xiu Fei Management Consulting Co., Limited (秀飛管理顧問有限公司), a company incorporated under the laws of the BVI with limited liability on 10 April 2025
“Xiufei Investment”	Guangzhou Xiufei Investment Partnership Enterprise (Limited Partnership)* (廣州秀飛投資合伙企業(有限合夥)), a limited partnership established in PRC on 6 February 2016
“Xiufei (Shanghai)”	Xiufei (Shanghai) Cultural Communication Co., Ltd* (秀飛(上海)文化傳播有限公司), a company incorporated in PRC with limited liability on 30 June 2016, a subsidiary of our Company upon completion of the Reorganisation
“m”	metre
“m ² ” or “sq. m.”	square metre(s)
“%”	per cent.

In this document, unless otherwise specified:

- All dates and times refer to Hong Kong dates and time, unless otherwise stated or the context otherwise requires.
- Certain amounts and percentage figures included in this document have been subject to rounding adjustments, or have been rounded to one or two decimal places.
- Any discrepancy in any table between totals and sums of amounts listed therein are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

* for identification purpose only

For ease of reference, the English names of the PRC established companies or entities, laws or regulations are translation and/or transliteration of their Chinese names and have been included in this document for identification purposes only. In the event of any inconsistency between the Chinese names and their English translations and/or transliterations, the Chinese version shall prevail.