

DEFINITIONS

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.

“2022 Pre-[REDACTED] Stock Incentive Plan”	the 2022 Stock Incentive Plan of our Company approved and adopted on January 3, 2022, as amended or otherwise modified from time to time, a summary of the principal terms of which is set forth in the section headed “Statutory and General Information — D. Pre-[REDACTED] Stock Incentive Plans” in Appendix IV to this Document
“2025 Pre-[REDACTED] Stock Incentive Plan”	the 2025 Stock Incentive Plan of our Company approved and adopted on December 23, 2025, as amended or otherwise modified from time to time, a summary of the principal terms of which is set forth in the section headed “Statutory and General Information — D. Pre-[REDACTED] Stock Incentive Plans” in Appendix IV to this Document
“Accountant’s Report”	the accountant’s report of our Company, 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”	Accounting and Financial Reporting Council (會計及財務匯報局)
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company conditionally adopted by special resolution on [●], 2026, with effect upon the [REDACTED] (as amended from time to time), a summary of which is set out in Appendix III to this Document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Beijing SmartMore”	Beijing SmartMore Intelligence Technology Co., Ltd. (北京思謀智能科技有限公司), a company incorporated under the PRC law on June 9, 2021 and a wholly-owned subsidiary of our Company
“Board”, “Board of Directors” or “our Board”	the board of Directors
“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
“BVI”	the British Virgin Islands
	[REDACTED]
“Cayman Registrar”	the Registrar of Companies of the Cayman Islands

DEFINITIONS

[REDACTED]

“China” or “the PRC”	the People’s Republic of China, except where the context requires otherwise and only for the purposes of this Document and for geographical reference only, excluding the Hong Kong Special Administrative Region, the Macao Special Administrative Region and Taiwan Region
“CIC”	China Insights Industry Consultancy Limited, the industry consultant of our Company
“CIC Report”	an independent market research report commissioned by us and prepared by CIC for the purpose of this Document
“Circular 37”	the Notice of the SAFE on Issues Concerning Foreign Exchange Administration of the Overseas Investment and Financing and the Round-Tripping Investment Made by Domestic Residents through Special-Purpose Companies (《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》)
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“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
“Companies Act” or “Cayman Companies Act”	the Companies Act (Revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, or “the Company”	SmartMore Inc. (formerly known as Hyperspace Group Inc.), an exempted company with limited liability incorporated under the laws of the Cayman Islands on September 23, 2019
“Compliance Adviser”	Maxa Capital 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
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)

DEFINITIONS

“Director(s)”	the director(s) of our Company
“Dr. Jia”	Dr. Jia Jiaya (賈佳亞), our founder, chairman of the Board, executive Director and one of the members of our Single Largest Group of Shareholders
“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》)
“ESG”	Environmental, Social and Governance
	[REDACTED]
“Extreme Conditions”	extreme conditions as announced by the government of Hong Kong in the case where a super typhoon or other natural disaster of a substantial scale seriously affects the working public’s ability to resume work or brings safety concern for a prolonged period
	[REDACTED]
	[REDACTED]
“Group”, “our Group”, “our”, “we” or “us”	our Company and its subsidiaries from time to time, and where the context requires, in respect of the period prior to our Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Guide for New Listing Applicants”	the Guide for New Listing Applicants published by the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“HK\$” or “Hong Kong Dollars” or “HK Dollars” and “HK cents”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the People’s Republic of China

[REDACTED]

“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 Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time

[REDACTED]

DEFINITIONS

[REDACTED]

“IFRSs”	International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by International Accounting Standards Board
“IIT Law”	the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》)
“Independent Third Party(ies)”	any person(s) or entity(ies) who is not a connected person of our Company within the meaning of the Listing Rules

[REDACTED]

“Jiaxing SmartMore”	Jiaxing SmartMore Technology Co., Ltd. (嘉興思謀科技有限公司), a company incorporated in the PRC on June 3, 2025 and a wholly-owned subsidiary of our Company
“Joint Sponsors”	the joint sponsors as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this Document

[REDACTED]

DEFINITIONS

[REDACTED]

“JPY” Japanese Yen, the lawful currency of Japan

“Latest Practicable Date” March 6, 2026, 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

[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 Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》)

“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

“Memorandum” or “Memorandum of Association” the [●] memorandum of association of our Company conditionally adopted by special resolution on [●], 2026, with effect upon the [REDACTED] (as amended from time to time), a summary of which is set out in Appendix III to this Document

“MOFCOM” or “Ministry of Commerce” the Ministry of Commerce of the PRC (中華人民共和國商務部) (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易部))

“NDRC” the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)

“Nomination Committee” the nomination committee of the 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)

[REDACTED]

DEFINITIONS

[REDACTED]

“Overseas Listing Trial Measures”	The Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and five supporting guidelines (《境內企業境外發行證券和上市管理試行辦法》及五項配套指引) promulgated by the CSRC on February 17, 2023 and became effective on March 31, 2023
“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 Adviser”	Han Kun Law Offices, our legal adviser on PRC laws in connection with the [REDACTED]
“Pre-[REDACTED] Investment(s)”	the investment(s) in our Company undertaken by the Pre-[REDACTED] Investors prior to this [REDACTED], details of which are set out in the section headed “History, Development and Corporate Structure” in this Document
“Pre-[REDACTED] Investor(s)”	holder(s) of Shares pursuant to the Pre-[REDACTED] Investments, details of which are set out in the section headed “History, Development and Corporate Structure” in this Document
“Pre-[REDACTED] Stock Incentive Plans”	2022 Pre-[REDACTED] Stock Incentive Plan and 2025 Pre-[REDACTED] Stock Incentive Plan
“Preferred Share(s)”	preferred share(s) in the share capital of the Company, namely Series Pre-A Preferred Share(s), Series Pre-A1 Preferred Share(s), Series A Preferred Share(s), Series A1 Preferred Share(s), Series B Preferred Share(s), Series B1 Preferred Share(s), Series C Preferred Share(s)

[REDACTED]

DEFINITIONS

[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“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”	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)
“SAT”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“Series Pre-A Preferred Share(s)”	the series Pre-A1 preferred share(s) of US\$0.0001 each in the share capital of our Company, which are held by the Pre-[REDACTED] Investor(s) as of the date of this Document
“Series Pre-A1 Preferred Share(s)”	the series Pre-A1 preferred share(s) of US\$0.0001 each in the share capital of our Company, which are held by the Pre-[REDACTED] Investor(s) as of the date of this Document
“Series A Preferred Share(s)”	the series A preferred share(s) of US\$0.0001 each in the share capital of our Company, which are held by the Pre-[REDACTED] Investor(s) as of the date of this Document
“Series A1 Preferred Share(s)”	the series A1 preferred share(s) of US\$0.0001 each in the share capital of our Company, which are held by the Pre-[REDACTED] Investor(s) as of the date of this Document
“Series B Preferred Share(s)”	the series B preferred share(s) of US\$0.0001 each in the share capital of our Company, which are held by the Pre-[REDACTED] Investor(s) as of the date of this Document
“Series B1 Preferred Share(s)”	the series B1 preferred share(s) of US\$0.0001 each in the share capital of our Company, which are held by the Pre-[REDACTED] Investor(s) as of the date of this Document

DEFINITIONS

“Series C Preferred Share(s)”	the series C preferred share(s) of US\$0.0001 each in the share capital of our Company, which are held by the Pre-[REDACTED] Investor(s) as of the date of this Document
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai SmartMore”	Shanghai SmartMore Technology Co., Ltd. (上海思謀科技有限公司), a company incorporated under the PRC law on June 29, 2020 and a wholly-owned subsidiary of our Company
“Share(s)”	ordinary and/or preferred shares in the share capital of our Company of US\$0.0001 each
“Shareholder(s)”	holder(s) of our Share(s)
“Shenzhen Sizhen”	Shenzhen Sizhen Information Technology Co., Ltd. (深圳思震信息科技有限公司), a company established under the laws of the PRC on June 11, 2021 and a wholly-owned subsidiary of our Company
“Shenzhen SmartMore”	Shenzhen SmartMore Technology Co., Ltd. (深圳思謀信息科技有限公司), a company incorporated under the PRC law on December 20, 2019 and a wholly-owned subsidiary of our Company
“Single Largest Group of Shareholders”	Dr. Jia, together with Hyperdimension Holdings Limited, Space Travel Management L.P. and StarrySky Management Limited
“SmartMore Corporation”	SmartMore Corporation Limited, a company incorporated under the Hong Kong law on November 5, 2019 and a wholly-owned subsidiary of our Company
	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Suzhou SmartMore”	Suzhou SmartMore Technology Co., Ltd. (蘇州思謀智能科技有限公司), a company incorporated under the PRC law on October 21, 2021 and a wholly-owned subsidiary of our Company
“Track Record Period”	the period comprising three financial years ended December 31, 2025
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“U.S. Securities Act”	United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

[REDACTED]

“United States”, “USA” or “U.S.”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“USD”, “US\$” or “U.S. dollars”	United States dollar, the lawful currency of the United States
“VAT”	value-added tax
“%”	per cent

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural 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.

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.