

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”.

“Accountants’ Report”	the accountants’ report of our Company prepared by Ernst & Young, 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
“Articles” or “Articles of Association”	the articles of association of our Company, as amended from time to time, which shall become effective upon [REDACTED], 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
“Board” or “our Board”	the board of Directors
“Business Day”	a day on which banks in Hong Kong are generally open to the public for normal business and which is not a Saturday, Sunday or public holiday in Hong Kong

[REDACTED]

“Changan Automobile”	Chongqing Changan Automobile Co., Ltd. (重慶長安汽車股份有限公司), an OEM listed on the Shenzhen Stock Exchange (stock code: 000625)
“China”, “Chinese mainland”, or “PRC”	the People’s Republic of China, which, for the purposes of this Document and for geographical reference only, excludes Hong Kong, the Macao Special Administrative Region of the People’s Republic of China, and Taiwan Region
“CIC”	China Insights Industry Consultancy Limited, an independent professional market research and consulting company, which is an Independent Third Party

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“CIC Report”	an independent market research report commissioned by us and prepared by CIC for the purposes of this Document
“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 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”	Nanjing Lingxing Technology Co., Ltd. (南京領行科技股份有限公司), a joint stock company established in the PRC on April 22, 2019
“Compliance Adviser”	Somerley 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
“Controlling Shareholders”	Nanjing Lingxing Investment and Nanjing Lingxing Partnership
“CSDCC”	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)” or “our Director(s)”	the director(s) of our Company
“Dongfeng Motor Group”	Dongfeng Motor Group Company Limited (東風汽車集團股份有限公司), an OEM established under the laws of the PRC
“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》)
“Employee Incentive Platform”	the employee incentive platform of the Company, being Nanjing Lingxing Gongde

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“Employee Investment Platform(s)” the employee investment platform(s) of the Company, being Nanjing Lingxing Gongchuang, Nanjing Lingxing Gongying and Xiamen Lingxing Gongda

[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

“FAW” CHINA FAW GROUP CO., LTD. (中國第一汽車集團有限公司), an OEM established under the laws of the PRC

[REDACTED]

“Group”, “our Group”, “our”, “we”, or “us” our Company and its subsidiaries, or any one of them as the context may require, and where the context requires, the businesses operated by our Company and/or its subsidiaries and their predecessors (if any)

“Guide for New Listing Applicants” or “Guide” the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time

“H Share(s)” [REDACTED] ordinary share(s) in the share capital of our Company with a nominal value of RMB[REDACTED] each, which are to be [REDACTED] and [REDACTED] in Hong Kong dollars and to be [REDACTED] on the Hong Kong Stock Exchange

[REDACTED]

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“HK\$”, “HKD” or “Hong Kong dollars” Hong Kong dollar(s), the lawful currency of Hong Kong

[REDACTED]

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the PRC

[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 Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time

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[REDACTED]

“IFRS Accounting Standards”	the International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by IASB and the International Accounting Standards (IAS) and interpretations issued by the International Accounting Standards Committee (IASC)
“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 the Company within the meaning of the Listing Rules

[REDACTED]

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[REDACTED]

“Joint Sponsors” and “Sponsor-Overall Coordinators” the joint sponsors and sponsor-overall coordinators as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this Document

“Latest Practicable Date” April 20, 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 Hong Kong 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

“Main Board” the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operates in parallel with the GEM of the Hong Kong Stock Exchange

“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)

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“Nanjing Lingxing Gongde”	Nanjing Lingxing Gongde Equity Investment Partnership (Limited Partnership) (南京領行共德股權投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on April 9, 2021 with Yunshan Equity Investment Management (Nanjing) Co., Ltd. (雲杉股權投資管理(南京)有限公司) being its general partner, and the Employee Incentive Platform
“Nanjing Lingxing Investment”	Nanjing Lingxing Equity Investment Management Co., Ltd. (南京領行股權投資管理有限公司), a limited liability company established in the PRC in April 2019 and one of our Controlling Shareholders. For shareholding structure of Nanjing Lingxing Partnership and Nanjing Lingxing Investment, see “History, Development and Corporate Structure — Major Shareholding Changes in the Company” in this Document
“Nanjing Lingxing Partnership”	Nanjing Lingxing Equity Investment Partnership (Limited Partnership) (南京領行股權投資合夥企業(有限合夥)), a limited partnership established in the PRC in April 2019 and one of our Controlling Shareholders. For shareholding structure of Nanjing Lingxing Partnership and Nanjing Lingxing Investment, see “History, Development and Corporate Structure — Major Shareholding Changes in the Company” in this Document
“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 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]

“Online Ride-Hailing Driver’s License”	the driver’s license required to be obtained by a driver to provide online ride-hailing services pursuant to the Interim Measures for the Management of Online Ride-Hailing Operation and Service (《網絡預約出租汽車經營服務管理暫行辦法》)
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DEFINITIONS

[REDACTED]

“Overall Coordinator(s)”	the overall coordinators as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this Document
“Overseas Listing 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》) and relative supporting guidelines promulgated by the CSRC on February 17, 2023 which 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 PRC (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“PRC GAAP”	generally accepted accounting principles of the PRC
“PRC Legal Adviser”	Commerce & Finance Law Offices, the PRC legal adviser to our Company in connection with the [REDACTED]
“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
“Pre-[REDACTED] Investment(s)”	the investment(s) in our Group undertaken by the Pre-[REDACTED] Investors prior to the [REDACTED], the details of which are set out in “History, Development and Corporate Structure” in this Document
“Pre-[REDACTED] Investor(s)”	the investor(s) making investments in our Group prior to the [REDACTED] as set out in “History, Development and Corporate Structure” in this Document

[REDACTED]

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[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
“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 Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“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
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB[REDACTED] each, including H Shares and Unlisted Shares
“Shareholder(s)”	holder(s) of the Share(s)

[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
“Track Record Period”	the period comprising the [financial years ended December 31, 2023, 2024 and 2025]

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“Transportation Permit”	the transportation permit required to be obtained for a vehicle to provide online ride-hailing services pursuant to the Interim Measures for the Management of Online Ride-Hailing Operation and Service (《網絡預約出租汽車經營服務管理暫行辦法》)
“U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“United States” or “U.S.”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“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
“VAT”	value-added tax
“%”	per cent