DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set forth below. Certain technical terms are explained in "Glossary of Technical Terms" in this document.

"Accountants' Report"	the audited consolidated financial statements of our Company for the Track Record Period, as included in Appendix I
"affiliate(s)"	with respect to any person, any other person, directly or indirectly, controlling, controlled by or under common control with such person
"AFRC"	the Accounting and Financial Reporting Council of Hong Kong
"Articles" or "Articles of Association"	the amended and restated articles of association of the Company, which was conditionally adopted on April 27, 2026 with effect from the [REDACTED], as amended, supplemented or restated from time to time. For further details, see "Appendix III — Summary of the Articles of Association"
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Beijing Newrank"	Beijing Newrank Information Technology Co., Ltd. (北京新榜信息科技有限公司) (formerly known as Beijing Weiguang Dongshi Technology Consulting Co., Ltd. (北京微光洞勢科技諮詢有限公司)), a company established in the PRC on March 18, 2014 and a wholly-owned subsidiary of our Company
"BIS"	U.S. Department of Commerce, Bureau of Industry and Security
"Board" or "Board of Directors"	the board of Directors of the Company
"business day"	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"China" or "PRC"	the People's Republic of China
"Chinese mainland"	the People's Republic of China excluding Hong Kong, Macau Special Administrative Region and Taiwan region
"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", "our Company", or "the Company"	Shanghai Newrank Info & Tech Co., Ltd. (上海新榜信息技術股份有限公司), a limited liability company established under PRC Law on February 22, 2012 (previously named Shanghai Kanbang Technology Co., Ltd. (上海看榜信息科技有限公司)), which was converted into a joint stock limited liability company on November 3, 2022

"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 Shareholders"	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Xu and Ningbo Xinbo
"[REDACTED] of Unlisted Shares into H Shares"	the [REDACTED] of [REDACTED] Unlisted Shares into H Shares on a [REDACTED] basis upon the completion of the [REDACTED]. Such [REDACTED] of Unlisted Shares into H Shares has been filed with the CSRC with the notification issued by the CSRC on completion of the filing procedure published on [●] and an application for H Shares to be [REDACTED] on the Stock Exchange has been made to the Stock Exchange
"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
"EAR"	United States Export Administration Regulations, 15 C.F.R. Parts 730-774
"EIT"	the 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 on March 16, 2007 and came into effect on January 1, 2008 and was most recently amended on December 29, 2018 which became effective on the same date
"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
[REDACTED]	[REDACTED]
"Frost & Sullivan"	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a global market research and consulting company, which is an Independent Third Party
"Frost & Sullivan Report"	an independent market research report prepared by Frost & Sullivan and commissioned by us

[REDACTED]	[REDACTED]
"Group", "we", "our", or "us"	our Company and, where appropriate, our subsidiaries or, in respect of the period before our Company became the holding company of our present subsidiaries, the businesses operated by such subsidiaries or their predecessors, as the case may be
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"H Share(s)"	Shares which an application has been made for the listing and permission to deal on the Stock Exchange with nominal value of RMB0.10 each
[REDACTED]	[REDACTED]
"HK" or "Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"HKD" or "HK$"	Hong Kong dollars, the lawful currency of Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
[REDACTED]	[REDACTED]

[REDACTED]	[REDACTED]
"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
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"IFRS"	International Financial Reporting Standards, as issued by the International Accounting Standards Board
"Independent Third Party(ies)"	person(s) or company(ies), who/which, to the best of our Directors' knowledge, information and belief, is/are not our connected persons
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"International Sanctions"	all applicable laws and regulation to economic sanctions, export controls, trade embargoes and wider prohibitions and restrictions on international trade and investment related activities, including those adopted, administered and enforced by the U.S. Government, the United Kingdom, the European Union, the United Nations or Australia
"International Sanctions Legal Advisor"	Morgan, Lewis & Bockius LLP, our legal advisors as to International Sanctions laws in connection with the [REDACTED]

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"Latest Practicable Date"	April 22, 2026, being the latest practicable date for ascertaining certain information in this document before its publication
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"Main Board"	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with GEM of the Stock Exchange
"Ministry of Finance" or "MOF"	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)
"Mr. Xu"	Mr. Xu Jun (徐俊), our executive Director, the chairman of the Board, the General Manager and one of our Controlling Shareholders
"NDRC"	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)
"Newrank Youxuan"	Shanghai Newrank Youxuan Information Technology Co., Ltd. (上海新榜優選信息科技有限公司) (formerly known as Shanghai Boxuan Youcai Culture Communication Co., Ltd. (上海博選優採文化傳播有限公司)), a company established in the PRC with limited liability on July 8, 2015 and a wholly-owned subsidiary of our Company

"NEEQ"	The National Equities Exchange and Quotations (全國中小企業股份轉讓系統), also called "New Third Board", is a Chinese over-the-counter securities market founded in 2012
"Ningbo Xinbo"	Ningbo Xinbo Investment Management Partnership Enterprise (Limited Partnership) (寧波欣博投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on and December 21, 2017, an employee shareholding platform which holds approximately 9.43% shareholding of our Company as of the Latest Practicable Date, and one of our Controlling Shareholders
"NPC"	the National People's Congress of the PRC (中華人民共和國全國人民代表大會)
"OFAC"	the U.S. Department of Treasury's Office of Foreign Assets Control
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"PBOC"	the People's Bank of China (中國人民銀行), the central bank of Chinese mainland
"PRC Company Law"	the Company Law of the PRC, as amended, modified and/or otherwise supplemented from time to time
"PRC GAAP"	generally accepted accounting principles in the Chinese mainland

"PRC government" or "State"	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
"PRC Law"	The laws and regulations of China, without reference to the laws and regulations of Hong Kong and Macao Special Administrative Region and the relevant regulations of Taiwan
"PRC Legal Advisor"	CM Law Firm, the legal advisor of our Company as to PRC Law
"PRC Securities Law"	the Securities Law of the People's Republic of China (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
"[REDACTED] Investment(s)"	the [REDACTED] investment(s) in our Company, the details of which are set out in "History, Development and Corporate Structure-[REDACTED] Investments"
"[REDACTED] Investor(s)"	the investor(s) of the [REDACTED] Investments
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"Qianren Qianmian"	Shanghai Qianren Qianmian Enterprise Management Consulting Co., Ltd. (上海仟人仟面企業管理諮詢有限公司), a company established in the PRC with limited liability on December 26, 2017 and a wholly-owned subsidiary of our Company
"Regulation S"	Regulation S under the U.S. Securities Act
"Relevant Jurisdiction(s)"	any jurisdiction that is relevant to the Company and has sanctions related law or regulation restricting, among other things, its nationals and/or entities which are incorporated or located in that jurisdiction from directly or indirectly making assets or services available to or otherwise dealing in assess or certain countries, governments, person or entities targeted by such law or regulation. For the purpose of this document, Relevant Jurisdictions include the U.S., the United Kingdom, the European Union, the United Nations and Australia
"RMB" or "Renminbi"	Renminbi, the lawful currency of Chinese mainland

"SAFE"	the State Administration for 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) (formerly known as the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局))
"Sanctioned Country(ies)"	any country or territory subject to a general and comprehensive export, import, financial or investment embargo under sanctions related law or regulation of the Relevant Jurisdiction
"Sanctioned Target"	any person or entity (i) designated on any list of targeted persons or entities issued under the sanctions-related law or regulation of a Relevant Jurisdiction; (ii) that is, or is owned or controlled by, a government of a Sanctioned Country; or (iii) that is the target of sanctions under the law or regulation of a Relevant Jurisdiction because of a relationship of ownership, control, or agency with a person or entity described in (i) or (ii)
"SAT"	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
"SDN"	individuals and entities that are listed on the SDN List
"SDN List"	the list of Specially Designated Nationals, and Blocked Persons maintained by OFAC, which sets forth individuals and entities that are subject to its sanctions and restricted from dealings with U.S. persons
"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 share capital of our Company, with a nominal value of RMB0.10 each, comprising the Unlisted Shares and H Shares
"Shareholder(s)"	holder(s) of the Share(s)
"Share Subdivision"	the subdivision of each Share in our Company's share capital with nominal value of RMB1.00 each into 10 Shares with nominal of RMB0.10 each prior to the [REDACTED], as further detailed in "History, Development and Corporate Structure"
[REDACTED]	[REDACTED]

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"Sole Sponsor"	the sole sponsor as named in "Directors, Supervisors and Parties Involved in the [REDACTED]"
"Overall Coordinator"	the overall coordinator as named in "Directors, Supervisors and Parties Involved in the [REDACTED]"
"Special Regulations"	the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定), promulgated by the State Council on August 4, 1994
[REDACTED]	[REDACTED]
"State Council"	the State Council of the PRC (中華人民共和國國務院)
"Stock Exchange" or "Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary" or "subsidiaries"	has the meaning ascribed to it under the Listing Rules
"substantial shareholder(s)"	has the meaning ascribed to it in the Listing Rules
"Supervisor(s)"	the supervisor(s) of our Company. Upon the [REDACTED], our Company will no longer have Supervisors, the details of which are set out in "Directors, Supervisors and Senior Management — Supervisory Committee"
"Suzhou Junci"	Suzhou Junci Equity Investment Center (Limited Partnership) (蘇州駿賜股權投資中心(有限合夥)), a limited partnership established in the PRC on May 24, 2017 which held approximatetly 10.46% shareholding of our Company as of the Latest Practicable Date
"Track Record Period"	the years ended December 31, 2023, 2024 and 2025
"Treasury Shares"	Shares repurchased and held by our Company in treasury (which include Shares repurchased by our Company and held or deposited in [REDACTED] for sale on the Stock Exchange) from time to time
"Trial Measures"	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies ("境內企業境外發行証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, any State of the United States and the District of Columbia
"USD", "U.S. dollars" or "US$"	United States dollars, the lawful currency of the United States
"U.S. Securities Act"	United States Securities Act of 1933 and the rules and regulations promulgated thereunder
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
"Unlisted Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB0.10 each, which is/are not listed on any stock exchange
"VAT"	value-added tax
"Xinbang Jiasu"	Shanghai Xinbang Jiasu Network Technology Co., Ltd. (上海欣榜加塑網絡科技有限公司), a company established in the PRC with limited liability on September 20, 2016 and a non wholly-owned subsidiary of the Company which is owned as to 63.83% by our Company
"Xinbang Shangshi"	Shanghai Xinbang Shangshi Information Technology Co., Ltd. (上海欣榜尚世信息科技有限公司) (formerly known as (Shanghai Newrank Laosiji Culture Communication Co., Ltd. (上海新榜勞思基文化傳播有限公司)), a company established in the PRC with limited liability on May 30, 2018 and a wholly-owned subsidiary of our Company
"Yiwan Xinghe"	Changsha Yiwan Xinghe Cultural Media Co., Ltd. (長沙億萬星河文化傳媒有限公司), a company established in the PRC with limited liability on February 23, 2024 and a wholly-owned subsidiary of our Company
"%"	per cent

Unless otherwise specified, in this document:

(a) *certain amounts and percentage figures 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; and*

(b) *for ease of reference, the names of PRC Law 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.*