

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set forth below. Certain other terms are explained in “Glossary.”

“2022 Employee Shareholding Plan”	the employee incentive plan of our Company as approved by our Shareholders on September 16, 2022, the principal terms of which are set out in “Statutory and General Information — 2022 Employee Shareholding Plan” in Appendix VI to this document
“2025 Convertible Bonds”	the convertible bonds issued by our Company in the principal amount of RMB827,664,200 at a par value of RMB100 in December 2025, and listed on the Shenzhen Stock Exchange (bond code: 123263)
“A Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which are traded in Renminbi and listed on the Shenzhen Stock Exchange
“A Shareholder(s)”	holder(s) of our A Share(s)
“Accountants’ Report”	the accountants’ report of our Company for the Track Record Period, as included in Appendix I to this document
“Acting-in-Concert Arrangement”	the acting-in-concert agreement dated July 4, 2020, as supplemented by the supplemental agreement dated December 8, 2023, entered into among FII, Mr. Yeh Tzu-chen (葉子禎), Dr. Sun Ur-bane (孫藹彬), Top Partner and Xin’ai Consulting
“AFRC”	Accounting and Financial Reporting Council of Hong Kong
“Articles of Association” or “Articles”	the articles of association of our Company, conditionally adopted on April 30, 2026 with effect from the [REDACTED], as amended, supplemented, or otherwise modified from time to time, a summary of which is set out in Appendix V to this document
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business

[REDACTED]

DEFINITIONS

“China”, “Chinese Mainland” or “PRC”	the People’s Republic of China (中華人民共和國); for the purpose of this document only and for geographical reference only, except where the context requires, references in this document to “China” and the “PRC” do not apply to the Hong Kong SAR, the Macau SAR and the Taiwan Region
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company,” “our Company,” “we,” “our” or “us”	DIGIWIN CO., LTD. (鼎捷數智股份有限公司) (formerly known as DIGIWIN Software Co., Ltd. (鼎捷軟件股份有限公司), DIGIWIN Software Co., Ltd. (鼎捷軟件有限公司), and Shenzhou Digital Management System Co., Ltd. (神州數碼管理系統有限公司)), a company established under the laws of the PRC on December 26, 2001, whose A Shares have been listed on the ChiNext Market of the Shenzhen Stock Exchange (stock code: 300378)
“Concert Party Group”	parties to the Acting-in-Concert Arrangement, namely, FII, Top Partner, Mr. Yeh Tzu-chen, Xin’ai Consulting and Dr. Sun Ur-bane
“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
“Datasys”	Data Systems Co., Ltd. (鼎新數智股份有限公司), a company with limited liability established under the laws of Taiwan on June 4, 2007 and our wholly-owned subsidiary
“Director(s)”	the director(s) of our Company
“EIT”	enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), as amended, supplemented or otherwise modified from time to time
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FII”	Foxconn Industrial Internet Co., Ltd. (富士康工業互聯網股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601138)

[REDACTED]

DEFINITIONS

“Frost & Sullivan” or
“Industry Consultant” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our industry consultant, an independent market research and consulting company

[REDACTED]

“Group,” “our Group,” “we,”
“our” or “us” our Company and our subsidiaries (or our Company and any one or more of our subsidiaries, as the content may require), or where the context so requires, in respect of the periods before our Company became the holding company of our present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time

“Guangzhou Digiwin” Guangzhou Digiwin Software Co., Ltd. (廣州鼎捷軟件有限公司), a company with limited liability established under the laws of PRC on March 25, 2003 and our wholly-owned subsidiary

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

“H Share(s)” overseas [REDACTED] foreign shares in the share capital of our Company, with a nominal value of RMB1.00 each, which are to be [REDACTED] for and [REDACTED] in Hong Kong dollars and [REDACTED] on the Stock Exchange

[REDACTED]

“H Shareholder(s)” holder(s) of our H Share(s)

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

[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 a connected person of our Company

[REDACTED]

DEFINITIONS

[REDACTED]

“Jiangsu Digiwin” Jiangsu Digiwin Software Co., Ltd. (江蘇鼎捷數智軟件有限公司), a company with limited liability established under the laws of PRC on March 25, 2010 and our wholly-owned subsidiary

“Latest Practicable Date” May 3, 2026, being the latest practicable date for the purpose of ascertaining certain information 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

“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

“MOF” the Ministry of Finance of the PRC

“MOFCOM” the Ministry of Commerce of the PRC

“Nanjing Digi-Hua” Nanjing Digi-Hua Smart-tech. Co., Ltd. (南京鼎華智能系統有限公司), a company with limited liability established under the laws of PRC on April 11, 2019

“Nomination Committee” the nomination committee of the Board

“NPC” the National People’s Congress of the PRC

[REDACTED]

DEFINITIONS

[REDACTED]

“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 Legal Advisor”	Zhong Lun Law Firm, our legal advisor as to PRC laws

[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“Renminbi” or “RMB”	Renminbi, the lawful currency of China
“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)
“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”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares

DEFINITIONS

“Shareholder(s)”	holder(s) of our Share(s)
“Shenzhen Digiwin”	Shenzhen Digiwin Software Co., Ltd. (深圳市鼎捷數智軟件有限公司), a company with limited liability established under the laws of PRC on June 28, 2011 and our wholly-owned subsidiary

[REDACTED]

“Sole Sponsor”	the sole sponsor as named in “Directors and Parties Involved in the [REDACTED]” in this document
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[REDACTED]

“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategy Committee”	the strategy committee of the Board
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC
“Top Partner”	Top Partner Holding Limited, a company with limited liability established under the laws of Hong Kong
“Track Record Period”	the years ended December 31, 2023, 2024 and 2025
“treasury Share(s)”	the Share(s) our Company repurchased and holds in treasury; unless otherwise specified, treasury Shares are excluded when calculating the percentage of shareholding or voting power of our Company in this document
“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, as amended, and the rules and regulations promulgated thereunder

[REDACTED]

DEFINITIONS

[REDACTED]

“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“VAT”	value-added tax

[REDACTED]

“Xin’ ai Consulting”	Xin’ ai Enterprise Management Consulting (Shanghai) Co., Ltd. (新藹企業管理諮詢(上海)有限公司), a company with limited liability established under the laws of PRC
“%”	percent

In this document, the terms “associate(s),” “close associate(s),” “connected person(s),” “connected transaction(s),” “core connected person(s),” “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

For ease of reference, the names of the PRC established companies or entities, laws or regulations 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.