

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 “Glossary of Technical Terms” in this document.

“Accountants’ Report”	the accountants’ report of our Company, the text of which is set out in Appendix I to this document
“AFRC”	the Accounting and Financial Reporting Council
“Articles of Association” or “Articles”	the articles of association of our Company adopted on May 18, 2026 which shall become effective as of the date on which the H Shares are [REDACTED] on the Stock Exchange, as amended from time to time, a summary of which is set out in “Summary of the Articles of Association” in Appendix V to this document
“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 of our Company
“business day”	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
“CAGR”	compound annual growth rate
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Chairman”	the chairman of our Board
“China”, “Chinese Mainland”, or “PRC”	People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires otherwise, references in this document to “China” and “the PRC” do not apply to Hong Kong, Macau, and Taiwan
“close associate(s)”	has the meaning ascribed thereto 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

DEFINITIONS

“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”	Shanghai KeLiang Information Technology Co., Ltd. (上海科梁信息科技股份有限公司), a limited liability company established in the PRC on December 6, 2007 and converted to a joint stock company with limited liability on December 14, 2015, formerly known as Shanghai KeLiang Information Engineering Co., Ltd. (上海科梁信息工程股份有限公司)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules, and unless the context otherwise requires, refers to Mr. Sang, Shanghai Keyi, Shanghai Kebing, Shanghai Keshan and Shanghai Kerong for the purpose of the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the directors of our Company, including all executive, non-executive, and independent non-executive Directors
[REDACTED]	[REDACTED]
“EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法), as enacted by the NPC on March 16, 2007 and effective on January 1, 2008, as amended, supplemented, or otherwise modified from time to time
“Employee Incentive Platforms”	Shanghai Keyi, Shanghai Keshuai, Shanghai Kebing, Shanghai Kexiang, Shanghai Keshan, Shanghai Keli and Shanghai Kerong
[REDACTED]	[REDACTED]
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the Government of Hong Kong

DEFINITIONS

[REDACTED]

[REDACTED]

“Frost & Sullivan”

Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our independent industry consultant

“Frost & Sullivan Report”

an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this document

[REDACTED]

[REDACTED]

“Group” or “our Group”

our Company and all of our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)

“Guide”

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

[REDACTED]

[REDACTED]

“H Share(s)”

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

“HK\$”, “Hong Kong Dollars”, or “HKD”

Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

[REDACTED]

DEFINITIONS

[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]

“Independent Third Party(ies)”

party or parties that, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is or are not a connected person or connected persons of our Company within the meaning of the Listing Rules

[REDACTED]

[REDACTED]

DEFINITIONS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Latest Practicable Date”

[May 13], 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Listing Rules”

the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time

“Main Board”

the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange

“MOFCOM” or “Ministry of Commerce”

the Ministry of Commerce of the PRC (中華人民共和國商務部)

“Mr. Sang”

Mr. Sang Suming (桑蘇明), our co-founder, Chairman, executive Director, general manager and Controlling Shareholder

“NPC”

the National People’s Congress (全國人民代表大會)

“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 our Board

DEFINITIONS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“PBOC”

the People’s Bank of China (中國人民銀行)

“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 Advisor”

King & Wood, our legal advisor as to PRC laws

“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 Company undertaken by the Pre-[REDACTED] Investors prior to this [REDACTED], details of which are set out in “History, Development and Corporate Structure — Pre-[REDACTED] Investments”

“Pre-[REDACTED] Investor(s)”

the Pre-[REDACTED] investor(s) of our Company, details of which are set out in “History, Development and Corporate Structure — Pre-[REDACTED] Investments”

DEFINITIONS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Regulation S”

Regulation S under the U.S. Securities Act

“Relevant Persons”

[the Sole Sponsor, the [REDACTED], any of their or our Company’s respective directors, officers, or representatives or any other parties involved in the [REDACTED]]

“Remuneration Committee”

the remuneration and assessment committee of our Board

“Repeat customers”

for a given period refer to customers who, during the Track Record Period, (i) had entered into at least one contract with us prior to such period and entered into at least one additional contract with us during such period; or (ii) new repeat customers, referring to customers who first entered into a contract with us during such period and entered into at least one additional contract with us within the same period. The calculation of revenue generated from repeat customers in a given period excludes the revenue attributable to the first contract of each new repeat customer during such period

“R&D”

research and development

“RMB” or “Renminbi”

Renminbi, the lawful currency of the PRC

“SAFE”

the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)

“SAMR” or “SAIC”

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), and 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)

“SAT”

the State Taxation Administration 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), as amended, supplemented, or otherwise modified from time to time

DEFINITIONS

“Shanghai Keping”	Shanghai Keping Enterprise Management Consulting Center (Limited Partnership) (上海科秉企業管理諮詢中心(有限合夥)), a limited partnership established under the laws of the PRC on November 3, 2020, and one of our Employee Incentive Platforms
“Shanghai Keli”	Shanghai Keli Enterprise Management Consulting Center (Limited Partnership) (上海科鯉企業管理諮詢中心(有限合夥)), a limited partnership established under the laws of the PRC on October 10, 2023, and one of our Employee Incentive Platforms
“Shanghai Kerong”	Shanghai Kerong Enterprise Management Consulting Center (Limited Partnership) (上海科榕企業管理諮詢中心(有限合夥)), a limited partnership established under the laws of the PRC on October 10, 2023, and one of our Employee Incentive Platforms
“Shanghai Keshuai”	Shanghai Keshuai Enterprise Management Consulting Center (Limited Partnership) (上海科率企業管理諮詢中心(有限合夥)), a limited partnership established under the laws of the PRC on September 26, 2023, and one of our Employee Incentive Platforms
“Shanghai Keshan”	Shanghai Keshan Enterprise Management Consulting Center (Limited Partnership) (上海科繕企業管理諮詢中心(有限合夥)), a limited partnership established under the laws of the PRC on October 19, 2023, and one of our Employee Incentive Platforms
“Shanghai Kexiang”	Shanghai Kexiang Enterprise Management Consulting Center (Limited Partnership) (上海科響企業管理諮詢中心(有限合夥)), a limited partnership established under the laws of the PRC on October 19, 2023, and one of our Employee Incentive Platforms
“Shanghai Keyi”	Shanghai Keyi Equity Investment Management Partnership (Limited Partnership) (上海科毅股權投資管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on August 21, 2015, and one of our Employee Incentive Platforms
“Share(s)”	ordinary shares in the share capital of our Company with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of our Share(s)
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

DEFINITIONS

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Sole Sponsor”	Sinolink Securities (Hong Kong) Company Limited
“State Council”	the State Council of the PRC (中華人民共和國國務院)
[REDACTED]	[REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchange and Clearing Limited
“Strategy Committee”	the strategy committee of our Board
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Track Record Period”	the period comprising the three financial years ended December 31, 2023, 2024, and 2025
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“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
“U.S.” or “United States”	the United States of America, its territories, its possessions, and all areas subject to its jurisdiction
“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”	United States Securities Act of 1933, as amended, supplemented, or otherwise modified from time to time
[REDACTED]	[REDACTED]

DEFINITIONS

[REDACTED]

[REDACTED]

“%”

per cent

In this document, unless expressly stated or the context requires otherwise:

- *all information and data is of the Latest Practicable Date;*
- *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;*
- *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 the 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; and*
- *references to “provinces” of China include provinces, municipalities under direct administration of the central government, and provincial-level autonomous regions.*