

DEFINITIONS

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

“Accountants’ Report”	the accountants’ report of our Company for the Track Record Period, as included in Appendix I to this document
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Anqing Zhizu”	Anqing Zhizu IoT Technology Co., Ltd. (安慶智租物聯科技有限公司), a limited liability company established under the laws of the PRC on April 2, 2026, and our subsidiary
“Articles of Association” or “Articles”	the articles of association of our Company adopted on May 28, 2026 which will become effective on the [REDACTED] and as amended from time to time, a summary of which is set out in “Appendix III – Summary of the Articles of Association” to this document
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong and any day on which tropical cyclone warning no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Chairman”	the chairman of our Board
“China” or “PRC”	the People’s Republic of China, excluding, for the purposes of this document only, the regions of Hong Kong, Macau Special Administrative Region and Taiwan of the People’s Republic of China, except where the content or context requires otherwise

DEFINITIONS

“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (WUMP) 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”	Zhizu IoT Technology Group Co., Ltd (智租物聯科技集團股份有限公司) (formerly known as Shanghai Zhizu Logistics Technology Co., Ltd. (上海智租物流科技有限公司), Shanghai Zhizu IoT Technology Co., Ltd. (上海智租物聯科技有限公司), Zhizu IoT Technology (Anqing) Co., Ltd. (智租物聯科技(安慶)有限公司) and Zhizu IoT Technology Group Co., Ltd. (智租物聯科技集團有限公司)), a limited liability company established in the PRC on January 18, 2018 and converted into a joint stock limited liability company on April 20, 2026
“Company Law” or “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
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“CSDCC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“Director(s)” or “our Director(s)”	the director(s) of our Company
“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 including but not limited to serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons as announced by the government of Hong Kong
[REDACTED]	[REDACTED]

DEFINITIONS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Group,” “our Group,” “our,” “we”
or “us”

our Company and our subsidiaries from time to time

“Guide for New Listing
Applicants”

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

“Hong Kong dollars” or “HK\$”

Hong Kong dollars, the lawful currency of Hong Kong

“HKFRS”

Hong Kong Financial Reporting Standards issued by the
Hong Kong Institute of Certified Public Accountants

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

DEFINITIONS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[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 a connected person of our Company

DEFINITIONS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Latest Practicable Date”

May 22, 2026, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication

[REDACTED]

[REDACTED]

“Listing Committee”

the Listing Committee of the Stock Exchange

[REDACTED]

[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 Stock Exchange which is independent from and operates in parallel with GEM of the Stock Exchange

DEFINITIONS

“MOF” or “Ministry of Finance”	Ministry of Finance of the PRC (中華人民共和國財政部) “MOFCOM”
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Li”	Mr. Li Xuejun (李學軍), our chairman of the Board, executive Director and Chief Executive Officer, also a member of our Single Largest Shareholders Group
“Mr. Du”	Mr. Du Yan (杜岩), our executive Director and vice chairman of the Board
“Mr. Zhou”	Mr. Zhou Hongbin (周宏斌), our non-executive Director
“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)
“Nomination Committee”	the nomination committee of the Board
“NPC”	National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

DEFINITIONS

[REDACTED]

[REDACTED]

“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》) released by the CSRC on February 17, 2023 and took effect on March 31, 2023

“PBOC” People’s Bank of China (中國人民銀行), the central bank of the PRC

“PRC GAAP” generally accepted accounting principles in mainland China

“PRC Legal Advisor(s)” Commerce & Finance Law Offices, the legal advisors to our Company as to the laws of the PRC

“Pre-[REDACTED] Investment” the investments made by the Pre-[REDACTED] Investors in our Company, details of which are set out in “History and Development – Investments in Our Company by the Pre-[REDACTED] Investors” in this document

“Pre-[REDACTED] Investor(s)” the investor(s) making investments in our Group prior to the [REDACTED], details of which are set out in “History and Development – Investments in Our Company by the Pre-[REDACTED] Investors” in this document

[REDACTED]

[REDACTED]

DEFINITIONS

[REDACTED]

[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”

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

“SAMR”

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”

State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)

“Securities and Futures Ordinance”
or “SFO”

Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

“Securities Law” or “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

“SFC”

the Securities and Futures Commission of Hong Kong

“Share(s)”

ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, comprising [REDACTED] and [REDACTED]

“Shanghai Xingchi”

Shanghai Xingchi Enterprise Management Center (Limited Partnership) (上海行馳企業管理中心(有限合夥)), a limited partnership established under the laws of the PRC on January 23, 2019, and a member of our Single Largest Shareholders Group

“Shanghai Zhizu”

Shanghai Zhizu Enterprise Management Center (Limited Partnership) (上海智租企業管理中心(有限合夥)), a limited partnership established under the laws of the PRC on April 9, 2019, and a member of our Single Largest Shareholders Group

DEFINITIONS

“Shareholder(s)”	holder(s) of our Share(s)
“Single Largest Shareholders Group”	unless the context otherwise requires, refers to the person named in “Relationship with Our Single Largest Shareholders Group” in this document
“Sole Sponsor”	the Sole Sponsor as named in “Directors and Parties Involved in the [REDACTED]” in this document
[REDACTED]	the [REDACTED] as named in “Directors and Parties Involved in the [REDACTED]”
“State Council”	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, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the three years ended December 31, 2023, 2024 and 2025
[REDACTED]	the [REDACTED] and the [REDACTED]
[REDACTED]	the [REDACTED] and the [REDACTED]
“United States,” “USA” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollars,” “US\$” or “USD”	United States dollars, the lawful currency of the United States
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“VAT”	value added tax

DEFINITIONS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Xuzhou Zhizu”

Xuzhou Zhizu IoT Technology Co., Ltd. (徐州智租物聯科技有限公司), a limited liability company established under the laws of the PRC on August 26, 2020, and our subsidiary

“Zhitong Energy”

Zhitong Energy (Anhui) Co., Ltd. (智通能源(安徽)有限公司), a limited liability company established under the laws of the PRC on November 19, 2020, and our subsidiary

“Zhixing Xinneng”

Zhixing Xinneng Technology (Anhui) Co., Ltd. (智行新能科技(安徽)有限公司), a limited liability company established under the laws of the PRC on July 28, 2020, and our subsidiary

“Zhizu Chuangneng”

Zhizu Chuangneng (Shanghai) Technology Service Co., Ltd. (智租創能(上海)技術服務有限公司), a limited liability company established under the laws of the PRC on November 1, 2017, and our subsidiary

“Zhizu Xinneng”

Zhizu Xinneng (Anhui) Technology Co., Ltd. (智租新能(安徽)科技有限公司), a limited liability company established under the laws of the PRC on November 13, 2023, and our subsidiary

In this document, the terms “associate(s),” “close associate(s),” “connected person(s),” “connected transaction(s),” “core connected person(s),” “controlling shareholder(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.

Unless otherwise specified, in this document, 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.