

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 the section headed “Glossary of Technical Terms” in this Document.

“Accountant’s Report”	the accountant’s report of our Company, 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”	Accounting and Financial Reporting Council (會計及財務匯報局)
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on [•], with effect upon the [REDACTED] (as amended from time to time), 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”, “Board of Directors” or “our Board”	the board of Directors
“Business Day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	British Virgin Islands

[REDACTED]

“China” or “PRC”	the People’s Republic of China, unless the context requires otherwise, excluding, for the purposes of this Document only, the regions of Hong Kong, Macau and Taiwan of the People’s Republic of China
“Circular 37”	the Notice of the SAFE on Issues Concerning Foreign Exchange Administration of the Overseas Investment and Financing and the Round-Tripping Investment Made by Domestic Residents through Special-Purpose Companies (《國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知》)
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules

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“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 Act” or “Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended or 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” or “our Company”	FJD Inc., an exempted company with limited liability incorporated under the laws of the Cayman Islands on June 7, 2021
“Compliance Adviser”	Rainbow Capital (HK) 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
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“Dr. Wu”	Dr. Wu Di (吳迪), our founder, the chairperson of the Board, our chief executive officer, executive Director, and one of the Single Largest Shareholders
“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》)
“ESG”	environmental, social and governance

[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
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DEFINITIONS

[REDACTED]

“FJD BVI”	FJ Dynamics Holdings Limited, a limited liability company incorporated in the BVI on June 21, 2021, and a wholly-owned subsidiary of our Company
“FJD HK”	FJ International Holdings Limited (豐疆國際控股有限公司), a limited liability company incorporated in Hong Kong on July 8, 2021, and an indirectly wholly-owned subsidiary of our Company
“FJD Hubei”	FJ Dynamics Technology Co., Ltd (豐疆智能科技股份有限公司) (formerly known as FJ Smart Agriculture Co., Ltd. (豐疆智慧農業股份有限公司)), a joint stock company established in the PRC with limited liability on December 12, 2017, and an indirectly non-wholly owned subsidiary of our Company
“FJD WFOE”	Shenzhen FJ Management Co., Ltd. (深圳市豐疆管理有限公司), a limited liability company incorporated in the PRC on August 20, 2021, and an indirectly wholly-owned subsidiary of our Company
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
“Frost & Sullivan Report”	an independent market research report commissioned by us and prepared by Frost & Sullivan for the purposes of this Document
“Future Sharing”	Future Sharing International Limited, a limited liability company incorporated in the BVI on June 15, 2021, and the employee shareholding incentive platform of our Company

[REDACTED]

“Group”, “our Group”, “our”, “we” or “us”	our Company and its subsidiaries from time to time, and where the context requires, in respect of the period prior to our Company having become the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Guide for New Listing Applicants”	the Guide for New Listing Applicants published by the Stock Exchange
“HK\$” or “Hong Kong dollars” or “HK dollars” and “HK cents”	Hong Kong dollars, the lawful currency of Hong Kong

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[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the PRC

[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]

DEFINITIONS

[REDACTED]

“IFRSs”	the IFRS Accounting Standards, which include standards, amendments and interpretations promulgated by International Accounting Standards Board
“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/which is not a connected person of our Company within the meaning of the Listing Rules

[REDACTED]

DEFINITIONS

“Joint Sponsors” or “[REDACTED]” Morgan Stanley Asia Limited and China International Capital Corporation Hong Kong Securities Limited

“Latest Practicable Date” May 31, 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

“M&A Rules” the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》)

“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 Hong Kong Stock Exchange

“Memorandum” or “Memorandum of Association” the memorandum of association of our Company, conditionally adopted on [•], with effect from the [REDACTED], as amended from time to time, a summary of which is set out in Appendix III to this Document

“Million Kirin” MILLION KIRIN LIMITED, a limited liability company incorporated in the BVI on February 8, 2019, and wholly owned by Ms. Zhang Qi (張琦) (an executive Director)

“MOFCOM” or “Ministry of Commerce” the Ministry of Commerce of the PRC (中華人民共和國商務部) (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易部))

“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)

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[REDACTED]

“Overseas Listing Trial Measures”	The Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and five supporting guidelines (《境內企業境外發行證券和上市管理試行辦法》及五項配套指引) promulgated by the CSRC on February 17, 2023 with effect from March 31, 2023
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“Post-[REDACTED] Equity Incentive Plan”	the equity incentive plan conditionally adopted by the Company on [•], with effect upon the [REDACTED], the principal terms of which are set out in the paragraph headed “Statutory and General Information — D. Share Incentive Schemes — Post-[REDACTED] Equity Incentive Plan” in Appendix IV to this Document
“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 Data Compliance Legal Adviser”	Haiwen & Partners, our legal adviser as to PRC data compliance laws in connection with the [REDACTED]
“PRC Legal Adviser”	Haiwen & Partners, our legal adviser as to PRC laws in connection with the [REDACTED]

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“Pre-[REDACTED] Investment(s)”	the investment(s) in our Company undertaken by the Pre-[REDACTED] Investor(s) prior to the [REDACTED], details of which are set out in the section headed “History, Reorganization and Corporate Structure” in this Document
“Pre-[REDACTED] Investor(s)”	holder(s) of Shares pursuant to the Pre-[REDACTED] Investment(s), details of which are set out in the section headed “History, Reorganization and Corporate Structure” in this Document
“Pre-[REDACTED] Share Award Scheme”	the equity incentive plan adopted by the Company on December 30, 2021, as amended from time to time, the principal terms of which are set out in the paragraph headed “Statutory and General Information — D. Share Incentive Schemes — Pre-[REDACTED] Share Award Scheme” in Appendix IV to this Document
“Preferred Share(s)”	series A-1 preferred share(s), series A-2 preferred share(s), series B preferred share(s) and series B-1 preferred share(s)

[REDACTED]

“Document”	this document being issued in connection with the [REDACTED]
“Proxy Grantors”	the Shareholders who have granted Simple Mindset the voting rights in respect of all the Shares held by them through the Voting Proxy Agreements, namely, Million Kirin and Future Sharing

[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Renminbi” or “RMB”	the lawful currency of the PRC
“Reorganization”	the reorganization undertaken by our Group in preparation for the [REDACTED], details of which are set out in the paragraph headed “History, Reorganization and Corporate Structure — Corporate Development and Major Shareholding Changes of our Group — 4. Reorganization” in this Document
“Rule 144A”	Rule 144A under the U.S. Securities Act

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“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”	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 Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“Series A-1 Preferred Share(s)”	the series A-1 preferred shares of \$0.000001 each in the share capital of our Company, which are held by the Pre-[REDACTED] Investor(s) as of the date of this document
“Series A-2 Preferred Share(s)”	the series A-2 preferred shares of \$0.000001 each in the share capital of our Company, which are held by the Pre-[REDACTED] Investor(s) as of the date of this document
“Series B Preferred Share(s)”	the series B preferred shares of \$0.000001 each in the share capital of our Company, which are held by the Pre-[REDACTED] Investor(s) as of the date of this document
“Series B-1 Preferred Share(s)”	the series B-1 preferred shares of \$0.000001 each in the share capital of our Company, which are held by the Pre-[REDACTED] Investor(s) as of the date of this document
“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 and/or preferred shares of US\$0.000001 each in the share capital of our Company
“Shareholder(s)”	holder(s) of our Share(s)
“Simple Mindset”	Simple Mindset International Limited, a limited liability company incorporated in the BVI on May 25, 2021, and wholly owned by Dr. Wu, and one of the Single Largest Shareholders
“Single Largest Shareholders”	Dr. Wu and Simple Mindset [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 three financial years ended December 31, 2023, 2024 and 2025
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“U.S. persons”	U.S. persons as defined in Regulation S

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“U.S. Securities Act” United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“United States”, “USA” or “U.S.” the United States of America, its territories and possessions, any State of the United States, and the District of Columbia

“USD”, “US\$” or “U.S. dollars” United States dollars, the lawful currency of the United States

“VAT” value-added tax

“Voting Proxy Agreements” the voting proxy agreements dated September 14, 2021 and August 12, 2025, entered into by the Proxy Grantors, details of which are set out in the paragraph headed “History, Reorganization and Corporate Structure — Voting Proxy Agreements” in this Document

[REDACTED]

“%” per cent