

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.”

“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)”	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 of Hong Kong
“Articles” or “Articles of Association”	the Articles of Association of our Company (as amended from time to time), which will become effective upon the [REDACTED], a summary of which is set out in Appendix III
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”, “our Board” or “Board of Directors”	the board of directors of our Company
“business day” or “Business Day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business to the public

[REDACTED]

“Chengyi Huitong”	Ningbo Chengyi Huitong Enterprise Management Partnership (Limited Partnership) (寧波橙誼匯同企業管理合夥企業(有限合夥)), previously known as Ningbo Meishan Bonded Port Zone Chengyi Huitong Management Partnership (Limited Partnership) (寧波梅山保稅港區橙誼投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on August 1, 2018, details of which are set out in section headed “History, Development and Corporate Structure — Pre-[REDACTED] Equity Incentive Plan”, and one of our Controlling Shareholders
“China”, “Chinese Mainland” or “PRC”	the People’s Republic of China which, for the purpose of this Document and for geographical reference only, excluding Hong Kong Special Administrative Region of the People’s Republic of China, Macau Special Administrative Region of the People’s Republic of China, and Taiwan Region

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“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 or 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 or supplemented or otherwise modified from time to time
“Company”, “our Company” or “the Company”	Shenzhen Fengyi Technology Group Co., Ltd. (深圳市豐宜科技集團股份有限公司), a limited liability company established in the PRC on November 7, 2017 and converted into a joint stock limited liability company on March 30, 2026, formerly known as Shenzhen Fengyi Technology Co., Ltd. (深圳市豐宜科技有限公司)
“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
“Compliance Adviser”	Gram Capital 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
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context otherwise requires, refers to Mr. Shan, Chengyi Huitong, Shenzhen Chengshi and Fengyizushi Investment. See “Relationship with Our Controlling Shareholders” in this Document for details
“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”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)” or “our Director(s)”	the director(s) of our Company

[REDACTED]

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“Extreme Conditions” extreme conditions caused by a super typhoon, etc. as announced by the government of Hong Kong

“Fengyizushi Investment” Ningbo Meishan Bonded Port Fengyizushi Investment Management Co., Ltd. (寧波梅山保税港區豐怡足食投資管理有限公司), a limited liability company established in the PRC on May 18, 2018, and one of our Controlling Shareholders

[REDACTED]

“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an industry consultant

“Frost & Sullivan Report” the market research report prepared by Frost & Sullivan and commissioned by us

[REDACTED]

“Group”, “our Group”, “we”, “our” or “us” our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)

“Guide for New Listing Applicants” the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange effective from January 1, 2024, as amended, supplemented or otherwise modified from time to time

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

[REDACTED]

“HK\$” or “Hong Kong Dollars” or “HK Dollars” and “HK cents” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules” or “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

[REDACTED]

“Hong Kong Stock Exchange” or the “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“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

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[REDACTED]

“Independent Third Party(ies)” any entity(ies) or person(s) who is not a connected person of our Company within the meaning of the Hong Kong Listing Rules

[REDACTED]

“Latest Practicable Date” June 3, 2026, being the latest practicable date prior to the printing of this Document for the purpose of ascertaining certain information contained in this Document

[REDACTED]

“Listing Committee” the listing committee of the Hong Kong Stock Exchange

DEFINITIONS

[REDACTED]

“Listing Rules” or “Hong Kong 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 market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with GEM of the Hong Kong Stock Exchange
“Mr. Shan”	Mr. Shan Xinning (單新寧), one of our Controlling Shareholders
“Nomination Committee”	the nomination committee of the Board

[REDACTED]

“PRC Legal Advisor”	Commerce & Finance Law Offices, legal advisor to our Company as to PRC Law
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“Pre-[REDACTED] Equity Incentive Plan”	the share incentive plan adopted by our Company on October 12, 2021, with further amendments on February 7, 2024 and on January 5, 2026, details of which are set out in “Statutory and General Information — Pre-[REDACTED] Equity Incentive Plan” in Appendix IV to this Document
“Pre-[REDACTED] Investment(s)”	the investment(s) in our Group undertaken by the Pre-[REDACTED] Investors prior to this [REDACTED], the details of which are set out in “History, Development and Corporate Structure — Pre-[REDACTED] Investments”
“Pre-[REDACTED] Investor(s)”	the investor(s) making investments in our Group prior to this [REDACTED] as set out in “History, Development and Corporate Structure — Pre-[REDACTED] Investments”

[REDACTED]

“document” or “Document”	this document being issued in connection with the [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
“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 or supplemented from time to time
“Share(s)”	ordinary share(s) in the capital of our Company with nominal value of RMB1.00 each, comprising Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of Share(s)

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“Shenzhen Chengshi”	Shenzhen Chengshi Consulting Management Partnership (Limited Partnership) (深圳市橙實諮詢管理合夥企業(有限合夥)), a limited partnership established in the PRC on September 11, 2023, details of which are set out in section headed “History, Development and Corporate Structure — Pre-[REDACTED] Equity Incentive Plan”, and one of our Controlling Shareholders
“Sole Sponsor”	the sole sponsor of the [REDACTED] as named in “Directors and Parties Involved in the [REDACTED]”
“Sponsor-OC” or “Sponsor-Overall Coordinator”	the sponsor-overall coordinator as named in “Directors and Parties Involved in the [REDACTED]”
	[REDACTED]
“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 financial years ended December 31, 2023, 2024 and 2025
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
	[REDACTED]
“Unlisted Share(s)”	ordinary Shares in the share capital of our Company with a nominal value of RMB1.00 each, which 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\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States
“U.S. Government”	the federal government of the United States, including its executive, legislative and judicial branches
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder

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[REDACTED]

“%”

per cent

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 our subsidiary) 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.