

DEFINITIONS

In this document, unless the context otherwise requires, the following terms and expressions shall have the meanings set forth below.

“365 Intercity Travel”	365 Intercity Travel (365城際出行), our passenger-facing platform for customized transportation services, which has been further consolidated into Chuxing 365 to integrate our operational resources
“Accountants’ Report”	the report of our Company’s reporting accountants, KPMG, 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 of Hong Kong
“Alibaba Travel”	Zhejiang Alibaba Travel Investment Co., Ltd. (浙江阿里旅行投資有限公司), a limited liability company incorporated in the PRC on July 11, 2016, and our substantial Shareholder
“Anhui Wanmei”	Anhui Hengsheng Wanmei Internet Technology Co., Ltd. (安徽恒生皖美網絡科技有限公司), a limited liability company incorporated in the PRC on April 21, 2016 and an associate of our Group
“Articles” or “Articles of Association”	the articles of association to be adopted by our Company with effect from the [REDACTED] and as amended from time to time, a summary of which is set out in Appendix V to this Document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Beijing Hongbo”	Beijing Hongbo Haohan Technology Co., Ltd. (北京鴻博浩瀚科技有限公司), a limited liability company incorporated in the PRC on June 4, 2021 and a non-wholly owned subsidiary of our Group
“Beijing Kaibao”	Beijing Kaibao Network Technology Co., Ltd (北京凱寶網絡科技有限公司), a limited liability company incorporated in the PRC on February 4, 2005 and an Independent Third Party
“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
“CAC”	the Cyberspace Administration of China (國家互聯網信息辦公室)

[REDACTED]

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[REDACTED]

“China”, “Mainland China” or “PRC”	the People’s Republic of China, which, for the purposes of this Document only, excludes Taiwan, Hong Kong and the Macau Special Administrative Region of the People’s Republic of China, except where the context indicates or requires otherwise
“Chuxing 365”	Chuxing 365 (出行365), our passenger-facing online platform for ticket sales and other passenger services
“close associate(s)”	has the meaning ascribed to it 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
“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 and supplemented from time to time
“Company”, “our Company”, “the Company”, “we” or “us”	Shengwei Times Technology Co., Ltd. (盛威時代科技股份有限公司) (formerly known as Beijing Shengwei Nanling Information Technology Co., Ltd. (北京盛威南凌信息科技有限公司), Beijing Shengwei Times Technology Co., Ltd. (北京盛威時代科技有限公司), and Shengwei Times Technology Group Limited (盛威時代科技集團有限公司)), a limited liability incorporated in the PRC on September 28, 2012 which was converted into a joint stock company with limited liability on September 26, 2022
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder Group”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Jiang, Mr. WANG Jiawei, Chengdu Yingchuang, Yingchuang Century, Mr. YU Lang, Haidai Zhushi, Mr. CHEN Shulin, Times Zhongcheng and Times Xincheng for further details of which, please refer to the section headed “Relationship with Our Controlling Shareholder Group” in this Document
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)

[REDACTED]

“Director(s)”	the director(s) of our Company or any one of them
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“Extreme Conditions” the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below

[REDACTED]

“F&S” or “Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an Independent Third Party and a market research and consulting firm engaged by the Company to prepare an industry report, the details of which are set out in the section headed “Industry Overview” in this Document

“F&S Report” or “Frost & Sullivan Report” an industry report commissioned by us and issued by Frost & Sullivan, as referred to in the section headed “Industry Overview” in this Document

“General Rules of [REDACTED]” General Rules of [REDACTED] published by the Stock Exchange and as amended from time to time

[REDACTED]

“Group”, “our Group” or “the Group” the Company and all its subsidiaries

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

“Guiyang SoftBank” Guiyang High-tech SoftBank Venture Investment Partnership (Limited Partnership) (貴陽高新軟銀創業投資合夥企業(有限合夥)), a limited partnership established in the PRC on September 8, 2016, and our Shareholder

“H Share(s)” Shares which an application has been made for [REDACTED] and permission to [REDACTED] on the Hong Kong Stock Exchange with nominal value of RMB1.0 each

[REDACTED]

“Henan Shengwei” Henan Shengwei Digital Information Technology Co., Ltd. (河南盛威數字信息科技有限公司), a limited liability company incorporated in the PRC on February 4, 2021 and a wholly owned subsidiary of our Group

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“Hengsheng Changyun”

Zhejiang Hengsheng Changyun Internet Technology Co., Ltd. (浙江恒生長運網絡科技有限公司), a limited liability company incorporated in the PRC on September 6, 2015 and a non-wholly owned subsidiary of our Group

[REDACTED]

“HK\$”, “Hong Kong dollars” or
“HKD”

Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong

“HKICPA”

Hong Kong Institute of Certified Public Accountants

[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

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[REDACTED]

“Hong Kong Stock Exchange” or
“Stock Exchange”

The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

“IFRS Accounting Standards”

IFRS Accounting Standards, as issued from time to time by the International Accounting Standards Board

“Independent Third Party(ies)”

individual(s) or company(ies) who or which, to the best of our Directors’ knowledge having made all due and careful inquiries, is/are independent from and not connected with (within the meaning of the Listing Rules) any Director, chief executive or substantial shareholder (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates

[REDACTED]

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[REDACTED]

“Latest Practicable Date” June 22, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this Document prior to its publication

[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 market (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

“MOF” Ministry of Finance of the PRC (中華人民共和國財務部)

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

“MOT” Ministry of Transport of the PRC (中華人民共和國交通運輸部)

“Mr. Jiang” Mr. JIANG Shengxi (姜生喜), the founder, executive Director and chairman of the Board of our Company

“NASDAQ” the National Association of Securities Dealers Automated Quotations Stock Market, which is an American Stock Exchange based in New York City

“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)

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“Ningbo SoftBank” Ningbo SoftBank Stable Growth Investment Partnership (Limited Partnership) (寧波軟銀穩定成長投資合夥企業(有限合夥)), a limited partnership established in the PRC on September 22, 2015, and our Shareholder

“NYSE” the New York Stock Exchange

[REDACTED]

[REDACTED]

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

“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 government” the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them

“PRC Legal Advisor” Haiwen & Partners, acting as legal counsel as to PRC laws (including as to the PRC data compliance) to our Company

[REDACTED]

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[REDACTED]

“Principal Subsidiary(ies)” Shengzhi Yilian, Shengwei Changxing, Hengsheng Changyun, Beijing Hongbo, or Henan Shengwei

[REDACTED]

“Regulation S” Regulation S under the U.S. Securities Act

“Reporting Accountants” KPMG, our Company’s auditors and reporting accountants

“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) (formerly known as the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局) (the “SAIC”))

“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

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

“Shanghai Minghe” Shanghai Minghe Venture Investment Partnership (Limited Partnership) (上海明赫創業投資合夥企業(有限合夥)), a limited partnership established in the PRC on May 27, 2015, and our Shareholder

“Share(s)” ordinary share(s) in the capital of our Company with a nominal value of RMB1.0 each, including both Unlisted Shares and H Shares

“Shareholder(s)” holder(s) of the Shares

“Shengwei Changxing” Beijing Shengwei Times Changxing Technology Co., Ltd. (北京盛威時代暢行科技有限公司), a limited liability incorporated in the PRC on December 6, 2017 and a wholly owned subsidiary of our Group

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“Shengzhi Yilian”	Kunming Shengzhi Yilian Technology Co., Ltd. (昆明盛智易聯科技有限公司), a limited liability company incorporated in the PRC on April 16, 2018 and a wholly owned subsidiary of our Group
“SoftBank Entities”	Ningbo SoftBank, Guiyang SoftBank and Shanghai Minghe
“Sole Sponsor”	the sole sponsor of the [REDACTED] of the H Shares on the Stock Exchange as named in the section headed “Directors and Parties Involved in the [REDACTED]” of this Document
	[REDACTED]
“STA”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
	[REDACTED]
“State Council”	the PRC State Council (中華人民共和國國務院)
“subsidiary” or “subsidiaries”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholders(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Times Xincheng”	Zhuhai Times Xincheng Investment Enterprise (Limited Partnership) (珠海時代信成投資企業(有限合夥)), a limited partnership established in the PRC on April 27, 2016, and an employee shareholding platform of our Company
“Times Zhongcheng”	Zhuhai Times Zhongcheng Investment Enterprise (Limited Partnership) (珠海時代眾成投資企業(有限合夥)), a limited partnership established in the PRC on April 27, 2016, and an employee shareholding platform of our Company
“Track Record Period”	the period comprising the financial years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2026
“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)

[REDACTED]

DEFINITIONS

“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“Unlisted Shares”	unlisted ordinary Share(s) issued by our Company, with a nominal value of RMB1.0 each, which is/are not listed or trade on any stock exchange
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“VAT”	the PRC value-added tax
“Voting Rights Entrustment Agreement”	the agreement entered into among the Voting Rights Entrustment Entities on August 30, 2016 in relation to the voting rights entrustment arrangements on exercise of control in our Company
“Voting Rights Entrustment Entity(ies)”	Mr. Jiang, Mr. WANG Jiawei, Chengdu Yingchuang, Haidai Zhushi, Times Zhongcheng and Times Xincheng, please refer to the section headed “History, Development and Corporate Structure” of this Document
“%”	per cent.

In this document, the terms “associate”, “close associate”, “connected person”, “core connected person”, “connected transaction”, “controlling shareholder” and “substantial shareholder” shall have the meanings given to such terms in the Hong Kong Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this document have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

For ease of reference, the English names of the PRC established companies or entities, laws or regulations are translation and/or transliteration of their Chinese names and have been included in this document for identification purposes only. In the event of any inconsistency between the Chinese names and their English translations and/or transliterations, the Chinese versions shall prevail.