

DEFINITIONS

In this document unless the context otherwise requires the following terms shall have the following meanings. Certain technical terms are explained in the section headed “Glossary” in this document.

“Accountants’ Report”	the accountants’ report of our Group for the Track Record Period as set out in Appendix I to this document
“affiliate”	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”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the articles of association of our Company, as amended, which shall become effective on the [REDACTED] Date, a summary of which is set out in Appendix V 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”	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
“CAGR”	compound annual growth rate
“[REDACTED]”	the [REDACTED] participating in the [REDACTED] and has the meaning ascribed thereto under the [REDACTED] Rules
“[REDACTED]”	the Central Clearing and Settlement System established and operated by [REDACTED]
“Chengdu Weihong”	Chengdu Weihong Technology Co., Ltd. (成都威鴻科技有限公司), a limited liability company established in the PRC on October 27, 2015, a wholly-owned subsidiary of our Company
“China,” “Chinese Mainland” or “PRC”	the People’s Republic of China excluding, for the purpose of this document and for geographical reference only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Region
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules

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 (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,” “our Company” or “the Company”	Hiseas International Tourism Group (四川遠海國際旅行社股份有限公司), formerly known as Sichuan Hiseas International Travel Service Co., Ltd. (四川遠海國際旅行社有限公司), a limited liability company established in the PRC on June 4, 2007 and converted into a joint stock company with limited liability in the PRC on July 30, 2018
“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
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Wang, Yuanhang Xinxin, Haichuanxin Investment and the Individual Concert Parties
[REDACTED]	
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“Employee Incentive Scheme”	the employee incentive scheme adopted by our Company in December 2017
“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

DEFINITIONS

“[REDACTED]”	Fast Interface for New [REDACTED], an online platform operated by [REDACTED] that is mandatory for admission to [REDACTED] and, where applicable, the collection and processing of specified information on [REDACTED] in and settlement for all new [REDACTED]
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent professional market research and consulting company, our independent industry consultant
“F&S Report”	an industry research report prepared by Frost & Sullivan and commissioned by our Company
“[REDACTED]”	the [REDACTED] and as may be amended or modified from time to time and where the context so permits, shall include the [REDACTED]
“[REDACTED]”	the [REDACTED] and the [REDACTED]
“Group”, “our Group”, “the Group”, “we”, or “us”	the Company and its subsidiaries from time to time or, where the context so requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Guidelines on Articles”	Guidelines for Articles of Association of Listed Companies (上市公司章程指引), as amended, supplemented or otherwise modified from time to time
“Haichuanxin Investment”	Ningbo Meishan Bonded Port Zone Haichuanxin Investment Management Co., Ltd. (寧波梅山保稅港區海傳心投資管理有限公司), a limited liability company established under the laws of the PRC on May 17, 2017, one of our Controlling Shareholders
“Hiseas International GmbH (Switzerland)”	Hiseas International GmbH, a limited liability company established in Switzerland on May 3, 2011, a wholly-owned subsidiary of our Company

[REDACTED]

“[REDACTED]”	the [REDACTED] for the [REDACTED] to be issued in the name of [REDACTED] and deposited directly into [REDACTED] to be credited to your designated [REDACTED] stock account through causing [REDACTED] to apply on your behalf, by instructing your broker or custodian who is a [REDACTED] to give electronic application instructions through [REDACTED] system to apply for the [REDACTED] on your behalf
--------------	--

DEFINITIONS

“[REDACTED]”	[REDACTED] Limited, a wholly-owned subsidiary of [REDACTED]
“[REDACTED]”	the operational procedures of [REDACTED], containing the practices, procedures and administrative or other requirements relating to [REDACTED] services and the operations and functions of [REDACTED] or any other platform, facility or system established, operated and/or otherwise provided by or through [REDACTED], as from time to time in force
“[REDACTED]”	a participant admitted to participate in [REDACTED] as a direct clearing participant, a general clearing participant or a custodian participant
“[REDACTED] Rules”	means the [REDACTED] and as may be amended or modified from time to time and where the context so permits, shall include the Operational Procedures of [REDACTED]
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
---	---

[REDACTED]

DEFINITIONS

[REDACTED]

“IFRSs”	IFRS Accounting Standards issued by the International Accounting Standards Board
“Independent Third Party(ies)”	any entity(ies) or person(s) who is not a connected person of our Company within the meaning of the Listing Rules
“Individual Concert Parties”	Ms. Wang Nan (王楠), Mr. Liu Ming (劉明), Ms. Li Hui (李慧), Mr. Zhou Yewei (周燁瑋), Ms. Zhao Jing (趙婧), Mr. Qin Wei (秦偉), Mr. Huang Guitian (黃貴添), Ms. Wang Weibin (王瑋玢), Ms. Sun Dan (孫丹), Ms. Lin Yun (林韻), Ms. Lao Jingjing (勞晶晶), Mr. Chen Zhencai (陳振才), Mr. Tang Zhenhua (唐振華), Ms. Dai Wen (戴文), Ms. Wang Tianyi (王甜一), Ms. Ding Fuqian (丁福倩), Ms. Li Jiao (李嬌), Ms. Yuan Mei (袁梅) and Mr. Li Chengliang (李成亮), being the 19 individual Shareholders who have entered into certain concert party agreements with Mr. Wang. See “Relationship with Our Controlling Shareholders” for details

[REDACTED]

DEFINITIONS

[REDACTED]

“Latest Practicable Date” June 22, 2026, being the latest practicable date for ascertaining certain information in this document before its publication

[REDACTED]

“Listing Guide” the Guide for New Listing Applicants published by the Stock Exchange (as amended, supplemented or otherwise modified from time to time)

“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 the GEM of the Stock Exchange

“Mr. Wang” Mr. Wang Wei (王威), our executive Director, chairman of the Board, general manager and one of our Controlling Shareholders

“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

“Nordis Travel ApS” Nordis Travel ApS, a limited liability company established in Denmark on December 11, 2017, a majority-controlled subsidiary of our Company

DEFINITIONS

[REDACTED]

“Overseas Listing Trial Measures”	The Trial Measures for the Administration on 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) promulgated by the CSRC on February 17, 2023 and became effective on March 31, 2023
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC GAAP”	Generally Accepted Accounting Principles in the PRC, including the Accounting Standards for Business Enterprises and other relevant accounting standards and regulations issued by the Ministry of Finance of the PRC, as amended, supplemented or otherwise modified from time to time
“PRC Legal Advisor”	Grandall Law Firm (Shanghai), being the legal advisor to the Company as to the PRC laws
“Pre-[REDACTED] Investment(s)”	the existing Shareholder(s) who participated in our pre-[REDACTED] investments, details of which are set out in “History, Development and Corporate Structure—Pre-[REDACTED] Investments”
“Pre-[REDACTED] Investor(s)”	the existing Shareholder(s) who participated in our Pre-[REDACTED] Investments, details of which are set out in the section headed “History, Development and Corporate Structure—Pre-[REDACTED] Investments” in this document

DEFINITIONS

[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“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”	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 Administration of Taxation (國家稅務總局)
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), 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 RMB[0.1] each upon the completion of the Share Subdivision; before the completion of the Share Subdivision, ordinary share(s) in the share capital of our Company with a nominal value of RMB1.0 each
“Shareholder(s)”	holder(s) of our Share(s)
“Share Subdivision”	the sub-division of the Shares by the Company where the Company subdivided its Share from one Share of RMB1.0 each into ten Shares of RMB[0.1] each, which is approved on June 26, 2026 and effective upon completion of the [REDACTED]

[REDACTED]

DEFINITIONS

[REDACTED]

“Sole Sponsor” the sole sponsor as named in “Directors and Parties Involved in the [REDACTED]” in this document

[REDACTED]

“State Council” the State Council of the PRC (中華人民共和國國務院)

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

“subsidiary(ies)” has the meaning ascribed thereto under the Listing Rules

“Substantial shareholder(s)” has the meaning ascribed thereto under the Listing Rules

“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

“Track Record Period” the period consisting of the years ended December 31, 2023, 2024 and 2025

[REDACTED]

“United States” or the “U.S.” the United States of America, its territories and possessions and all areas subject to its jurisdiction

“Unlisted Share(s)” ordinary share(s) in the share capital of the Company with a nominal value of RMB[0.1] each upon the completion of the Share Subdivision, which are not listed on any stock exchange; before the completion of the Share Subdivision, ordinary share(s) in the share capital of our Company with a nominal value of RMB1.0 each, which are not listed on any stock exchange

“US\$” or “US dollars” United States dollars, the lawful currency of the United States

“U.S. Securities Act” the U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder

DEFINITIONS

“VAT” value-added tax

[REDACTED]

“Yuanhang Xinxin” Chengdu Yuanhang Xinxin Enterprise Management Partnership (Limited Partnership) (成都遠航鑫心企業管理合夥企業(有限合夥)), a limited liability partnership established under the laws of the PRC on December 5, 2017, our employee shareholding platform and one of our Controlling Shareholders

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 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 names of Chinese laws and regulations, governmental authorities, institutions, natural persons or entities have been included in this document in both the Chinese and English languages; the English versions are for identification purposes only and in the event of any inconsistency, the Chinese versions shall prevail.