

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 of Technical Terms”.

“2015 Plan”	the 2015 Share Incentive Plan adopted by our Company on February 21, 2015
“2021 First Plan”	the 2021 First Share Option Incentive Plan adopted by our Company on February 1, 2021
“2021 Second Plan”	the 2021 Second Share Option Incentive Plan adopted by our Company on December 7, 2021
“2023 Plan”	the 2023 Share Incentive Plan adopted by our Company on October 9, 2023
“2024 Plan”	the 2024 Restricted Share Incentive Plan adopted by our Company on April 16, 2024
“A Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are traded in Renminbi and listed on the ChiNext Market of the Shenzhen Stock Exchange
“A Shareholder(s)”	holder(s) of the A Share(s)
“A-Share Listing”	the initial public offering of our A Shares and listing on the ChiNext Market of the Shenzhen Stock Exchange on February 1, 2011
“Accountants’ Report”	the accountants’ report of our Group for the Track Record Period as 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”	the Accounting and Financial Reporting Council of Hong Kong
“AIC Agreement”	the acting-in-concert agreement entered into between the AIC Parties on March 21, 2019, as supplemented by a subsequent confirmation on historical matters
“AIC Parties”	Mr. Chen Diqing (陳迪清) and Mr. Fan Jianzhen (范建震)
“AIC Termination”	the agreement entered into between the AIC Parties on August 15, 2025, pursuant to which the AIC Parties terminated the AIC Agreement
“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 III to this Document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Authorized Representatives”	Ms. Wong Mei Fung Carrie (黃美鳳) and Mr. Liu Fudong (劉福東)

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“Board”, “Board of Directors” or “our Board”	the board of directors of our Company
“Board Diversity Policy”	the board diversity policy adopted by the Company, which sets out the objective and approach to achieve and maintain diversity of the Board
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open to the public for normal banking business and which is not a Saturday, Sunday or public holiday in Hong Kong
“Chairman”	the chairman of our Board
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“China”, “Mainland China” or “PRC”	the People’s Republic of China, which, for the purpose of this Document and for geographic reference only, excludes Hong Kong, the Macao Special Administrative Region of the People’s Republic of China, and Taiwan Region
“China Fund”	The China Fund, INC., one of our Promoters, is a closed ended equity mutual fund launched and managed in the United States on April 28, 1992. Its principal business activities include investing in the public equity markets of China and investing in the stocks of companies operating across diversified sectors. As at the date of establishment of the Company, China Fund was held by Independent Third Parties
“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, 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”, “the Company”	Hand Enterprise Solutions Co., Ltd. (上海漢得信息技術股份有限公司), a joint stock limited company incorporated in the PRC on July 15, 2002, the A Shares of which have been listed on the ChiNext Market of the Shenzhen Stock Exchange (stock code: 300170)
“Compliance Adviser”	Guotai Junan Capital Limited, a licensed corporation registered under the SFO to carry on Type 6 (advising on corporate finance) regulated activity as defined in the SFO
“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 Hong Kong Listing Rules

DEFINITIONS

“Core Management Team”	the core management team of the Company
“Corporate Governance Code”	the Corporate Governance Code as set out in Part 2 of Appendix C1 to the Listing Rules
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“CSDC”	the China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“Defan Investment”	Shanghai Defan Investment Management Co., Ltd.* (上海得帆投資管理有限公司), one of our Promoters, is a limited liability company established in the PRC in July 2009, which has been deregistered. Its principal business activities included investment management and technical services. As of the date of establishment of the Company, Defan Investment was held by Mr. Sun Fang, its largest shareholder, together with 38 other individual shareholders, all of whom were Independent Third Parties
“Dejing Investment”	Shanghai Dejing Investment Management Co., Ltd.* (上海得競投資管理有限公司), one of our Promoters, is a limited liability company established in the PRC in July 2009, which has been deregistered. Its principal business activities include investment management and technical services. As at the date of establishment of the Company, Dejing Investment was held by Mr. Yu Jifeng, its largest shareholder, together with 41 other individual shareholders, all of whom were Independent Third Parties
“Detuo Investment”	Shanghai Detuo Investment Management Co., Ltd.* (上海得拓投資管理有限公司), one of our Promoters, is a limited liability company established in the PRC in July 2009, which has been deregistered. Its principal business activities include investment management and technical services. As at the date of establishment of the Company, Detuo Investment was held by Mr. Gao Linxu, its largest shareholder, together with 29 other individuals, all of whom were Independent Third Parties
“Deyi Investment”	Shanghai Deyi Investment Management Co., Ltd.* (上海得逸投資管理有限公司), one of our Promoters, is a limited liability company established in the PRC in July 2009, which has been deregistered. Its principal business activities included investment management and technical services. As at the date of establishment of the Company, Deyi Investment was held by Mr. Deng Hui, its largest shareholder, together with 45 other individuals, all of whom were Independent Third Parties
“Dingyi Information Technology”	Shanghai Dingyi Information Technology Co., Ltd.* (上海鼎醫信息技術有限公司), a limited liability company established in the PRC in July 2018, and a non-wholly owned subsidiary interested as to 63.09% by our Company as of the Latest Practicable Date
“Director(s)” or “our Director(s)”	the director(s) of our Company

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“Dixuan Investment”	Shanghai Dixuan Investment Management Co., Ltd.* (上海迪宣投資管理有限公司), one of our Promoters, is a limited liability company established in the PRC in June 2008, whose principal business activities included investment management and technical services. It was ultimately owned by Mr. Chen Diqing (陳迪清) and Mr. Fan Jianzhen (范建震), who each held approximately 41.58% of the equity interests in Dixuan Investment
“Early Redemption Date”	Date on which exercise of the right of early redemption to redeem all outstanding Hand Convertible Bonds at a redemption price of RMB103.43 per bond (inclusive of accrued interest and tax) becomes effective (after market closed on April 28, 2023)
“EIT”	the PRC enterprise income tax
“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
“ESG”	environmental, social and governance
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“F&S” or “Frost or Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Group”, “our Group”, “we”, “us” or “our”	our Company and our subsidiaries from time to time, and where the context 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
“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time
“H Share(s)”	[REDACTED] ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are to be [REDACTED] for and [REDACTED] in Hong Kong dollars and to be [REDACTED] on the Hong Kong Stock Exchange
[REDACTED]	[REDACTED]
“H Shareholder(s)”	holder(s) of the H Share(s)

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

DEFINITIONS

“Hand Convertible Bonds”	the Company’s public issuance of RMB937.15 million convertible corporate bonds on November 23, 2020, which were subsequently listed and commenced trading on the Shenzhen Stock Exchange on December 15, 2020 under the bond code 123077
“Hand International”	Hand International Pte. Ltd., a private company limited by shares incorporated in Singapore in December 2011, and a wholly-owned subsidiary of the Company
“Hand Japan”	Hand Japan Co. Ltd. (漢得日本株式會社), a private company limited by shares incorporated in Japan in August 2007, and a wholly-owned subsidiary of the Company
“HK\$”, “Hong Kong dollars”, or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[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 supplemented or otherwise modified from time to time
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchange and Clearing Limited
“Hong Kong Takeovers Code” or “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
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“IFRS”	International Financial Reporting Standards
“Independent Non-executive Director”	an independent non-executive director of the Company
“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
“Inspire East”	Inspire East Investments Limited, one of our Promoters, is a company limited by shares incorporated in the British Virgin Islands on June 15, 2007, whose principal business activities included investment management. As at the date of establishment of the Company, Inspire East was wholly owned by O, W&W Investment II Limited, an Independent Third Party
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Joint Company Secretaries”	Ms. Wong Mei Fung Carrie (黃美鳳) and Mr. Liu Fudong (劉福東)

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[REDACTED]	[REDACTED]
“Latest Practicable Date”	July 26, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this Document prior to its publication
“Leading Finance Technology”	Leading Finance Technology Co., Ltd.* (上海甄盈業財科技有限公司), a limited liability company established in the PRC in October 2021, and a wholly-owned subsidiary of the Company
[REDACTED]	[REDACTED]
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
[REDACTED]	[REDACTED]
“Main Board”	the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange
“Nomination Committee”	the nomination committee of the Board
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Overseas Listing Trial Measures”	The Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and the supporting guidelines (《境內企業境外發行證券和上市管理試行辦法》及其配套指引) promulgated by the CSRC on February 17, 2023 which became effective on March 31, 2023

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“PBOC”	the People’s Bank of China (中國人民銀行)
“PRC Company Law”	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
“PRC Legal Adviser”	Shanghai Duan & Duan Law Firm, the legal adviser to the Company as to PRC law
“Predecessor”	Shanghai Quanfu Hand Software Technology Co., Ltd. (上海全富漢得軟件技術有限公司), a limited liability company established in the PRC in July 2002, converted into a joint stock company with limited liability and renamed Hand Enterprise Solutions Co., Ltd. (上海漢得信息技術股份有限公司)
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Principal Subsidiaries”	the principal subsidiaries of the Company, being Hand Japan, Hand International, Shanghai Hand Vyung, Shanghai Share Software, Shanghai Deyi Information Technology, Xi’an Hand, Shanghai Zhen Peng Technology, and Yiai Technology
“Promoters”	the promoters of our Company
“Document”	this document being issued in connection with the [REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Persons”	means our Company, together with its investors and shareholders and persons who might directly or indirectly, be involved in permitting the listing, trading clearing and settlement of its shares including the Stock Exchange and related group companies
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“Renminbi” or “RMB”	the lawful currency of the PRC
“Restricted Share Incentive Plans”	the Company’s nine restricted share incentive plans, including: the (i) 2011 Restricted Share Incentive Plan; (ii) 2012 Restricted Share Incentive Plan; (iii) 2013 Restricted Share Incentive Plan; (iv) 2014 Restricted Share Incentive Plan; (v) 2015 Restricted Share Incentive Plan; (vi) 2016 Restricted Share Incentive Plan; (vii) 2017 Restricted Share Incentive Plan; (viii) 2018 Restricted Share Incentive Plan; and (ix) 2024 Plan
“RSU”	restricted share units
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)

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“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)
“Securities Law”	the Securities Law of the People’s Republic of China (《中華人民共和國證券法》), as amended, supplemented or otherwise modified from time to time
“SFC” or “Securities and Futures Commission”	the Securities and Futures Commission
“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 Deyi Information Technology”	Shanghai Deyi Information Technology Co., Ltd. (上海得逸信息技術有限公司), a limited liability company established in the PRC in August 2018, and a non-wholly-owned subsidiary interested as to 75% by the Company as of the Latest Practicable Date
“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shanghai Stock Exchange, HKSCC and CSDC for mutual market access between Hong Kong and Shanghai
“Shanghai Share Software”	Shanghai Share Software Co., Ltd.* (上海夏爾軟件有限公司), a limited liability company established in the PRC in October 2002, and an indirect wholly-owned subsidiary of the Company
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Shanghai Hand Vyung”	Shanghai Hand Vyung Information Technology Co., Ltd. (上海漢得微揚信息技術有限公司), a limited liability company established in the PRC in March 2015, and a non-wholly-owned subsidiary interested as to 51% by the Company as of the Latest Practicable Date
“Shanghai Zhenhui”	Shanghai Zhenhui Information Technology Co., Ltd (上海甄匯信息科技有限公司), a limited liability company established in the PRC in August 2016, and interested as to 19.36% by the Company as of the Latest Practicable Date
“Shanghai Zhen Peng Technology”	Shanghai Zhenpeng Technology Co., Ltd. (上海甄鵬科技有限公司), a limited liability company established in the PRC in July 2021, and a non-wholly-owned subsidiary interested as to 90% by the Company as of the Latest Practicable Date
“Share Acquisition”	the block trade through which Mr. Chen acquired an additional 0.5% shareholding from Mr. Fan in September 2025
“Share Incentive Plans”	the Company’s (i) 2015 Plan and (ii) 2023 Plan
“Share Incentive Schemes”	the Company’s (i) Restricted Share Incentive Plans; (ii) Share Incentive Plans; and (iii) Share Option Incentive Plans
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, comprising A Share(s) and H Share(s)
“Share Options”	the share options awarded under the 2021 Second Plan

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“Share Option Incentive Plans”	the 2021 First Plan and 2021 Second Plan
“Shareholder(s)”	holder(s) of our Share(s)
“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shenzhen Stock Exchange, HKSCC and CSDC for mutual market access between Hong Kong and Shenzhen
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“Single Largest Shareholder(s)”	the single largest shareholder(s) of the Company
“Sole Sponsor”	Guotai Junan Capital Limited, a licensed corporation registered under the SFO to carry on Type 6 (advising on corporate finance) regulated activity as defined in the SFO
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Strategy and Sustainable Development Committee”	the strategy and sustainable development committee of the Board
“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 financial years ended December 31, 2023, 2024, and 2025 and for the four months ended April 30, 2026
“treasury share(s)”	has the meaning ascribed thereto under the Listing Rules
“U.S.”, “US” or “United States”	the United States of America, its territories, its possessions, and all areas subject to its jurisdictions
“U.S. dollars”, “US dollars”, “USD” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	United States Securities Act of 1933 and the rules and regulations promulgated thereunder
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
“Xi’an Hand”	Xi’an Hand Information Technology Co., Ltd. (西安漢得信息技術有限公司), a limited liability company established in the PRC in October 2022, and a wholly-owned subsidiary of the Company
“Yiai Technology”	Shanghai Yiai Technology Co., Ltd.* (上海億破科技有限公司), a limited liability company established in the PRC in September 2019, and a non-wholly-owned subsidiary interested as to 54% by the Company as of the Latest Practicable Date
“Zhenzi Information Technology”	Shanghai Zhenzi Information Technology Co.* (上海甄自信息科技有限公司), a limited liability company established in the PRC in November 2020, and a non-wholly-owned subsidiary interested as to 60% by the Company as of the Latest Practicable Date
“%”	per cent
“¥” or “JPY”	Japanese Yen, the lawful currency of Japan

Unless otherwise specified, in this Document:

1. *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.*
2. *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 identification purposes only*