

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 of Technical Terms” in this Document.

“Accountants’ Report”	the accountants’ report of our Group, the text of which is 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” or “Accounting and Financial Reporting Council”	the Accounting and Financial Reporting Council of Hong Kong SAR
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company, conditionally adopted on December 14, 2025 and August 20, 2026, with effect from the [REDACTED], and as amended from time to time, a summary of which is set out in the section headed “Summary of the Articles of Association of the Company” in Appendix IV to this Document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board” or “Board of Directors”	the board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong SAR) on which banks in Hong Kong SAR are generally open for normal banking business

[REDACTED]

“China” or “PRC”	the People’s Republic of China and for the purposes of this Document only, except where the context requires otherwise, excluding Hong Kong SAR, Macau SAR and Taiwan
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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”, or “our Company”	Zhuhai Kingsware Artificial Intelligence Co., Ltd. (珠海金智維人工智能股份有限公司) (formerly known as Zhuhai Kingsware Information Technology Co., Ltd. (珠海金智維信息科技有限公司)), established as a limited liability company in the PRC on March 28, 2016, and further converted into a joint-stock company with limited liability on December 12, 2025
“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 to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Liao, Jinshi Zhongcheng, Jinshi Huizhi, Jinshi Pengcheng, Jinshi Weiye, Zhiwei Xinghe and Zhiwei Xinglian. For further details, please see “Relationship with Our Controlling Shareholders”
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSDC (Hong Kong)”	China Securities Depository and Clearing (Hong Kong) Company Limited
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“EIT”	the PRC enterprise income tax

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“EIT Law”	Enterprise Income Tax Law of the PRC
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FIL”	Foreign Investment Law (中華人民共和國外國投資法) published by State Council in January 2020

[REDACTED]

“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc. Shanghai Branch Co., the industry consultant, an independent third party
“Frost & Sullivan Report”	an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this Document
“General Rules of HKSCC”	the General Rules of HKSCC as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures

[REDACTED]

“Group”, “our 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
“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of our Company, with nominal value of RMB0.20 each, which are to be [REDACTED] and [REDACTED] in HK dollars and for which an application has been made for [REDACTED] and permission to trade on the Stock Exchange

DEFINITIONS

[REDACTED]

DEFINITIONS

“Hong Kong SAR” or “HKSAR” the Hong Kong Special Administrative Region of the People’s Republic of China

“Hong Kong SAR dollars” or
“HK dollars” or “HK\$” Hong Kong SAR dollars, the lawful currency of Hong Kong SAR

[REDACTED]

“IFRS” or “IFRS Accounting
Standards” IFRS Accounting Standards as issued by the International Accounting Standards Board

“independent third party(ies)” an individual(s) or a company(ies) who or which is/are not connected person(s) (within the meaning of the Listing Rules) of the Company

[REDACTED]

“International Sanctions Counsel” King & Wood

DEFINITIONS

[REDACTED]

“Jinshi Huizhi”	Zhuhai Jinshi Huizhi Investment Partnership (Limited Partnership)* (珠海金石匯智投資企業(有限合夥)), a limited liability partnership incorporated in the PRC, an employee shareholding platform of which Mr. Liao is the sole general partner and one of our Controlling Shareholders
“Jinshi Pengcheng”	Zhuhai Jinshi Pengcheng Investment Partnership (Limited Partnership)* (珠海金石鵬程投資企業(有限合夥)), a limited liability partnership incorporated in the PRC, an employee shareholding platform of which Mr. Liao is the sole general partner and one of our Controlling Shareholders
“Jinshi Weiye”	Zhuhai Jinshi Weiye Investment Partnership (Limited Partnership)* (珠海金石偉業投資企業(有限合夥)), a limited liability partnership incorporated in the PRC, an employee shareholding platform of which Mr. Liao is the sole general partner and one of our Controlling Shareholders
“Jinshi Zhongcheng”	Shenzhen Jinshi Zhongcheng Investment Enterprise (Limited Partnership)* (深圳金石眾成投資企業(有限合夥)), a limited liability partnership incorporated in the PRC with Mr. Liao as its sole general partner and one of our Controlling Shareholders

[REDACTED]

“Joint Sponsors”	Guotai Junan Capital Limited and BOCI Asia Limited
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DEFINITIONS

“Kingdom Sci-Tech”	Shenzhen Kingdom Sci-Tech Co., Ltd. (深圳市金證科技股份有限公司), a limited liability company incorporated in the PRC whose shares are listed on the Shanghai Stock Exchange (stock code: 600446.SH)
“Latest Practicable Date”	August 17, 2026, being the latest practicable date for ascertaining certain information in this Document before its publication
“Mr. Liao”	Mr. Liao Wanli (廖萬里), our founder, chairman of the Board, executive Director, chief executive officer, general manager and one of our Controlling Shareholders

[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 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

[REDACTED]

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

[REDACTED]

DEFINITIONS

[REDACTED]

“Pathfinder SII(s)”	has the meaning ascribed to it in Chapter 2.5 of the Guide for New Listing Applicants issued by the Stock Exchange, and unless the context otherwise requires, refers to the Pre-[REDACTED] Investor(s) the details of which are set out in “History, Development and Corporate Structure — Details of the Pre-[REDACTED] Investments — Information regarding our key Pre-[REDACTED] Investors — Our Pathfinder SIIs”
“PBOC”	People’s Bank of China (中國人民銀行)
“PRC Legal Advisor”	Shihui Partners, our legal advisor as to PRC laws
“Pre-[REDACTED] Investment(s)”	the Pre-[REDACTED] investment(s) in our Company undertaken by the Pre-[REDACTED] Investor(s), details of which are set out in the section headed “History, Development and Corporate Structure”
“Pre-[REDACTED] Investor(s)”	the investor(s) who acquired interest in our Company pursuant to the respective Pre-[REDACTED] Investment(s), the Pre-[REDACTED] investor(s) details of which are set out in the section headed “History, Development and Corporate Structure”

DEFINITIONS

[REDACTED]

“Promoters”	the promoters for the purpose of the conversion of our Company into a joint stock limited liability company, details of which are set out in the section headed “History, Development and Corporate Structure”
[REDACTED]	this document being issued in connection with the [REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rules Engine”	a visual rule-orchestration tool that enables business users to configure decision trees through the interface, with built-in business rule templates supporting millisecond-level rule evaluation and strategy execution
“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)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SEC”	the Securities and Exchange Commission of the United States
“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)”	Unlisted Shares and H Shares

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“Shareholder(s)”	holder(s) of our Share(s)
“Share Split”	the split of the Company’s registered Shares with nominal value of RMB1.00 each into five Shares with nominal value of RMB0.20 each, which is approved on December 14, 2025 and August 20, 2026, and effective upon completion of the [REDACTED]
“Sophisticated Independent Investor(s)” or “SII(s)”	has the meaning ascribed to it under Chapter 18C.05 of the Listing Rules and in Chapter 2.5 of the Guide for New Listing Applicants issued by the Stock Exchange, and unless the context otherwise requires, refers to the Pathfinder SIIs and other Pre-[REDACTED] Investor(s), the details of which are set out in “History, Development and Corporate Structure — Details of the Pre-[REDACTED] Investments — Our Other Sophisticated Independent Investors”
“Specialist Technology Company(ies)”	has the meaning ascribed to it under Chapter 18C of the Listing Rules
“Specialist Technology Industry”	has the meaning ascribed to it under Chapter 18C of the Listing Rules
“Specialist Technology Products”	has the meaning ascribed to it under Chapter 18C of the Listing Rules
	[REDACTED]
“State Council”	State Council of the PRC (中華人民共和國國務院)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“substantial shareholders”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period comprising the financial years ended December 31, 2023, 2024, 2025 and the six months ended June 30, 2026

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“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

[REDACTED]

“United States” or the “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“Unlisted Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are subscribed for and paid up in Renminbi by domestic investors and not listed or traded on any stock exchange, and each share will be split into five share of RMB0.20 each immediately upon [REDACTED]
“VAT”	value-added tax

[REDACTED]

“Zhiwei Xinghe”	Zhuhai Zhiwei Xinghe Enterprise Management Partnership (Limited Partnership)* (珠海智維星合企業管理合夥企業(有限合夥)), a limited liability partnership incorporated in the PRC, one of the limited partners of Jinshi Weiye, an employee shareholding platform of which Mr. Liao is the sole general partner and one of our Controlling Shareholders
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DEFINITIONS

“Zhiwei Xinglian”	Zhuhai Zhiwei Xinglian Enterprise Management Partnership (Limited Partnership)* (珠海智維星鏈企業管理合夥企業(有限合夥)), a limited liability partnership incorporated in the PRC, one of the limited partners of Jinshi Weiye, an employee shareholding platform of which Mr. Liao is the sole general partner and one of our Controlling Shareholders
“%”	per cent

Unless otherwise specified or the context otherwise requires: 1. statements contained in this Document assume no exercise of the [REDACTED]; 2. all times refer to Hong Kong SAR time; 3. references to years, months and days in this Document are to calendar years, calendar months and calendar days, respectively; and 4. all data in this Document is as of the date of this Document.

In this Document, the terms “associate,” “close associate,” “connected person,” “core connected person,” “connected transactions,” “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.

If there is any inconsistency between the English version of this Document and the Chinese translation of this Document, the English version of this Document shall prevail unless otherwise stated. However, if there is any inconsistency between the names of any of the entities mentioned in the English version of this Document which are not in the English language and their English translations, the names in their respective original language shall prevail.

In this Document, “” denotes translation of certain natural persons, legal persons, enterprises, governmental authorities, institutions, entities, organizations, departments, facilities, laws and regulations into Chinese or English (as the case maybe), etc., or another language included in this Document for identification purposes only. In the event of any inconsistency, the Chinese names or the names in their original languages prevail.*