

DEFINITIONS

In this document, unless the context otherwise requires, the following expressions shall have the following meanings.

“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on June 9, 2021 which will become effective upon the [REDACTED], as further amended from time to time, a summary of which is set out in Appendix VI 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” or “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 (中國國家互聯網信息辦公室)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant

[REDACTED]

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“Chuangzhi Fund”	Qingdao CICC ALPHA Chuangzhi Equity Investment Fund (Limited Partnership) (青島甲子創智股權投資基金(有限合夥)), a limited partnership established under the laws of the PRC on September 24, 2020, being one of our Pre-[REDACTED] Investors
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China, but for the purpose of this document and for geographical reference only, except where the context requires, references in this document to “China” and the “PRC” do not apply to Hong Kong, Macau and Taiwan
“China Railway No. 4”	China Railway No. 4 Civil Engineering Group Co., Ltd. (中鐵四局集團有限公司), a company incorporated under the laws of the PRC on November 10, 1986 with limited liability, and a substantial shareholder of China Railway Qizhi
“China Railway Qizhi”	China Railway Qizhi (Hefei) Technology Co., Ltd. (中鐵奇智(合肥)科技有限公司), a company incorporated under the laws of the PRC on February 2, 2021 with limited liability and held as to 51% by the Company
“Chengwei Evergreen”	Chengwei Evergreen Equity Investment Partnership (Limited Partnership) (南通成為常青股權投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on October 28, 2016, being one of our Pre-[REDACTED] Investors
“CISAI Tech”	Chongqing CISAI Technology Co., Ltd. (重慶賽迪奇智人工智能科技有限公司), a company incorporated under the laws of the PRC on March 29, 2019 with limited liability and held as to 51% by the Company
“CISDI Group”	CISDI Chongqing Information Technology Co., Ltd. (中冶賽迪重慶信息技術有限公司), a company incorporated under the laws of the PRC on October 29, 2010 with limited liability, and a substantial shareholder of CISAI Tech
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules

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“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”	Qingdao AInnovation Technology Group Co., Ltd (青島創新奇智科技集團股份有限公司), which was established with limited liabilities under the laws of the PRC on February 6, 2018 and converted into a joint stock limited company on May 19, 2021
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of our Company
“Domestic Shares”	ordinary Shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“EAR”	the United States Export Administration Regulations
“Employee Incentive Scheme”	the employee incentive scheme of our Company as approved on March 31, 2021, which was adopted by the Company as an amendment, restatement and consolidation of the previous rounds of share incentive schemes since 2018, to incentivize the management team, a summary of the principal terms of which is set out in “Statutory and General Information – D. Employee Incentive Scheme” in Appendix VII to this document
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FRC”	the Financial Reporting Council

[REDACTED]

DEFINITIONS

“Group”, “our Group”, “we”, or “us”	our Company and our subsidiaries at the relevant time 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)
“Guohe Fund II”	Shanghai Guohe Phase II Modern Service Industry Equity Investment Fund Partnership (上海國和二期現代服務業股權投資基金合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on January 9, 2017, being one of our Pre-[REDACTED] Investors
“H Share(s)”	overseas-listed shares in the share capital of our Company, with a nominal value of RMB1.00 each, which are to be traded in Hong Kong dollars and for which an application has been made for [REDACTED] and permission to trade on the Stock Exchange
	[REDACTED]
“Hefei AInnovation”	AInnovation (Hefei) Technology Co., Ltd. (創新奇智(合肥)科技有限公司), a company incorporated under the laws of the PRC on July 25, 2018 with limited liability and a wholly-owned subsidiary of the company
“HK\$” or “HKD” or “Hong Kong Dollars”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchange and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“holding company(ies)”	has the meaning ascribed thereto under the [REDACTED] Rules
“Huasheng Fund”	Shenzhen Huasheng Lingxiu Equity Investment Partnership (Limited Partnership) (深圳華晟領秀股權投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on January 18, 2016, being one of our Pre-[REDACTED] Investors
“Honger Investment”	Ningbo Meishan Free Trade Port Honger Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區泓爾股權投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on June 22, 2017, being one of our Pre-[REDACTED] Investors

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“Hongxi Investment”	Ningbo Meishan Free Trade Port Hongxi Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區泓熙股權投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on June 21, 2017, being one of our Pre-[REDACTED] Investors
“Hongyue Investment”	Ningbo Meishan Free Trade Port Hongyue Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區泓越股權投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on June 19, 2017, being one of our Pre-[REDACTED] Investors
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“Hainan Lanyue”	Hainan Lanyue Enterprise Management Center (Limited Partnership) (海南攬嶽企業管理中心(有限合夥)), previously known as Shanghai Lanyue Enterprise Management Center (Limited Partnership) (上海攬嶽企業管理中心(有限合夥)), is a limited partnership established under the laws of the PRC on April 1, 2017, being one of our Pre-[REDACTED] Investors
“Huangshan SAIF”	Huangshan SAIF Tourism Culture Industry Development Fund (Limited Partnership) (黃山賽富旅遊文化產業發展基金(有限合夥)), a limited partnership established under the laws of the PRC on January 5, 2018, being one of our Pre-[REDACTED] Investors

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“Huaxing Zhihong “

Tianjin Huaxing Zhihong Equity Investment Partnership (Limited Partnership) (天津華興志鴻股權投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on December 25, 2019, being one of our Pre-[REDACTED] Investors

“Independent Third Party(ies)”

person(s) or company(ies) and their respective ultimate beneficial owner(s), which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquires, are not connected persons of the Company

[REDACTED]

“Innovation Zhicheng”

Qingdao Innovation Zhicheng Technology Center (Limited Partnership) (青島創新智成科技中心(有限合夥)), a limited partnership established under the laws of the PRC on May 17, 2018, being one of our Pre-[REDACTED] Investors

[REDACTED]

DEFINITIONS

“Joint Sponsors” UBS Securities Hong Kong Limited, China International Capital Corporation Hong Kong Securities Limited and China Renaissance Securities (Hong Kong) Limited

“Jiaxing Yilang” Jiaxing Yilang Kunrui Investment Management Partnership (Limited Partnership) (嘉興宜朗坤瑞投資管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on August 18, 2016, being one of our Pre-[REDACTED] Investors

“Latest Practicable Date” January 7, 2022, 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, 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 operated in parallel with the Growth Enterprise Market of the Stock Exchange

[REDACTED]

“Nanjing AInnovation” AInnovation (Nanjing) Technology Co., Ltd. (創新奇智(南京)科技有限公司), a company incorporated under the laws of the PRC on July 15, 2018 with limited liability and a wholly-owned subsidiary of the Company

[REDACTED]

DEFINITIONS

[REDACTED]

“PRC Company Law” or “Company Law”

the Company Law of the PRC (中華人民共和國公司法), which was first implemented on July 1, 1994 and as amended, supplemented or otherwise modified from time to time

“Pre-[REDACTED] Investments”

the Pre-[REDACTED] investments in our Company undertaken by the Pre-[REDACTED] Investors, details of which are set out in the section headed “History and Corporate Structure” in this document

“Pre-[REDACTED] Investors”

Chengwei Evergreen, Sinovation Ventures Funds, Innovation Zhicheng, Hongxi Investment, Hongyue Investment, Honger Investment, Huasheng Fund, Jiaxing Yilang, Huangshan SAIF, SAIF Haohai, Chuangzhi Fund, Guohe Fund II, Ronghui Capital, Huaxing Zhihong, Wufang Tianya, Qianhai Puzheng, Yinfeng Rongjin Investment, Yunhai Zhicheng, Hainan Lanyue and SVF II Zeal

[REDACTED]

“QIB” or “Qualified Institutional Buyer”

a qualified institutional buyer within the meaning of Rule 144A

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“Qianhai Puzheng”	Shenzhen Qianhai Puzheng Investment Management Co., Ltd. (深圳前海普正投資管理有限公司), a limited liability company established under the laws of the PRC on February 22, 2016, being one of our Pre-[REDACTED] Investors
“Qingdao Xinda”	Qingdao Xinda Entrepreneurship Service Center (Limited Partnership) (青島新達創業服務中心(有限合夥)), a limited partnership established under the laws of the PRC on December 21, 2018, being an Employee Incentive Platform
“Qingdao Xinhui”	Qingdao Xinhui Zhiqi Entrepreneurship Service Center (Limited Partnership) (青島新輝智奇創業服務中心(有限合夥)), a limited partnership established under the laws of the PRC on December 21, 2018, being an Employee Incentive Platform
“Qingdao Xinqi”	Qingdao Xinqi Entrepreneurship Service Center (Limited Partnership) (青島新奇創業服務中心(有限合夥)), a limited partnership established under the laws of the PRC on December 20, 2018, being an Employee Incentive Platform
“Qingdao Xinyun”	Qingdao Xinyun Entrepreneurship Service Center (Limited Partnership) (青島新雲創業服務中心(有限合夥)), a limited partnership established under the laws of the PRC on November 15, 2019, being an Employee Incentive Platform
“Ronghui Capital”	Xiamen Ronghui Yingjia Equity Investment Partnership (Limited Partnership) (廈門融匯盈嘉股權投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on June 2, 2020, being one of our Pre-[REDACTED] Investors
“Regulation S”	Regulation S under the U.S. Securities Act
“RewinCloud”	RewinCloud (Chongqing) Technology Co., Ltd. (睿雲奇智(重慶)科技有限公司), a company incorporated under the laws of the PRC on June 14, 2019 with limited liability and a wholly-owned subsidiary of the Company
“RMB” or “Renminbi”	the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“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

DEFINITIONS

“Share(s)”	ordinary share(s) in the share capital of our Company with nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Shares
“SAIF Haohai”	Qingdao SAIF Haohai Venture Capital Center (Limited Partnership) (青島賽富皓海創業投資中心(有限合夥)), a limited partnership established under the laws of the PRC on November 9, 2017, being one of our Pre-[REDACTED] Investors
“Single Largest Shareholders Group”	a group of entities and individuals collectively holding approximately [REDACTED]% of the equity interest in our Company upon the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), namely Sinovation Ventures, Sinovation Ventures Yucheng, Mr. Wang Hua, Ms. Tao Ning, Ms. Lang Chunhui and Mr. Zhang Ying
“Sinovation Ventures”	Sinovation Ventures (Beijing) Enterprise Management Limited (創新工場(北京)企業管理股份有限公司), a company incorporated under the laws of the PRC on November 2, 2010, and a member of our Single Largest Shareholders Group
“Sinovation Ventures Funds”	Beijing Sinovation Ventures Center (Limited Partnership) (北京創新工場創業投資中心(有限合夥)), a limited partnership established under the laws of the PRC on May 22, 2015, being one of our Pre-[REDACTED] Investors
“Sinovation Ventures Group”	a group of companies conducting business operation under the brand of Sinovation Ventures Group, including but not limited to Sinovation Ventures, Sinovation Ventures Yucheng, Innovation (Beijing) Software Development Co., Ltd. (英諾維申(北京)軟件開發有限公司) and Beijing Innovation Ark Technology Co., Ltd. (北京創新方舟科技有限公司)
“Sinovation Ventures Yucheng”	Beijing Sinovation Ventures Yucheng Management Consulting Co., Ltd. (北京創新工場育成管理諮詢有限公司), a company incorporated under the laws of the PRC on July 13, 2015, and a member of our Single Largest Shareholders Group
“SOE”	State-owned enterprise. For the purpose of this document, SOE refers to enterprise that is (1) wholly owned by the state, (2) majority-owned by a government body, public authority, public institution, or any combination of such entities in aggregate, or (3) majority-owned by any such entities in (1) or (2)

DEFINITIONS

[REDACTED]

“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of our Company
“SVF II Zeal”	SVF II Zeal Subco (Singapore) Pte. Ltd., a company incorporated under the laws of Singapore on August 4, 2020, being one of our Pre-[REDACTED] Investors
“Track Record Period”	three financial years ended December 31, 2018, 2019 and 2020, and the nine months ended September 30, 2021

[REDACTED]

“Unlisted Foreign Shares”	ordinary Shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in a currency other than Renminbi, held by the foreign investor
“U.S.” or “United States”	the United States of America, its territories, possessions, and all areas subject to its jurisdiction
“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
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax

[REDACTED]

“Wufang Tianya”	Wufang Tianya Group Co., Ltd. (五方天雅集團有限公司), a limited liability company established under the laws of the PRC on February 7, 2007, being one of our Pre-[REDACTED] Investors
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“Xinnuo Zhiqi”	Qingdao Xinnuo Zhiqi Business Management Consulting Partnership Enterprise (Limited Partnership) (青島新諾智奇企業管理諮詢合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on October 16, 2017, being an Employee Incentive Platform
“Yinfeng Rongjin Investment”	Yinfeng Rongjin (Beijing) Investment Management Co., Ltd. (銀豐融金(北京)投資管理有限公司), a limited liability company established under the laws of the PRC on August 24, 2012, being one of our Pre-[REDACTED] Investors
“Yunhai Zhicheng”	Qingdao Yunhai Zhicheng Investment Management Center (Limited Partnership) (青島雲海至誠投資管理中心(有限合夥)), a limited partnership established under the laws of the PRC on January 25, 2021, being one of our Pre-[REDACTED] Investors

In this document, unless the context otherwise requires:

- references to sections are to sections described as such in this document; and
- references in this document to applications, application monies, refund of application monies or the procedure for applications relate only to the [REDACTED].

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 Chinese names of the entities or enterprises established in the PRC mentioned in this document and their English translations, the Chinese names shall prevail. The English translations of the Chinese names of such PRC entities are provided for identification purposes only.