

DEFINITIONS

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

“Anhui Haoyunbao”	Anhui Haoyunbao Network Technology Service Co., Ltd.* (安徽好運寶網絡技術服務有限公司), a limited liability company established under the laws of the PRC on September 11, 2019 and a wholly-owned subsidiary of our Company
“Anhui Log”	Anhui Log Transportation Co., Ltd.* (安徽路歌運輸有限公司), a limited liability company established under the laws of the PRC on March 2, 2020 and a wholly-owned subsidiary of our Company
“Anhui Jinwang Express”	Anhui Jinwang Express Logistics Technology Co., Ltd.* (安徽金網運通物流科技有限公司), a limited liability company established under the laws of the PRC on August 12, 2016 and a wholly-owned subsidiary of our Company
“Anhui Qiantong”	Anhui Qiantong Logistics Technology Co., Ltd.* (安徽乾通物流科技有限公司), a limited liability company established under the laws of the PRC on April 13, 2018 and a wholly-owned subsidiary of our Company
“Ant Group”	Ant Group Co., Ltd. (螞蟻科技集團股份有限公司), a joint stock limited liability company established under the laws of the PRC on October 19, 2000
“Articles” or “Articles of Association”	the articles of association of our Company adopted on October 28, 2021 which will become effective upon the [REDACTED], as amended from time to time, a summary of which is set out in Appendix VI
“Board” or “Board of Directors”	the board of directors of our Company
“Business Day” or “business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“CAC”	the Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)

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[REDACTED]

“CCRC”

China Cybersecurity Review Technology and Certification Center (中國網絡安全審查技術與認證中心), an institution authorized by CAC to conduct cybersecurity review

DEFINITIONS

“China” or “PRC” or the “People’s Republic of China”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, Macau and Taiwan
“CIC”	China Insights Industry Consultancy Limited, a market research and consulting company, which is an independent third party
“CIC Report”	the independent industry report issued by CIC
“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”, “we” or “us”	Logory Logistics Technology Co., Ltd. (合肥維天運通信科技股份有限公司), a joint stock company with limited liability incorporated in the PRC on June 23, 2010, and, except where the context otherwise requires (as the case may be), includes its predecessor, Beijing Yihe Jiaxun Information Technology Co., Ltd.* (北京怡和佳訊信息技術有限責任公司), a company with limited liability incorporated in the PRC on September 26, 2002 and was deregistered on March 9, 2018, further details of which are set out in the section headed “Our History and Development—Corporate Development of Our Company—A. About Beijing Yihe Jiaxun”
“Concert Party Agreement”	the concert party agreement entered into by and between Mr. Feng and Mr. Du on July 30, 2021, further details of which are set out in the sections headed “Our History and Development—Concert Party Agreement”
“Controlling Shareholder(s)”	has the meaning ascribed to it in the Listing Rules and unless the context requires otherwise, refers to the controlling shareholders of our Company, namely Mr. Feng, Mr. Du and Shanghai Chuyan

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“Conversion of Domestic Shares into H Shares”	the conversion of an aggregate of [REDACTED] Domestic Shares (representing approximately [REDACTED] of the Domestic Shares in issue after the completion of the [REDACTED] and immediately prior to the completion of the [REDACTED]) into H Shares on a one-for-one basis upon the completion of the [REDACTED]
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Cybersecurity Review Measures”	Measures for Cybersecurity Review (《網絡安全審查辦法》), promulgated by the CAC on December 28, 2021
“Dalian Log”	Log Logistics (Dalian) Co., Ltd.* (路歌物流(大連)有限公司), a limited liability company established under the laws of the PRC on April 23, 2020 and a wholly-owned subsidiary of our Company
“Deed of Indemnity”	the deed of indemnity dated [●] and entered into by Mr. Feng and Mr. Du, in favor of our Company (for itself and as trustee for its subsidiaries), further information of which is set out in the paragraph headed “D. Other Information—2. Other indemnities” in Appendix VII to this document
“Director(s)”	the director(s) of our Company
“Domestic Shares”	ordinary shares in the registered share capital of our Company, with a nominal value of [REDACTED] each, which are subscribed for or credited as paid in Renminbi by domestic investors
“Draft Regulations”	Administration of Network Data Security (Draft for Comments) (《網絡數據安全管理條例(徵求意見稿)》), published by the CAC on November 14, 2021
“EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法) enacted by the 5th meeting of the 10th Standing Committee of the NPC on March 16, 2007, as amended, supplemented or otherwise modified from time to time

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“ERP System”	Enterprise Resources Planning system, a collection of integrated computer applications that share a central database, allowing real-time data sharing within an organization and is used to manage and support the daily operations (such as marketing, production, purchasing, accounting operations) and decision support functions of an organization
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“founder(s)”	the founder(s) of our Group, namely Mr. Feng and Mr. Du
“Fujian Huilian”	Fujian Huilian Logistics Technology Co., Ltd.* (福建慧連物流科技有限公司), a limited liability company established under the laws of the PRC on May 25, 2018 and a wholly-owned subsidiary of our Company
“Fujian Jinwang Express”	Fujian Jinwang Express Logistics Technology Co., Ltd.* (福建金網運通物流科技有限公司), a limited liability company established under the laws of the PRC on August 10, 2018 and a wholly-owned subsidiary of our Company
“Full-circulation Guidelines”	Guidelines on Application for Full-circulation of Domestic Unlisted Shares of H-share Listed Companies (《H股公司境內未上市股份申請“全流通”業務指引》) issued by the CSRC on November 14, 2019, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“Government Authority”	any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational
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[REDACTED]

DEFINITIONS

“Group”, “our Group”, “we”, “our” or “us” our Company and our subsidiaries 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)

“H Share(s)” overseas [REDACTED] shares in the share capital of our Company with a nominal value of [REDACTED] each, to be subscribed for and [REDACTED] in Hong Kong dollars and to be [REDACTED] on the Stock Exchange

[REDACTED]

“Hangzhou Junao” Hangzhou Junao Equity Investment Partnership (Limited Partnership) (杭州君澳股權投資合夥企業(有限合夥)), a limited liability partnership established under the laws of the PRC

“Hangzhou Junhan” Hangzhou Junhan Equity Investment Partnership (Limited Partnership) (杭州君瀚股權投資合夥企業(有限合夥)), a limited liability partnership established under the laws of the PRC

“Hangzhou Yunbo” Hangzhou Yunbo Investment Consultancy Co., Ltd. (杭州雲鉞投資諮詢有限公司), a limited liability company established under the laws of the PRC, the executive partner and general partner of Hangzhou Junhan and Hangzhou Junao

“Hefei” Hefei City, being the capital of Anhui Province, the PRC

“Hefei Huika” Hefei Huika Automobile Service Co., Ltd.* (合肥惠卡汽車服務有限公司), a limited liability company established under the laws of the PRC on April 23, 2018 and a wholly-owned subsidiary of our Company

“HK\$” or “Hong Kong dollars” or “HK dollars” or “cents” Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“Huainan Log”

Huainan Log Logistics Co., Ltd.* (淮南路歌物流運輸有限公司), a limited liability company established under the laws of the PRC on March 2, 2022 and a wholly-owned subsidiary of our Company

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“Hubei Log”	Hubei Log Logistics Co., Ltd.* (湖北路歌物流有限公司), a limited liability company established under the laws of the PRC on November 3, 2014 and a wholly-owned subsidiary of our Company
“IFRS”	International Financial Reporting Standards, amendments and the related interpretations issued by the International Accounting Standards Board
“independent third party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are third party(ies) independent of our Company and our connected persons as defined under the Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“Kayou Zone Logistics”	Kayou Zone Logistics Technology Co., Ltd.* (卡友地帶物流科技有限公司) (formerly known as Hefei Tongsheng Logistics Management Co., Ltd.* (合肥通升物流管理有限公司)), a limited liability company established under the laws of the PRC on July 3, 2017 and a wholly-owned subsidiary of our Company
“Latest Practicable Date”	[December 20, 2022], being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document
“Lianjiang Data”	Lianjiang Data Communication Information Service Co., Ltd.* (連江數通信息服務有限公司), a limited liability company established under the laws of the PRC on March 21, 2019 and a wholly-owned subsidiary of our Company

[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
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“Log Energy”	Log Energy Technology (Tianjin) Co., Ltd.* (路歌能源科技(天津)有限公司), a limited liability company established under the laws of the PRC on April 25, 2021 and a wholly-owned subsidiary of our Company
“Log Information”	Log Information Technology Co., Ltd.* (路歌信息科技有限公司), a limited liability company established under the laws of the PRC on April 23, 2020 and a wholly-owned subsidiary of our Company
“Log Logistics”	Log Logistics Co., Ltd.* (路歌物流有限公司), a limited liability company established under the laws of the PRC on April 7, 2020 and a wholly-owned subsidiary of our Company
“Ma’anshan Cloud Net”	Ma’anshan Cloud Net Logistics Technology Co., Ltd.* (馬鞍山雲網物流科技有限公司), a limited liability company established under the laws of the PRC on January 11, 2019 and a wholly-owned subsidiary of our Company
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock market (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
“Mandatory Provisions”	the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款), for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas, promulgated by the former State Council Securities Committee (國務院證券委員會) and the former State Commission for Restructuring the Economic Systems (國家經濟體制改革委員會) on August 27, 1994, as amended, supplemented or otherwise modified from time to time
“member of the Group”	the Company and/or any subsidiary of the Company
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)

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“MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Chen”	Mr. Chen Letian (陳樂天), one of our Company’s promoters
“Mr. Du”	Mr. Du Bing (杜兵), an executive Director, the chief executive officer, the general manager and a Controlling Shareholder
“Mr. Feng”	Mr. Feng Lei (馮雷), an executive Director, the chairman of the Board and a Controlling Shareholder
“Mr. Wang”	Mr. Wang Tiejun (王鐵軍), a promoter and an existing Shareholder of our Company
“NASDAQ”	the NASDAQ Stock Market in the United States

[REDACTED]

DEFINITIONS

[REDACTED]

“PBOC”	People’s Bank of China (中國人民銀行)
“People’s Congress”	the PRC’s legislative apparatus, including the National People’s Congress and all the local people’s congress (including provincial, municipal and other regional or local people’s congresses) as the context requires, or any of them
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended and adopted by the Standing Committee of the Tenth National People’s Congress on October 27, 2005 and effective on January 1, 2006 as amended, supplemented or otherwise modified from time to time, which was last amended and took effect on October 26, 2018
“PRC Government” or “State”	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 Advisers”	Jingtian & Gongcheng, the legal advisers to our Company as to the laws of the PRC
“[REDACTED] Investor(s)”	the investor(s) set out in the section headed “Our History and Development—[REDACTED] Investments” in this document

DEFINITIONS

[REDACTED]

“Promoters” the promoters of the Company, whose names are set out in “Statutory and General Information—D. Other Information—7. Promoters” in Appendix VII to this document

[REDACTED]

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

“Revised Draft” Measures for Cybersecurity Review (Revised Draft for Comments) (《網絡安全審查辦法(修訂草案徵求意見)》), published by the CAC on July 10, 2021

“RMB” or “Renminbi” Renminbi, the lawful currency of the PRC

“SAFE” State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable

“SAIC” State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), which was merged into the State Administration for Market Regulation (國家市場監督管理總局)

“SAMR” the State Administration for Market Regulation (國家市場監督管理總局)

“SAT” State Administration of Taxation of the People’s Republic of China (中華人民共和國國家稅務總局)

DEFINITIONS

“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” 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
“Shanghai Chuyan”	Shanghai Chuyan Enterprise Management Partnership (Limited Partnership)* (上海褚岩企業管理合夥企業(有限合夥)), a limited partnership formed under the laws of the PRC on December 16, 2020 and is a Controlling Shareholder. As of the Latest Practicable Date, Shanghai Chuyan was owned as to 52% by Mr. Feng and 48% by Mr. Du
“Shanghai Qingge”	Shanghai Qingge Enterprise Management Partnership (Limited Partnership)* (上海青歌企業管理合夥企業(有限合夥)), a limited partnership formed under the laws of the PRC on December 15, 2020, and an employee shareholding platform of our Company
“Shanghai Yunxin”	Shanghai Yunxin Venture Capital Company Limited* (上海雲鑫創業投資有限公司), a limited liability company established under the laws of the PRC on February 11, 2014 and is one of the [REDACTED] Investors. As of the Latest Practicable Date, Shanghai Yunxin was directly wholly owned by Ant Group Co., Ltd. (螞蟻科技集團股份有限公司)
“Shareholder(s)”	holder(s) of Shares
“Shares”	ordinary shares of our Company with a nominal value of [REDACTED] each including our Domestic Shares and H Shares

[REDACTED]

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“Sichuan Quanwang Express” Sichuan Quanwang Express Logistics Technology Co., Ltd.* (四川全網運通物流科技有限公司), a limited liability company established under the laws of the PRC on July 12, 2018, and a wholly-owned subsidiary of our Company

“Sole Sponsor” Haitong International Capital Limited

“Special Regulations” the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》), promulgated by the State Council on August 4, 1994

[REDACTED]

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

“Stock Exchange” The Stock Exchange of Hong Kong Limited

“subsidiary(ies)” has the meaning ascribed thereto in section 15 of the Companies Ordinance

“substantial shareholder(s)” has the meaning ascribed thereto in the Listing Rules

“Tianjin Mingtong” Tianjin Mingtong Enterprise Management Partnership (Limited Partnership)* (天津明通企業管理合夥企業(有限合夥)), a limited partnership formed under the laws of the PRC on November 6, 2020, and an employee shareholding platform of our Company

“Tianjin Mingwei” Tianjin Mingwei Enterprise Management Partnership (Limited Partnership)* (天津明維企業管理合夥企業(有限合夥)), a limited partnership formed under the laws of the PRC on October 30, 2020, and an employee shareholding platform of our Company

“Tianjin Mingyin” Tianjin Mingyin Enterprise Management Partnership (Limited Partnership)* (天津明印企業管理合夥企業(有限合夥)), a limited partnership formed under the laws of the PRC on December 13, 2018, and an employee shareholding platform of our Company

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“Tianjin Mingyun”	Tianjin Mingyun Enterprise Management Partnership (Limited Partnership)* (天津明運企業管理合夥企業(有限合夥)), a limited partnership formed under the laws of the PRC on November 6, 2020, and an employee shareholding platform of our Company
“Track Record Period”	the three years ended December 31, 2019, 2020 and 2021 and the nine months ended September 30, 2022

[REDACTED]

“U.S.” or “United States”	the United States of America
“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 supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“VAT”	value-added tax; all amounts are exclusive of VAT in this document except where indicated otherwise
“%”	per cent.

In this document, the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “connected transaction(s)”, “core connected person(s)”, “controlling shareholder(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires. The English translation of company names in Chinese or another language which are marked with “” and the Chinese translation of company names in English which are marked with “*” is for identification purpose only.*