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## DEFINITIONS

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

“Accountants’ Report”	the accountants’ report set out in Appendix I to this document
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
	<b>[REDACTED]</b>
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company, conditionally adopted on 18 September 2023 which will become effective upon the <b>[REDACTED]</b> , a summary of which is contained in Appendix III to this document, as amended, supplemented or modified from time to time
“Board” or “Board of Directors”	the board of directors of our Company
“business day(s)”	any day(s) (excluding Saturday(s), Sunday(s) or public holiday(s) in Hong Kong) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“BVI”	British Virgin Islands
“Canwest Profits”	Canwest Profits Limited, a BVI business company incorporated in the BVI with limited liability on 3 January 2017, which is wholly-owned by Mr. Ye

**[REDACTED]**

## DEFINITIONS

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[REDACTED]

"Cayman Companies Act" or  
"Companies Act"

the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or modified from time to time

[REDACTED]

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## DEFINITIONS

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[REDACTED]

“CG Code”	the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules
“Chairman”	chairman of our Board
“Circular 37”	the Circular of the SAFE on Issues Concerning Foreign Exchange Administration Over the Overseas Investment and Financing and Round-Trip Investment by Domestic Residents via Special Purpose Vehicles (國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知) promulgated by the SAFE on 4 July 2014 and effective from the same date
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or modified from time to time
“Companies (WUMP) Ordinance”	Companies (Winding-Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or modified from time to time
“Company”, “the Company” or “our Company”	Maiyue Technology Limited (邁越科技股份有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 21 March 2019 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 7 July 2021
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of our Company for the purposes of this document, means the controlling shareholders of our Company, namely, Mr. Li, Mr. Wang, Ms. Deng, Mr. Zhang and Deep Blue Ocean

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“CSRC”	China Securities Regulatory Commission
“Digital Guangxi Tripartite Agreements”	tripartite agreements entered into among (i) our Group; (ii) Digital Guangxi; and (iii) respective suppliers, details of which are set out in “Business — Customers — Tripartite agreements — Digital Guangxi Tripartite Agreements”
“Deed of Indemnity”	the deed of indemnity dated 18 September 2023 entered into by our Controlling Shareholders in favour of our Company to provide certain indemnities, further details are set out in “Statutory and General Information — E. Other Information — 3. Tax and other Indemnities” in Appendix IV to this document
“Deed of Non-competition”	the deed of non-competition undertaking dated 18 September 2023 entered into by our Controlling Shareholders in favour of our Company, further details are set out in “Relationship with our Controlling Shareholders”
“Deep Blue Ocean”	Deep Blue Ocean Electronics Technology Limited (深藍海電子科技股份有限公司), a BVI business company incorporated in the BVI with limited liability on 22 August 2018, which is owned as to 52%, 25%, 15% and 8% by Mr. Li, Mr. Wang, Ms. Deng and Mr. Zhang, respectively, and is one of our Controlling Shareholders
“Digital Guangxi”	Digital Guangxi Group Co. Ltd. (數字廣西集團有限公司), a state-owned company established in 2018 in the PRC, which principally engages in network technology development, and will be our connected person (as defined under the Listing Rules) upon [REDACTED]
“Director(s)” or “our Directors”	the director(s) of our Company
“EIT”	Enterprise Income Tax
“EIT Law”	Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法) and the Regulations for the Implementation of the Law on Enterprise Income Tax (中華人民共和國企業所得稅法實施條例), as amended, supplemented or modified from time to time

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[REDACTED]

“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the Hong Kong Government
“Fangchenggang City Investment Digital”	Fangchenggang City Investment Digital Technology Limited (防城港城投數字科技有限公司), a limited liability company established in the PRC on 25 November 2020, which is held as to 65% and 35% by Nanning Maiyue and Fangchenggang City Investment Development Group Limited (防城港市城市投資發展集團有限公司), respectively
“Frost & Sullivan”	Frost & Sullivan Limited, an industry research consultant and an independent third party
“F&S Report”	the industry report issued by Frost & Sullivan, details of which are set out in “Industry Overview”

[REDACTED]

“Group”, “our Group”, “our”, “we” or “us”	our Company and its subsidiaries or any of them at the relevant time, or where the context otherwise 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
“Guangxi Huahe”	Guangxi Huahe Digital Technology Company Limited (廣西華合數碼科技有限公司), a limited liability company established in the PRC on 21 August 2019 and a wholly-owned subsidiary of our Company
“Guangxi Qianyue”	Guangxi Qianyue Information Technology Company Limited (廣西千越信息科技有限公司), a limited liability company established in the PRC on 7 April 2022 held as to 19% and 81% by Nanning Maiyue and Guangxi Qianlong Education Technology Co., Ltd. (廣西千龍教育科技有限責任公司), an independent third party, respectively

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“Guangxi Silunjie”	Guangxi Silunjie Information Technology Company Limited (廣西思倫捷信息科技有限公司), a limited liability company established in the PRC on 25 October 2017 and a wholly-owned subsidiary of our Company
“Guangxi Yuchang”	Guangxi Nanning Yuchang Kejiao Equipment Company Limited (廣西南寧市宇常科教設備有限公司), a limited liability company established in the PRC on 15 November 2010 and a wholly-owned subsidiary of our Company
“Hanyu Information”	Hanyu Information Technology Limited (瀚宇信息科技股份有限公司), a BVI business company incorporated in the BVI with limited liability on 4 February 2019 and a wholly-owned subsidiary of our Company

[REDACTED]

“HKFRS”	Hong Kong Financial Reporting Standards issued by HKICPA
“HKICPA”	the Hong Kong Institute of Certified Public Accountants

[REDACTED]

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Chenyang”	Hong Kong Chenyang Information Technology Limited (香港晨陽信息科技股份有限公司), a limited liability company incorporated in Hong Kong on 24 April 2019 and a wholly-owned subsidiary of our Company

## DEFINITIONS

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“Hong Kong dollars” and “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Government”	the government of Hong Kong

[REDACTED]

“independent third party(ies)”	individual(s) or company(ies) who or which is/are not connected with (within the meaning of the Listing Rules) any directors, chief executives and substantial shareholders of our Company or any of its subsidiaries and any of their respective associates
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## DEFINITIONS

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[REDACTED]



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“Latest Practicable Date” 18 September 2023, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document

[REDACTED]

“Listing Committee” the listing committee of the Stock Exchange

[REDACTED]

“Listing Rules” the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or modified from time to time

“Main Board” the stock market (excluding the options market) operated by the Stock Exchange, independent from and operated in parallel with GEM

“Marshall Islands” the Republic of the Marshall Islands

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## DEFINITIONS

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“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company conditionally adopted on 18 September 2023 which will become effective upon the [REDACTED], a summary of which is contained in Appendix III to this document, as amended, supplemented or modified from time to time
“MIIT”	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“Million Oak”	Million Oak Limited, a limited liability company incorporated in the Marshall Islands on 10 August 2018, which is wholly-owned by Mr. Chan
“MOE”	the Ministry of Education of the PRC (中華人民共和國教育部)
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Chan”	Mr. Chan Eong Liat Jason, one of our [REDACTED], further details of which are described in “History, Reorganisation and Corporate Structure — [REDACTED] Investments”
“Mr. Chua”	Mr. Chua Kim Leng, one of our [REDACTED] [REDACTED], further details of which are described in “History, Reorganisation and Corporate Structure — [REDACTED] Investments”
“Mr. Hui”	Mr. Hui Chi Chung Nevin (許智聰), our executive Director
“Mr. Li”	Mr. Li Changqing (李常青), our executive Director, chief executive officer, Chairman and one of our Controlling Shareholders
“Mr. Wang”	Mr. Wang Yufei (王宇飛), our executive Director, deputy general manager and one of our Controlling Shareholders

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## DEFINITIONS

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“Mr. Ye”	Mr. Ye Shanmin (葉善敏), one of our [REDACTED] and our former Director who resigned on 15 March 2022, further details of which are described in “History, Reorganisation and Corporate Structure — [REDACTED] Investments”
“Mr. Zhang”	Mr. Zhang Guangbai (張光柏), our executive Director, director of technology and one of our Controlling Shareholders
“Ms. Deng”	Ms. Deng Caidie (鄧彩蝶), our executive Director, deputy general manager and one of our Controlling Shareholders
“Nanning Maiyue”	Nanning Maiyue Software Company Limited (南寧市邁越軟件有限責任公司), a limited liability company established in the PRC on 13 March 2003 and a wholly-owned subsidiary of our Company
“NDRC”	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)

[REDACTED]

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## DEFINITIONS

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[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行)
“PRC” or “China”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Government” or “State”	the government of the PRC including all political subdivisions (including provincial, municipal and other regional or local government entities) and their instrumentalities thereof or where the context requires, any of them
“PRC Legal Advisers”	Zhong Lun Law Firm, the legal advisers of our Company as to the laws of the PRC

[REDACTED]

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## DEFINITIONS

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[REDACTED]

“Quam Capital Limited”	Quam Capital Limited (formerly known as China Tonghai Capital Limited), a licensed corporation under the SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities
“Quam Securities Limited”	Quam Securities Limited (formerly known as China Tonghai Securities Limited), a licensed corporation under the SFO to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation of our Group in preparation for the [REDACTED], details of which are set out in “History, Reorganisation and Corporate Structure — Reorganisation”
“RMB”	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)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or modified from time to time
“Share(s)”	ordinary share(s) in the share capital of our Company, with a nominal value of HK\$0.01 each

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“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 18 September 2023, a summary of principal terms of which is set out in “Statutory and General Information — D. Share Option Scheme” in Appendix IV to this document
“Shareholder(s)”	holder(s) of the Share(s)
“Shuguang Maiyue”	Guangxi Shuguang Maiyue Technology Company Limited (廣西數廣邁越科技有限公司), a limited liability company established in the PRC on 10 October 2019, and a subsidiary of our Company which is held as to 51% and 49% by Guangxi Silunjie and Digital Guangxi, respectively since 21 April 2021
	[REDACTED]
“Sole Sponsor”	Quam Capital Limited
	[REDACTED]
“State Council”	State Council of the People’s Republic of China (中華人民共和國國務院)
	[REDACTED]
“Stock Exchange” or “HKEx” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or modified from time to time
“Track Record Period”	the financial years ended 31 December 2020, 2021 and 2022 and the four months ended 30 April 2023
“US\$” or “USD”	United States dollar, the lawful currency of the United States

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## DEFINITIONS

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“U.S.” or “United States” the United States of America, its territories and possessions, any state of the United States and the District of Columbia

[REDACTED]

“VAT” value-added tax

“Wanjia Hongxin” Wanjia Hongxin International Limited (萬嘉宏信國際有限公司), a limited liability company incorporated in Hong Kong on 8 August 2019 and a wholly-owned subsidiary of our Company

“%” per cent

*In this document, unless the context otherwise requires, the terms “associate”, “close associate”, “connected person”, “connected transaction”, “controlling shareholder”, “core connected person”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules.*

*For ease of reference, the names of Chinese laws and regulations, government authorities, institutions, natural persons or other entities (including certain of our subsidiaries) 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.*