

## DEFINITIONS

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

“2020 Incentive Scheme”	our share incentive scheme adopted in 2020, the details of which are set out in “History and Development — 2020 Incentive Scheme and Pre-[REDACTED] Incentive Scheme”
“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	Accounting and Financial Reporting Council of Hong Kong
“Ant Group”	Ant Group Co., Ltd. (螞蟻科技集團股份有限公司)
“Articles” or “Articles of Association”	the Articles of Association of our Company (as amended from time to time), adopted on April 3, 2023, which will become effective upon the [REDACTED], a summary of which is set out in Appendix V
“Beijing Beiguo”	Beijing Beiguo Youbang Electronics Co., Ltd. (北京北國友邦科貿有限公司), a limited liability company established in the PRC on September 28, 2012, a wholly-owned subsidiary of our Company
“Beijing Taihe”	Beijing Taihe Ruitong Cloud Business Technology Co., Ltd. (北京泰和瑞通雲商科技有限公司), a limited liability company established in the PRC on January 16, 2014, a wholly-owned subsidiary of our Company
“Beijing Youbaokesi”	Beijing Youbaokesi Trading Co., Ltd. (北京友寶科斯科貿有限公司), a limited liability company established in the PRC on January 20, 2011 and became a member of our Group by virtue of contractual arrangement in May 2012, which is no longer a member of our Group since June 2021
“Board”	the board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business to the public

## DEFINITIONS

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“BVI”	the British Virgin Islands
“CAC”	the Cyber Space Administration of China (中華人民共和國國家互聯網信息辦公室)

[REDACTED]

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## DEFINITIONS

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“China”, “PRC” or “State”	the People’s Republic of China
“Chunhua Rongshun”	Chunhua Rongshun (Tianjin) Equity Investment Fund (L.P.) (春華榮順(天津)股權投資基金(合夥企業)), a limited partnership established in the PRC on June 21, 2017 and one of our Pre-[REDACTED] Investors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or 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 or supplemented or otherwise modified from time to time
“Company”, “our Company”	Beijing UBOX Online Technology Corp. 北京友寶在線科技股份有限公司, a limited liability company incorporated in the PRC on March 1, 2012 and converted into a joint stock company with limited liability on September 10, 2015
“Conversion of Domestic Shares into H Shares”	the conversion of [REDACTED] Domestic Shares into H Shares on a [REDACTED] basis upon the completion of [REDACTED]. Such conversion of Domestic Shares into H Shares has been filed with the CSRC with the notification issued by the CSRC on completion of the filing procedures published on July 3, 2023 and an application for H Shares to be [REDACTED] on the Hong Kong Stock Exchange has been made to the Listing Committee
“CSDC”	China Securities Depository and Clearing Corporation Limited
“CSDC (Hong Kong)”	China Securities Depository and Clearing (Hong Kong) Company Limited
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of AIC”	the deed of acting in concert dated July 18, 2019 entered into between Mr. Wang and Mr. Chen, the details of which are set out in “History and Development” in this document

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## DEFINITIONS

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“Director(s)”	the director(s) of our Company
“document”	this document being issued in connection with the [REDACTED]
“Domestic Shares”	ordinary Shares in the share capital of our Company with a nominal value of [REDACTED] each, which are not listed in any stock exchange
“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》)
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“Founders”	the founders of our Group, namely Mr. Wang (the Chairman of our Board, chief executive officer, an executive Director), Mr. Shen, Ms. Wu Songfeng (吳松鋒), Mr. Lin Rong (林榮), Mr. Li Minghao (李明浩), Mr. Huang Cinan (黃次南) and Ms. An Yufang (安煜芳) (a non-executive Director)
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an industry consultant
“Frost & Sullivan Report”	the market research report on e-commerce market prepared by Frost & Sullivan and commissioned by us

[REDACTED]

“Gongqingcheng Changyou”	Gongqingcheng Changyou Cultural Tourism Industry Investment Partnership (L.P.) (共青城暢遊文旅產業投資合夥企業(有限合夥)), a limited partnership established in the PRC on December 20, 2019 and one of our Pre-[REDACTED] Investors
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[REDACTED]

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## DEFINITIONS

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“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)
“Guangzhou Weiji”	Guangzhou Weiji Trading Co., Ltd. (廣州偉吉貿易有限公司), a limited liability company established in the PRC on January 20, 2012, a wholly-owned subsidiary of our Company
“Guoxin Energy Fund”	Guoxin Hongsheng (Zhuhai) Energy Industry Fund (L.P.) (國信弘盛(珠海)能源產業基金(有限合夥)), a limited partnership established in the PRC on November 15, 2016 and one of our Pre-[REDACTED] Investors
“H Share(s)”	overseas listed foreign Shares in the share capital of our Company with a nominal value of [REDACTED] each, which are to be traded in HK dollars and are to be [REDACTED] on the Hong Kong Stock Exchange
	[REDACTED]
“HK\$”, “Hong Kong dollars”, “HK dollars” or “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

## DEFINITIONS

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“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 or supplemented from time to time

[REDACTED]

“Hong Kong Stock Exchange” or the “Stock Exchange” The Stock Exchange of Hong Kong Limited

[REDACTED]

“Independent Third Party(ies)” person(s) or company(ies), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not our connected persons

## DEFINITIONS

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[REDACTED]

“Joint Sponsors” or  
“[REDACTED]”

Goldman Sachs (Asia) L.L.C., China Securities  
(International) Corporate Finance Company Limited and  
Huatai Financial Holdings (Hong Kong) Limited

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## DEFINITIONS

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“Latest Practicable Date”	August 11, 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 Hong Kong Stock Exchange
	[REDACTED]
“Main Board”	the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with GEM of the Hong Kong Stock Exchange
“mainland China”	the People’s Republic of China excluding Hong Kong, Macau Special Administrative Region and Taiwan region
“Mr. Chen”	Mr. Chen Kunrong (陳昆嶸), an executive Director, our president and one of the members of the Single Largest Group of Shareholders by virtue of the Deed of AIC
“Mr. Shen”	Mr. Shen Guojun (沈國軍), one of our Founders
“Mr. Wang”	Mr. Wang Bin (王濱), the Chairman of our Board, chief executive officer, an executive Director, our principal Founder and one of the members of the Single Largest Group of Shareholders by virtue of the Deed of AIC
“Mr. Xiao Lin”	Mr. Xiao Lin (筱璘), one of our Pre-[REDACTED] investors
“Mr. Xu Ge”	Mr. Xu Ge (許戈), one of our Pre-[REDACTED] Investors
“NEEQ”	the National Equities Exchange and Quotation (中國中小企業股份轉讓系統), a PRC over-the-counter system for trading shares for public companies



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[REDACTED]

“PRC Company Law”	the Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“PRC Government”	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 Law”	the laws and regulations of the PRC, without reference to the laws and regulations of Hong Kong and Macao Special Administrative Region and the relevant regulations of Taiwan region
“PRC Legal Advisor”	Han Kun Law Offices, legal advisor to our Company as to PRC Law

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“Pre-[REDACTED] Incentive Scheme”	our share incentive scheme adopted on May 31, 2021, the details of which are set out in “Statutory and General Information — D. Share Incentive Scheme — 1. Pre-[REDACTED] Incentive Scheme” in Appendix VI
“Pre-[REDACTED] Investment(s)”	the pre-[REDACTED] investment(s) undertaken by the Pre-[REDACTED] Investors, details of which are set out in “History and Development — Pre-[REDACTED] Investments”
“Pre-[REDACTED] Investor(s)”	holder(s) of Shares pursuant to the Pre-[REDACTED] Investments, the details of which are set out in “History and Development — Pre-[REDACTED] Investments”
“Previous Deed of AIC”	a deed of acting-in-concert dated July 20, 2015 entered into between Mr. Wang and Mr. Chen, the details of which are set out in “History and Development” in this document

[REDACTED]

“QIB”	a qualified institutional buyer as defined in Rule 144A
“Qingdao Haier”	Qingdao Haier Venture Capital Co., Ltd. (青島海爾創業投資有限責任公司), a limited liability company established in the PRC on April 16, 2010 and one of our Pre-[REDACTED] Investors

[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
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“Restructuring Framework Agreement”	a restructuring framework agreement dated May 18, 2015 entered into between, among others, UBOX International Holdings Co Limited, UBOX (Hong Kong) Company Limited, Mr. Wang, Mr. Shen, Mr. Lin, Mr. Yu Long (喻龍), Mr. Li Minghao (李明浩), Mr. Huang Cinan (黃次南), Mr. Xu Ge, Ms. Yi Jiaping (衣嘉平), Huazhu Investment (Shanghai) Co., Ltd. (華住投資(上海)有限公司), Hainan Changyang Venture Capital Co., Ltd. (海南長陽創業投資有限公司), Horgos Fengmao Equity Investment Management Partnership (L.P.) (霍爾果斯鋒茂股權投資管理合夥企業(有限合夥)), Nanjing Hanergy Venture Capital Center (L.P.) (南京漢能創業投資中心(有限合夥)), Chongqing Hanergy Venture Capital Center (L.P.) (重慶漢能科技創業投資中心(有限合夥)), Beijing Hanergy Zhonghong Investment Center (L.P.) (北京漢能中宏投資中心(有限合夥)), Jiaxing Yingfei Investment Center (L.P.) (嘉興英飛投資中心(有限合夥)), Mr. Chen, Mr. Wen Ruifeng (溫瑞峰) and Mr. Zhou Jianghua (周江華), the details of which are set out in “History and Development — Evolution of Our Group — 2. Establishment and unwinding of our offshore structure”
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A of the U.S. Securities Act
“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” or “Securities and Future Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“SGD”	Singaporean dollars, being the lawful currency of Singapore

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“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shanghai Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shanghai
“Shanghai Huilin”	Shanghai Huilin Trading Co., Ltd. (上海匯臨貿易有限公司), a limited liability company established in the PRC on February 28, 2013, a wholly-owned subsidiary of our Company
“Shanghai Yunxin”	Shanghai Yunxin Venture Capital Co., Ltd. (上海雲鑫創業投資有限公司), a limited liability company established in the PRC on February 11, 2014 and one of our Pre-[REDACTED] Investors
“Shareholder(s)”	holder(s) of Share(s)
“Share(s)”	ordinary share(s) in the capital of our Company with nominal value of [REDACTED] each, comprising Domestic Shares and H Shares
“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shenzhen Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shenzhen
“Shenzhen Youbaokesi”	Shenzhen Youbaokesi Technology Co., Ltd. (深圳友寶科斯科技有限公司), a company established in the PRC on July 22, 2014, and a wholly-owned subsidiary of our Company
“Shenzhen Youhui”	Shenzhen Youhui Investment Center (Limited Partnership) (深圳友匯投資中心(有限合夥)), a limited partnership established in the PRC on June 29, 2016, an employee incentive platform of our Company
“Shenzhen Youka”	Shenzhen Youka Technology Co., Ltd. (深圳市友咖科技有限公司), a limited liability company established in the PRC on February 15, 2017, a subsidiary of our Company

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“Shenzhen Yousuan” Shenzhen Yousuan Technology Co., Ltd. (深圳友算科技有限公司), a limited liability company established in the PRC on June 13, 2016, and a wholly-owned subsidiary of our Company

“Shenzhen Youye” Shenzhen Youye Technology Co., Ltd. (深圳友椰科技有限公司), a limited liability company established in the PRC on June 8, 2017, a subsidiary of our Company

“Single Largest Group of Shareholders” Mr. Wang and Mr. Chen. See the section headed “Relationship with Our Single Largest Group of Shareholders” in this document

[REDACTED]

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

“SZSE” Shenzhen Stock Exchange

“Takeovers Code” the Codes on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time

“Tianjin Youbao” Tianjin Youbao Trading Co., Ltd. (天津友寶商貿有限公司), a limited liability company established in the PRC on August 2, 2012, a subsidiary of our Company

“Track Record Period” the period comprising the financial years ended December 31, 2019, 2020, 2021, 2022 and the six months ended June 30, 2023

[REDACTED]

“U.S.” or “United States” the United States of America, its territories, its possessions and all areas subject to its jurisdiction

“US\$”, “USD” or “U.S. dollars” United State dollars, the lawful currency for the time being of the United States

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“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
“Xiamen Technology”	Xiamen Qianyan Technology Development Co., Ltd. (廈門市前沿科技開發有限公司), a limited liability company established in the PRC on April 10, 1998, an indirect wholly-owned subsidiary of our Company
“Youbao Anglai”	Beijing Youbao Anglai Technology Co., Ltd. (北京友寶昂萊科技有限公司), a limited liability company established in the PRC on September 26, 2012, a wholly-owned subsidiary of our Company

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

*If there is any inconsistency between the Chinese names of the laws and regulations, governmental authorities, institutions, natural persons, entities or enterprises established in the PRC mentioned in this document and their English translations, the Chinese names shall prevail. The English translations of such Chinese names are provided for identification purposes only.*