

## DEFINITIONS AND ACRONYMS

*In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this document.*

“Accountants’ Report”	the accountants’ report of our Company for the Track Record Period, 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”	the Accounting and Financial Reporting Council of Hong Kong
“Articles of Association” or “Articles”	the third amended and restated articles of association of our Company, conditionally adopted on [●], 2023 and will come into effect upon [REDACTED], a summary of which is set out in Appendix III to this document, as amended, supplemented or otherwise modified from time to time
“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 (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAC”	the Cyberspace Administration of China (中國國家互聯網信息辦公室)
“CADA”	China Automobile Dealers Association (中國汽車流通協會)
“CAGR”	compounded annual growth rate

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“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap 22 (As Revised) of the Cayman Islands
“CBIRC”	the China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)
“CFLP”	China Federation of Logistics & Purchasing (中國物流與採購聯合會)
“Changjiu HK”	Hong Kong Changjiu Digital Technology Limited (香港長久數字科技有限公司), a limited company incorporated in Hong Kong on July 15, 2021 and an indirect wholly-owned subsidiary of our Company
“Changjiu Group”	Changjiu Industrial and its subsidiaries, excluding our Group
“Changjiu Industrial”	Jilin Changjiu Industrial Group Co., Ltd. (吉林省長久實業集團有限公司), a limited liability company established in the PRC on March 30, 1999 and owned as to approximately 82.46% by Mr. Bo and approximately 17.54% by Ms. Li
“Changjiu Jinfu”	Changjiu Jinfu Enterprise Management Consultation (Shenzhen) Co., Ltd. (長久金孚企業管理諮詢(深圳)有限公司), a limited liability company established in the PRC on September 9, 2016 and an indirect wholly-owned subsidiary of our Company
“China” or “PRC”	the People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires otherwise, references in this document to “China” and the “PRC” do not apply to Hong Kong, the Macao Special Administrative Region or Taiwan
“CIC” or “Industry Consultant”	China Insights Industry Consultancy Limited, an Independent Third Party, and a market research firm engaged by our Company to prepare an industry report, the details of which are set out in “Industry Overview”
“CIC Report”	an independent market research report commissioned by our Company and prepared by CIC for the purpose of this document

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“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Code” or “Corporate Governance Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules
“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”	Changjiu Holdings Limited (長久股份有限公司), an exempted company incorporated in the Cayman Islands with limited liability on June 16, 2021
“connected person(s)”	has the meaning ascribed thereto 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. Bo, Ms. Li, Advance Limited, Advan Limited, Creation Limited, CreateCube Limited, Bright Limited and Brightio Limited
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“COVID-19”	an infectious disease caused by the severe acute respiratory syndrome coronavirus 2, first reported in December 2019
“CPCA”	China Passenger Car Association (中國乘用車市場信息聯席會)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)

[REDACTED]

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“Deed of Non-competition”	a deed of non-competition undertaking dated [●], 2023 entered into by our Controlling Shareholders in favor of our Company (for itself and as trustee for each of our subsidiaries), particulars of which are summarized in “Relationship with Our Controlling Shareholders”
“Director(s)”	the director(s) of our Company
“EIT”	enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), as enacted by the NPC on March 16, 2007, effective on January 1, 2008, and latest amended on December 29, 2018, as amended, supplemented or otherwise modified from time to time
“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below

[REDACTED]

“Group” “our Group”, “we”, “our” or “us”	our Company, its subsidiaries, where the context so requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
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[REDACTED]

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

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[REDACTED]

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

[REDACTED]

“IASB”      International Accounting Standards Board

“IFRS(s)”      International Financial Reporting Standards, and related amendments and interpretations issued by the IASB

“Independent Third Party(ies)”      individual(s) or company(ies) who or which, to the best of our Directors’ knowledge, information, and belief, having made all due and careful enquiries, is/are not a connected person(s) of our Company under the Listing Rules

[REDACTED]



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“M&A Rules”	the Regulations on Mergers and Acquisitions of Domestic Companies by Foreign Investors (《關於外國投資者併購境內企業的規定》), which were jointly promulgated by MOFCOM, the State-owned Assets Supervision and Administration Commission, the STA, the SAIC, the CSRC, and the SAFE on August 8, 2006, and came into effect on September 8, 2006 and subsequently amended on June 22, 2009, 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 Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the third amended and restated memorandum of association, conditionally adopted on [●], 2023 which will come into effect upon [REDACTED], a summary of which is set out in the Appendix III to this document, as amended, supplemented or otherwise 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)
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM” or “Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Bo”	Mr. Bo Shijiu (薄世久), the founder of our Group, our chief executive officer, an executive Director, the spouse of Ms. Li and one of our Controlling Shareholders
“Ms. Li”	Ms. Li Guiping (李桂屏), the founder of our Group, chairwoman of our Board, an executive Director, the spouse of Mr. Bo and one of our Controlling Shareholders
“NBS”	National Bureau of Statistics of China (中國國家統計局)
“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)



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“NPC” the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

“ODI” overseas direct investments

[REDACTED]

“PBOC” the People’s Bank of China (中國人民銀行), the central bank of the PRC

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“PRC Company Law”	Company Law of the PRC (中華人民共和國公司法) enacted by the Standing Committee of the Eighth National People’s Congress on December 29, 1993 and effective on July 1, 1994, and latest amended on October 26, 2018, as amended, supplemented or otherwise modified from time to time
“PRC Legal Advisors”	JunHe LLP, the legal advisors to our Company on PRC laws in connection with the [REDACTED]
“[REDACTED] Restricted Share Plan”	the [REDACTED] restricted share plan approved and adopted by our Company on March 7, 2023, the principal terms of which are summarized in “Appendix IV—Statutory and General Information—D. [REDACTED] Share Incentive Plans—1. [REDACTED] Restricted Share Plan”
“[REDACTED] Share Option Plan”	the [REDACTED] share option plan approved and adopted by our Company on March 7, 2023, the principal terms of which are summarized in “Appendix IV—Statutory and General Information—D. [REDACTED] Share Incentive Plans—2. [REDACTED] Share Option Plan”
“[REDACTED] Share Options”	the share options granted under the [REDACTED] Share Option Plan

[REDACTED]

“Province” or “province”	each being a province or, where the context requires, a provincial level autonomous region or municipality under the direct supervision of the PRC government
“Regulation S”	Regulation S under the U.S. Securities Act
“Renminbi” or “RMB”	the lawful currency of the PRC

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“Reorganization”	the reorganization of our Group in preparation of the [REDACTED], details of which are described in “History, Reorganization and Corporate Structure—Reorganization”
“Restricted Share SPV”	Yuanshenghe (Shanghai) Enterprise Management Partnership (Limited Partnership) (元聖禾(上海)企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on February 22, 2023, the limited partners of which are the participants of our [REDACTED] Restricted Share Plan
“Restricted Shares”	the restricted shares granted under the [REDACTED] Restricted Share Plan
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	State Administration for Industry and Commerce (國家工商行政管理總局)
“SAMR”	the State Administration for Market Regulation (國家市場監督管理總局)
“SCNPC”	the Standing Committee of the National People’s Congress of the PRC (全國人民代表大會常務委員會)
“Securities and Futures Commission” or “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 otherwise modified from time to time
“Shanghai Bozhong” or “WFOE”	Shanghai Bozhong Digital Technology Co., Ltd. (上海鉑中數字科技有限公司), a limited liability company established in the PRC on September 6, 2021 and an indirect wholly-owned subsidiary of our Company
“Share(s)”	ordinary share(s) with nominal value of US\$0.00000066667 each in the share capital of our Company
“Shareholder(s)”	holder(s) of our Share(s)

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“STA” the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)

[REDACTED]

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

[REDACTED]

“subsidiary(ies)” has the meaning ascribed to it under the Listing Rules

“substantial shareholder(s)” has the meaning ascribed to it under the Listing Rules

[REDACTED]

“Takeovers Code” the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC

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

“Ultimate Controlling Shareholder(s)” Mr. Bo and Ms. Li

[REDACTED]

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

“U.S. persons” U.S. persons as defined in Regulation S

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“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“VAT”	the PRC value-added tax
“WFOE”	wholly foreign-owned enterprise within the meaning prescribed under PRC laws

*Unless the content otherwise requires, references to “2020”, “2021” and “2022” in this document refer to our financial year ended December 31 of such year, respectively.*

*Certain amounts and percentage figures included in this document were subjected to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*

*The English translation of PRC entities, enterprises, nationals, facilities and regulations in Chinese or another language in this document is for identification purposes only. To the extent that there is any inconsistency between the Chinese names of PRC entities, enterprises, nationals, facilities and regulations and their English translations, the Chinese names shall prevail.*