
DEFINITIONS AND GLOSSARY

In this document, unless the context otherwise requires, the following terms and expressions have the meanings set forth below.

“2021 Warrant Plan”	the share warrant plan adopted by our Company in 2021 as detailed in the section headed “History and Corporate Structure” in this document
“Accountants’ Report”	the accountants’ report on our Group and Shenzhen EDA Group for the Track Record Period is set out in Appendices IA and IB to this document
“AFRC”	Accounting and Financial Reporting Council of Hong Kong
“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“API”	application programming interface, a software intermediary that allows two applications to connect to each other
“Articles” or “Articles of Association”	the articles of association of our Company adopted on [•] which will take effect from the [REDACTED], as amended, supplemented or otherwise modified from time to time, a summary of which is contained in Appendix III to this document
“AUD”	Australian dollars, the lawful currency of Australia
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“BMS”	billing management system, a modular system designed to support the preparation of quotations and management of trade receivables
“Board of Directors” or “Board”	our board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are open generally for normal banking business to the public

DEFINITIONS AND GLOSSARY

“B2C”	Business to Consumer
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
	[REDACTED]
“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961) of the Cayman Islands, as amended or supplemented from time to time
	[REDACTED]
“China” or “Mainland China” or “the PRC”	the People’s Republic of China, excluding for the purposes of this document only, Hong Kong, Macau and Taiwan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance of Hong Kong (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 of Hong Kong (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS AND GLOSSARY

“Company” or “our Company”	EDA Group Holdings Limited (previously named as EDA Cloud Technology Holdings Limited (易達雲科技控股有限公司)), an exempted company incorporated in the Cayman Islands on 17 September 2020 with limited liability
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules, and for the purpose of this document only, refer to EDA Shine International Limited, Skyline Investment International Limited, Edaurora Holdings Limited, Mr. Liu Yong and members of the Lesso Consortium
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Governance Code” or “CG Code”	the provisions set out under “Corporate Governance Code and Corporate Governance Report” in Appendix C1 to the Listing Rules
“COS”	customer service operating system, a modular system designed to support the processing of customer complaints, customer feedback and feedback analysis
“COVID-19”	coronavirus disease 2019
“CRM”	customer relationship management, a modular system designed to support customer management, business development opportunities and sales analysis
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of Indemnity”	the deed of indemnity entered into by our Controlling Shareholders as indemnifier in favor of our Company (for ourselves and as trustee for our subsidiaries), details of which are set out in “Statutory and General Information — H. Other information — 1. Tax and other indemnities” in Appendix IV to this document

DEFINITIONS AND GLOSSARY

“Deed of Non-competition”	the deed of non-competition entered into by our Controlling Shareholders in favor of our Company (for ourselves and as trustee for our subsidiaries), as further described under “Relationship with our Controlling Shareholders”
“Director(s)”	director(s) of our Company
“EDA AU”	EDA AU Pty Ltd, a company incorporated in Australia with limited liability on 3 December 2019 with Australian Company Number ACN 637 833 875 and our wholly-owned subsidiary
“EDA Cloud”	a cloud-based technology infrastructure housing supply management tools
“EDAHK”	EDA CLOUD Company Limited, a company incorporated in Hong Kong with limited liability on 22 October 2019 and our wholly-owned subsidiary
“EIT Law”	Enterprise Income Tax Law of the PRC* (中華人民共和國企業所得稅法), as amended or supplemented from time to time
“ERP”	enterprise resource planning, the integrated management of main business processes, often in real time and mediated by software and technology
“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
“FBA”	fulfillment by Amazon, a fulfillment method provided by Amazon to third-party e-commerce sellers based on Amazon’s self-operated logistics network, covering receiving, packing, shipping, customer service and returns for orders, to facilitate the delivery of products when Amazon’s customers make a purchase on Amazon

DEFINITIONS AND GLOSSARY

“FEU” “Forty-foot Equivalent Unit”, a standard of measurement used in container transport for describing the volume of trade and the capacity of container ships, and for other statistical purposes, as well as for freight quotations

[REDACTED]

“Firstrip” firstrip management system, a modular system designed to support logistics planning for the “first-mile” international freight arrangements

“FMS” financial management system, a modular system designed to support the preparation of accounts and formulation and review of other accounting policies

“FY2021” financial year ended December 31, 2021

“FY2022” financial year ended December 31, 2022

“FY2023” financial year ended December 31, 2023

“FY2024” financial year ending December 31, 2024

“FY2025” financial year ending December 31, 2025

“GDP” gross domestic product

“GFA” gross floor area

“Global Logistics” Global Logistics Services Limited, a company incorporated in Hong Kong with limited liability on 29 September 2020 and our wholly-owned subsidiary

[REDACTED]

“GMV” gross merchandise value

DEFINITIONS AND GLOSSARY

“Greater Bay Area” Guangdong-HongKong-Macau Greater Bay Area, a geographical region of the PRC comprising Guangzhou, Shenzhen, Zhuhai, Foshan, Huizhou, Dongguan, Zhongshan, Jiangmen, Zhaoqing, the Special Administrative Regions of Hong Kong and Macau for the purposes of this document

“Group”, “we”, “our” or “us” our Company and our subsidiaries (as defined under the Listing Rules) at the relevant time and, where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries of our Company at the relevant time

[REDACTED]

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

“HKFRS” Hong Kong Financial Reporting Standards

“HKICPA” The Hong Kong Institute of Certified Public Accountants

[REDACTED]

DEFINITIONS AND GLOSSARY

[REDACTED]

"Hong Kong" the Hong Kong Special Administrative Region of the PRC

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

[REDACTED]

"Hong Kong Securities and Futures Ordinance" or "SFO" Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS AND GLOSSARY

[REDACTED]

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

[REDACTED]

“IFRS” International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and the International Accounting Standards and interpretation issued by the International Accounting Standards Committee

“Independent Non-executive
Director(s)” independent non-executive Director(s) of our Company

“Independent Third Party(ies)” party(ies) which, as far as our Directors are aware after having made all reasonable enquiries, is not a connected person(s) (as defined in the Listing Rules) of our Company

“Industry Consultant” or “Frost &
Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company

“Industry Report” an independent market research report commissioned by our Company and prepared by our Industry Consultant for the purpose of this document

DEFINITIONS AND GLOSSARY

[REDACTED]

“IoT” or “Internet of Things”

describes physical objects (or groups of such objects) with sensors, processing ability software and other technologies that connect and exchange data with other devices and systems over the Internet or other communications networks

[REDACTED]

“Latest Practicable Date”

April 29, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

DEFINITIONS AND GLOSSARY

“Lesso”

China Lesso Group Holdings Limited (中國聯塑集團控股有限公司) (stock code: 2128), formerly known as China Liansu Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 9 June 2010, the shares of which are listed on the Main Board of the Stock Exchange, and is controlled as to approximately 69.0% by Mr. Wong Luen Hei and his spouse, Ms. Zuo Xiaoping, each of whom is a Controlling Shareholder

[REDACTED]

DEFINITIONS AND GLOSSARY

“Lesso Consortium”

refers to (i) LS DiDi Network Technology Limited; (ii) Samanea China Holdings Limited; (iii) Lesso Home International Holdings Limited; (iv) China Lesso Group Holdings Limited; (v) Mr. Wong Luen Hei; (vi) Ms. Zuo Xiaoping; (vii) Zhan Hua Limited; (viii) Mr. Zuo Manlun, our non-executive Director; (ix) Dawnhill Group Limited; (x) Mr. Luo Jianfeng, our non-executive Director; (xi) LittleBear Investment Limited; (xii) Mr. Cheung Man Yu, our executive Director; (xiii) QCJJ Group Limited; (xiv) QCZC Group Limited; (xv) Ms. Tang Jia Jia; (xvi) QCBM Group Limited; and (xvii) Mr. Qian Yu Cheng, each a Controlling Shareholder

“Lesso Group”

Lesso and its subsidiaries (excluding our Company and our subsidiaries)

[REDACTED]

DEFINITIONS AND GLOSSARY

[REDACTED]

“Lesso Shareholders”

Holders of Lesso Shares

“Lesso Shares”

ordinary shares of nominal value of HK\$0.05 each in the share capital of Lesso

[REDACTED]

[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

“LS DiDi”

LS DiDi Network Technology Limited, a company incorporated in the Cayman Islands with limited liability that is owned as to 70% by Samanea and a Controlling Shareholder

DEFINITIONS AND GLOSSARY

“Liu Yong Trust”	a discretionary trust [established] by Mr. Liu Yong (as the settlor) with [Sovereign Fiduciaries (Hong Kong) Limited] as the trustee, for the benefit of Mr. Liu Yong and Edaurora Holdings Limited. Mr. Liu Yong is our executive Director, the chairman of our Board and a Controlling Shareholder of our Group. [Sovereign Fiduciaries (Hong Kong) Limited] is a professional trust company and an Independent Third Party of our Group
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
	[REDACTED]
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, as amended or supplemented from time to time, a summary of which is set out in Appendix III to this document
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“Ministry of Public Security”	Ministry of Public Security of PRC (中華人民共和國公安部)
“Ministry of Transport”	Ministry of Transport of the PRC (中華人民共和國交通部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“NDRC”	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)
“Nomination Committee”	the nomination committee of our Board
“Non-executive Director(s)”	non-executive Director(s) of our Company

[REDACTED]

DEFINITIONS AND GLOSSARY

[REDACTED]

“OMS” order management system, a modular system designed to support and optimize orders management

[REDACTED]

“Overseas Listing Trial Measures” Trial Administrative Measures of the Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》)

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

“[REDACTED] RSU Plan” the [REDACTED] restricted share unit plan conditionally adopted by our Shareholders on [•]; a summary of the principal terms is set forth in the paragraph headed “G. [REDACTED] RSU Plan” in Appendix IV to this document

“[REDACTED] Share Option Scheme” the [REDACTED] share option scheme conditionally adopted by our Shareholders on [•]; a summary of the principal terms is set forth in “Statutory and General Information — E. [REDACTED] Share Option Scheme” in Appendix IV to this document

DEFINITIONS AND GLOSSARY

“PRC Legal Adviser”	Han Kun Law Offices, the legal adviser of our Company as to the laws of the PRC in connection with the [REDACTED]
“[REDACTED] RSU Plan”	the [REDACTED] restricted share unit plan adopted by our Shareholders on [•]; a summary of the principal terms is set forth headed “Statutory and General Information — F. [REDACTED] RSU Plan” in Appendix IV to this document
“[REDACTED] Share Option Scheme”	the [REDACTED] share option scheme adopted by our Shareholders on [•]; a summary of the principal terms is set forth in the paragraph headed “Statutory and General Information — D. [REDACTED] Share Option Scheme” in Appendix IV to this document
	[REDACTED]
“R&D”	research and development
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Reporting Accountant”	Ernst & Young, the reporting accountant of our Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“RSU(s)”	restricted share units granted pursuant to the [REDACTED] RSU Plan and [REDACTED] RSU Plan
“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)

DEFINITIONS AND GLOSSARY

“Samanea”	Samanea China Holdings Limited, a company incorporated in the BVI that is indirectly wholly-owned by Lesso and a Controlling Shareholder
“SAIC”	the 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 has now been merged into the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理局)
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理局)
“SAT”	State Administration of Taxation (國家稅務局)
“SCNPC”	Standing Committee of the National People’s Congress (全國人大常委會)
“SEC”	the U.S. Securities and Exchange Commission
“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 or supplemented from time to time
“Share(s)”	ordinary share(s) in the share capital of our Company, with a nominal value of US\$0.01 each
“Shareholder(s)”	holder(s) of our Share(s)
“Shenzhen EDA”	Shenzhen EDA Cloud Technologies Co., Ltd. (深圳市易達雲科技有限公司), a company incorporated in the PRC on March 14, 2014 and our wholly-owned subsidiary
“Shenzhen EDA Group”	Shenzhen EDA and its subsidiaries
“Shenzhen Haolian”	Shenzhen Haolian Supply Chain Management Company Limited (深圳市昊聯供應鏈管理有限公司), a company incorporated in the PRC on September 1, 2014 and our wholly-owned subsidiary
“SKU”	stock keeping unit

DEFINITIONS AND GLOSSARY

[REDACTED]

“Sole Sponsor” CMB International Capital Limited, a licensed corporation registered under the SFO to carry on Type 1 (dealing in securities), and Type 6 (advising on corporate finance) as defined in the SFO

“Specified Territories” jurisdiction(s) outside Hong Kong where, taking into account the legal restrictions under the applicable laws or requirements of the relevant regulatory body or stock exchange of such jurisdiction(s), Lesso and our Company consider the exclusion of the Lesso Shareholders with registered addresses in or who are otherwise known by Lesso to be residents of, such jurisdiction(s) from the [REDACTED] to be necessary or expedient

“Spin-off” the [REDACTED] of our Shares on the Main Board, by way of the [REDACTED] (including the [REDACTED])

[REDACTED]

“SPV” Special Purpose Vehicle

“sq.ft.” square feet

“sq.m.” square meters

[REDACTED]

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

[REDACTED]

DEFINITIONS AND GLOSSARY

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“TMS”	transportation management system, a modular system designed to support logistics planning for the “last-mile” fulfillment services arrangements
“Ton(s)”	a unit of weight in the metric system, equal to 1,000 kilograms
“Track Record Period”	the period comprising FY2021, FY2022 and FY2023
	[REDACTED]
“U.K.” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“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
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“U.S. Securities and Tariff Legal Adviser”	Hogan Lovells
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States of America
“VAT”	value-added tax

DEFINITIONS AND GLOSSARY

“WMS”	warehouse management system, a modular system designed to support the turnover of inventory in warehouses, the inventory records and the standardization of processes across different warehouses
“YoY”	year-on-year
“%”	per cent.

In this document:-

- 1. Unless the context otherwise requires, the terms “associate”, “close associate”, “connected person”, “connected transaction”, “core connected persons”, “controlling shareholder”, “substantial shareholder” and “subsidiary” shall have the meanings given to such terms in the Listing Rules.*
- 2. The English titles marked with “*” are unofficial English translations of the titles of natural persons, legal persons or entities, governmental authorities, institutions, laws, rules, regulations and other entities for which no official English translation exists. In the event of any inconsistency, the Chinese versions shall prevail. These English titles are for identification purpose only.*
- 3. For ease of reference, the names of the PRC established companies or entities, laws or regulations 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.*
- 4. We use certain technical terms that are relevant to our business and the industry we operate in. These terms and their meanings set out above may not always correspond to standard industry meaning or usage of these terms.*
- 5. Unless expressly stated or otherwise required by the context, all data are as of the Latest Practicable Date.*
- 6. Unless otherwise specified, all references to any shareholdings in our Company assume no exercise of the [REDACTED].*
- 7. Certain amounts and percentage figures included in this document have been subject to rounding adjustments. 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.*