

DEFINITIONS

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.

“2017 Concert Party Agreement”	a concert party agreement entered into among the WVR Beneficiaries in June 2017
“2021 Concert Party Agreement”	a concert party agreement entered into among the WVR Beneficiaries in March 2021
“Accountants’ Report”	the accountants’ report of our Company, details of which are set out in Appendix I to this Document
“affiliate(s)”	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”	Accounting and Financial Reporting Council (會計及財務匯報局)
“Articles of Association” or “Articles”	the articles of association of our Company, as amended from time to time, which shall become effective on the [REDACTED], a summary of which is set out in Appendix III to this Document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“BIS”	U.S. Department of Commerce, Bureau of Industry and Security
“Board”, “Board of Directors” or “our Board”	the board of Directors of the Company
“business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

[REDACTED]

DEFINITIONS

“China” or “PRC” or “Chinese mainland”	the People’s Republic of China, but for the purpose of this Document and for geographical reference only and except where the context requires, excluding Hong Kong, Macao Special Administrative Region of the People’s Republic of China, and Taiwan Region
“Chuangzhi Jiachuang”	Tianjin Chuangzhi Jiachuang Technology Co., Ltd. (天津創智嘉創科技有限公司), a limited liability company established in the PRC on September 30, 2020, which is one of our Controlling Shareholders and wholly owned by Mr. Zheng
“CIC”	China Insights Industry Consultancy Limited (灼識企業管理諮詢(上海)有限公司), an independent professional market research and consulting company
“CIC Report”	the industry report commissioned by our Company and prepared by CIC
“Class A Ordinary Shares”	Class A ordinary shares in the share capital of the Company with a par value of RMB1.00 each, conferring weighted voting rights in the Company such that a holder of a Class A ordinary share is entitled to ten votes per share upon [REDACTED] on all matters subject to the vote at general meetings of the Company, subject to the requirements under Rule 8A.24 of the Hong Kong Listing Rules and the PRC Company Law that the Reserved Matters and the Special Matters shall be voted on a one vote per share basis
“Class B Ordinary Shares”	Class B ordinary shares in the share capital of the Company with a par value of RMB1.00 each, conferring a holder of a Class B ordinary share one vote per share on all matters subject to the vote at general meetings of the Company
“close associate(s)”	has the meaning ascribed thereto under 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

DEFINITIONS

“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”	Beijing Geekplus Technology Co., Ltd. (北京極智嘉科技股份有限公司), a limited company incorporated under the laws of the PRC on February 3, 2015 and converted into a joint stock company with limited liability on March 22, 2021
“Compliance Adviser”	Guotai Junan Capital Limited
“Comprehensively Sanctioned Countries”	any country or territory subject to a general and comprehensive export, import, financial or investment embargo under sanctions related law or regulation of the Relevant Jurisdiction, currently Cuba, Iran, North Korea, Syria, the Crimea Region of Russia/Ukraine, the self-proclaimed Luhansk People’s Republic (LPR) and Donetsk People’s Republic (DPR) regions and Zaporizhzhia and Kherson regions
“Concert Party Agreements”	the 2017 Concert Party Agreement and the 2021 Concert Party Agreement
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(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 the WVR Beneficiaries (being the ultimate Controlling Shareholders) and the Management Shareholders, as further detailed in the section headed “Relationship with Controlling Shareholders” in this Document
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“Corporate Governance Committee”	the corporate governance committee of the Board

DEFINITIONS

“Countries subject to International Sanctions”	any country or territory subject either to a general and comprehensive embargo or a more limited set of export, import, financial or investment restrictions under sanctions related laws or regulation of the Relevant Jurisdiction
“CSDC”	China Securities Depository and Clearing Corporation Limited
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the directors of our Company, including all executive, non-executive and independent non-executive Directors
“EIT”	the PRC 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 amended, supplemented or otherwise modified from time to time
“Employee Incentive Platforms”	the pre-[REDACTED] employee incentive platforms of our Group, namely Geek Gongying, Geek Huiju, Geek Hechuang, Geek Hexing, Geek Gonghe and Geek Huijia

[REDACTED]

“Extreme Conditions”	extreme conditions as announced by the government of Hong Kong in the case where a super typhoon or other natural disaster of a substantial scale serious affects the working public’s ability to resume work or brings safety concern for a prolonged period
----------------------	---

[REDACTED]

“Geek Gonghe”	Tianjin Geek Gonghe Technology Partnership Enterprise (Limited Partnership) (天津極智共合科技合夥企業(有限合夥)), a limited partnership established in the PRC on November 3, 2020, which is an Employee Incentive Platform and one of our Controlling Shareholders
---------------	---

DEFINITIONS

“Geek Gongying”	Tianjin Geek Gongying Technology Partnership (Limited Partnership) (天津極智共贏科技合夥企業(有限合夥)), a limited partnership established in the PRC on November 2, 2020, which is an Employee Incentive Platform and one of our Controlling Shareholders
“Geek Hechuang”	Tianjin Geek Hechuang Technology Partnership (Limited Partnership) (天津極智合創科技合夥企業(有限合夥)), a limited partnership established in the PRC on November 5, 2020, which is an Employee Incentive Platform and one of our Controlling Shareholders
“Geek Hexing”	Tianjin Geek Hexing Technology Partnership (Limited Partnership) (天津極智合興科技合夥企業(有限合夥)), a limited partnership established in the PRC on November 2, 2022, which is an Employee Incentive Platform and one of our Controlling Shareholders
“Geek Huijia”	Tianjin Geek Huijia Technology Partnership Enterprise (Limited Partnership) (天津極智匯佳科技合夥企業(有限合夥)), a limited partnership established in the RPC on December 9, 2020, which is an Employee Incentive Platform and one of our Controlling Shareholders
“Geek Huiju”	Tianjin Geek Huiju Technology Partnership (Limited Partnership) (天津極智匯聚科技合夥企業(有限合夥)), a limited partnership established in the PRC on November 16, 2020, which is an Employee Incentive Platform and one of our Controlling Shareholders
“Geekplus JP”	Geekplus Co., Ltd., a company incorporated in Japan in August 2017, which is an associate of our Company and held as to 39.60% by our Company, and as to 59.40% and 1% by an individual investor and a distributor company in Japan respectively, both being Independent Third Parties
“General Rules of HKSCC”	the General Rules of HKSCC as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures

[REDACTED]

DEFINITIONS

“Group”, “our Group”, “the Group”, “our”, “we” or “us”	our Company and our subsidiaries
“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange effective from January 1, 2024, as amended, supplemented or otherwise modified from time to time
“H Share(s)”	the Class B Ordinary Share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are to be subscribed for and [REDACTED] in Hong Kong dollars and to be [REDACTED] on the Hong Kong Stock Exchange
	[REDACTED]
“HK\$” or “Hong Kong Dollars” or “HK Dollars” and “HK cents”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
---------------------	--

[REDACTED]

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

“Hong Kong Takeovers Code” or “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
---	--

[REDACTED]

DEFINITIONS

“IFRS Accounting Standards”	IFRS Accounting Standards issued by the International Accounting Standards Board
“Independent Third Party(ies)”	any entity or person, to the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, who is not a connected person of our Company within the meaning ascribed to it under the Listing Rules

[REDACTED]

“International Sanctions”	all applicable laws and regulation to economic sanctions, export controls, trade embargoes and wider prohibitions and restrictions on international trade and investment related activities, including those adopted administered and enforced by the U.S. Government, the EU and its member states, UN or Government of Australia
“International Sanctions Legal Adviser”	Hogan Lovells, our legal adviser as to International Sanctions laws in connection with the [REDACTED]

DEFINITIONS

[REDACTED]

“Joint Sponsors”

the joint sponsors of the [REDACTED] as named in “Directors, Supervisors and Parties Involved in the [REDACTED]”

“Latest Practicable Date”

June 13, 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this Document prior to its publication

[REDACTED]

DEFINITIONS

“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
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“Management Shareholders”	Tianjin Geek Chuangxiang, Tianjin Shuzhi Jiachuang, Tianjin Geek Chuangzhi, Tianjin Yunzhi Jiachuang, Tianjin Geek Juhe, Tianjin Huizhi Jiachuang, Tianjin Geek Heying, Tianjin Yuanzhi Jiachuang, Geek Hexing, Geek Gonghe, Geek Huijia, Chuangzhi Jiachuang, Geek Gongying, Geek Huiju and Geek Hechuang, being the close associates of the WVR Beneficiaries through which they effected control over our Company
“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. Chen”	Mr. Chen Xi (陳曦), an executive Director and a vice president of our Company, and an ultimate Controlling Shareholder
“Mr. Li”	Mr. Li Hongbo (李洪波), an executive Director, the chief technology officer and a vice president of our Company, and an ultimate Controlling Shareholder
“Mr. Liu”	Mr. Liu Kai (劉凱), an executive Director and a vice president of our Company, and an ultimate Controlling Shareholder
“Mr. Zheng”	Mr. Zheng Yong (鄭勇), the chairman, an executive Director and the chief executive officer of our Company, and an ultimate Controlling Shareholder

DEFINITIONS

“Nanjing Geekplus”	Nanjing Geekplus Robotics Co., Ltd. (南京極智嘉機器人有限公司), a limited liability company established in the PRC on October 11, 2017 and our wholly-owned subsidiary
“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)
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“Nomination Committee”	the nomination committee of the Board
“OFAC”	the U.S. Department of Treasury’s Office of Foreign Assets Control

[REDACTED]

DEFINITIONS

“Overseas Listing Trial Measures” The Trial Administrative Measures of 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》) promulgated by the CSRC on February 17, 2023 and effective from March 31, 2023, and the relevant supporting guidelines promulgated by the CSRC from time to time

[REDACTED]

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

“PRC Company Law” Company Law of the PRC (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time

“PRC GAAP” generally accepted accounting principles in the PRC

“PRC Legal Adviser” JunHe LLP, our legal adviser on PRC laws in connection with the [REDACTED]

“PRC Securities Law” 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

“Pre-[REDACTED] Investment(s)” the investment(s) in our Company undertaken by the Pre-[REDACTED] Investors prior to this [REDACTED], the details of which are set out in “History, Development, and Corporate Structure — Pre-[REDACTED] Investments”

“Pre-[REDACTED] Investor(s)” the Pre-[REDACTED] investor(s) of our Company, details of which are set out in “History, Development and Corporate Structure — Pre-[REDACTED] Investments”

DEFINITIONS

[REDACTED]

“Primary Sanctioned Activity”	any activities in a Comprehensively Sanctioned Country or (i) with; or (ii) directly or indirectly benefiting or involving the property or interests in property of, a Sanctioned Target by the Company incorporated or located in a Relevant Jurisdiction or which otherwise has a nexus with such jurisdiction with respect to the relevant activity, such that it is subject to the relevant sanctions law and regulation
“Document”	this document being issued in connection with the [REDACTED]
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Region”	Hong Kong, Russia (excluding Crimea, Kherson, DPR, LPR, and Zaporizhzhia regions), and Ukraine (excluding Crimea, Kherson, DPR, LPR, and Zaporizhzhia regions)
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“Renminbi” or “RMB”	the lawful currency of the PRC

DEFINITIONS

“Reserved Matters”	those matters resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to Rule 8A.24 of the Hong Kong Listing Rules, being: (i) any amendment to the Articles of Association, (ii) the variation of the rights attached to any class of Shares, (iii) the appointment or removal of an independent non-executive Director, (iv) the appointment or removal of the Company’s auditors, and (v) the voluntary winding-up of the Company
“Rule 144A”	Rule 144A under 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)
“Sanctioned Person”	certain person(s) and identity(ies) listed on OFAC’s Specially Designated Nationals and Blocked Persons List or other restricted parties lists maintained by the U.S., EU, UK, UN or Australia
“Sanctioned Target”	any person or entity (i) designated on any list of targeted persons or entities issued under the sanctions-related law or regulation of a Relevant Jurisdiction; (ii) that is, or is owned or controlled by, a government of a Comprehensively Sanctioned Countries; or (iii) that is the target of sanctions under the law or regulation of a Relevant Jurisdiction because of a relationship of ownership, control, or agency with a person or entity described in (i) or (ii)
“SAT”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	Standing Committee of National People’s Congress of the PRC (中華人民共和國全國人民代表大會常務委員會)
“SDN”	individuals and entities that are listed on the SDN List
“SDN List”	the list of Specially Designated Nationals, and Blocked Persons maintained by OFAC, which sets forth individuals and entities that are subject to its sanctions and restricted from dealings with U.S. persons
“SFC”	the Securities and Futures Commission of Hong Kong

DEFINITIONS

“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 Stock Exchange STAR Market”	the Sci-tech Innovation Board of the Shanghai Stock Exchange (上海證券交易所科創板)
“Share(s)”	ordinary shares in the share capital of our Company of RMB1.00 each, comprising Class A Ordinary Shares and Class B Ordinary Shares, or Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of our Share(s)
“South Korea”	the Republic of Korea
“Special Matters”	those matters resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to the PRC Company Law, being: (i) the election and change of Supervisors, and (ii) where the Audit Committee exercises the functions of the Supervisory Committee and the Company has no Supervisory Committee or Supervisor, the election and change of the members of the Audit Committee

[REDACTED]

“State Council”	the State Council of the PRC (中華人民共和國國務院)
“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
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the committee of Supervisors
“Suzhou Geekplus”	Suzhou Geekplus Robotics Co., Ltd. (蘇州極智嘉機器人有限公司), a limited liability company established in the PRC on February 12, 2019 and our wholly-owned subsidiary

DEFINITIONS

“Tianjin Geek Chuangxiang”	Tianjin Geek Chuangxiang Technology Partnership Enterprise (Limited Partnership) (天津極智創想科技合夥企業(有限合夥)), a limited partnership established in the PRC on October 20, 2020, which is one of our Controlling Shareholders and indirectly wholly owned by Mr. Zheng
“Tianjin Geek Chuangzhi”	Tianjin Geek Chuangzhi Technology Partnership Enterprise (Limited Partnership) (天津極智創智科技合夥企業(有限合夥)), a limited partnership established in the PRC on October 20, 2020, which is one of our Controlling Shareholders and indirectly wholly owned by Mr. Li
“Tianjin Geek Heying”	Tianjin Geek Heying Technology Partnership Enterprise (Limited Partnership) (天津極智合盈科技合夥企業(有限合夥)), a limited partnership established in the PRC on October 19, 2020, which is one of our Controlling Shareholders and indirectly wholly owned by Mr. Chen
“Tianjin Geek Juhe”	Tianjin Geek Juhe Technology Partnership Enterprise (Limited Partnership) (天津極智聚合科技合夥企業(有限合夥)), a limited partnership established in the PRC on October 19, 2020, which is one of our Controlling Shareholders and indirectly wholly owned by Mr. Liu
“Tianjin Huizhi Jiachuang”	Tianjin Huizhi Jiachuang Technology Co., Ltd. (天津匯智嘉創科技有限公司), a limited liability company established in the PRC on September 30, 2020, which is one of our Controlling Shareholders and wholly owned by Mr. Liu
“Tianjin Shuzhi Jiachuang”	Tianjin Shuzhi Jiachuang Technology Co., Ltd. (天津數智嘉創科技有限公司), a limited liability company established in the PRC on September 30, 2020, which is one of our Controlling Shareholders and wholly owned by Mr. Zheng
“Tianjin Yuanzhi Jiachuang”	Tianjin Yuanzhi Jiachuang Technology Co., Ltd. (天津遠智嘉創科技有限公司), a limited liability company established in the PRC on September 30, 2020, which is one of our Controlling Shareholders and wholly owned by Mr. Chen

DEFINITIONS

“Tianjin Yunzhi Jiachuang”	Tianjin Yunzhi Jiachuang Technology Co., Ltd. (天津雲智嘉創科技有限公司), a limited liability company established in the PRC on September 30, 2020, which is one of our Controlling Shareholders and wholly owned by Mr. Li
“Track Record Period”	the period comprising three financial years ended December 31, 2022, 2023 and 2024
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“United States”, “USA” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“Unlisted Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are not [REDACTED] on any stock exchange, comprising (i) all Class A Ordinary Shares and (ii) the Class B Ordinary Shares not converted into H Shares
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax

[REDACTED]

DEFINITIONS

“WVR Beneficiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules and unless the context otherwise requires, refers to Mr. Zheng, Mr. Li, Mr. Liu and Mr. Chen, being the beneficial owners of the Class A Ordinary Shares which carry weighted voting rights who are our ultimate Controlling Shareholders
“WVR structure”	has the meaning ascribed to it under the Hong Kong Listing Rules
“%”	per cent

Certain amounts and percentage figures included in the 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.

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in the Document in both the Chinese and English languages and in the event of any inconsistency, the Chinese version shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.

Unless otherwise specified, references to years in this Document are to calendar years.