
DEFINITIONS

In this document, unless the context otherwise requires, the following expressions shall have the following meanings.

“2014 Plan”	the share incentive plan our Company adopted in October 2014 and amended in December 2018, as amended from time to time, the principal terms of which are set out in “Appendix IV — Statutory and General Information — D. Share Incentive Plans”
“2019 Plan”	the share incentive plan our Company adopted in December 2018, as amended from time to time, the principal terms of which are set out in “Appendix IV — Statutory and General Information — D. Share Incentive Plans”
“ADS(s)”	American depositary shares, each of which represents eight Class A Ordinary Shares
“AFRC”	Accounting and Financial Reporting Council
“AMCM”	Monetary Authority of Macao
“Articles” or “Articles of Association”	the fourth amended and restated articles of association of our Company adopted by a special resolution of the shareholders of our Company on December 28, 2018 and effective on March 12, 2019, as amended from time to time, a summary of which is set out in “Appendix III — Summary of the Constitution of the Company and Cayman Companies Act”
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Beijing Futu”	Beijing Futu Network Technology Co., Ltd. (北京市富途網絡科技有限公司), a company established under the laws of PRC with limited liability on April 4, 2014, and a Consolidated Affiliated Entity of our Company
“Beijing Shensi Consulting”	Beijing Shensi Consulting Services Co., Ltd. (北京慎思諮詢服務有限公司), a company established under the laws of PRC with limited liability on December 8, 2021, and a Consolidated Affiliated Entity of our Company
“Board”	the board of directors of our Company

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“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong or other relevant jurisdictions are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAC”	the Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)
“Cayman Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China”, “Mainland China” or the “PRC”	the People’s Republic of China for the purpose of this document and for geographical reference only, except where the context requires, references in this document to “China”, “Mainland China” and the “PRC” do not apply to Hong Kong, Macau Special Administrative Region of the PRC and Taiwan Region

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“Class A Ordinary Shares”	the Class A ordinary shares in the share capital of the Company with a par value of US\$0.00001 each, conferring a holder of a Class A ordinary share one vote per share on all matters subject to the vote at general meetings of the Company
“Class B Ordinary Shares”	the Class B ordinary shares in the share capital of the Company with a par value of US\$0.00001 each, conferring weighted voting rights in our Company such that a holder of a Class B ordinary share is entitled to, upon Listing, ten votes per share on all matters subject to the vote at general meetings of the Company, subject to the requirements under Rule 8A.24 of the Listing Rules that the Reserved Matters shall be voted on a one vote per share basis. Please see “Share Capital — Weighted Voting Rights Structure” for the specified exception for the compliance of Rule 8A.24 of the Listing Rules for further details
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, “the Company”	Futu Holdings Limited, a company with limited liability incorporated in the Cayman Islands on April 15, 2014
“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
“Consolidated Affiliated Entities”	entities that we control wholly or partly through the Contractual Arrangements, namely our VIEs and their subsidiaries, details of which are set out in the sections headed “History and Corporate Structure” and “Contractual Arrangements”
“Contractual Arrangements”	the series of contractual arrangements entered into between the WFOE, our VIEs and the Registered Shareholders (as applicable), as detailed in the section headed “Contractual Arrangements”

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“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules, and unless the context otherwise requires, refers to Mr. Li and the entities through which Mr. Li has an interest in our Company, details of which are set out in the section headed “Relationship with our Controlling Shareholders”
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“DTC”	The Depository Trust Company, the central book-entry clearing and settlement system for equity securities in the U.S. and the clearance system for the ADSs
“FINRA”	Financial Industry Regulatory Authority, Inc.
“Foreign Investment Law”	the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》), promulgated by the National People’s Congress in March 2019, which became effective on January 1, 2020
“Futu Australia”	Futu Securities (Australia) Ltd., a company with limited liability incorporated in Australia on February 15, 2001 and our wholly-owned subsidiary
“Futu International Hong Kong” or “Futu Securities”	Futu Securities International (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability on April 17, 2012 and our wholly-owned subsidiary
“GAAP”	generally accepted accounting principles
“Group”, “our Group”, “the Group”, “we”, “our” or “us”	the Company and its subsidiaries and Consolidated Affiliated Entities from time to time or, where the context so 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
“Hainan Caixuetang”	Hainan Caixuetang Education Network Technology Co., Ltd. (海南財學堂教育網絡科技有限公司), a company established under the laws of PRC with limited liability on December 14, 2020, and a Consolidated Affiliated Entity of our Company

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“Hainan Futu”	Hainan Futu Information Services Co., Ltd. (海南富途信息服務有限公司), a company established under the laws of PRC with limited liability on May 25, 2018, and a Consolidated Affiliated Entity of our Company
“HKMA”	Hong Kong Monetary Authority
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollar(s)” or “HK dollar(s)” or “HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“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
“Joint Sponsors”	Goldman Sachs (Asia) L.L.C. and UBS Securities Hong Kong Limited
“Latest Practicable Date”	December 15, 2022, being the latest practicable date for ascertaining certain information in this document before its publication
“Listing” or “Introduction”	the listing of the Class A Ordinary Shares on the Main Board of the Stock Exchange by way of introduction pursuant to the Hong Kong Listing Rules
“Listing Date”	the date, expected to be on or about Friday, December 30, 2022, on which the Class A Ordinary Shares are to be listed and on which dealings in the Class A Ordinary Shares are to be first permitted to take place on the Hong Kong Stock Exchange

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“Listing Rules” or “Hong Kong 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 operates in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the fourth amended and restated memorandum of association of our Company adopted by a special resolution of the shareholders of our Company on December 28, 2018 and effective on March 12, 2019, as amended from time to time, a summary of which is set out in “Appendix III — Summary of the Constitution of the Company and Cayman Companies Act”
“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) (formerly known as the Ministry of Information Industry)
“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)
“Moomoo Financial Singapore”	Moomoo Financial Singapore Pte. Ltd., a company with limited liability incorporated in Singapore on December 17, 2019 and our wholly-owned subsidiary
“MPS”	the Ministry of Public Security of the PRC (中華人民共和國公安部)
“Mr. Li”	Mr. Leaf Hua Li, our founder, chairman of the Board, executive Director and chief executive officer, and the Controlling Shareholder of our Company
“Nasdaq” or “Nasdaq Global Market”	The Nasdaq Global Market
“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)
“PBOC”	The People’s Bank of China

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“PRC Legal Advisors”	Han Kun Law Offices and CM Law Firm, our legal advisors as to PRC laws
“Pre-Funded Warrant(s)”	the pre-funded warrants to purchase 53,600,000 Class A Ordinary Shares issued by the Company pursuant to a securities purchase agreement dated December 8, 2020, which were immediately exercisable upon the issuance and had a termination date in June 2022
“Registered Shareholders”	the registered shareholders of each of our VIEs, namely, Mr. Li and Ms. Lei Li
“Reserved Matters”	those matters resolutions with respect to which each Share is entitled to one vote at general meetings of our Company pursuant to Rule 8A.24 of the Listing Rules
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“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”	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 SAMR
“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總局)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of the 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)
“SEC”	the U.S. Securities and Exchange Commission
“SFC”	Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“SGD” or “S\$”	Singapore dollars, the lawful currency of Singapore

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“Share(s)”	the Class A Ordinary Shares and Class B Ordinary Shares in the share capital of the Company, as the context so requires
“Share Incentive Plans”	collectively, the 2014 Plan and the 2019 Plan
“Shensi Beijing”	Shensi Network Technology (Beijing) Co., Ltd. (慎思網絡技術(北京)有限公司), a wholly foreign-owned enterprise established under the laws of the PRC on September 15, 2014, and our wholly-owned subsidiary
“Shenzhen Futu”	Shenzhen Futu Network Technology Co., Ltd. (深圳市富途網絡科技有限公司), a company established under the laws of PRC with limited liability on December 18, 2007, a Consolidated Affiliated Entity of our Company
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code” or “Hong Kong Takeovers Code”	Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Tencent”	Tencent Holdings Limited, a company listed on the Stock Exchange (stock code: 700), one of our substantial shareholders
“Tencent Entities”	collectively, Qiantang River Investment Limited, Image Frame Investment (HK) Limited, Tencent Mobility Limited, TPP Opportunity GP I, Ltd. and Distribution Pool Limited which are entities controlled by Tencent and are our Shareholders
“Tencent Group”	Tencent and its subsidiaries and consolidated affiliated entities, from time to time
“Track Record Period”	the three years ended December 31, 2021 and the six months ended June 30, 2022

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“U.S. dollars”, “US dollars”, “USD” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. GAAP”	Generally Accepted Accounting Principles in the United States
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“United States”, “U.S.” or “US”	United States of America, its territories, its possessions and all areas subject to its jurisdiction
“VIE(s)”	Shenzhen Futu and Hainan Futu
“weighted voting right”	has the meaning ascribed to it under the Listing Rules
“WFOE”	Shensi Beijing
“WVR Beneficiary”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Li, being the beneficial owner of the Class B Ordinary Shares which carry weighted voting rights, details of which are set out in the section headed “Share Capital”
“WVR structure”	has the meaning ascribed to it in the Listing Rules
“%”	per cent