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## DEFINITIONS

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

“Accountants’ Report”	the accountants’ report set out in Appendix I to this prospectus
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Application Form(s)” or “ <b>GREEN</b> Application Form(s)”	the application form(s) to be completed by <b>HK eIPO White Form</b> Service Provider
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company, conditionally adopted on 18 September 2023 which will become effective upon the Listing, a summary of which is contained in Appendix III to this prospectus, as amended, supplemented or modified from time to time
“Board” or “Board of Directors”	the board of directors of our Company
“business day(s)”	any day(s) (excluding Saturday(s), Sunday(s) or public holiday(s) in Hong Kong) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“BVI”	British Virgin Islands
“Canwest Profits”	Canwest Profits Limited, a BVI business company incorporated in the BVI with limited liability on 3 January 2017, which is wholly-owned by Mr. Ye
“Capital Market Intermediaries”	Quam Securities Limited, ABCI Capital Limited, ABCI Securities Company Limited, BOCOM International Securities Limited, China Galaxy International Securities (Hong Kong) Co., Limited, CMB International Capital Limited, Guotai Junan Securities (Hong Kong) Limited, CMBC Securities Company Limited, Eddid Securities and Futures Limited, Innovax Securities Limited, Valuable Capital Limited, Yue Xiu Securities Company Limited and Zhongtai International Securities Limited

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## DEFINITIONS

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“Capitalisation Issue”	the allotment and issue of 374,990,000 new Shares to be made upon capitalisation of certain sum standing to the credit of the share premium account of our Company referred to in “Statutory and General Information — 3. Written resolutions of our Shareholders passed on 18 September” in Appendix IV to this prospectus
“Cayman Companies Act” or “Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or modified from time to time
“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 general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS EIPO”	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by (i) instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, or (ii) if you are an existing CCASS Investor Participant, giving electronic application instructions through the CCASS Internet System ( <a href="https://ip.ccass.com">https://ip.ccass.com</a> ) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input electronic application instructions for CCASS Investor Participants through HKSCC’s Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant

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## DEFINITIONS

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“CCASS Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operations and functions of CCASS, as from time to time in force
“CCASS Participant”	a CCASS Clearing Participant, CCASS Custodian Participant or a CCASS Investor Participant
“CG Code”	the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules
“Chairman”	chairman of our Board
“Circular 37”	the Circular of the SAFE on Issues Concerning Foreign Exchange Administration Over the Overseas Investment and Financing and Round-Trip Investment by Domestic Residents via Special Purpose Vehicles (國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知) promulgated by the SAFE on 4 July 2014 and effective from the same date
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or modified from time to time
“Companies (WUMP) Ordinance”	Companies (Winding-Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or modified from time to time
“Company”, “the Company” or “our Company”	Maiyue Technology Limited (邁越科技股份有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 21 March 2019 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 7 July 2021
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of our Company for the purposes of this prospectus, means the controlling shareholders of our Company, namely, Mr. Li, Mr. Wang, Ms. Deng, Mr. Zhang and Deep Blue Ocean

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## DEFINITIONS

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“CSRC”	China Securities Regulatory Commission
“Digital Guangxi Tripartite Agreements”	tripartite agreements entered into among (i) our Group; (ii) Digital Guangxi; and (iii) respective suppliers, details of which are set out in “Business — Customers — Tripartite agreements — Digital Guangxi Tripartite Agreements”
“Deed of Indemnity”	the deed of indemnity dated 18 September 2023 entered into by our Controlling Shareholders in favour of our Company to provide certain indemnities, further details are set out in “Statutory and General Information — E. Other Information — 3. Tax and other Indemnities” in Appendix IV to this prospectus
“Deed of Non-competition”	the deed of non-competition undertaking dated 18 September 2023 entered into by our Controlling Shareholders in favour of our Company, further details are set out in “Relationship with our Controlling Shareholders”
“Deep Blue Ocean”	Deep Blue Ocean Electronics Technology Limited (深藍海電子科技股份有限公司), a BVI business company incorporated in the BVI with limited liability on 22 August 2018, which is owned as to 52%, 25%, 15% and 8% by Mr. Li, Mr. Wang, Ms. Deng and Mr. Zhang, respectively, and is one of our Controlling Shareholders
“Digital Guangxi”	Digital Guangxi Group Co. Ltd. (數字廣西集團有限公司), a state-owned company established in 2018 in the PRC, which principally engages in network technology development, and will be our connected person (as defined under the Listing Rules) upon Listing
“Director(s)” or “our Directors”	the director(s) of our Company
“EIT”	Enterprise Income Tax
“EIT Law”	Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法) and the Regulations for the Implementation of the Law on Enterprise Income Tax (中華人民共和國企業所得稅法實施條例), as amended, supplemented or modified from time to time

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## DEFINITIONS

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“electronic application instructions”	instructions given by a CCASS Participant electronically via CCASS to HKSCC, being one of the methods to apply for the Hong Kong Offer Shares
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the Hong Kong Government
“Fangchenggang City Investment Digital”	Fangchenggang City Investment Digital Technology Limited (防城港城投數字科技有限公司), a limited liability company established in the PRC on 25 November 2020, which is held as to 65% and 35% by Nanning Maiyue and Fangchenggang City Investment Development Group Limited (防城港市城市投資發展集團有限公司), respectively
“Frost & Sullivan”	Frost & Sullivan Limited, an industry research consultant and an independent third party
“F&S Report”	the industry report issued by Frost & Sullivan, details of which are set out in “Industry Overview”
“Global Offering”	the Hong Kong Public Offer and the International Placing
“Group”, “our Group”, “our”, “we” or “us”	our Company and its subsidiaries or any of them at the relevant time, or where the context otherwise 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
“Guangxi Huahe”	Guangxi Huahe Digital Technology Company Limited (廣西華合數碼科技有限公司), a limited liability company established in the PRC on 21 August 2019 and a wholly-owned subsidiary of our Company
“Guangxi Qianyue”	Guangxi Qianyue Information Technology Company Limited (廣西千越信息科技有限公司), a limited liability company established in the PRC on 7 April 2022 held as to 19% and 81% by Nanning Maiyue and Guangxi Qianlong Education Technology Co., Ltd. (廣西千龍教育科技有限公司), an independent third party, respectively

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## DEFINITIONS

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“Guangxi Silunjie”	Guangxi Silunjie Information Technology Company Limited (廣西思倫捷信息科技有限公司), a limited liability company established in the PRC on 25 October 2017 and a wholly-owned subsidiary of our Company
“Guangxi Yuchang”	Guangxi Nanning Yuchang Kejiao Equipment Company Limited (廣西南寧市宇常科教設備有限公司), a limited liability company established in the PRC on 15 November 2010 and a wholly-owned subsidiary of our Company
“Hanyu Information”	Hanyu Information Technology Limited (瀚宇信息科技股份有限公司), a BVI business company incorporated in the BVI with limited liability on 4 February 2019 and a wholly-owned subsidiary of our Company
“ <b>HK eIPO White Form</b> ”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of <b>HK eIPO White Form Service Provider</b> at <a href="http://www.hkeipo.hk">www.hkeipo.hk</a> or the <b>IPO App</b>
“ <b>HK eIPO White Form Service Provider</b> ”	the <b>HK eIPO White Form</b> service provider designated by our Company as specified on the designated website of <b>HK eIPO White Form</b> at <a href="http://www.hkeipo.hk">www.hkeipo.hk</a> or in the <b>IPO App</b>
“HKFRS”	Hong Kong Financial Reporting Standards issued by HKICPA
“HKICPA”	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
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Chenyang”	Hong Kong Chenyang Information Technology Limited (香港晨陽信息科技股份有限公司), a limited liability company incorporated in Hong Kong on 24 April 2019 and a wholly-owned subsidiary of our Company

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## DEFINITIONS

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“Hong Kong dollars” and “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Government”	the government of Hong Kong
“Hong Kong Offer Shares”	12,500,000 new Shares (subject to reallocation) being initially offered by our Company for subscription in the Hong Kong Public Offer
“Hong Kong Public Offer”	the issue and offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%) on and subject to the terms and conditions described in this prospectus and the <b>GREEN</b> Application Form, as further described in “Structure and Conditions of the Global Offering”
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer, whose names are set out in “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 27 September 2023 and entered into between, among others, our Company, our Controlling Shareholders, the Sole Sponsor, the Sole Overall Coordinator and the Hong Kong Underwriters relating to the Hong Kong Public Offer
“independent third party(ies)”	individual(s) or company(ies) who or which is/are not connected with (within the meaning of the Listing Rules) any directors, chief executives and substantial shareholders of our Company or any of its subsidiaries and any of their respective associates

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## DEFINITIONS

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“International Placing”	the conditional placing of the International Placing Shares by the International Underwriters for and on behalf of our Company to institutional, professional, corporate and other investors in Hong Kong and elsewhere in the world outside the United States at the Offer Price, on and subject to the terms and conditions under the International Underwriting Agreement, as further described in “Structure and Conditions of the Global Offering”
“International Placing Shares”	112,500,000 new Shares being initially offered by our Company for subscription under the International Placing, subject to reallocation and the exercise of the Over-allotment Option, as described in “Structure and Conditions of the Global Offering”
“International Underwriters”	the underwriters of the International Placing, who are expected to enter into the International Underwriting Agreement
“International Underwriting Agreement”	the underwriting agreement expected to be entered into between, among others, our Company, our Controlling Shareholders, the Sole Sponsor, the Sole Overall Coordinator and the International Underwriters relating to the International Placing on or about the Price Determination Date, as further described in “Underwriting”
“ <b>IPO App</b> ”	the mobile application for <b>HK eIPO White Form</b> service which can be downloaded by searching “ <b>IPO App</b> ” in App Store or Google Play or downloaded at <a href="http://www.hkeipo.hk/IPOApp">www.hkeipo.hk/IPOApp</a> or <a href="http://www.tricorglobal.com/IPOApp">www.tricorglobal.com/IPOApp</a>
“Joint Bookrunners”	Quam Securities Limited, ABCI Capital Limited, BOCOM International Securities Limited, China Galaxy International Securities (Hong Kong) Co., Limited, CMB International Capital Limited, Guotai Junan Securities (Hong Kong) Limited, CMBC Securities Company Limited, Eddid Securities and Futures Limited, Innovax Securities Limited, Valuable Capital Limited, Yue Xiu Securities Company Limited and Zhongtai International Securities Limited



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## DEFINITIONS

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“Joint Global Coordinators”	Quam Securities Limited, ABCI Capital Limited, BOCOM International Securities Limited, China Galaxy International Securities (Hong Kong) Co., Limited, CMB International Capital Limited, Guotai Junan Securities (Hong Kong) Limited and Zhongtai International Securities Limited
“Joint Lead Managers”	Quam Securities Limited, ABCI Securities Company Limited, BOCOM International Securities Limited, China Galaxy International Securities (Hong Kong) Co., Limited, CMB International Capital Limited, Guotai Junan Securities (Hong Kong) Limited, CMBC Securities Company Limited, Eddid Securities and Futures Limited, Innovax Securities Limited, Valuable Capital Limited, Yue Xiu Securities Company Limited and Zhongtai International Securities Limited
“Latest Practicable Date”	18 September 2023, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Listing”	listing of our Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Date”	the date expected to be on or about Wednesday, 11 October 2023, on which the Shares are first listed and from which dealings in the Shares are permitted to take place on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or modified from time to time
“Main Board”	the stock market (excluding the options market) operated by the Stock Exchange, independent from and operated in parallel with GEM
“Marshall Islands”	the Republic of the Marshall Islands

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## DEFINITIONS

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“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company conditionally adopted on 18 September 2023 which will become effective upon the Listing, a summary of which is contained in Appendix III to this prospectus, as amended, supplemented or 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)
“Million Oak”	Million Oak Limited, a limited liability company incorporated in the Marshall Islands on 10 August 2018, which is wholly-owned by Mr. Chan
“MOE”	the Ministry of Education of the PRC (中華人民共和國教育部)
“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)
“Mr. Chan”	Mr. Chan Eong Liat Jason, one of our Pre-IPO Investors, further details of which are described in “History, Reorganisation and Corporate Structure — Pre-IPO Investments”
“Mr. Chua”	Mr. Chua Kim Leng, one of our Pre-IPO Investors, further details of which are described in “History, Reorganisation and Corporate Structure — Pre-IPO Investments”
“Mr. Hui”	Mr. Hui Chi Chung Nevin (許智聰), our executive Director
“Mr. Li”	Mr. Li Changqing (李常青), our executive Director, chief executive officer, Chairman and one of our Controlling Shareholders
“Mr. Wang”	Mr. Wang Yufei (王宇飛), our executive Director, deputy general manager and one of our Controlling Shareholders

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## DEFINITIONS

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“Mr. Ye”	Mr. Ye Shanmin (葉善敏), one of our Pre-IPO Investors and our former Director who resigned on 15 March 2022, further details of which are described in “History, Reorganisation and Corporate Structure — Pre-IPO Investments”
“Mr. Zhang”	Mr. Zhang Guangbai (張光柏), our executive Director, director of technology and one of our Controlling Shareholders
“Ms. Deng”	Ms. Deng Caidie (鄧彩蝶), our executive Director, deputy general manager and one of our Controlling Shareholders
“Nanning Maiyue”	Nanning Maiyue Software Company Limited (南寧市邁越軟件有限責任公司), a limited liability company established in the PRC on 13 March 2003 and a wholly-owned subsidiary of our Company
“NDRC”	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%) of not more than HK\$1.40 and expected to be not less than HK\$1.05, such price to be determined by agreement between our Company and the Sole Overall Coordinator (for itself and on behalf of the Underwriters) on or before the Price Determination Date
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares, including the additional Shares that might be issued under any exercise of the Over-allotment Option

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## DEFINITIONS

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“Over-allotment Option”	the option expected to be granted by our Company under the International Underwriting Agreement to the International Underwriters, exercisable by the Sole Overall Coordinator (on behalf of the International Underwriters), pursuant to which our Company may be required to allot and issue up to an aggregate of 18,750,000 additional new Shares at the Offer Price representing 15% of the initial number of Offer Shares offered under the Global Offering, at the Offer Price to, among other things, cover the over-allotment (if any) in the International Placing, as described in “Structure and Conditions of the Global Offering”
“PBOC”	the People’s Bank of China (中國人民銀行)
“PRC” or “China”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Government” or “State”	the government of the PRC including all political subdivisions (including provincial, municipal and other regional or local government entities) and their instrumentalities thereof or where the context requires, any of them
“PRC Legal Advisers”	Zhong Lun Law Firm, the legal advisers of our Company as to the laws of the PRC
“Pre-IPO Investments”	the investments made by the Pre-IPO Investors, and “Pre-IPO Investment” means any of such investments, further details of which are described in “History, Reorganisation and Corporate Structure — Pre-IPO Investments”
“Pre-IPO Investors”	Mr. Ye, Mr. Chan and Mr. Chua, and a “Pre-IPO Investor” means any of them, further details of which are described in “History, Reorganisation and Corporate Structure — Pre-IPO Investments”

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## DEFINITIONS

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“Price Determination Date”	the date expected to be on or around Wednesday, 4 October 2023, on which our Company and the Sole Overall Coordinator (for itself and on behalf of the Underwriters) determine the final Offer Price for the purpose of the Global Offering
“Quam Capital Limited”	Quam Capital Limited (formerly known as China Tonghai Capital Limited), a licensed corporation under the SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities
“Quam Securities Limited”	Quam Securities Limited (formerly known as China Tonghai Securities Limited), a licensed corporation under the SFO to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation of our Group in preparation for the Listing, details of which are set out in “History, Reorganisation and Corporate Structure — Reorganisation”
“RMB”	Renminbi, the lawful currency of the PRC
“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”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or modified from time to time
“Share(s)”	ordinary share(s) in the share capital of our Company, with a nominal value of HK\$0.01 each

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## DEFINITIONS

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“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 18 September 2023, a summary of principal terms of which is set out in “Statutory and General Information — D. Share Option Scheme” in Appendix IV to this prospectus
“Shareholder(s)”	holder(s) of the Share(s)
“Shuguang Maiyue”	Guangxi Shuguang Maiyue Technology Company Limited (廣西數廣邁越科技有限公司), a limited liability company established in the PRC on 10 October 2019, and a subsidiary of our Company which is held as to 51% and 49% by Guangxi Silunjie and Digital Guangxi, respectively since 21 April 2021
“Sole Overall Coordinator”	Quam Securities Limited
“Sole Sponsor”	Quam Capital Limited
“Stabilising Manager”	Quam Securities Limited
“State Council”	State Council of the People’s Republic of China (中華人民共和國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Deep Blue Ocean and the Stabilising Manager on or about the same date as the International Underwriting Agreement
“Stock Exchange” or “HKEx” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or modified from time to time
“Track Record Period”	the financial years ended 31 December 2020, 2021 and 2022 and the four months ended 30 April 2023
“US\$” or “USD”	United States dollar, the lawful currency of the United States

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## DEFINITIONS

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“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 modified from time to time
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“VAT”	value-added tax
“Wanjia Hongxin”	Wanjia Hongxin International Limited (萬嘉宏信國際有限公司), a limited liability company incorporated in Hong Kong on 8 August 2019 and a wholly-owned subsidiary of our Company
“%”	per cent

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

*For ease of reference, the names of Chinese laws and regulations, government authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in this prospectus in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.*