

DEFINITIONS

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

“Accountants’ Report”	the accountants’ report prepared by Ernst & Young, the text of which is 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”	the Accounting and Financial Reporting Council of Hong Kong (formerly known as the Financial Reporting Council of Hong Kong)
“Ai Liang Shan”	Ai Liang Shan Holdings Limited, a limited liability company incorporated in the BVI on February 15, 2023 and one of our Pre-[REDACTED] Investors
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on May 5, 2024 with effect from the [REDACTED] and as amended from time to time, 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 our Board
“Banyan Pacific”	Banyan Pacific Technology Investment Limited, a limited liability company incorporated in the BVI on December 12, 2013 and one of our Pre-[REDACTED] Investors
“Beyond Branding”	Beyond Branding Limited, a limited liability company incorporated in the BVI on June 10, 2021, wholly-owned by Jovie Trust, and one of our Controlling Shareholders
“Beyond Marketing”	Beyond Marketing Holding Limited, a limited liability company incorporated in the BVI on June 8, 2021 and one of our Pre-[REDACTED] Investors
“Board of Directors”, “Board” or “our Board”	the board of Directors

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“BPC”	BPC Alpha Limited, a limited liability company incorporated in the BVI on April 4, 2022 and one of our Pre-[REDACTED] Investors
“Business Day”	a day on which banks in Hong Kong are open generally for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
	[REDACTED]
“Cayman Companies Act” or “Companies Act”	the Companies Act (As Revised) of the Cayman Islands, (Cap. 22, Law 3 of 1961), as amended or supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “PRC”	the People’s Republic of China excluding, for the purposes of this document, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“CIC” or “Industry Consultant”	China Insights Industry Consultancy Limited, our industry consultant
“CIC Report”	the industry report commissioned by our Company and independently prepared by CIC, a summary of which is set forth in the section headed “Industry Overview” in this document
“close associate(s)”	has the meaning ascribed to it 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
“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

DEFINITIONS

“Company”, “our Company” or “the Company”	Qunabox Group Limited (趣致集團), an exempted company with limited liability incorporated in the Cayman Islands on June 15, 2021
“Concert Parties”	refers to Ms. Yin, Ms. YIN Juelian (殷珏蓮), Mr. CAO Liwen (曹理文), Mr. HUANG Aihua (黃愛華), Mr. QIAN Jun (錢俊) and Mr. WU Wenhong (吳文洪), and “Concert Party” means any one of them
“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 unless the context otherwise requires, refers to the Concert Parties and their respective holding vehicles, further details of which are set out in the section headed “Relationship with Our Controlling Shareholders” in this document
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“Ferry Phase III”	Shanghai Yuanqu Enterprise Management, L.P. (上海源趣叁期企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on October 25, 2021 and one of our Pre-[REDACTED] Investors
	[REDACTED]
“General Rules of HKSCC”	General Rules of HKSCC published by the Stock Exchange and as amended from time to time

DEFINITIONS

[REDACTED]

“Group”, “our Group”, “our”, “we” or “us”	our Company and its subsidiaries and branch companies from time to time or, where the context so requires, in respect of the period prior to our Company having become the holding company of its present subsidiaries and branch companies, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Hainan Quzhi”	Hainan Quzhi Network Technology Co., Ltd. (海南趣致網絡科技有限公司), a limited liability company established in the PRC on June 12, 2023 and a wholly-owned subsidiary of Qunabox HK
“Helena Trust”	a trust established on August 27, 2021 by Ms. YIN Juelian (殷珏蓮) as settlor and one of the beneficiaries
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	the Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“HKSCC Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in force

DEFINITIONS

“HKSCC Participant”	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China

[REDACTED]

“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
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[REDACTED]

DEFINITIONS

“IFRS”	International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and International Accounting Standards and interpretation issued by International Accounting Standards Committee
“Independent Third Party(ies)”	any person(s) or entity(ies) which, to the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, is not a connected person of our Company within the meaning of the Listing Rules
“INSIGMA”	INSIGMA Limited, a limited liability company incorporated in the BVI on June 8, 2021, wholly-owned by Mr. WU Wenhong (吳文洪), and one of our Controlling Shareholders

[REDACTED]

“Jovie Trust”	a trust established on August 27, 2021 by Ms. Yin as the settlor and one of the beneficiaries
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“Kiosk Joy”	Kiosk Joy Holding Limited, a limited liability company incorporated in the BVI on June 10, 2021, wholly-owned by Liwen Trust, and one of our Controlling Shareholders
“Latest Practicable Date”	May 7, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this document before its publication
“Lighthouse”	Yuanzhan Equity Investment Management (Shanghai) Co., Ltd. (遠瞻股權投資管理(上海)有限公司), a limited liability company established in the PRC on May 26, 2011 and one of our Pre-[REDACTED] Investors
	[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
“Liwen Trust”	a trust established on September 24, 2021 by Mr. CAO Liwen (曹理文) as settlor and the beneficiary
“M&A Rules”	the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Inventors (《關於外國投資者併購境內企業的規定》)
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company conditionally adopted on May 5, 2024 with effect from the [REDACTED] and as amended from time to time a summary of which is set out in Appendix III to this document

DEFINITIONS

“MOF”	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)
“Ms. Yin”	Ms. YIN Juehui (殷珏輝), our key founder, an executive Director, chairwoman of our Board, our chief executive officer and one of our Controlling Shareholders
“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)
“NeoBox”	NeoBox Holding Limited, a limited liability company incorporated in the BVI on June 10, 2021, wholly-owned by Mr. HUANG Aihua (黃愛華), and one of our Controlling Shareholders
“Nomination Committee”	the nomination committee of our Board
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

[REDACTED]

“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
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Legal Adviser”	Merits & Tree Law Offices, the legal advisers to our Company as to PRC law

DEFINITIONS

“Pre-[REDACTED] Investment(s)” the investment(s) in our Group undertaken by the Pre-[REDACTED] Investors before the [REDACTED], details of which are set out in the paragraph headed “History, Reorganization and Corporate Structure – Pre-[REDACTED] Investments” in this document

“Pre-[REDACTED] Investor(s)” the investor(s) who acquired interest in our Group pursuant to the relevant capital increase agreement(s), equity transfer agreement(s) and share purchase agreement(s), details of which are set out in the section headed “History, Reorganization and Corporate Structure” in this document

[REDACTED]

“Q-robot” Q-robot Holding Limited, a limited liability company established in the BVI on June 10, 2021, wholly-owned by Helena Trust, and one of our Controlling Shareholders

“Q-robot shop” Q-robot shop Limited, a limited liability company incorporated in the BVI on June 8, 2021, wholly-owned by Mr. QIAN Jun (錢俊), and one of our Controlling Shareholders

“QFUN” QFUN Holding Limited, a limited liability company incorporated in the BVI on June 8, 2021 and one of our Pre-[REDACTED] Investors

“QFUN Tech” QFUN Tech Group LTD, a limited liability company incorporated in the BVI on June 8, 2021 and one of our Pre-[REDACTED] Investors

“Qunabox HK” Qunabox Group Hongkong Limited (香港趣致有限公司), a limited company incorporated under the laws of Hong Kong on July 12, 2021 and a direct wholly-owned subsidiary of our Company

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“Quzhi Xiamen”	Xiamen Quzhi Technology Co., Ltd. (廈門趣致科技有限 公司), a limited liability company established under the laws of the PRC on May 22, 2015 and a former subsidiary of our Company which was deregistered on April 24, 2022
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of our Board
“Renminbi” or “RMB”	Renminbi, the lawful currency of China
“Reorganization”	the reorganization undertaken by our Group in preparation for the [REDACTED], details of which are set out in the paragraph headed “History, Reorganization and Corporate Structure – Reorganization” in this document
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAFE Circular 37”	the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Offshore Investment and Financing and Roundtrip Investment through 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 July 14, 2014
“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), currently known as 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), formerly known as SAIC
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督 管理委員會)
“SAT”	the State Administration of Taxation of the PRC (中華人 民共和國國家稅務總局)

DEFINITIONS

“Series A Preferred Shares”	the series A preferred shares of our Company with a par value of US\$0.00001 per share
“Series Angel Preferred Shares”	the series Angel preferred shares of our Company with a par value of US\$0.00001 per share
“Series B Preferred Shares”	the series B preferred shares of our Company with a par value of US\$0.00001 per share
“Series C Preferred Shares”	the series C preferred shares of our Company with a par value of US\$0.00001 per share
“Series D Preferred Shares”	the series D preferred shares of our Company with a par value of US\$0.00001 per share
“Series E Preferred Shares”	the series E preferred shares of our Company with a par value of US\$0.00001 per share
“Series E+ Preferred Shares”	the series E+ preferred shares of our Company with a par value of US\$0.00001 per share
“Series F-1 Preferred Shares”	the series F-1 preferred shares of our Company with a par value of US\$0.00001 per share
“Series F-2 Preferred Shares”	the series F-2 preferred shares of our Company with a par value of US\$0.00001 per share
“Series Seed-1 Preferred Shares”	the series Seed-1 preferred shares of our Company with a par value of US\$0.00001 per share
“Series Seed-2 Preferred Shares”	the series Seed-2 preferred shares of our Company with a par value of US\$0.00001 per share
“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
“SGD”	Singapore dollars, the lawful currency of Singapore

DEFINITIONS

“Shanghai Eaglespeed”	Shanghai Eaglespeed Enterprise Management Partnership (Limited Partnership) (上海鷹之速企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on October 20, 2021 and one of our Pre-[REDACTED] Investors
“Shanghai Hongjiuqu”	Shanghai Hongjiuqu Enterprise Management Partnership (Limited Partnership) (上海弘玖趣企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on September 23, 2021 and one of our Pre-[REDACTED] Investors
“Shanghai Junna”	Shanghai Junna Enterprise Management Partnership (Limited Partnership) (上海君拿企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on October 20, 2021 and one of our Pre-[REDACTED] Investors
“Shanghai Quleduo”	Shanghai Quleduo Information Technology Consulting Co., Ltd. (上海趣樂多信息技術諮詢有限責任公司), a limited liability company established under the laws of the PRC on August 3, 2021 and a subsidiary of our Company
“Shanghai Quna”	Shanghai Quna Network Technology Co., Ltd. (上海趣致網絡科技有限公司), a limited liability company established under the laws of the PRC on July 18, 2013 and a subsidiary of our Company
“Shanghai Quxuan”	Shanghai Quxuan E-commerce Co., Ltd. (上海趣選電子商務有限公司), a limited liability company established under the laws of the PRC on March 29, 2018 and a subsidiary of our Company
“Shanghai Quzhi”	Shanghai Quzhi Network Technology Co., Ltd. (上海趣至網絡科技有限公司), a limited liability company established under the laws of the PRC on December 17, 2021 and a subsidiary of our Company
“Shanghai Xiangyiqu”	Shanghai Xiangyiqu Business Management Partnership (Limited Partnership) (上海湘宜趣企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on October 27, 2021 and one of our Pre-[REDACTED] Investors

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“Shanghai Yingmaisheng”	Shanghai Yingmaisheng Enterprise Management Partnership (Limited Partnership) (上海鷹脈升企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on October 20, 2021 and one of our Pre-[REDACTED] Investors
“Shanghai Yuanjizhi”	Shanghai Yuanjizhi Enterprise Management, L.P. (上海源及致企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on November 1, 2021 and one of our Pre-[REDACTED] Investors
“Shanghai Yuanyuqu”	Shanghai Yuanyuqu Enterprise Management, L.P. (上海源與趣企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on November 1, 2021 and one of our Pre-[REDACTED] Investors
“Shanghai Zhiqu”	Shanghai Zhiqu Technology Co., Ltd. (知驅(上海)科技有限公司), a limited liability company established under the laws of the PRC on November 19, 2020 and a subsidiary of our Company
“Share(s)”	ordinary share(s) in the share capital of our Company with a par value of US\$0.00001 each
“Shareholder(s)”	holder(s) of our Share(s)
“Singapore”	the Republic of Singapore
“Sinoace”	Sinoace Holdings Limited, a limited company incorporated in Hong Kong on February 25, 2020 and one of our Pre-[REDACTED] Investors

[REDACTED]

DEFINITIONS

[REDACTED]

“Sole Sponsor”	Haitong International Capital Limited
“Stock Incentive Plan”	the stock incentive plan of our Company approved and adopted by our Company on September 22, 2021, details and principal terms of which are set out in the paragraph headed “Statutory and General Information – D. Stock Incentive Plan” in Appendix IV to this document
“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 Code on Takeovers and Mergers and Share Buy-backs published by the SFC, as amended, supplemented or otherwise modified from time to time
“Termi Smart”	TERMI SMART PTE. LTD., a private company limited by shares incorporated in Singapore on January 31, 2024 and a subsidiary of our Company
“Track Record Period”	the financial years ended December 31, 2021, 2022 and 2023

[REDACTED]

“United States” or “U.S.”	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
“US\$” or “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States

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[REDACTED]

“Xiamen C&D”	Xiamen C&D Emerging Industry Equity Investment No. 1 Partnership (Limited Partnership) (廈門建發新興產業股權投資壹號合夥企業(有限合夥)), a limited partnership established in the PRC on June 27, 2016 and one of our Pre-[REDACTED] Investors
“Yunshang Meiji”	Shanghai Yunshang Meiji Network Technology Co., Ltd. (上海雲上美集網絡科技有限公司), a limited liability company established under the laws of the PRC on June 15, 2023 and a subsidiary of our Company
“Zhejiang Quxiang”	Zhejiang Quxiang Network Technology Co., Ltd. (浙江趣享網絡科技有限公司), a limited liability company established under the laws of the PRC on June 12, 2023 and a subsidiary of our Company
“%”	per cent