
DEFINITIONS

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

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| “Abundant Wealth” | Abundant Wealth Group Limited (溢裕集團有限公司), a company incorporated in the BVI with limited liability on 26 November 2021, and a direct wholly-owned subsidiary of our Company upon completion of the Reorganisation |
| “Accountants’ Report” | the accountants’ report of the Group prepared by Moore CPA Limited as contained in Appendix I to this document |
| “acting in concert” | has the meaning as ascribed to it in the Takeovers Code |
| “Acting in Concert Confirmation” | the deed of confirmation dated 25 March 2022 executed by Mr. Tong and Busy Trade, in relation to their confirmation of the existence of certain acting in concert arrangements in UBoT Inc. (HK). For details, please refer to the section headed “History, Development and Reorganisation – Parties acting in concert” in this document |
| “AFRC transaction levy” | a levy of 0.00015% (rounded to the nearest cent) is charged per side of the consideration of a transaction, and the amount is collected for the Accounting and Financial Reporting Council |
| “Articles” or “Articles of Association” | the amended and restated articles of association of our Company conditionally approved and adopted on [•], which will take effect on the [REDACTED], a summary of which is set out in Appendix III to this document, and as amended from time to time |
| “associates” | has the meaning ascribed to it under the GEM Listing Rules |
| “Board” | the board of Directors |
| “business day(s)” | a day (excluding Saturday, Sunday or public or statutory holiday in Hong Kong and any day on which a tropical cyclone warning No. 8 or above is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business in Hong Kong throughout their normal business hours |

DEFINITIONS

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| "Busy Trade" | Busy Trade Limited (生意有限公司), a company incorporated in Hong Kong with limited liability on 8 December 2005, which is one of our Controlling Shareholders and wholly-owned by Tang's Family, among which, 70.2% is owned by Mr. Tang, 5% is owned by Ms. Tang, 12.4% is owned by Mr. CL Tang and 12.4% is owned by Mr. CM Tang |
| "BVI" | the British Virgin Islands |
| "Capital Market Intermediaries" or "capital market intermediary(ies)" or "CMI(s)" | the capital market intermediaries participating in the [REDACTED] and has the meaning ascribed thereto under the Listing Rules |
| [REDACTED] | [REDACTED] |
| "CCASS" | the Central Clearing and Settlement System established and operated by HKSCC |

DEFINITIONS

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| "China" or the "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 |
| "close associate(s)" | has the meaning ascribed to it under the GEM Listing Rules |
| "Companies Act" | the Companies Act, Cap. 22 (As Revised) of the Cayman Islands |

DEFINITIONS

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| “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 |
| “Company” or “our Company” | UBoT Holding Limited 優博控股有限公司, a company incorporated in the Cayman Islands as an exempted company with limited liability on 7 February 2022 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 22 March 2022 |
| “connected person(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “connected transaction(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “Controlling Shareholder(s)” | has the meaning ascribed to it under the GEM Listing Rules, and unless the context otherwise requires, refers to Sino Success, Mr. Tong, Busy Trade, Mr. Tang, Ms. Tang, Mr. CL Tang and Mr. CM Tang |
| “core connected person(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “COVID-19” | the novel coronavirus (2019-nCoV) |
| “CSRC” | China Securities Regulatory Commission |
| “Deed of Indemnity” | the deed of indemnity dated [•] executed by our Controlling Shareholders in favour of our Company (for ourselves and as trustee for each of our subsidiaries), regarding certain tax and other indemnities, further particulars of which are set out in the paragraph headed “E. Other information – 1. Tax and other indemnities” in Appendix IV to this document |

DEFINITIONS

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| “Deed of non-competition” | the deed of non-competition undertaking dated [•] 2023 entered into by our Controlling Shareholders and executive Directors (as covenantors) in favour of our Company (for ourselves and for the benefit of each of our subsidiaries) regarding certain non-competition undertakings as further described in the section headed “Relationship with Controlling Shareholders” of this document |
| “Director(s)” | director(s) of our Company |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| “F&S” | Frost & Sullivan International Limited, an independent market research and consulting company, and an Independent Third Party |
| “F&S Report” | the industry report commissioned by our Company and prepared by F&S, a summary of which is set forth in the section headed “Industry Overview” in this document |
| “FINI” | “Fast Interface for New Issuance”, an online platform operated by HKSCC that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for all new listings on the Stock Exchange |
| “GEM” | GEM operated by the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time |

DEFINITIONS

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| “Group”, “we”, “our”, “us” or “our Group” | our Company and our subsidiaries or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company and the businesses operated by such subsidiaries or their predecessors (as the case may be) |
| “HKSCC” | Hong Kong Securities Clearing Company Limited |
| [REDACTED] | [REDACTED] |
| “HKSCC Nominees” | HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC |
| “HKSCC Participant” | a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant |
| “HKSCC Operational Procedures” | the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to HKSCC’s services and the operations and functions of the systems established, operated and/or otherwise provided by or through HKSCC (including FINI and CCASS) as from time to time in force |
| “Hong Kong” or “HK” or “HKSAR” | the Hong Kong Special Administrative Region of the PRC |
| [REDACTED] | [REDACTED] |
| “Hong Kong dollars”, “HK dollars”, “HKD” or “HK\$” | Hong Kong dollar(s), the lawful currency of Hong Kong |
| “Hong Kong Legal Counsel” | Mr. Lawrence Man, a barrister-at-law of Hong Kong and legal counsel as to Hong Kong laws in relation to certain tax issues |

DEFINITIONS

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| “Houjie Production Factory” | our production factory located at Block C, Baishantou Area, Huangang Village, Houjie Town, Dongguan, Guangdong Province, the PRC |
| “Independent Third Party(ies)” | person(s) or entity(ies) that is or are not connected person(s) within the meaning of the GEM Listing Rules |
| “IRD” | the Inland Revenue Department of Hong Kong |
| “Latest Practicable Date” | [17 March 2024], being the latest practicable date for the purpose of ascertaining certain information in this document |
| “Listco Concert Deed” | the deed of confirmation dated 15 September 2023 executed by Mr. Tong, Sino Success, Busy Trade, Mr. Tang, Ms. Tang, Mr. CL Tang and Mr. CM Tang, in respect of the exercise of their respective powers as shareholders of our Company and to consolidate their control over our Group. For details, please refer to the section headed “History, Development and Reorganisation – Parties acting in concert” in this document |
| [REDACTED] | [REDACTED] |
| “Listing Committee” | the listing committee of the Stock Exchange |
| [REDACTED] | [REDACTED] |
| “Listing Division” | the listing department of the Stock Exchange |
| “m” | metre |

DEFINITIONS

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| “Memorandum” or “Memorandum of Association” | the memorandum of association of our Company conditionally approved and adopted on [•], which will take effect on the [REDACTED], a summary of which is set out in Appendix III to this document, as amended from time to time |
| “Mr. Chan” | Mr. Chan Kai Leung (陳啟亮), being an executive Director and one of our Shareholders |
| “Mr. CL Tang” | Mr. Tang Chak Leung (鄧澤良), being one of our Controlling Shareholders and brother of Mr. Tang, Ms. Tang and Mr. CM Tang |
| “Mr. CM Tang” | Mr. Tang Chak Man (鄧澤民), being one of our Controlling Shareholders and brother of Mr. Tang, Ms. Tang and Mr. CL Tang |
| “Mr. Shek” | Mr. Shek Kam Pun (石錦斌), being an executive Director and one of our Shareholders |
| “Mr. Tam” | Mr. Tam Ming Wa (譚明華), being an executive Director and one of our Shareholders |
| “Mr. Tang” | Mr. Tang Ming (鄧明), being one of our Controlling Shareholders, and brother of Ms. Tang, Mr. CL Tang and Mr. CM Tang |
| “Mr. Tong” | Mr. Tong Yuen To (湯遠濤), being an executive Director, our chief executive officer, chairman of our Board, and one of our Controlling Shareholders |
| “Mr. Zuo” | Mr. Zuo Yi (左毅), being one of the shareholders of UBoT Inc. (HK) prior to the Reorganisation |
| “Ms. Tang” | Ms. Tang Wai Ling (鄧惠玲), being one of our Controlling Shareholders, and the sister of Mr. Tang, Mr. CL Tang and Mr. CM Tang |
| “Ms. Wong” | Ms. Wong Yin Mei (黃燕薇), being one of our Shareholders |
| “NASDAQ” | The National Association of Securities Dealers Automated Quotations Stock Market, which is an American Stock Exchange based in New York City |
| “NYSE” | The New York Stock Exchange |

DEFINITIONS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Offshore Profits Claim”

the offshore profits claim lodged by UBoT Inc. (HK) in relation to the locality of its trading profits with the IRD, details of which are set out in the paragraphs headed “Business – Historical Offshore Profits Claim” in this document

[REDACTED]

[REDACTED]

“Overseas Listing 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》)

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

DEFINITIONS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“PRC” or “China”

the People’s Republic of China, which for the purpose of this document, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

“PRC Legal Advisers”

King & Wood Mallesons, our legal advisers as to PRC laws in relation to the [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

DEFINITIONS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Renminbi” or “RMB”

Renminbi, the lawful currency of the PRC

“Regulation S”

Regulation S under the U.S. Securities Act

“Reorganisation”

the corporate reorganisation of our Group in the preparation for the [REDACTED], details of which are set out in the section headed “History, development and Reorganisation – Reorganisation” in this document

“Repurchase Mandate”

the general unconditional mandate granted to our Directors by the Shareholders in relation to the repurchase of our Shares, further information on which is set forth in the paragraph headed “A Further information about our Group – 6. Repurchase by our Company of its own securities” in Appendix IV to this document

“Securities and Futures Commission” or “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

“Share(s)”

ordinary share(s) with nominal value of HK\$0.001 in the share capital of our Company

[REDACTED]

[REDACTED]

“Share Option Scheme”

the share option scheme conditionally approved and adopted by our Company on [•], the principal terms of which are set out in the paragraph headed “D. Share Option Scheme” in Appendix IV to this document

“Shareholder(s)”

holder(s) of the issued Share(s)

DEFINITIONS

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| “Shatian Production Factory” | our production factory located at Block no. 1 and no. 3, No. 17 Chengtian Road, Shatian Town, Dongguan, Guangdong Province, the PRC |
| “Shatian Warehouse” | our warehouse nearby our Shatian Production Factory located at Zone A, B and C, Mincheng Road, Mintian Village, Dongguan, Guangdong Province, the PRC |
| “Singapore” | the Republic of Singapore |
| “Singapore dollars” or “S\$” | Singapore dollars, the lawful currency of Singapore |
| “Sino Key” | Sino Key Enterprises Limited (漢建企業有限公司), a company incorporated in the BVI with limited liability on 17 November 2021, and a direct wholly-owned subsidiary of our Company upon completion of the Reorganisation |
| “Sino Success” | Sino Success Ventures Limited, a company incorporated in the BVI with limited liability on 2 December 2021 and wholly-owned by Mr. Tong, and one of our Controlling Shareholders upon completion of the Reorganisation |
| “Sole Sponsor” | Yue Xiu Capital Limited, a licensed corporation to carry on type 6 (advising on corporate finance) regulated activity under the SFO, being the sponsor of the [REDACTED] |
| “sq. m.” | square metre(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “subsidiary(ies)” | has the meaning ascribed to it under the GEM Listing Rules |
| “Substantial Shareholder(s)” | has the meaning ascribed to it under the GEM Listing Rules |
| “Tang’s Family” | collectively, Mr. Tang, Mr. CL Tang, Mr. CM Tang and Ms. Tang |
| “Takeovers Code” | the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time |
| “Tax Consultant” | SHINEWING Tax and Business Advisory Limited, an independent tax consultant we engaged on certain tax issues |

DEFINITIONS

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| “Track Record Period” | the three financial years ended 31 December 2023 |
| “TWSE” | The Taiwan Stock Exchange |
| “UBoT Electronic Packing” | Dongguan UBoT Electronic Packing Products Co., Ltd.* (東莞優博電子包裝製品有限公司) (formerly known as Dongguan UBoT Precision Packing Technology Co., Ltd.* (東莞優博精密包裝技術有限公司)), a limited liability company established in the PRC on 25 December 2019, and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation |
| “UBoT Enterprise” | Dongguan UBoT Enterprise Co., Ltd.* (東莞優博實業有限公司), a limited liability company established in the PRC on 14 April 2010, and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation |
| “UBoT Group” | UBoT Inc. (HK) and its subsidiaries prior to the Reorganisation |
| “UBoT Inc. (HK)” | UBoT Incorporated Limited (優博企業有限公司), a company incorporated in Hong Kong with limited liability on 28 November 2005, and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation |
| “UBoT Inc. (SG)” | UBoT Incorporated Pte. Limited, a company incorporated in Singapore with limited liability on 18 January 2008, and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation |
| “UBoT Shanghai” | Shanghai UBoT Marketing and Promotion Co., Ltd.* (上海優博市場推廣有限公司), a limited liability company established in the PRC on 20 December 2023, and an indirect wholly-owned subsidiary of our Company |
| “UBOTIC” | UBOTIC Company Limited (優博創新科技有限公司), a company incorporated in Hong Kong with limited liability on 11 August 2009, and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation |
| “UBOTIC IP” | UBOTIC Intellectual Property Company Limited (優博創新科技產權有限公司), a company incorporated in Hong Kong with limited liability on 1 December 2009, and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation |

DEFINITIONS

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| “UBOTIC MEMS” | Dongguan UBOTIC MEMS Co., Ltd.* (東莞優博創新微機電科技有限公司), a limited liability company established in the PRC on 2 August 2012, and an indirect wholly-owned subsidiary of our Company upon completion of the Reorganisation |
| [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] |
| “US dollar(s)” or “US\$” or “USD” | United States dollar(s), the lawful currency of the USA |
| “USA” or “United States” | the United States of America |
| “Withdrawal” | the withdrawal of the Offshore Profits Claim by UBoT Inc. (HK) with the IRD, details of which are set out in the paragraphs headed “Business – Historical Offshore Profits Claim” in this document |
| “%” | per cent. |

* *The English transliteration of the Chinese names in this document, where indicated, is included for information only, and should not be regarded as the official English names of such Chinese names*