

DEFINITIONS

In this document, unless the context otherwise requires, the following terms and expressions have the meanings set forth below.

“2015 Employee Incentive Platforms”	collectively, Hongxin Boyuan, Zhongzheng Boyuan, Zhongzheng Dinglong and Zhongzheng Xinding, all of which were established in 2015
“Accountants’ Report”	the accountants’ report of our Group for the Track Record Period as set out in Appendix I to this document
“affiliate(s)”	with respect to any specific 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
“Analysys”	Shanghai Deyun Network Technology Limited* (上海鐳雲網絡科技有限公司), an independent market research and consulting company
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company, which shall become effective upon [REDACTED], as amended from time to time, a summary of which is contained in Appendix III to this document
“Asia”	the continent that is to the east of Europe, the west of the Pacific Ocean, and the north of the Indian Ocean, including countries of China, Japan, among others
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Beijing Yike”	Beijing Yike Culture Co., Ltd.* (北京宜科文化有限責任公司), a limited liability company established in the PRC on July 17, 2020, a non wholly-owned subsidiary of Easou Shenzhen and a Consolidated Affiliated Entity
“Board”	the board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands

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“CAC”	Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)
“CAGR”	compound annual growth rate
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“China” or “PRC”	the People’s Republic of China excluding for the purpose of this document, Hong Kong Special Administrative Region of the People’s Republic of China, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Circular 13”	Circular of the State Administration of Foreign Exchange on Further Simplification and Improvement in Foreign Exchange Administration on Direct Investment (關於進一步簡化和改進直接投資外匯管理政策的通知) promulgated by SAFE on February 13, 2015 and effective from June 1, 2015
“Circular 37”	Circular of the State Administration of Foreign Exchange on Issues Related to Foreign Exchange Administration in Terms of Overseas Investments and Financing and Return 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 July 4, 2014 and effective from the same day
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Act” or “Cayman Companies Act”	the Companies Act (as revised), of the Cayman Islands, as amended, supplemented or modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (WUMP) 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

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“Company”, “our Company”, “the Company” or “we”	Easou Technology Holdings Limited (宜搜科技控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on February 9, 2022
“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 Entity(ies)/PRC Operating Entity(ies)”	collectively, Easou Shenzhen and its subsidiaries, namely Beijing Yike, Easou Beijing, Guangzhou Ledian, Guangzhou Tianshitong, Shenzhen New Drive, Shanghai Yinggao, Shenzhen Chuangtu, Shenzhen Dahuatong, Shenzhen Eayou and Shenzhen Taite, the financial results of which have been consolidated and accounted for as subsidiaries of our Company by virtue of the Contractual Arrangements
“Contractual Arrangements”	the series of contractual arrangements entered into by, among others, WFOE and Easou Shenzhen, details of which are described in the section headed “Contractual Arrangements” in this document
“Controlling Shareholder(s)”	in the case of our Company, means Mr. Wang, Growth Value, Fase Ltd and Gather Forever, who will, in aggregate, control the exercise of the voting rights of approximately [REDACTED]% of the Shares immediately following the completion of the [REDACTED] (assuming full conversion of the Pre-[REDACTED] Preferred Share and without taking into account any Shares which may be issued upon the exercise of the [REDACTED] or any options that may be granted under the Share Option Scheme)
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“COVID-19”	COVID-19 virus, a coronavirus identified as the cause of an outbreak of respiratory illness that believed to have first emerged in late 2019
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of Indemnity”	the deed of indemnity dated [●] and executed by our Controlling Shareholders in favor of our Company, particulars of which are set out in the section headed “Statutory and General Information – E. Other Information – 1. Estate duty, tax and other indemnities” in Appendix IV to this document

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“Deed of Non-competition”	the deed of non-competition dated [●] and executed by our Controlling Shareholders in favor of our Company, particulars of which are set out in the section headed “Relationship with our Controlling Shareholders” in this document
“Director(s)”	the director(s) of our Company
“Easou Beijing”	Beijing Easou Tianxia Technology Co., Ltd.* (北京宜搜天下科技有限公司), a limited liability incorporated in the PRC on July 8, 2011, a wholly-owned subsidiary of Easou Shenzhen and a Consolidated Affiliated Entity
“Easou (BVI)”	Easou Technology Limited (宜搜科技有限公司), a BVI business company incorporated in the BVI on February 14, 2022 and a wholly-owned subsidiary of our Company
“Easou (HK)”	Easou Technology (HK) Limited (宜搜科技(香港)有限公司), a limited liability company incorporated in Hong Kong on March 11, 2022 and a wholly-owned subsidiary of our Company
“Easou Reading App Series (宜搜系列閱讀App)”	Easou Reading App (宜搜小說App) and Easou Reading App Light Version (快看小說閱讀)
“Easou Shenzhen”	Shenzhen Easou Technology Co., Ltd.* (深圳宜搜天下科技股份有限公司) (formerly known as Shenzhen Easou Technology Development Co., Ltd.* (深圳宜搜科技發展有限公司)), a limited liability company established in the PRC on April 27, 2005, which was converted into a joint stock company in 2016 and a Consolidated Affiliated Entity
“Easou Shenzhen Transferring Shareholder(s)”	has the meaning as defined in the paragraph headed “History, Reorganization and Corporate Structure – Reorganization – 9. Transfer of the Shares in Easou Shenzhen by the Easou Shenzhen Transferring Shareholders to Wang PRC SPV and Mr. Wang”
“Easou Union”	Easou Union Ltd (宜搜聯合有限公司), a BVI business company incorporated in the BVI on February 17, 2022 and a wholly-owned subsidiary of Shenzhen Yijiujiu
“Escalated Easou Shenzhen Shareholders”	has the meaning as defined in the paragraph headed “History, Reorganization and Corporate Structure – Reorganization – 10. Escalated of Shareholdings in Easou Shenzhen to the Company and the 2023 Subscription”

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“EIT”	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
“Extreme Condition(s)”	extreme conditions, including, but not limited to, serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons as announced by the government of Hong Kong
“Fase Ltd”	FASE LTD., a BVI business company incorporated in the BVI on December 24, 2021 and wholly-owned by Mr. Wang, one of the Controlling Shareholders
“FIL”	Foreign Investment Law of the PRC (《中華人民共和國外商投資法》)
“[REDACTED]”	[REDACTED]
“first-tier cities”	metropolises that play an important role in national political, economic and other social activities and have a leading role and radiating ability, including Beijing, Shanghai, Shenzhen, and Guangzhou
“Full Ocean”	FULL OCEAN INVESTMENTS LTD., a BVI business company incorporated in the BVI on December 24, 2021 and wholly-owned by Mr. Zhao
“GAPP”	The General Administration of Press and Publication (新聞出版總署) of the PRC
“Gather Forever”	Gather Forever Investments Limited (齊遠投資有限公司), a BVI business company incorporated in the BVI on January 5, 2023 and wholly-owned by CMB Wing Lung (Trustee) Ltd. (the trustee of The Hope Trust), one of the Controlling Shareholders
“GFA”	gross floor area
“[REDACTED]”	[REDACTED]

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“Group”, “our Group”, “the Group” “we”, “us”, or “our”	our Company and its subsidiaries from time to time, or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the entities or the predecessors of the present subsidiaries (as the case may be) which carried on the business of the present Group at the relevant time
“Growth Value”	Growth Value LTD., a BVI business company incorporated in the BVI on December 29, 2021 and owned as to 99% and 1% by Gather Forever and Fase Ltd, respectively, upon the establishment of The Hope Trust, and one of the Controlling Shareholders
“Guangzhou Ledian”	Guangzhou Ledian Information Technology Co., Ltd.* (廣州樂點信息科技有限公司), a limited liability company established in the PRC on February 24, 2011, a wholly-owned subsidiary of Easou Shenzhen and a Consolidated Affiliated Entity
“Guangzhou Tianshitong”	Guangzhou Tianshitong Computer Network Technology Co., Ltd.* (廣州天時通計算機網絡科技有限公司), a limited liability company established in the PRC on December 21, 2004, a wholly-owned subsidiary of Guangzhou Ledian and a Consolidated Affiliated Entity
“high-tier regions”	first-tier cities, new first-tier cities and second-tier cities in China
“HK\$”, “Hong Kong dollars” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards, as issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“[REDACTED]”	[REDACTED]

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“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

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“Hongxin Boyuan”	Tianjin Hongxin Boyuan Enterprise Management Consulting Partnership (Limited Partnership)* (天津鴻新博遠企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on September 9, 2015
“ICP License”	the value-added telecommunications business operating license (增值電信業務經營許可證) for internet content provider
“ID”	identification
“Independent Third Party(ies)”	a person or persons, or entity or entities, who/which, as far as our Directors are aware having made all reasonable enquiries, is/are not connected person(s) of our Company
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Internet Cultural Operation License”	the internet cultural operation license (網絡文化經營許可證) for operating internet cultural business
“Internet Publishing Service License”	the internet publishing service license (網絡出版服務許可證) for publishing on the internet

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“[REDACTED]”, “[REDACTED]”, “[REDACTED]”	[REDACTED]
“Latest Practicable Date”	May 21, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[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
“low-tier regions”	third-tier cities and below in China
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company, which shall become effective upon [REDACTED], as amended from time to time, a summary of which is contained in Appendix III to this document
“MIIT”	the Ministry of Industry and Information Technology (中華人民共和國工業和信息化部), and its predecessor was known as the Ministry of Information Industry of the PRC (中華人民共和國信息產業部)
“MOC”	the Ministry of Culture of the PRC (中華人民共和國文化部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Chen”	Chen Jun (陳鈞), our executive Director, chief financial officer and joint company secretary and one of our Shareholders
“Mr. Lu”	Lu Jin (呂晉), one of our Shareholders

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“Mr. Wang”	Wang Xi (汪溪), our chairman, executive Director, chief executive officer and one of the Controlling Shareholders
“Mr. Zhao”	Zhao Lei (趙磊), our executive Director, chief operating officer and one of the Shareholders
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國發展和改革委員會)
“NEEQ”	the National Equities Exchange and Quotations Co., Ltd. (全國中小企業股份轉讓系統有限責任公司), a PRC over-the-counter system for trading shares of public companies
“new first-tier cities”	some provincial capital cities and coastal open cities with strong commercial activity and developed economy, such as Changsha, Hefei, Nanjing, etc.
“NPC”	the National People’s Congress of China(中華人民共和國全國人民代表大會)
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“PBOC”	the People’s Bank of China (中國人民銀行)
“PRC Legal Advisers”	Global Law Office, the legal advisers of our Company as to PRC laws in connection with the [REDACTED]

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“PRC Legal Advisers relating to Data Compliance”	Global Law Office, the legal advisers of our Company as to PRC data compliance
“Pre-[REDACTED] Investment(s)”	the investments made by the Pre-[REDACTED] Investors in our Company, details of which are set out in “History, Reorganization and Corporate Structure – The 2023 Subscription and the Pre-[REDACTED] Investments” in this document
“Pre-[REDACTED] Investor(s)”	the pre-[REDACTED] investors of our Company as defined in the section “History, Reorganization and Corporate Structure – The 2023 Subscription and the Pre-[REDACTED] Investments” in this document
“Pre-[REDACTED] Preferred Share(s)”	convertible and redeemable preferred share(s) of par value US\$0.00001 each in the share capital of our Company
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“R&D”	research and development
“Registered Shareholder(s) of Easou Shenzhen”	Wang PRC SPV, Mr. Wang, Mr. Zhao, Mr. Lu and Mr. Chen, being the registered shareholders of Easou Shenzhen
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganization”	the corporate reorganization of our Group conducted in preparation for the [REDACTED], details of which are set out in the section headed “History, Reorganization and Corporate Structure” in the document
“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), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
“SAIC”	the State Administration for Industry & Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SAMR”	the State Administration of Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)

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“SCNPC”	the Standing Committee of the National People’s Congress of China
“second-tier cities”	prefecture-level capitals and large and medium-sized cities with relatively high economic level, such as Huizhou, Nanning, Haikou, etc.
“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
“Shanghai Yinggao”	Shanghai Yinggao Information Technology Co., Ltd.* (上海赢告信息科技有限公司), a limited liability company established in the PRC on April 2, 2014, a wholly-owned subsidiary of Guangzhou Ledian and a Consolidated Affiliated Entity
“Share(s)”	ordinary share(s) with a nominal or par value of US\$0.00001 each in the share capital of our Company
“Share Buy-back Mandate”	the general unconditional mandate granted to our Directors relating to the repurchase of Shares, details of which are set out in the paragraph headed “Statutory and General Information – A. Further Information about our Group – 6. Repurchase by our Company of our securities” in Appendix IV to this document
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on May 17, 2024, the principal terms of which are summarized under the section headed “Statutory and General Information – D. Share Option Scheme” in Appendix IV to this document
“Shareholder(s)”	holder(s) of Shares
“Shenzhen Chuangtu”	Shenzhen Chuangtu Technology Co., Ltd.* (深圳市創圖科技有限公司), a limited liability company established in the PRC on April 7, 2005, a wholly-owned subsidiary of Easou Shenzhen and a Consolidated Affiliated Entity
“Shenzhen Dahuatong”	Shenzhen Dahuatong Information Technology Co., Ltd.* (深圳市達華通信息技術有限公司), a limited liability company established in the PRC on December 18, 2000, a wholly-owned subsidiary of Easou Shenzhen and a Consolidated Affiliated Entity

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“Shenzhen Eayou”	Shenzhen Eayou Network Technology Co., Ltd* (深圳市宜遊網絡技術有限公司), a limited liability company established in the PRC on August 11, 2006, a wholly-owned subsidiary of Easou Shenzhen and a Consolidated Affiliated Entity
“Shenzhen New Drive”	Shenzhen New Drive Technology Co., Ltd.* (深圳市新動力科技有限公司), a limited liability company established in the PRC on June 22, 2001, a wholly-owned subsidiary of Shanghai Yinggao and a Consolidated Affiliated Entity
“Shenzhen Taite”	Shenzhen Taite Technology Co., Ltd.* (深圳市泰特科技有限公司), a limited liability company established in the PRC on May 17, 2004, a wholly-owned subsidiary of Shenzhen Eayou and a Consolidated Affiliated Entity
“Shenzhen Yijiujiu”	Shenzhen City Yijiujiu Business Consulting Partnership (Limited Partnership)* (深圳市宜玖玖商務諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on January 20, 2022
“Skymobi”	SKYMOBI LTD., a BVI business company incorporated in the BVI on December 24, 2021 and wholly-owned by Mr. Chen
“SP license”	the value-added telecommunications business operating license for provision of information services (other than internet information services) (增值電信業務經營許可證) (信息服務業務，不含互聯網信息服務)
“SSE STAR Market”	the Shanghai Stock Exchange Science and Technology Innovation Board
“[REDACTED]”	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Sole Sponsor”	BOCI Asia Limited
“sq.m.”	square metre(s)
“STA”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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“subsidiary(ies)”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Sunbird International”	Sunbird International Ltd., a BVI business company incorporated in the BVI on December 24, 2021 and wholly-owned by Mr. Lu
“Sunin Tech”	Sunin Technology Limited (香港閃影科技有限公司), a limited liability company incorporated in Hong Kong on May 3, 2024 and a wholly-owned subsidiary of our Company
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“The Hope Trust”	an irrevocable reserved power trust established by Mr. Wang (as the settlor and protector) and CMB Wing Lung (Trustee) Ltd., an independent trustee (as the trustee), for the benefit of Mr. Wang and his family members
“third-tier cities”	small and medium-sized cities with strategic significance or relatively developed or with large economic aggregates
“Track Record Period”	the years ended December 31, 2021, 2022 and 2023
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “U.S. dollar”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act 1933, as amended, supplemented or otherwise modified from time to time
“VAT”	value-added tax
“VIE”	variable interest entity or variable interest entities

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“Wang PRC SPV”	Shenzhen Yijuhui Technology Co., Ltd.* (深圳宜聚匯科技有限責任公司), a limited liability company established in the PRC on April 24, 2022 and wholly-owned by Mr. Wang
“WFOE”	Easou Holdings (Hainan) Co., Ltd.* (宜搜控股(海南)有限公司), a limited liability company established in the PRC on May 6, 2022 and a wholly-owned subsidiary of Easou (HK)
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Zhongzheng Boyuan”	Tianjin Zhongzheng Boyuan Business Consulting Partnership (Limited Partnership)* (天津中正博遠商務諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on August 31, 2015
“Zhongzheng Dinglong”	Tianjin Zhongzheng Dinglong Business Consulting Partnership (Limited Partnership)* (天津中正鼎龍商務諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on August 31, 2015
“Zhongzheng Xinding”	Tianjin Zhongzheng Xinding Business Consulting Partnership (Limited Partnership)* (天津中正新鼎商務諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on September 1, 2015
“%”	per cent

Certain amounts and percentage figures included in this 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.

In this document, unless otherwise stated, certain amounts denominated in Renminbi have been translated into Hong Kong dollars or U.S. dollars at an exchange rate of RMB0.9115 = HK\$1.00 or RMB7.1069 = US\$1.00, respectively, for illustration purpose only. Such conversions shall not be construed as representations that amounts in Renminbi were or could have been or could be converted into Hong Kong dollars or U.S. dollars at such rates or any other exchange rates on such date or any other date.

DEFINITIONS

If there is any inconsistency between this document and the Chinese translation of this document, this document shall prevail. If there is any inconsistency between the names of any of the entities, laws and regulations mentioned in this document which are not in the English language and their English translations, the names in their respective original languages shall prevail. The English translations are marked with "" for identification purpose only.*

Unless otherwise specified, all relevant information in this document assumes no exercise of the [REDACTED].