

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below.

“Accountants’ Report”	the report of the Reporting Accountants dated [●], 2024, the text of which is set out in Appendix I to this document
“Affiliate(s)”	any other persons, directly or indirectly, controlling or controlled by, or under direct or indirect common control with, such specified persons
“AFRC”	the Accounting and Financial Reporting Council
“Articles” or “Articles of Association”	the articles of association of our Company (as amended from time to time), conditionally adopted on 14 May 2024, with effect from the [REDACTED], a summary of which is set out in Appendix III — “Summary of the Constitution of our Company and Company Law of the Cayman Islands” to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of directors of our Company
“Business Day(s)”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“[REDACTED]”	[REDACTED]

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“[REDACTED]”	[REDACTED]
“Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“Cayman Islands”	the Cayman Islands, a British Overseas Territory
“[REDACTED]”	[REDACTED]
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, Macau and Taiwan
“Circular 37”	the Notice on Issues Relating to Foreign Exchange Control on Offshore Investment, Financing and Round-trip Investment by Domestic Residents 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), issued by the SAFE on 14 July 2014
“Cloud Factory”	Jiangsu Cloud Factory Information Technology Co., Ltd. (江蘇雲工場信息技術有限公司), a limited liability company established in the PRC on 11 December 2015, which is one of our Consolidated Affiliated Entities and is held by Jiangsu Hanju and Wuxi Bangtai as to 76.1% and 23.9%, respectively
“Cloud Factory BVI”	Cloud Factory (BVI) Limited, a limited liability company incorporated under the laws of the BVI on 10 January 2022, which is a direct wholly-owned subsidiary of our Company
“Cloud Factory HK”	Cloud Factory Hong Kong Limited (雲工場香港有限公司), a private company limited by shares incorporated under the laws of Hong Kong on 19 January 2022, which is an indirect wholly-owned subsidiary of our Company
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“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” or “the Company”	Cloud Factory Technology Holdings Limited (雲工場科技控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 10 December 2021
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Consolidated Affiliated Entity(ies)”	the entity(ies) we control through the Contractual Arrangements, namely, Cloud Factory and its subsidiaries, the financial results of which have been consolidated and accounted for as the subsidiaries of our Company by virtue of the Contractual Arrangements and the details of which are set out in the section headed “History and Reorganisation” in this document
“Contractual Arrangements”	the series of contractual arrangements entered into between Wuxi Lingjingyun, Cloud Factory and its subsidiaries and the Registered Shareholders, details of which are described in the section headed “Contractual Arrangements” in this document
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules, which collectively refers to Mr. Sun and Ru Yi IT, details of which are set out in the section headed “Relationship with Controlling Shareholders” in this document
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“COVID-19”	Novel Coronavirus (COVID-19) or Novel Coronavirus Pneumonia, a respiratory illness caused by a new strain of coronavirus and characterised especially by fever, cough, and shortness of breath and may progress to pneumonia and respiratory failure

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“Deed of Indemnity”	the deed of indemnity dated [●] entered into by our Controlling Shareholders in favour of our Company (for itself and as trustee for each of the subsidiaries), details of which are set out in the paragraph headed “Statutory and General Information — F. Other Information — 10. Tax and other indemnity” in Appendix IV to this document
“[REDACTED]”	[REDACTED]
“Director(s)”	director(s) of our Company
“EdgeAIoT Services”	a form of service which combines AIoT with Edge Computing Services
“EdgeCDN Services”	the provision of CDN services with our edge computing infrastructure
“Edge Computing Services”	a form of infrastructure and computing service distinguishable from our IDC Solution Services under the brand of <i>Lingjing Cloud (靈境雲)</i> , including the content delivery network and other functionality which has been traditionally delivered by hardware-centric appliances, enabling our clients and their customers to build, secure and deliver digital experiences, at the edge of the Internet, based upon our self-built edge computing infrastructure. Our edge computing infrastructure is self-built in the sense that the servers and specially-configured edge servers are owned, operated and deployed by our Group and housed by the infrastructure provided by our suppliers, as compared with the servers used in our IDC Solution Services being owned by our clients. Servers are considered an important element in the construction of the edge nodes. For the avoidance of doubt, in both cases of our IDC Solution Services and Edge Computing Services, the infrastructure of the data centre, including the data centre facilities to house the servers, is provided and owned by our suppliers. For details, please refer to the paragraph headed “Business — Our Business Models — The value chain, flow and business models of our Edge Computing Services” in this document
“[REDACTED]”	[REDACTED]

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“EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法), promulgated on 16 March 2007 and effective on 1 January 2008, and the Regulation on the Implementation of the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法實施條例)
“Entity List”	the trade restriction list published by the U.S. Department of Commerce’s Bureau of Industry and Security consisting of foreign persons, entities or governments
“Extreme Conditions”	any extreme conditions or events, the occurrence of which will cause interruption to the ordinary course of business operations in Hong Kong and/or that may affect the [REDACTED] or the [REDACTED]
“[REDACTED]”	[REDACTED]
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a global market research and consulting company, which is an Independent Third Party
“Frost and Sullivan Report”	an industry report prepared by Frost & Sullivan and commissioned by us, in connection with the [REDACTED]
“Foreign Investment Law”	the PRC Foreign Investment Law (《中華人民共和國外商投資法》), adopted by the NPC on 15 March 2019, and became effective on 1 January 2020
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	our Company, its subsidiaries and the Consolidated Affiliated Entities from time to time or, where the context so requires, in respect of the period prior to our Company became the holding company of its present subsidiaries and Consolidated Affiliated Entities, such subsidiaries and Consolidated Affiliated Entities as if they were subsidiaries and Consolidated Affiliated Entities of our Company at the relevant time

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“Guide”	the Guide for New Listing Applicant published by the Stock Exchange in December 2023
“Hainan Yunzhi”	Hainan Yunzhi Huifu Venture Investment Partnership (Limited Partnership) (海南雲智匯富創業投資合夥企業(有限合夥)), a limited liability partnership established in the PRC on 9 February 2023, and is our [REDACTED] Investor and an Independent Third Party. As at the Latest Practicable Date, Hainan Yunzhi’s executive partner and general partner was Chengdu Gongtou Huifu Private Equity Fund Management Co., Ltd (成都工投匯富私募基金管理有限公司) which was ultimately controlled and owned by Ms. Yang An (楊安) as to 55.0% and Chengdu Advanced Manufacturing Industry Investment Co., Ltd. (成都先進製造產業投資有限公司) (“ ADMIIIC ”) as to 45.0%. ADMIIIC is wholly owned by Chengdu Industry Investment Group Co., Ltd (成都產業投資集團有限公司), which is owned by State-owned Assets Supervision and Administration Commission of Chengdu Municipal Government (成都市國有資產監督管理委員會) as to 90% and Sichuan Provincial Finance Department (四川省財政廳) as to 10%
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

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“[REDACTED]”	[REDACTED]
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“ICP Licence(s)”	the value-added telecommunications business operation licence (增值電信業務經營許可證) issued by MIIT with a service scope of Internet data centre operation business, a subcategory of value-added telecommunication service under the Classification Catalogue Telecommunications Services (《電信業務分類目錄》)

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“ICT Services and Other Services”	the custom-fit ICT services and other services provided by our Group during the Track Record Period, including providing information communications technology solutions to our clients, system development and maintenance, consultation services, provision of cloud computing hardware resources, network acceleration service, text messaging service, call service and corporate mini-application development. For details, please refer to the paragraph headed “Business — Our Services” in this document
“IDC(s)”	internet data centre(s)
“IDC Solution Services”	the IDC solution services provided by our Group during the Track Record Period, including the provision of colocation services and infrastructure management services. For details, please refer to the paragraph headed “Business — Our Services” in this document
“IFRS”	International Accounting Standards, International Financial Reporting Standards, amendments and the related interpretations issued by the International Accounting Standards Board
“Independent Third Party(ies)”	any individual(s) or entity(ies) who, as far as our Directors are aware, is/are not connected with our Company or our connected persons within the meaning ascribed under the Listing Rules
“Inner Mongolia”	the Inner Mongolia Autonomous Region of the PRC
“[REDACTED]”	[REDACTED]

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“[REDACTED]” [REDACTED]

“International Sanctions” all applicable laws and regulations related to economic sanctions, export controls, trade embargoes and wider prohibitions and restrictions on international trade and investment related activities, including those adopted, administered and enforced by the U.S. Government

“International Sanctions Legal Adviser” Stephen Peepels, our legal adviser as to International Sanctions laws in connection with the [REDACTED]

“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“Jiangsu Hanju” Jiangsu Hanju Investment Limited (江蘇瀚舉投資有限公司), a limited liability company established in the PRC on 6 November 2017 which is wholly owned by Mr. Sun, one of our Controlling Shareholders, and our connected person

“Jiangsu Yiru” Jiangsu Yiru Information Technology Co., Ltd. (江蘇意如信息科技有限公司), a limited liability company established in the PRC on 29 October 2013 which is one of our Consolidated Affiliated Entities and is a direct wholly-owned subsidiary of Cloud Factory

“[REDACTED]” and [REDACTED]
“[REDACTED]”

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“[REDACTED]”	[REDACTED]
“Labour Contract Law”	the Labour Contract Law of the PRC (中華人民共和國勞動合同法), issued by the NPC on 29 June 2007, effective on 1 January 2008
“Latest Practicable Date”	22 May 2024, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document
“Lingjing Cloud (靈境雲)”	our cloud business which offers our Edge Computing Services, launched in 2022
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Lower-tier Regions Network Strategy (下沉戰略)”	our strategy to expand our Edge Computing Services into new and rural territories with emerging needs for our services
“M&A Rules”	the Regulations on Mergers and Acquisition of Domestic Enterprises by Foreign Investors (《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 Hong Kong Stock Exchange
“Memorandum” or “Memorandum of Association”	memorandum of association of our Company adopted on 14 May 2024 with effect from the [REDACTED], as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of our Company and Company Law of the Cayman Islands” in Appendix III to this document

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“Memorandum and Articles of Association”	the Memorandum of Association and the Articles of Association
“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)
“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) or its predecessor, the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易部)
“Model Code”	The Model Code for Securities Transactions by Directors of Listed Issuers, the text of which is set forth in Appendix C3 to the Listing Rules
“Mr. Ji”	Mr. Ji Lijun (季黎俊), an executive Director
“Mr. Jiang”	Mr. Jiang Yanqiu (蔣燕秋), an executive Director
“Mr. Sun”	Mr. Sun Tao (孫濤), the Chairman, chief executive officer and an executive Director, the Controlling Shareholders of our Company and one of the Registered Shareholders, and our connected person
“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)
“NEEQ”	National Equities Exchange and Quotations (全國中小企業股份轉讓系統)
“[REDACTED]”	[REDACTED]
“NPC”	the National People’s Congress of the PRC (全國人民代表大會)
“Negative List (2021)” or “Foreign Investment Negative List”	the Special Administrative Measures (Negative List) for Foreign Investment Access (2021 Edition) (外商投資准入特別管理措施(負面清單) (2021版), most recently jointly promulgated by the MOFCOM and the NDRC on 27 December 2021, and which became effective on 1 January 2022, as amended and supplemented from time to time
“Nomination Committee”	the nomination committee of the Board

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“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“[REDACTED]” [REDACTED]

“PBOC” People’s Bank of China (中國人民銀行)

“[REDACTED] RSU Scheme” the [REDACTED] share award scheme conditionally approved and adopted by our Company on 14 May 2024, the principal terms of which are set out in the paragraph headed “Statutory and General Information — D. [REDACTED] RSU Scheme” in Appendix IV to this document

“PRC government” or “State” the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them

“PRC Legal Adviser” Zhong Lun Law Firm, our legal adviser as to PRC laws

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“[REDACTED] Investment”	the transactions as further described in the paragraph headed “History and Reorganisation — [REDACTED] Investments” in this document
“[REDACTED] Investor”	Hainan Yunzhi, further details of which are described in the paragraph headed “History and Reorganisation — [REDACTED] Investments — Information about Our [REDACTED] Investor” in this document
“[REDACTED]”	[REDACTED]
“Registered Shareholders”	the registered shareholders of Cloud Factory, collectively, Mr. Sun, Wuxi Bangtai and Jiangsu Hanju
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Persons”	the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], any of their or the Company’s respective directors, officers or representatives or any other parties involved in the [REDACTED]
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the reorganisation of our Group in preparation for the [REDACTED], details of which are set out in the paragraph headed “History and Reorganisation — Our Reorganisation” in this document
“Reporting Accountants”	Ernst & Young
“RMB”	Renminbi, the lawful currency of the PRC
“Ru Yi IT”	Ru Yi Information Technology Co., LTD, a business company incorporated in the BVI on 5 November 2021, which is wholly-owned by Mr. Sun, one of our Controlling Shareholders and the Selling Shareholder
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
“SAIC”	the State Administration for 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 the SAMR

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“[REDACTED]”	[REDACTED]
“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 the SAIC
“SASAC”	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)
“Selling Shareholder”	Ru Yi IT, in the capacity of the seller of the [REDACTED] for sale under the [REDACTED], the particulars of which are set out in the paragraph headed “Statutory and General Information — F. Other information — 13. Particulars of the Selling Shareholder” in Appendix IV to this document
“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)
“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 or supplemented from time to time
“Shandong Dianya”	Shandong Dianya Information Technology Co., Ltd. (山東典雅信息科技有限公司), a limited liability company established in the PRC on 20 July 2018 which is one of our Consolidated Affiliated Entities and is a direct wholly-owned subsidiary of Cloud Factory
“Shanghai Xiaojiang”	Shanghai Xiaojiang Information Technology Co., Ltd. (上海驍江信息技術有限公司), a limited liability company established in the PRC on 26 April 2021 which is a direct wholly-owned subsidiary of Wuxi Lingjingyun
“Share(s)”	ordinary share(s) in the share capital of our Company with nominal value of US\$0.00001 each
“Shareholder(s)”	holder(s) of Shares

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“Sole Sponsor” and “[REDACTED]”	SPDB International Capital Limited
“Sole Sponsor’s PRC Legal Adviser”	King & Wood Mallesons, the legal adviser to the Sole Sponsor as to PRC law
“Specific PRC Legal Adviser”	Beijing Dacheng Law Offices, LLP, our legal adviser as to specific issue under PRC law
“STA”	the State Taxation Administration of the PRC (中華人民共和 國國家稅務總局)
“[REDACTED]”	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“[REDACTED]”	[REDACTED]
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance, and shall also include our Consolidated Affiliated Entities unless the context requires otherwise
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period comprising the three years ended 31 December 2023
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“U.S.” or “United States”	the United States of America
“U.S. dollars” or “US\$”	U.S. dollars, the lawful currency of the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder

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“VATS”	value-added telecommunication services
“[REDACTED]”	[REDACTED]
“[REDACTED] Service Provider”	[REDACTED]
“WTO”	World Trade Organization
“Wuxi Bangtai”	Wuxi Bangtai Enterprise Management Consulting Limited Partnership Company (無錫邦泰企業管理諮詢合夥企業(有限合夥)), a limited partnership company established in the PRC on 9 October 2019, which is owned by Mr. Sun, one of our Controlling Shareholders, and Jiangsu Hanju as to 49% and 51%, respectively, and our connected person
“Wuxi Lingjingyun”	Wuxi Lingjingyun Information Technology Co., Ltd. (無錫靈境雲信息技術有限公司), a limited liability company established in the PRC on 17 May 2022 and an indirect subsidiary of our Company, held by Cloud Factory HK and Hainan Yunzhi as to 98.74% and 1.26%, respectively
“Wuxi Xiankai”	Wuxi Xiankai Information Technology Co., Ltd. (無錫市顯凱信息技術有限公司), a limited liability company established in the PRC on 22 May 2020, which is a direct wholly-owned subsidiary of Wuxi Lingjingyun
“Wuxi Yunwang”	Wuxi Yunwang Industrial Investment Limited Partnership Company (無錫雲網實業投資合夥企業(有限合夥)), formerly known as Wuxi Yunwang Investment Limited Partnership Company (無錫雲網投資企業(有限合夥)), a limited partnership company established in the PRC on 24 November 2015, owned by a group of individual Independent Third Parties, and was deregistered on 2 March 2020
“Yun Ruitian”	Qingdao Yun Ruitian Information Technology Limited (青島雲睿天信息技術有限公司), a limited liability company established in the PRC on 29 January 2016 which is one of our Consolidated Affiliated Entities and is an indirect wholly-owned subsidiary of Cloud Factory
“%”	per cent

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

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.

The English translation of the PRC entities, enterprises, nationals, facilities, laws or regulations in Chinese or another language included in this document is for identification purposes only. To the extent there is any inconsistency between the Chinese names and their English translations of the foregoing, the Chinese names shall prevail.