
DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings in this document.

“Accountants’ Report”	the accountants’ report of the Group prepared by the reporting accountants as set out in Appendix I to this document
“affiliate(s)”	any other person(s), directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	Accounting and Financial Reporting Council
[REDACTED]	the [REDACTED] used in the [REDACTED]
“Articles” or “Articles of Association”	the second amended and restated articles of association of the Company conditionally adopted by the Shareholders on 17 June 2024 to take effect upon the [REDACTED] , as amended from time to time
“associate(s)”.	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Big Three”	the three largest telecommunications network operators in the PRC
“Board” or “Board of Directors” .	the board of Directors
“business day(s)”	any day(s) (other than a Saturday, Sunday or public holiday in Hong Kong) on which licenced banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

DEFINITIONS

“China” or “PRC”	the People’s Republic of China, but for the purpose of this document, and for geographical reference only and except where the context requires otherwise, reference in this document to “China” or “PRC” do not apply to Hong Kong, Macau and Taiwan
“Central Region”	for the purpose of this document, refers to Jiangxi Province, Shanxi Province, Anhui Province, Henan Province, Hubei Province and Hunan Province
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act” or “Cayman Islands Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) which took effect from 3 March 2014, 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”	Zhonggan Communication (Group) Holdings Limited, a company incorporated in the Cayman Islands on 20 April 2022 as an exempted company with limited liability
“Completed Project(s)”	the Group’s project(s) where the agreement of which had expired or been terminated, or where all the revenue from which had been fully recognised, as at specified date
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires others, refers to Mr. Liu Haoqiong, Ms. Tao Xiulan and GT & Yangtze
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“COVID-19”	a newly identified coronavirus emerging in 2019, known to cause contagious respiratory illness
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Designated Bank”	any bank in Hong Kong designated by it and approved by HKSCC for money settlement purposes

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“Digitalisation Solution Services”	one of the business segments of the Group which comprises Integrated Solution Services, System Maintenance Services and Software Solution Services. For details, please refer to the paragraphs headed “Business – Principal services and business model” in this document
“Director(s)”	the director(s) of the Company
[REDACTED]	[REDACTED]
“Eastern Region”	for the purpose of this document, refers to Beijing, Shanghai, Tianjin, Hebei Province, Jiangsu Province, Zhejiang Province, Fujian Province and Shandong Province, Guangdong Province and Hainan Province
“ESG”	environment, society and governance
“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
[REDACTED]	[REDACTED]
“Gantong Jiangxi”.	Gantong Communication (Jiangxi) Co., Ltd.* (赣通通信(江西)有限公司), a limited liability company established under the laws of the PRC on 28 October 2019 and an indirect wholly-owned subsidiary of the Company
“Gantong Xiamen”	Gantong Communication (Xiamen) Co., Ltd.* (赣通通信(廈門)有限公司), a limited liability company established under the laws of the PRC on 12 November 2021 and an indirect wholly-owned subsidiary of the Company
“GLP Software”	Jiangxi Gelapu Software Co., Ltd.* (江西歌拉普軟件有限公司), a limited liability company established under the laws of the PRC on 11 February 2022 and an indirect wholly-owned subsidiary of the Company

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“GLP Technology”	Jiangxi Gelapu Technology Co., Ltd.* (江西戈拉普科技有限公司), a limited liability company established under the laws of the PRC on 30 November 2017 and an indirect wholly-owned subsidiary of the Company
“General Rules of HKSCC”	the General Rules of HKSCC as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
[REDACTED]	[REDACTED]
“Group”	the Company and its subsidiaries (or the Company and any one or more of its subsidiaries, as the context may require) or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, the present subsidiaries of the Company and the businesses carried on by such subsidiaries or (as the case may be) their respective predecessors
“GT & Yangtze”	GT & Yangtze Limited, a business company with limited liability incorporated in the BVI on 12 April 2022 and a Controlling Shareholder and is owned as to 70.0% by Mr. Liu Haoqiong and as to 30.0% by Ms. Tao Xiulan, respectively
“HK\$”, “Hong Kong dollar(s)” . .	Hong Kong dollar(s), the lawful currency of Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“HKFRSs”	Hong Kong Financial Reporting Standards, which includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and the interpretations 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

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[REDACTED]. [REDACTED]

[REDACTED]. [REDACTED]

[REDACTED]. [REDACTED]

"Hong Kong" or "HKSAR" or "HK". the Hong Kong Special Administrative Region of the PRC

[REDACTED]. [REDACTED]

[REDACTED]. [REDACTED]

[REDACTED]. [REDACTED]

[REDACTED]. [REDACTED]

DEFINITIONS

[REDACTED].	[REDACTED]
“Huat Huat”	Huat Huat Limited, a business company with limited liability incorporated in the BVI on 12 April 2022 wholly-owned by Mr. Liu Dingli
“Independent Third Party(ies)” . .	an individual(s) or a company(ies) who or which, as far as the Directors are aware after having made reasonable enquiries, is/are not connected with (within the meaning of the Listing Rules) the Group, any Director, chief executive or substantial shareholder of the Company, its subsidiaries or any of their respective associates
“Infrastructure Construction Services”	one of the business sub-segments under the Group’s Telecommunications Infrastructure Services business segment, the principal services of which mainly involve the construction, adaptation and installation of network infrastructure along the entire telecommunications network. For details, please refer to the paragraphs headed “Business – Principal services and business model” in this document
“Infrastructure Maintenance Services”	one of the business sub-segments under the Group’s Telecommunications Infrastructure Services business segment, the principal services of which mainly involve carrying out repairs and restoration works, routine basic maintenance and emergency trouble shooting to customers. For details, please refer to the paragraphs headed “Business – Principal services and business model” in this document
“Integrated Solution Services” . .	one of the business sub-segments under the Group’s Digitalisation Solution Services business segment, the principal services of which mainly involve providing turnkey solutions through system design planning, supply, installation and integration services of hardware, software systems and technical support services. For details, please refer to the paragraphs headed “Business – Principal services and business model” in this document

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[REDACTED].	[REDACTED]
[REDACTED].	[REDACTED]
[REDACTED].	[REDACTED]
[REDACTED].	[REDACTED]
[REDACTED].	[REDACTED]
“Ipsos”	Ipsos, a market research and consulting company, an Independent Third Party
“Ipsos Report”	the industry report prepared by Ipsos and commissioned by the Company, the content of which is quoted in this document
“Jiangxi Zhongge”	Jiangxi Zhongge Communication Co., Ltd.* (江西中歌通信有限公司), a company established in the PRC with limited liability on 18 July 2022 and an indirect wholly-owned subsidiary of the Company
“Latest Practicable Date”	11 June 2024, being the latest practicable date prior to the printing of this document for ascertaining certain information contained in this document prior to its publication

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[REDACTED].	[REDACTED]
[REDACTED].	[REDACTED]
[REDACTED].	[REDACTED]
[REDACTED].	[REDACTED]
“Main Board”	the stock exchange (excluding the options market) operated by the Stock Exchange which is independent from and operating in parallel with GEM of the Stock Exchange
“Major Project(s)”	the Group’s projects with contract value of (i) RMB25.0 million or above in the case of Infrastructure Construction Services projects, or (ii) RMB3.0 million or above in the cases of Infrastructure Maintenance Services projects, Integrated Solution Services projects, System Maintenance Services projects and Software Solution Services projects
“Memorandum” or “Memorandum of Association”	the second amended and restated memorandum of association of the Company adopted by the Shareholders on 17 June 2024 with immediate effect as amended from time to time
“MOFCOM”	the Ministry of Commerce of the PRC (中國商務部)
“Mr. Liu Dingli”	Mr. Liu Dingli, son of Mr. Liu Haoqiong and an executive Director
“Mr. Liu Dingyi”	Mr. Liu Dingyi, son of Mr. Liu Haoqiong, an executive Director and a joint company secretary
“Mr. Liu Haoqiong”	Mr. Liu Haoqiong, an executive Director, chairman of the Board, one of the founders of the Group and a Controlling Shareholder
“Ms. Tao Xiulan”.	Ms. Tao Xiulan, spouse of Mr. Liu Haoqiong, one of the founders of the Group and a Controlling Shareholder
“Ms. Yeung”	Ms. Yeung Hoi Ka, one of the [REDACTED] and an Independent Third Party
“NDRC”	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)

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“NEEQ”	the National Equities Exchange and Quotations (全國中小企業股份轉讓系統)
“NEEQ Listing Withdrawal”	the withdrawal of quotation and termination of listing and trading of the shares of Zhonggan Communication on NEEQ on 9 August 2019 upon the application submitted by Zhonggan Communication
“Negative List”	the Special Administrative Measures for Foreign Investment Entry (Negative List) (2021 Edition) (外商投資准入特別管理措施(負面清單)(2021年版))
“Nomination Committee”	the nomination committee of the Board
“Northeastern Region”	for the purpose of this document, refers to Liaoning Province, Jilin Province and Heilongjiang Province
“Octuple Hills”	Octuple Hills Limited, a business company with limited liability incorporated in the BVI on 12 April 2022 and is wholly-owned by Mr. Liu Dingyi
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

DEFINITIONS

[REDACTED]. [REDACTED]

“On-going Project(s)” the Group’s project(s) where the agreement of which had not expired or been terminated, and from which revenue had begun to be recognised, as at specified date

“PRC Legal Advisers” JunZeJun Law Offices, the Company’s legal advisers as to PRC law

[REDACTED]. [REDACTED]

[REDACTED]. Rui Da BVI, Shu Zhi Cayman, You Po BVI and Ms. Yeung

“Pre-revenue Project(s)” the Group’s project(s) where the agreement of which had not expired or been terminated, but from which no revenue had yet been derived, as at specified date

[REDACTED]. [REDACTED]

“QYP Info Tech” Jian Qingyoupu Information Technology Limited (吉安青優普信息科技有限公司), a limited liability company established in the PRC on 1 January 2023, an associate of the Company and indirectly owned as to 49% by the Company and 51% by an Independent Third Party

“Regulation S” Regulation S under the U.S. Securities Act

“Remuneration Committee” the remuneration committee of the Board

“Renminbi” or “RMB” Renminbi, the lawful currency of the PRC

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“Reorganisation”	the corporate reorganisation of the Group in preparation for the Listing as described in the paragraph headed “History, Reorganisation and Corporate Structure – Corporate Reorganisation” in this document
“Rui Da BVI”	Rui Da Xin Tao Capital Management Centre Limited (睿達信韜資本管理中心有限公司), a business company with limited liability incorporated in the BVI on 2 June 2022 wholly-owned by Rui Da Xin Tao, one of the [REDACTED] and an Independent Third Party
“Rui Da Xin Tao”	Beijing Rui Da Xin Tao Capital Management Centre (Limited Partnership)* (北京睿達信韜資本管理中心(有限合夥)), a limited liability partnership established under the laws of the PRC on 3 August 2015 and an Independent Third Party
“SAFE”	the State Administration of Foreign Exchange of the PRC (中國國家外匯管理局)
“SAIC”	the State Administration for Industry and Commerce of the PRC (中國國家工商行政管理總局)
“SAT”	the State Administration of Taxation of the PRC (中國國家稅務總局)
“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 otherwise modified from time to time
“Share(s)”	ordinary shares of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 17 June 2024, the principal terms of which are summarised in the section headed “Statutory and General Information – D. Share Option Scheme” in Appendix V to this document
“Shu Zhi Cayman”	Shu Zhi Shen Kong Investment Limited (數智深空投資有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 27 April 2022 wholly-owned by Shu Zhi Shen Kong, one of the [REDACTED] and an Independent Third Party

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“Shu Zhi Shen Kong”	Hainan Shu Zhi Shen Kong Investment Partnership (Limited Partnership)* (海南數智深空投資合夥企業(有限合夥)), a limited liability partnership established under the laws of the PRC on 14 December 2020 and an Independent Third Party
“Software Solution Services” . . .	one of the business sub-segments under the Group’s Digitalisation Solution Services business segment, the principal services of which mainly involve providing turnkey solutions through system design planning and supply and integration and technical support services of software systems. For details, please refer to the paragraphs headed “Business – Principal services and business model” in this document
[REDACTED]	[REDACTED]
“Sole Sponsor”	Zhongtai International Capital Limited, a corporation licenced to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, being the sole sponsor for the [REDACTED]
[REDACTED]	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
[REDACTED]	[REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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
“Sunny Hanmy”	Sunny Hanmy Information Service (Shanghai) Co., Ltd.* (陽光恒美信息服務(上海)股份有限公司), a limited liability company established under the laws of the PRC on 24 April 2012, the shares of which was delisted from the NEEQ (Stock Code: 833027) on 5 September 2018 and an Independent Third Party
“System(s)”	[REDACTED] , [REDACTED] or any other platform, facility or system established, operated and/or otherwise provided by or through [REDACTED]

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“System Maintenance Services”	one of the business sub-segments under the Group's Digitalisation Solution Services business segment, the principal services of which mainly involve provision of technical support and maintenance services for the software and hardware systems provided under the Integrated Solution Services. For details, please refer to the paragraphs headed “Business – Principal services and business model” in this document
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Telecommunications Infrastructure Services”	one of the business segments of the Group which comprises Infrastructure Construction Services and Infrastructure Maintenance Services. For details, please refer to the paragraphs headed “Business – Principal services and business model” in this document
“Track Record Period”	the three years ended 31 December 2021, 2022 and 2023
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“United States”, “US” or “U.S.”	the United States of America
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“USD” or “US\$”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax
“Western Region”	for the purpose of this document, refers to Guizhou Province, Yunnan Province, Inner Mongolia Autonomous Region, Guangxi Zhuang Autonomous Region, Chongqing, Sichuan Province, Tibet Autonomous Region, Shaanxi Province, Gansu Province, Qinghai Province, Ningxia Hui Autonomous Region and Xinjiang Uygur Autonomous Region
“WPX Info Tech”	Jiangxi Wanpuxing Information Technology Limited (江西灣普興科技有限公司), a limited liability company established in the PRC on 28 February 2023, an associate of the Company and indirectly owned as to 49% by the Company and 51% by an Independent Third Party

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“Ying Hua BVI”	Ying Hua Investment Management Limited (英華投資管理有限公司), a business company with limited liability incorporated in the BVI on 27 May 2022 wholly-owned by Ying Hua Investment and an Independent Third Party
“Ying Hua Investment”	Gongqingcheng Ying Hua Investment Management Partnership (Limited Partnership)* (共青城英華投資管理合夥企業(有限合夥)), a limited liability partnership established under the laws of the PRC on 27 October 2015 and an Independent Third Party
“You Po BVI”	You Po Commerce Limited (西珀商務有限公司), a business company with limited liability incorporated in the British Virgin Islands on 8 June 2022 wholly-owned by You Po Investment, one of the [REDACTED] and an Independent Third Party
“You Po Investment”	Shenzhen You Po Business Consulting Partnership (Limited Partnership)* (深圳西珀商務諮詢合夥企業(有限合夥)), a limited liability partnership established under the laws of the PRC on 22 February 2022 and an Independent Third Party
“Yue Da Investment”	Gongqingcheng Yueda Investment Management Partnership (Limited Partnership)(共青城躍達投資管理合夥企業(有限合夥)), a limited liability partnership established under the laws of the PRC on 14 April 2016 and an Independent Third Party as at the Latest Practicable Date
“Zhonggan BVI”	Zhonggan Communication (BVI) Holding Co., Ltd, a business company with limited liability incorporated in the BVI on 24 May 2022 and is a direct wholly-owned subsidiary of the Company
“Zhonggan Communication” . . .	Zhonggan Communication (Group) Co., Ltd*(中贛通信(集團)有限公司), a company established in the PRC with limited liability on 23 May 2002 and an indirect wholly-owned subsidiary of the Company
“Zhonggan HK”	Zhonggan Communication Hong Kong Limited, a limited liability company incorporated in Hong Kong on 9 June 2022 and is an indirect wholly-owned subsidiary of the Company
“%”	per cent.

Unless expressly stated or otherwise required by the context, all data contained in this document are as at the Latest Practicable Date.

DEFINITIONS

Unless otherwise specified, all references to any shareholding in the Company in this document assume the [REDACTED] is not exercised and does not take into account of any Shares which may be issued upon the exercise of any options which may be granted under the Share Option Scheme.

If there is any inconsistency between the English translations and the Chinese names of entities or enterprises established in Hong Kong or the PRC (as the case may be) or qualifications awarded in Hong Kong or the PRC (as the case may be), the Chinese names shall prevail. The English translation of names of entities or enterprises or qualifications in Chinese marked with “” is for identification purpose only.*