

## DEFINITIONS

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

“affiliate(s)” 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

[REDACTED]

“Articles” or “Articles of Association” our articles of association, as conditionally adopted on June 16, 2023 and will come into effect upon [REDACTED] (as amended, supplemented or otherwise modified from time to time), a summary of which is set out in Appendix V to this document

“associate(s)” has the meaning ascribed thereto under the Listing Rules

“Audit Committee” the audit committee of our Board

“Board” or “Board of Directors” our board of Directors

“Board of Supervisors” our board of Supervisors

“Business Day” a day that is not a Saturday, Sunday or public holiday in Hong Kong

“CAC” Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)

[REDACTED]

“Chongqing Voicecomm” Chongqing Shengtong Intelligent Technology Co., Ltd. (重慶聲通智能科技有限公司), a limited liability company established under the laws of PRC, being a wholly-owned subsidiary of our Company

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## 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 thereto 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)   |
| “Company” or “our Company”                                      | Shanghai Voicecomm Information Technology Co., Ltd. (上海聲通信息科技股份有限公司), a joint stock company incorporated in the PRC with limited liability on May 7, 2015, or, where the context requires (as the case may be), its predecessor with the same English name (上海聲通信息科技股份有限公司), a limited liability company established in the PRC on December 5, 2005   |
| “Concert Parties”   | refer to Mr. Tang, Mr. Sun and Jiangfan Technology, and “Concert Party” means any one of them   |
| “Concert Party Agreement”                                       | the concert party agreement dated March 20, 2021 entered into by Mr. Tang, Mr. Sun and Jiangfan Technology, pursuant to which the parties agreed, inter alia, agreed that they shall act in concert with respect to, inter alia, operation and business development related matters of the Company which are subject to approval in general meetings or board meetings of the Company since the date of the agreement and up until they cease to hold any shares of the Company. For further details, see “History, Development and Corporate Structure – Concert Party Arrangement” in this document |
| “connected person(s)”   | has the meaning ascribed thereto under the Listing Rules  |

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## DEFINITIONS

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| “controlling shareholder(s)”                  | has the meaning ascribed thereto under the Listing Rules and in the context of this document, refers to the controlling shareholders of our Company, being the Concert Parties, Ms. Xu, Voicecomm Rongzhi, Jiageng Culture, Jiangcheng Asset Management, Mr. Yang and Mr. Jiang Haisheng (姜海生)  |
| “Conversion of Unlisted Shares into H Shares” | The conversion of [REDACTED] Unlisted Shares in aggregate held by 30 existing Shareholders into H Shares upon the completion of [REDACTED]. The Company has applied for such conversion of Unlisted Shares into H Shares with the CSRC on November 16, 2023, which has been approved by CSRC on March 8, 2024, and an application has been made to the Listing Committee for such H Shares to be [REDACTED] on the Stock Exchange |
| “core connected person(s)”                    | has the meaning ascribed thereto under the Listing Rules  |
| “CSRC”  | China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets   |
| “Director(s)”                                 | the director(s) of our Company or any one of them<br><br>[REDACTED]   |
| “Extreme Conditions”                          | extreme conditions caused by a super typhoon as announced by the Government of Hong Kong<br><br>[REDACTED]  |
| “GDP”   | Gross Domestic Product<br><br>[REDACTED]  |

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## DEFINITIONS

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| “Group”, “our Group”, “our”, “we”, or “us” | the Company and all of its subsidiaries, or any one of them as the context may require or, where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries, or any one of them as the context may require, were or was engaged in and which were subsequently assumed by it |
| “Guang’an Voicecomm”                       | Guang’an Voicecomm Information Technology Co., Ltd. (廣安聲通信息科技有限公司), a limited liability company established under the laws of PRC, being a wholly owned subsidiary of our Company  |
| “H Share(s)”                               | overseas [REDACTED] foreign invested ordinary share(s) in the ordinary share capital of our Company, with a nominal value of RMB1.00 each, which are to be [REDACTED] in Hong Kong dollars and for which an application has been made for the granting of [REDACTED] and permission to [REDACTED] on the Stock Exchange<br><br>[REDACTED]                        |
| “Hainan Voicecomm Intelligent Technology”  | Hainan Voicecomm Intelligent Technology Co., Ltd. (海南聲通智能科技有限責任公司), a limited liability company established under the laws of PRC, being a wholly-owned subsidiary of our Company<br><br>[REDACTED]  |

## DEFINITIONS

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[REDACTED]

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| “Hong Kong”                                   | the Hong Kong Special Administrative Region of the PRC                     |
| “Hong Kong dollars” or “HK dollars” or “HK\$” | Hong Kong dollars and cents respectively, the lawful currency of Hong Kong |

[REDACTED]

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| “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

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[REDACTED]

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| “IFRS”  | the International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by International Accounting Standards Board (IASB) and the International Accounting Standards (IAS) and interpretations issued by the International Accounting Standards Committee (IASC) |
| “IIT Law”   | the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》)   |
| “Independent Third Party” or<br>“Independent Third Parties” | a person or entity 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   |

[REDACTED]

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## DEFINITIONS

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[REDACTED]

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| “iResearch”                   | Shanghai iResearch Co., Ltd., the industry consultant commissioned by us and an Independent Third Party   |
| “iResearch Report”            | the independent industry report in respect of the [REDACTED] prepared by iResearch  |
| “Jiageng Culture”             | Shanghai Jiageng Culture Communication Co., Ltd. (上海甲庚文化傳播有限公司), a limited liability company established under the laws of PRC and is wholly-owned by Mr. Sun. It is one of our Controlling Shareholders  |
| “Jiangcheng Asset Management” | Shanghai Jiangcheng Asset Management Co., Ltd. (上海江程資產管理有限公司), a limited liability company established under the laws of PRC and is held as to 60% by Mr. Yang and 40% by Mr. Jiang Haisheng (姜海生). It is one of our Controlling Shareholders   |
| “Jiangfan Technology”         | Shanghai Jiangfan Technology Development Co., Ltd. (上海江泛科技發展有限公司), a limited liability company established under the laws of PRC and is wholly-owned by Shanghai Jiangcheng Asset Management Co., Ltd. (上海江程資產管理有限公司), which is in turn held as to 60% by Mr. Yang and 40% by Mr. Jiang Haisheng (姜海生). It is one of our Controlling Shareholders |
| “Jinxun Digital Intelligence” | Xian Jinxun Digital Intelligence Information Technology Co., Ltd. (西安金訊數智信息技術有限公司), a limited liability company established under the laws of PRC, being a non-wholly-owned subsidiary of our Company   |

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## DEFINITIONS

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[REDACTED]

“Latest Practicable Date” June 14, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

“LEI” Legal Entity Identifier, a 20-character alpha-numeric code under the Global LEI System adopted by the Financial Stability Board to uniquely identify distinct legal entities which participate in financial transactions

[REDACTED]

“Listing Committee” the listing committee of the Stock Exchange

[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)

“Main Board” the stock market (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange

“MIIT” Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) (formerly known as the Ministry of Information Industry)

“MOF” Ministry of Finance of the PRC (中華人民共和國財政部)

“MOFCOM” Ministry of Commerce of the PRC (中華人民共和國商務部)

“Mr. Sun” Mr. Sun Qi (孫琪), the general manager of our Company, an executive Director and one of our Controlling Shareholders



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## DEFINITIONS

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| “Mr. Tang” | Mr. Tang Jinghua (湯敬華), the chairman of the Board, an executive Director and one of our Controlling Shareholders   |
| “Mr. Yang” | Mr. Yang Xiaoyuan (楊曉源), a non-executive Director and one of our Controlling Shareholders  |
| “Ms. Xu”   | Ms. Xu Xiangfeng (徐向鋒), the spouse of Mr. Tang and one of our Controlling Shareholders   |
| “N Board”  | Shanghai Equity Exchange Tech Innovative Board (上海股交中心科技創新板), an equity trading platform for technology or innovative companies, which is managed by the Shanghai Equity Exchange (上海股權託管交易中心股份有限公司) |
| “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)  |
| “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]

## DEFINITIONS

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[REDACTED]

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|--------------------------|--|
| “PBOC”                   | People’s Bank of China (中國人民銀行), the central bank of the PRC   |
| “PRC Government”         | the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them  |
| “PRC Legal Adviser”      | Jingtian & Gongcheng, our legal adviser as to PRC laws   |
| “[REDACTED] Investments” | the investment(s) in our Company undertaken by the [REDACTED] Investors pursuant to the respective capital injection agreement(s) and equity transfer agreement(s), details of which are set out in the section headed “History, Development and Corporate Structure” in this document |
| “[REDACTED] Investor(s)” | the investor(s) who participated in our [REDACTED] Investments, details of which are set out in the section headed “History, Development and Corporate Structure” in this document   |

[REDACTED]

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## DEFINITIONS

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| “Q Board”                                    | Tech Innovative Q Board (科創Q板), a display board managed by the Shanghai Equity Exchange (上海股權託管交易中心股份有限公司), catering for enterprises which are in the industries encouraged by the N Board and are expected to be able to meet the financial performance requirements for quotation on the N Board. The Tech Innovative Q Board offers no online trading platform or trading function |
| “Regulation S”                               | Regulation S under the U.S. Securities Act  |
| “RMB” or “Renminbi”                          | Renminbi, the lawful currency of the PRC  |
| “SAFE”                                       | the 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)   |
| “SAT”  | the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)   |
| “Securities and Futures Commission” or “SFC” | the Securities and Futures Commission of Hong Kong  |
| “Securities Law”                             | the Securities Law of the PRC (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time  |
| “SFO”  | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended, supplemented or otherwise modified from time to time)   |
| “Shandong Voicecomm Information Technology”  | Shandong Voicecomm Information Technology Co., Ltd. (山東聲通信息科技有限公司), a limited liability company established under the laws of PRC, being an wholly-owned subsidiary of our Company  |
| “Shandong Voicecomm Intelligent Technology”  | Shandong Voicecomm Intelligent Technology Co., Ltd. (山東聲通智能科技有限公司), a limited liability company established under the laws of PRC, being an wholly-owned subsidiary of our Company  |

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## DEFINITIONS

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| “Share(s)”                   | ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, comprising Unlisted Shares and H Shares   |
| “Shareholder(s)”             | holder(s) of the Share(s)   |
| “Sichuan Voicecomm Yunji”    | Sichuan Voicecomm Yunji Information Technology Co., Ltd. (四川聲通蘊吉信息科技有限公司), a limited liability company established under the laws of PRC, being an wholly-owned subsidiary of our Company |
| “Sichuan Voicecomm Zhigan”   | Sichuan Voicecomm Zhigan Technology Co., Ltd. (四川聲通智感科技有限公司), a limited liability company established under the laws of PRC, being an wholly-owned subsidiary of our Company              |
| “Sichuan Voicecomm Zhishi”   | Sichuan Voicecomm Zhishi Technology Co., Ltd. (四川聲通智識科技有限公司), a limited liability company established under the laws of PRC, being an wholly owned subsidiary of our Company              |
|                              | [REDACTED]  |
| “Sole Sponsor”               | China International Capital Corporation Hong Kong Securities Limited  |
|                              | [REDACTED]  |
| “State Council”              | the State Council of the PRC (中華人民共和國國務院)   |
| “Strategy Committee”         | the strategy committee of our Board   |
| “subsidiary(ies)”            | has the meaning ascribed thereto under the Listing Rules  |
| “substantial shareholder(s)” | has the meaning ascribed thereto under the Listing Rules  |
| “Supervisor(s)”              | member(s) of our Board of Supervisors   |
| “Takeovers Code”             | the Code on Takeovers and Mergers and Share Buy-backs, as published by the SFC (as amended, supplemented or otherwise modified from time to time)   |
| “Track Record Period”        | the three years ended December 31, 2021, 2022 and 2023  |

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## DEFINITIONS

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[REDACTED]

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| “United States” or “U.S.”       | the United States of America, its territories, its possessions and all areas subject to its jurisdiction   |
| “Unlisted Shares”               | ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are not listed on any stock exchange   |
| “U.S. dollars”, “US\$” or “USD” | United States dollars, the lawful currency of the United States  |
| “U.S. Securities Act”           | the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder  |
| “VAT”                           | value-added tax  |
| “VAT License”                   | value-added telecommunication services operating license   |
| “Voicecomm Gengyou”             | Sichuan Voicecomm Gengyou Auto Parts Intelligent Manufacturing Co., Ltd. (四川聲通庚酉汽車零部件智能製造有限公司), a limited liability company established under the laws of PRC, being an wholly-owned subsidiary of our Company |
| “Voicecomm (Hong Kong)”         | Voicecomm Limited (香港聲通智能技術有限公司), a limited liability company incorporated in Hong Kong, being an wholly-owned subsidiary of our Company   |
| “Voicecomm Jiachen”             | Sichuan Voicecomm Jiachen Information Technology Co., Ltd. (四川聲通甲辰信息科技有限公司), a limited liability company established under the laws of PRC, being an wholly-owned subsidiary of our Company                    |

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## DEFINITIONS

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| “Voicecomm Rongzhi” | Shanghai Voicecomm Rongzhi Technology Group Co., Ltd. (上海聲通融智技術集團有限公司), formerly known as Shanghai Fengjing Information Consultation Co., Ltd. (上海蜂競信息諮詢有限公司), a limited liability company established under the laws of PRC and is owned as to 99.0% and 1.0% by Mr. Tang and Ms. Xu, respectively. It is one of our Controlling Shareholders |
| “Voicecomm Xuanwu”  | Sichuan Voicecomm Xuanwu Information Technology Co., Ltd. (四川聲通玄武信息科技有限公司), a limited liability company established under the laws of PRC, being a wholly-owned subsidiary of our Company  |
| “Voicecomm Yilian”  | Voicecomm Yilian (Shanghai) Software Technology Co., Ltd. (聲通一璉(上海)軟件科技有限公司), a limited liability company established under the laws of PRC, being a non-wholly-owned subsidiary of our Company  |
| “Voicecomm Yunxiu”  | Sichuan Voicecomm Yunxiu Information Technology Co., Ltd. (四川聲通蘊秀信息科技有限公司), a limited liability company established under the laws of PRC, being an wholly-owned subsidiary of our Company   |

[REDACTED]

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| “Yuanya Information” | Shanghai Yuanya Information Technology Co., Ltd. (上海淵雅信息科技有限公司), a limited liability company established under the laws of PRC, being a non-wholly-owned subsidiary of our Company |
| “%”                  | per cent   |

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this document in both the Chinese and English languages; in the event of any inconsistency, the Chinese versions shall prevail.

For the purpose of this document, references to “provinces” of China include provinces, municipalities under direct administration of the central government and provincial-level autonomous regions