
DEFINITIONS

In this Document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this Document.

“Accountants’ Report”	the report of our Company’s reporting accountants, KPMG, the text of which is set out in Appendix I to this Document
“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on [●] with effect from the [REDACTED] and as amended from time to time, a summary of which is set out in Appendix III to this Document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate

[REDACTED]

“Cayman Companies Act” or “Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
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[REDACTED]

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[REDACTED]

“Chengdu Suixiang”

Chengdu Suixiang Zhixing Technology Co., Ltd. (成都隨享致行科技有限公司), a company established under the laws of the PRC with limited liability on January 16, 2023 and one of our Consolidated Affiliated Entities

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“Chenqi Automobile”	Guangzhou Chenqi Automobile Services Co., Ltd. (廣州宸祺汽車服務有限公司), a company established under the laws of the PRC with limited liability on June 19, 2019 and our indirect wholly-owned subsidiary
“Chenqi BVI”	Chenqi On Time Technology Limited, a company incorporated under the laws of the BVI with limited liability on May 31, 2019 and our direct wholly-owned subsidiary
“Chenqi Hong Kong”	Chenqi (HK) Technology Limited (宸祺(香港)科技有限公司), a company incorporated under the laws of Hong Kong with limited liability on June 11, 2019 and our indirect wholly-owned subsidiary
“Chenqi Mobility”	Guangzhou Chenqi Mobility Technology Co., Ltd. (廣州宸祺出行科技有限公司), a wholly foreign-owned enterprise established under the laws of the PRC on June 18, 2019 and our indirect wholly-owned subsidiary
“China”, “Mainland China” or “PRC”	the People’s Republic of China, which, for the purposes of this Document only, excludes Taiwan, Hong Kong and the Macau Special Administrative Region of the PRC, except where the context indicates or requires otherwise
“China Lounge”	China Lounge Investments Limited (中隆投資有限公司), a company incorporated under the laws of Hong Kong with limited liability on August 27, 1992, a wholly-owned subsidiary of GAC, one of our Controlling Shareholders
“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”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended and supplemented from time to time
“Company”, “our Company”, “the Company”, “we” or “us”	Chenqi Technology Limited, an exempted company incorporated in the Cayman Islands with limited liability on April 30, 2019
“connected person(s)”	has the meaning ascribed to it in the Listing Rules

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“connected transaction(s)”	has the meaning ascribed to it in the Listing Rules
“Consolidated Affiliated Entities”	the entities we control through the Contractual Arrangements, namely Qichen Technology and its subsidiaries, further details of which are set out in “Contractual Arrangements” in this Document
“Contractual Arrangements”	the series of contractual arrangements entered into between Chenqi Mobility, Qichen Technology and the Registered Shareholders, details of which are described in “Contractual Arrangements” in this Document
“Controlling Shareholders”	GAIG, GAC and China Lounge
“CO ₂ e”	carbon dioxide equivalent
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Designated Bank”	[REDACTED] Participant’s [REDACTED] designated bank
“Director(s)”	the director(s) of our Company or any one of them
“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
“FINI” or “Fast Interface for New Issuance”	an online platform operated by [REDACTED] 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 listing of securities
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an Independent Third Party and a market research firm engaged by the Company to prepare an industry report, the details of which are set out in the section headed “Industry Overview” in this Document

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“Frost & Sullivan Report”	an industry report dated [●] commissioned by us and issued by Frost & Sullivan, as referred to in the section headed “Industry Overview” in this Document
“GAC”	Guangzhou Automobile Group Co., Ltd. (廣州汽車集團股份有限公司), a joint stock company established under the laws of the PRC with limited liability on June 28, 2005 and listed on the Stock Exchange (stock code: 02238) and the Shanghai Stock Exchange (stock code: 601238), and one of our Controlling Shareholders
“GAC Group”	GAC and its subsidiaries
“GAC Aion”	GAC AION New Energy Automobile Co., Ltd. (廣汽埃安新能源汽車股份有限公司), a joint stock company established under the laws of the PRC with limited liability on July 28, 2017, and a non-wholly owned subsidiary of GAC
“GAC Trillion “1578” Development Outline”	萬億廣汽1578發展綱要, a development blueprint until 2030, released by GAC Group in December 2022
“GAIG”	Guangzhou Automobile Industry Group Co., Ltd. (廣州汽車工業集團有限公司), a wholly state-owned enterprise established under the laws of the PRC on October 18, 2000, and the controlling shareholder of GAC, and one of our Controlling Shareholders
	[REDACTED]
“Group”, “our Group” or “the Group”	the Company, its subsidiaries and the Consolidated Affiliated Entities
“Hefei Gotion”	Hefei Gotion High-Tech Power Energy Co., Ltd. (合肥國軒高科動力能源有限公司), a company established in the PRC with limited liability on May 9, 2006, one of our [REDACTED] Investors and a wholly-owned subsidiary of Gotion High-tech Co., Ltd (國軒高科股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002074)
“HK\$”, “HK dollars” or “HKD”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong

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[REDACTED]

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“Hong Kong Stock Exchange” or The Stock Exchange of Hong Kong Limited
“Stock Exchange”

[REDACTED]

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[REDACTED]

“IFRSs”	IFRS Accounting Standards, as issued from time to time by the International Accounting Standards Board
“Independent Third Party(ies)”	individual(s) or company(ies) who or which, to the best of our Directors’ knowledge having made all due and careful inquiries, is/are independent from and not connected with (within the meaning of the Listing Rules) any Director, chief executive or substantial shareholder (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates

[REDACTED]

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[REDACTED]

“Joint Sponsors” and
“[REDACTED]”
(*in no particular order*)

China International Capital Corporation Hong Kong Securities Limited, Huatai Financial Holdings (Hong Kong) Limited and ABCI Capital Limited

“Latest Practicable Date”

June 18, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this Document prior to its publication

[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 Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange

“Memorandum” or
“Memorandum of Association”

the memorandum of association of our Company, conditionally adopted on [●] with effect from the [REDACTED] and as amended from time to time, a summary of which is set out in Appendix III to this Document

“MOFCOM”

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

“MOT”

Ministry of Transport of the PRC (中華人民共和國交通運輸部)

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“Mr. Jiang”	Mr. JIANG Hua (蔣華), our executive Director and the chief executive officer of our Company
“Nanjing Wangdian”	Nanjing Wangdian Technology Co., Ltd. (南京網典科技有限公司), a company established under the laws of the PRC with limited liability on January 5, 2000 and one of the Registered Shareholders of Qichen Technology
“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)
“ODI”	overseas direct investment

[REDACTED]

“Ordinary Share(s)” or “Share(s)”	the ordinary share(s) of a par value of US\$0.0005 per share in the authorized share capital of our Company
“PBOC”	People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Data Compliance Legal Advisor”	King & Wood Mallesons, acting as legal counsel as to PRC data compliance laws to our Company
“PRC government”	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 Advisor”	Haiwen & Partners, acting as legal counsel as to PRC laws to our Company
“[REDACTED] Equity Incentive Plan”	the 2021 Equity Incentive Plan approved by the Board on July 14, 2021 and as amended from time to time, the principal terms of which are set out in the section headed “Statutory and General Information – D. Share Incentive Scheme” in Appendix IV in this Document

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“[REDACTED] Investments”	the investments made by the [REDACTED] Investors, the principal terms of which are summarized in “History, Reorganization and Corporate Structure – [REDACTED] Investments” in this Document
“[REDACTED] Investors”	the investor(s) who participated in our [REDACTED] Investments, details of which are set out in “History, Reorganization and Corporate Structure – [REDACTED] Investments” in this Document
“Preferred Share(s)”	the Series A Preferred Share(s) and Series B Preferred Share(s)

[REDACTED]

“Qichen Technology”	Guangzhou Qichen Technology Co., Ltd. (廣州祺宸科技有限公司), a company established under the laws of the PRC with limited liability on March 29, 2018 and one of our Consolidated Affiliated Entities
“Registered Shareholders”	the registered shareholders of Qichen Technology, namely Ms. SUN Yanhong (孫艷紅), Zhujiang Investment and Nanjing Wangdian
“Regulation S”	Regulation S under the US Securities Act
“Reorganization”	the offshore and onshore reorganization as set out in section headed “History, Reorganization and Corporate Structure – Reorganization” in this Document
“Represented Tencent Group”	Tencent, its subsidiaries and consolidated affiliated entities, but excluding China Literature Limited (a company listed on the Stock Exchange (stock code: 00772)) and Tencent Music Entertainment Group (a company listed on the New York Stock Exchange (stock symbol: TME)) and their respective subsidiaries and consolidated affiliated entities
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC

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“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAMR”	State Administration for Market Regulation of the PRC (國家市場監督管理總局) (formerly known as 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) (the “SAIC”))
“Series A Preferred Share(s)”	the series A preferred share(s) of a par value of US\$0.0005 per share in the authorized share capital of our Company, of which 48,274,535 shares are in issue as of the Latest Practicable Date
“Series B Preferred Share(s)”	the series B preferred share(s) of a par value of US\$0.0005 per share in the authorized share capital of our Company, of which 27,669,969 shares are in issue as of the Latest Practicable Date
“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 Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Share Cancellation”	the surrender and the cancellation of total number of 1,835,452 Ordinary Shares held by Zhixing BVI and Zhixing Jovial I Limited for no consideration immediately prior to the [REDACTED]
“Shareholder(s)”	holder(s) of the Shares
“Shenzhen Suixiang”	Shenzhen Suixiang Zhixing Technology Co., Ltd. (深圳隨享致行科技有限公司), a company established under the laws of the PRC with limited liability on August 29, 2023 and one of our Consolidated Affiliated Entities
“STA”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“State Council”	the PRC State Council (中華人民共和國國務院)

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“subsidiary” or “subsidiaries”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Tencent”	Tencent Holdings Limited, a company incorporated in the Cayman Islands with limited liability on November 23, 1999 and listed on the Stock Exchange (stock code: 00700)
“Tencent Mobility”	Tencent Mobility Limited, a company incorporated under the laws of Hong Kong with limited liability on February 29, 2012, a wholly-owned subsidiary of Tencent and one of our substantial Shareholders
“Track Record Period”	the period comprising the financial years ended December 31, 2021, 2022 and 2023
“Trial 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]
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“Urumqi Suixiang”	Urumqi Suixiang Zhixing Technology Co., Ltd. (烏魯木齊隨享致行科技有限公司), a company established under the laws of the PRC with limited liability on September 5, 2023 and one of our Consolidated Affiliated Entities
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

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“Xiamen Suixiang”	Xiamen Suixiang Zhixing Technology Co., Ltd. (廈門隨享致行科技有限公司), a company established under the laws of the PRC with limited liability on January 11, 2023 and one of our Consolidated Affiliated Entities
“Zhixing BVI”	Zhixing On Time Limited, a company incorporated under the laws of the BVI with limited liability on February 9, 2021 and an employee share incentive shareholding platform in respect of the [REDACTED] Equity Incentive Plan
“Zhixing Technology”	Guangzhou Zhixing Technology Partnership (Limited Partnership) (廣州致行科技合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on May 18, 2021
“Zhujiang Investment”	Guangdong Zhujiang Investment Holding Group Co. (廣東珠江投資控股集團有限公司), a company established under the laws of the PRC with limited liability on July 31, 2007 and one of the Registered Shareholders of Qichen Technology
“%”	per cent.

In this Document, the terms “associate”, “close associate”, “connected person”, “core connected person”, “connected transaction”, “controlling shareholder” 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. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

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 and in the event of any inconsistency, the Chinese versions shall prevail.