

DEFINITIONS

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

“Acting in Concert Confirmation”	the Acting in Concert Confirmation dated 28 April 2023 entered into between Mr. Zhu Lei and Mr. Zhu Hui
“affiliate”	with respect to any specified person, 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 (會計及財務匯報局)
“Aika Shangyun”	Ma’anshan Aika Shangyun Information Technology Company Limited (馬鞍山愛卡商雲信息技術有限公司), a limited company established under the laws of the PRC on 23 January 2019, of which Guanglian Shuke holds 15.01% of its registered capital and the remaining 84.99% of Aika Shangyun is held directly by Sainade (Beijing) Information Technology Co. Ltd. (塞納德(北京)信息技術有限公司) and Beijing Zhide Diankang E-Commerce Co. Ltd. (北京智德典康電子商務有限公司), companies deemed to be majority controlled by Mr. Zhang Wei, as to 67.99% and 17.00% respectively
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company, conditionally adopted on 18 June 2024 and effective on the [REDACTED], a summary of which is set out in Appendix III to this document and as may be amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors

DEFINITIONS

“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which licensed banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“CAGR”	compounded annual growth rate

[REDACTED]

“Carlink BVI”	Carlink Future Inc., a BVI business company incorporated under the laws of the BVI with limited liability by shares on 24 January 2022, which is wholly-owned by our Company
“Carlink HK”	Carlink HongKong Limited, a limited company incorporated in Hong Kong on 8 February 2022 and a wholly-owned subsidiary of the Company
“CBIRC”	China Banking and Insurance Regulatory Commission (國家金融監督管理總局)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “PRC”	the People’s Republic of China and, except where the context otherwise requires and only for the purpose of this document, references in this document to China or the PRC exclude Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Chinese Government”, “PRC Government” or “State”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them

DEFINITIONS

“CIC” or “Industry Consultant”	China Insights Industry Consultancy Limited, a market research and consulting company to conduct research and analysis of, and to produce an industry report of the automobile industry and connected services for the automotive aftermarket market in China
“CIC Report”	an industry report prepared by CIC on the automobile industry and connected services for the automotive aftermarket market in China
“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 and 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”	GL-Carlink Technology Holding Limited (廣聯科技控股有限公司) (formerly known as Carlink International Limited and GL-Carlink Technology International Holding Limited (廣聯科技國際控股有限公司)), an exempted company incorporated in the Cayman Islands on 12 January 2022 with limited liability under the Companies Act
“Consolidated Affiliated Entity”	the entity we control through the Contractual Arrangements, namely Guanglian Saixun, and is deemed to be one of our wholly-owned subsidiaries
“Contractual Arrangements”	the series of contractual arrangements entered into by parties including Guanglian Shuke, Guanglian Saixun, the Registered Shareholders, general partners of the Registered Shareholders, Mr. Zhu Lei, Mr. Zhu Hui, Mr. Jiang and Mr. Zhao and their respective spouses

DEFINITIONS

“Controlling Shareholders Group”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Zhu Lei, Mr. Zhu Hui, Future Expectations, Future Tendency, ZH-tendency and ZL-expectations
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“Cova Investment”	Cova Investment Holdings Limited (高發投資控股有限公司), a limited company incorporated in Hong Kong on 30 December 2021 and one of our [REDACTED] Investors
“COVID-19”	a viral respiratory disease caused by the severe acute respiratory syndrome coronavirus
“CSRC”	the 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 Chinese national securities markets
“Deed of Indemnity”	a deed of indemnity dated 18 June 2024 entered into by our Controlling Shareholders Group in favour of our Company (for ourselves and as trustee for each of our subsidiaries), particulars of which are set out in the section headed “Statutory and General Information—E. Other information—5. Tax and other indemnities—(e) Deed of Indemnity” in Appendix IV to this document
“Dijia Smart Cloud”	Shenzhen City Dijia Smart Cloud Service Company Limited (深圳市嘀加智慧雲服務有限公司) (formerly known as Shenzhen City DidiHu Automobile Rental Co., Limited (深圳市滴滴虎汽車租賃有限公司)), a limited company established under the laws of the PRC on 23 July 2015, and wholly-owned by Guanglian Shuke
“Director(s)”	the director(s) of our Company

DEFINITIONS

“Extreme Conditions” means the occurrence of “extreme conditions” as announcement 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]

“FY” the financial year ended or ending 31 December

“Future Expectations” Future expectations Inc., a BVI business company incorporated under the laws of the BVI with liability limited by shares on 5 January 2022, which is wholly-owned by Mr. Zhu Lei and is one of the members of our Controlling Shareholders Group

“Future Tendency” Future tendency Inc., a BVI business company incorporated under the laws of the BVI with liability limited by shares on 5 January 2022, which is wholly-owned by Mr. Zhu Hui and is one of the members of our Controlling Shareholders Group

“GDP” gross domestic product

[REDACTED]

DEFINITIONS

“Guanglian Saixun”	Shenzhen Guanglian Saixun Co., Ltd. (深圳廣聯賽訊股份有限公司), a joint stock company established under the laws of the PRC on 4 May 2012, and is our Consolidated Affiliated Entity
“Guanglian Shuke”	Shenzhen Guanglian Shuke Technology Company Limited (深圳廣聯數科科技有限公司) (formerly known as Shenzhen City Weien Technology Co., Limited (深圳市唯恩科技有限公司)), a limited company established under the laws of the PRC on 28 November 2012, and is indirectly wholly-owned by our Company
“Haikou Dijia”	Haikou Dijia Technology Co., Ltd. (海口市嘀加科技有限公司), a limited company established under the laws of the PRC on 27 July 2023, a wholly-owned subsidiary of Guanglian Shuke, and is indirectly wholly-owned by our Company
“Hanhuaxing Technology”	Shenzhen Hanhuaxing Technology Company Limited (深圳市瀚華興科技有限公司), a limited company established under the laws of the PRC on 16 May 2013, and is held as to 50% by Guanglian Saixun and 50% by Guanglian Shuke
“Hantu Dijia”	Shaanxi Hantu Dijia Technology Co., Ltd. (陝西悍途嘀加科技有限公司), a limited company established under the laws of the PRC on 20 October 2023 and is owned as to 51.00% by Dijia Smart Cloud and 49.00% by an Independent Third Party
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

DEFINITIONS

"HKSCC Nominees"	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
"HKSCC Participant"	means a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"HKSCC Operational Procedures"	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operation and functions of CCASS, as from time to time in force

[REDACTED]

"Hong Kong Stock Exchange" or "Stock Exchange"	The Stock Exchange of Hong Kong Limited
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[REDACTED]

DEFINITIONS

[REDACTED]

“Independent Third Party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, is/are not our connected persons or associates of our connected persons as defined under the Listing Rules
“Intelligent Leader”	Intelligent Leader Inc., a BVI business company incorporated under the laws of the BVI with liability limited by shares on 5 January 2022, which is wholly-owned by Mr. Zhao

[REDACTED]

DEFINITIONS

[REDACTED]

“J-Visionary”	J-Visionary Inc., a BVI business company incorporated under the laws of the BVI with liability limited by shares on 15 March 2023, which is indirectly wholly-owned by Mr. Jiang
“Latest Practicable Date”	19 June 2024, being the latest practicable date prior to the printing of this document for ascertaining certain information in this document

[REDACTED]

“Listing Rules” or “Hong Kong 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
“M&A Rules”	the Rules on Merger and Acquisition of Domestic Enterprise 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 Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, conditionally adopted on 18 June 2024 and effective on the [REDACTED], a summary of which is set out in Appendix III to this document, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“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)
“Mr. Cui”	Mr. Cui Changsheng (崔常晟), one of our non-executive Directors
“Mr. Gao”	Mr. Gao Henan (高赫男), one of our [REDACTED] Investors and a former director of Guanglian Saixun from May 2016 to May 2023
“Mr. Jiang”	Mr. Jiang Zhongyong (蔣忠永), one of our executive Directors
“Mr. Zhang Wei”	Mr. Zhang Wei (張維), one of our substantial shareholders
“Mr. Zhao”	Mr. Zhao Zhan (趙展), one of our executive Directors and one of the Registered Shareholders
“Mr. Zhu Hui”	Mr. Zhu Hui (朱暉), one of the members of our Controlling Shareholders Group and younger brother of Mr. Zhu Lei
“Mr. Zhu Lei”	Mr. Zhu Lei (朱雷), one of our founders, one of the members of our Controlling Shareholders Group, one of our executive Directors, the Chairman of our Board and the elder brother of Mr. Zhu Hui
“Mr. Zou”	Mr. Zou Fangzhao (鄒方昭), one of our non-executive Directors
“NBSC”	National Bureau of Statistics of China (中華人民共和國國家統計局)
“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)

DEFINITIONS

“NEEQ”	the National Equities Exchange and Quotation (全國中小企業股份轉讓系統)
“Nomination Committee”	the nomination committee of our Board
“National People’s Congress”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Legal Adviser”	Fangda Partners, the legal adviser to our Company as to PRC laws

[REDACTED]

DEFINITIONS

[REDACTED]

“Qihou Youjian”	Qihou Youjian Network Technology (Shenzhen) Co., Ltd. (汽後優簡網絡科技(深圳)有限公司), a limited company established under the laws of the PRC on 7 December 2020 and is owned as to 18.00% by Dijia Smart Cloud and 82.00% by Independent Third Parties
“Registered Shareholders”	Zhenghe Futong, Xinjiang Rongying, Shanghai Xiangru and Mr. Zhao
“Relevant Persons”	the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], any of their or our Company’s respective directors, advisers, officers, employees, agents or representatives or any other person or party involved in the [REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Reorganisation”	the reorganisation arrangements we have undergone in preparation for the [REDACTED] which are more particularly described in the section headed “History, Reorganisation and Corporate Structure—Reorganisation” in this document
“Reorganisation Framework Agreement”	the reorganisation framework agreement dated 18 March 2022, entered into by our Company, Carlink BVI, Carlink HK, Mr. Zhu Lei, Mr. Zhu Hui, Mr. Jiang, the Registered Shareholders, Guanglian Saixun and the then shareholders of Guanglian Saixun
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rongying BVI”	Rongying Future Inc., a BVI business company incorporated under the law of the BVI with liability limited by shares on 7 January 2022, which is owned as to 67.99% by Mr. Zhao and 32.01% by 13 employees of the Group

DEFINITIONS

“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAFE Circular 37”	Circular of the SAFE on Issues Concerning Foreign Exchange Administration of Overseas Investments and Financing and Round-Trip Investments 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 4 July 2014
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“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 and modified from time to time
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal or par value of USD0.0001 each
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 18 June 2024, the principal terms of which are summarised under the section headed “Statutory and General Information—D. Share Option Scheme” in Appendix IV to this document
“Share Subscription Agreement”	the share subscription agreement dated 12 August 2022, entered into by our Company, Carlink BVI, Carlink HK, Guanglian Shuke, Guanglian Saixun and the then Shareholders
“Shanghai Rongru Investment”	Shanghai Rongru Investment Management Centre (Limited Partnership) (上海融儒投資管理中心(有限合伙)), a limited partnership established in the PRC on 13 July 2015 that is owned as to 43.00% by Mr. Zhu Lei and 57.00% by Mr. Zhu Hui

DEFINITIONS

“Shanghai Xiangru”	Shanghai Xiangru Investment Management Center (Limited Partnership) (上海相濡投資管理中心(有限合夥)), a limited partnership established in the PRC on 5 June 2015 that is owned as to 99.00% by Mr. Zhu Hui and 1.00% by four employees of the Group who are Independent Third Parties, and one of the Registered Shareholders
“Shareholder(s)”	holder(s) of the Share(s)
“Shareholders’ Agreement”	the shareholders’ agreement dated 12 August 2022, entered into by our Company, the then Shareholders and the Registered Shareholders

[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 the Board
“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
“Tianjin Chejia”	Tianjin Chejia Internet of Things Technology Company Limited (天津車家物聯網科技有限公司) (formerly known as Tianjin Guijiao Internet of Things Technology Co., Limited (天津軌交物聯網科技有限公司)), a limited company established under the laws of the PRC on 9 December 2019, a wholly-owned subsidiary of Guanglian Shuke, and is indirectly wholly-owned by our Company
“Track Record Period”	the period comprising the three financial years ended 31 December 2021, 2022 and 2023

[REDACTED]

DEFINITIONS

[REDACTED]

“United States” or “U.S.”	the United States of America
“U.S. dollars” or “US\$” or “USD”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“Visionary Leader”	Visionary Leader Inc., a BVI business company incorporated under the laws of the BVI with liability limited by shares on 5 January 2022, which is wholly-owned by Mr. Jiang
“Voting Rights Entrustment Agreement”	the voting rights entrustment agreement dated 30 May 2023 entered into among Mr. Zhu Lei, Mr. Zhu Hui, Mr. Jiang and Mr. Zhao and their respective controlled entities, pursuant to which Mr. Jiang, Mr. Zhao and their respective controlled entities, and Rongying BVI, entrusted Mr. Zhu Lei and Mr. Zhu Hui to exercise the voting rights attached to the Shares held by each of them
“we”, “us”, “our”, “Group” and “our Group”	our Company and our subsidiaries, or where the context refers to any time prior to the incorporation of our Company, the business in which the predecessors of its present subsidiaries were engaged and which were subsequently assumed by such subsidiaries pursuant to the Reorganisation
“Xinjiang Rongying”	Xinjiang Rongying Equity Investment Limited Partnership Corporation (新疆融盈股權投資有限合夥企業), one of the Registered Shareholders, a limited partnership established in the PRC on 6 September 2015 that is approximately owned as to (i) 87.09% by Mr. Zhu Hui, (ii) 8.02% by Mr. Zhao, (iii) 1.72% by Shanghai Rongru Investment, which is held as to 57.00% by Mr. Zhu Hui and 43.00% by Mr. Zhu Lei, and (iv) 3.17% by seven employees of the Group

DEFINITIONS

“Yantai Longhe”	Yantai Longhe Investment Company Limited (煙台隆赫投資有限公司), one of our substantial shareholders, which is a limited company established under the laws of the PRC on 13 April 2016, which is held as to 25% by each of Mr. Gao, Mr. Cui, Mr. Wang Zhicheng (王志成) and Mr. Zou Fangkai (鄒方凱). Mr. Zou Fangkai is a relative of Mr. Zou and Mr. Cui, and therefore a connected person
“ZH-tendency”	ZH-tendency Inc., a BVI business company incorporated under the laws of the BVI with liability limited by shares on 15 March 2023, which is indirectly wholly-owned by Mr. Zhu Hui and one of the members of our Controlling Shareholders Group
“Zhenghe Fangda”	Jiangsu Zhenghe Fangda Investment Holding Co., Ltd. (江蘇正和方達投資控股有限公司), a limited liability company established in the PRC on 27 July 2010 that is owned as to 50.00% by Mr. Zhu Lei, 25.00% by Mr. Zhu Hui and 25.00% by Mr. Jiang
“Zhenghe Futong”	Tianjin Zhenghe Futong Equity Investment Partnership Enterprise (Limited Partnership) (天津正和富通股權投資合夥企業(有限合夥)) (formerly known as Ma’anshan Zhenghe Futong Equity Investment Partnership Enterprise (Limited Partnership) (馬鞍山正和富通股權投資合夥企業(有限合夥)) and Nanjing Zhenghe Futong Equity Investment Partnership Enterprise (Limited Partnership) (南京正和富通股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on 1 December 2011 that is owned as to 50.00% by Mr. Zhu Lei, 40.00% by Mr. Jiang, approximately 9.09% by Mr. Zhao and approximately 0.91% by Zhenghe Fangda and one of the Registered Shareholders
“ZL-expectations”	ZL-expectations Inc., a BVI business company incorporated under the laws of the BVI with liability limited by shares on 15 March 2023, which is indirectly wholly-owned by Mr. Zhu Lei and one of the members of our Controlling Shareholders Group

DEFINITIONS

“ZZ-Intelligent”	ZZ-Intelligent Inc., a BVI business company incorporated under the laws of the BVI with liability limited by shares on 15 March 2023, which is indirectly wholly-owned by Mr. Zhao
“%”	per cent

Unless otherwise expressly stated or the content otherwise requires, in this document:

- *all times refer to Hong Kong time and references to years in this document are to calendar years;*
- *the term “associate(s)”, “close associate(s)”, “connected person(s)”, “core connected person(s)”, “connected transaction(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings ascribed to such terms in the Listing Rules;*
- *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 figures preceding them; and*
- *the English names of the PRC laws, rules, regulations, nationals, entities, governmental authorities, institutions, facilities, certificates and titles etc. mentioned in this document, are translations from their Chinese names and are for identification purpose only. If there is any inconsistency between the Chinese names and their English translations, the Chinese names shall prevail.*