

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” in this Document.

“2018 Share Incentive Plan”	The 2018 Share Incentive Plan adopted by the Company in 2015 and amended on November 16, 2018, the principal terms of which are set out in the section headed “Statutory and General Information — D. Share Incentive Plans” in Appendix IV to this Document
“Accountant’s Report”	the accountant’s report of our Company, the text of which is set out in Appendix I to this Document
“affiliate(s)”	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 (會計及財務匯報局)
“Articles” or “Articles of Association”	the articles of association of our Company with effect upon the [REDACTED] (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 thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Beijing Horizon Robotics”	Beijing Horizon Robotics Technology Research and Development Co., Ltd. (北京地平線機器人技術研發有限公司), a limited liability company incorporated under the laws of the PRC on July 14, 2015, and a wholly-owned subsidiary of the Company
“Board”, “Board of Directors” or “our Board”	the board of Directors of the Company
“Business Day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

DEFINITIONS

[REDACTED]

“CARIZON”

Carizon (Beijing) Technology Co., Ltd (酷睿程(北京)科技有限公司), the joint venture established by the Company through its wholly-owned subsidiary Horizon Together Holding Ltd. and CARIAD Estonia AS in the PRC on November 20, 2023

[REDACTED]

DEFINITIONS

[REDACTED]

“China” or “the PRC”	the People’s Republic of China, unless the context requires otherwise, excluding, for the purposes of this Document only, the regions of Hong Kong, Macau and Taiwan of the People’s Republic of China
“CIC”	China Insights Industry Consultancy Limited (灼識企業管理諮詢(上海)有限公司), an independent professional market research and consulting company
“Circular 37”	the Notice of the SAFE on Issues Concerning Foreign Exchange Administration of the Overseas Investment and Financing and the Round-Tripping Investment Made by Domestic Residents through Special-Purpose Companies (《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》)
“Class A Ordinary Shares”	Class A ordinary shares in the share capital of the Company with a par value of US\$0.0000025 each, conferring weighted voting rights in the Company such that a holder of a Class A ordinary share is entitled to ten votes per share on all matters subject to the vote at general meetings of the Company, subject to the requirements under Rule 8A.24 of the Hong Kong Listing Rules that the Reserved Matters shall be voted on a one vote per share basis
“Class B Ordinary Shares”	Class B ordinary shares in the share capital of the Company with a par value of US\$0.0000025 each, conferring a holder of a Class B ordinary share one vote per share on all matters subject to the vote at general meetings of the Company
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“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
“Companies Act” or “Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, or “the Company”	Horizon Robotics, an exempted company with limited liability incorporated under the laws of the Cayman Islands on July 21, 2015
“Compliance Adviser”	Somerley Capital Limited
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and refers to Dr. Yu, Everest Robotics Limited and Horizon Robotics, Inc., details of which are set out in the section headed “Relationship with the Controlling Shareholders”
“Conversion at Mid-point”	the conversion of the convertible loan issued to CARIAD Estonia AS based on the assumption that the [REDACTED] is HK\$[REDACTED] per Share, being the mid-point of the indicative [REDACTED] range, details of which are set forth in the section headed “History, Reorganization and Corporate Structure — Pre-[REDACTED] Investments — Convertible Loan”
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“Corporate Governance Committee”	the corporate governance committee of the Board

DEFINITIONS

“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“Dr. Yu”	Dr. Kai Yu (余凱), the chairman, an executive Director and the chief executive officer of our Company, and a Controlling Shareholder
“Dr. Huang”	Dr. Chang Huang (黃暢), an executive Director and the chief technology officer of our Company
“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》)
“ESG”	Environmental, Social and Governance

[REDACTED]

“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
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[REDACTED]

DEFINITIONS

[REDACTED]

“Group”, “our Group”, “our”,
“we” or “us”

our Company and its subsidiaries, or any one of them as the context may require, and where the context requires, the businesses operated by our Company and/or its subsidiaries and their predecessors (if any)

[REDACTED]

“HK\$” or “Hong Kong Dollars”
or “HK Dollars” and
“HK cents”

Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

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

[REDACTED]

“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

“Hong Kong Takeovers Code”
or “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

[REDACTED]

DEFINITIONS

“Horizon Anting”	Shanghai Anting Horizon Zhineng Transportation Technology Co., Ltd. (上海安亭地平線智能交通技術有限公司), a limited liability company incorporated under the laws of the PRC on March 24, 2017, and a wholly-owned subsidiary of the Company
“Horizon Hangzhou”	Horizon Journey (Hangzhou) Technology Co., Ltd. (地平線征程(杭州)科技有限公司), a limited liability company incorporated under the laws of the PRC on June 4, 2020, and a wholly-owned subsidiary of the Company
“Horizon Hong Kong”	Horizon Robotics Holdings Limited, a limited liability company incorporated under the laws of Hong Kong on August 6, 2015, and a wholly-owned subsidiary of the Company
“Horizon Information”	Beijing Horizon Information Technology Co., Ltd. (北京地平線信息技術有限公司), a limited liability company incorporated under the laws of the PRC on December 28, 2015, and a wholly-owned subsidiary of the Company
“Horizon Nanjing”	Nanjing Horizon Robotics Technology Co., Ltd. (南京地平線機器人技術有限公司), a limited liability company incorporated under the laws of the PRC on July 27, 2016, and a wholly-owned subsidiary of the Company
“Horizon Shanghai”	Horizon Journey (Shanghai) Technology Co., Ltd. (地平線征程(上海)科技有限公司), a limited liability company incorporated under the laws of the PRC on March 26, 2018, and a wholly-owned subsidiary of the Company
“Horizon Shenzhen”	Shenzhen Horizon Robotics Technology Co., Ltd. (深圳地平線機器人科技有限公司), a limited liability company incorporated under the laws of the PRC on July 2, 2015, and a wholly-owned subsidiary of the Company
“Horizon Technology”	Nanjing Horizon Information Technology Co., Ltd. (南京地平線信息技術有限公司), a limited liability company incorporated under the laws of the PRC on March 30, 2017, and a wholly-owned subsidiary of the Company
“IFRSs”	the IFRS Accounting Standards, which include standards, amendments and interpretations promulgated by International Accounting Standards Board

DEFINITIONS

“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(ies)”	any person(s) or entity(ies) who is not a connected person of the Company within the meaning of the Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“Joint Sponsors”	the joint sponsors as named in the section headed “Directors and Parties Involved in the [REDACTED]”
“Latest Practicable Date”	March 22, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this Document prior to its publication

[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)
“M&A Rules”	the Regulations on Mergers and Acquisitions 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 exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, conditionally adopted on [●], 2024, with effect from the [REDACTED], as amended from time to time, a summary of which is set out in Appendix III to this Document
“Memorandum and Articles”	the Memorandum and the Articles

DEFINITIONS

“MOFCOM” or “Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部) (formerly known as 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))
“Ms. Tao”	Ms. Feiwen Tao (陶斐雯), an executive Director and the chief operating officer of our Company
“Nanjing Development”	Nanjing Horizon Technology Development Co., Ltd. (南京地平線技術開發有限公司), a limited liability company incorporated under the laws of the PRC on April 24, 2018, and a wholly-owned subsidiary of the Company
“Nanjing Qingdihui”	Nanjing Qingdihui Robotics Technology Co., Ltd. (南京清地滙機器人科技有限公司), a limited liability company incorporated under the laws of the PRC on March 20, 2018, and a non-wholly-owned subsidiary of the Company
“NDRC”	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)
“Nomination Committee”	the nomination committee of the Board
“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

[REDACTED]

“Overseas Listing Trial Measures”	The Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and five supporting guidelines (《境內企業境外發行證券和上市管理試行辦法》及五項配套指引) promulgated by the CSRC on February 17, 2023 and became effective on March 31, 2023
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“Post-[REDACTED] Share Incentive Plan”	the share incentive plan adopted by the Company on [●] and taking effect on the [REDACTED], the principal terms of which are set out in the section headed “Statutory and General Information — D. Share Incentive Plans” in Appendix IV to this Document
“PRC Company Law”	the Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“PRC Legal Adviser”	King & Wood Mallesons, our legal adviser on PRC laws in connection with the [REDACTED]
“Pre-[REDACTED] Investment(s)”	the investment(s) in our Company undertaken by the Pre-[REDACTED] Investors prior to this [REDACTED], details of which are set out in “History, Reorganization and Corporate Structure”

DEFINITIONS

“Pre-[REDACTED] Investor(s)” Holder(s) of Shares pursuant to the Pre-[REDACTED] Investments, details of which are set out in the section headed “History, Reorganization and Corporate Structure”

“Preferred Shares” preferred shares(s) in the share capital of the Company

[REDACTED]

“QIB(s)” qualified institutional buyers within the meaning of Rule 144A

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

“Remuneration Committee” the remuneration committee of the Board

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

“Reorganization” the reorganization conducted by the Group described in the section headed “History, Reorganization and Corporate Structure — Reorganization” in this Document

“Reserved Matters” those matters resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to Rule 8A.24 of the Hong Kong Listing Rules, being: (i) any amendment to the Memorandum and Articles, (ii) the variation of the rights attached to any class of Shares, (iii) the appointment or removal of an independent non-executive Director, (iv) the appointment or removal of the Company’s auditors, and (v) the voluntary winding-up of the Company

DEFINITIONS

“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“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)
“SAT”	the State Taxation Administration 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” or “Securities and Futures Ordinance”	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 and/or preferred shares in the share capital of our Company of US\$0.0000025 each
“Share Incentive Plans”	individually and collectively, the 2018 Share Incentive Plan and the Post-[REDACTED] Share Incentive Plan
“Shareholder(s)”	holder(s) of our Share(s)
	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Track Record Period”	the period comprising three financial years ended December 31, 2021, 2022 and 2023
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time

[REDACTED]

DEFINITIONS

[REDACTED]

“United States”, “USA” or “U.S.”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“USD”, “US\$” or “U.S. dollars”	United States dollar, the lawful currency of the United States
“VAT”	value-added tax
“WVR Beneficiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules and unless the context otherwise requires, refers to Dr. Yu and Dr. Huang, being the holders of the Class A Ordinary Shares upon [REDACTED]
“WVR structure”	has the meaning ascribed to it under the Hong Kong Listing Rules
“%”	per cent