

## DEFINITIONS

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

“A Share(s)”	ordinary shares issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in Renminbi
“A Shareholder(s)”	holder(s) of our A Share(s)
“Accountants’ Report”	the accountants’ report of our Company for the Track Record Period, as included 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”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the articles of association of our Company, as amended, which shall become effective on the [REDACTED], 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 the Board
“Beijing Jinghongzhi”	Beijing Jinghongzhi Technology Co., Ltd. (北京京鴻志科技有限公司), a company established on September 10, 2001 in the PRC, one of our Major Subsidiaries
“Beijing OmniVision”	Beijing OmniVision Technologies Company Limited (北京豪威科技有限公司), a company established on July 15, 2015 in the PRC, one of our Major Subsidiaries
“BIS”	the U.S. Department of Commerce’s Bureau of Industry and Security
“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 to the public for normal banking business and which is not a Saturday, Sunday or public holiday in Hong Kong

[REDACTED]

## DEFINITIONS

### [REDACTED]

“China”, “Mainland China” or “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
“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” or “CWUMPO”	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”, “our Company” or “the Company”	OmniVision Integrated Circuits Group, Inc. (豪威集成電路(集團)股份有限公司) (previously known as Will Semiconductor Co., Ltd. Shanghai (上海韋爾半導體股份有限公司)), a PRC company established on May 15, 2007, the A Shares of which have been listed on the Shanghai Stock Exchange (Stock Code: 603501)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning given to it under the Listing Rules and, unless the context otherwise requires, refers to the person(s) named in “Relationship with Our Controlling Shareholders” in this document
“Convertible Bonds”	the convertible bonds in the aggregate principal amount of RMB 2,440 million issued by the Company in December 2020
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“EIT”	the enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》), as amended, supplemented or otherwise modified from time to time
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong

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“FCPA” the U.S. Foreign Corrupt Practices Act

[REDACTED]

“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our industry consultant

“Frost & Sullivan Report” an industry report commissioned by us and independently prepared by Frost & Sullivan

“GDR” a global depositary receipt which represents A Shares

[REDACTED]

“Group”, “our Group”, “the Group”, “we”, “us”, or “our” our Company and our subsidiaries from time to time, and where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time

“Guide for New Listing Applicants” the Guide for New Listing Applicants issued by the Stock Exchange in December 2023

“H Share(s)” shares in the share capital of our Company with a nominal value of RMB1.00 each, to be [REDACTED] and [REDACTED] on the Hong Kong Stock Exchange

“H Shareholder(s)” holder(s) of our H Share(s)

[REDACTED]

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

## DEFINITIONS

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“Hong Kong dollars”, “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
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[REDACTED]

“Hong Kong Takeovers Code” or “Takeovers Code”	Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
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## DEFINITIONS

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[REDACTED]

**“Hunan Silicon”**

Hunan Silicon Internet of Things Technology Co., Ltd. (湖南芯力特電子科技有限公司) (previously known as Changsha Dexin IoT Technology Co., Ltd.\* (長沙得芯物聯科技有限公司)), a company established on December 31, 2020 in the PRC, one of our Major Subsidiaries

**“IFRS”**

International Financial Reporting Standards, as issued by the International Accounting Standards Board

**“Independent Third Party(ies)”**

person(s) or company(ies) who/which, to the best of our Directors’ knowledge, information and belief, is/are not our connected persons

[REDACTED]

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## DEFINITIONS

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“Joint Sponsors”	the joint sponsors as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this document
“Latest Practicable Date”	June 20, 2025, being the latest practicable date for ascertaining certain information in this document before its publication  [REDACTED]
“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange  [REDACTED]
“Listing Rules” or “Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Main Board”	the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
“Major Subsidiaries”	the major subsidiaries of our Company listed in “History and Corporate Structure—Major Subsidiaries”
“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)
“NDRC”	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)
“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)

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## DEFINITIONS

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<b>“OmniVision International Ontario”</b>	OmniVision International Ontario LP, a partnership established on January 10, 2020 in Ontario, Canada, one of our Major Subsidiaries
<b>“OmniVision Semiconductor Shanghai”</b>	OmniVision Semiconductor (Shanghai) Co., Ltd. (豪威半導體（上海）有限責任公司) (previously known as Hua Wei Semiconductor (Shanghai) Co., Ltd.( 華微半導體（上海）有限責任公司) and OmniVision Electronics (Shanghai) Co., Ltd.* (豪威電子（上海）有限公司)), a company established on January 19, 2001 in the PRC, one of our Major Subsidiaries
<b>“OmniVision TDDI”</b>	OmniVision TDDI Ontario Limited Partnership, a partnership established on June 9, 2021 in Ontario, Canada, one of our Major Subsidiaries
<b>“OmniVision Technologies”</b>	OmniVision Technologies, Inc., a company incorporated in Delaware, USA on February 28, 2000, one of our Major Subsidiaries
<b>“OmniVision Technology Beijing”</b>	OmniVision Technology (Beijing) Limited Corp (豪威科技（北京）股份有限公司) (previously known as Beijing Superpix Micro Technology Co., Ltd. (北京思比科微電子技術股份有限公司)), a company established on September 28, 2004 in the PRC, one of our Major Subsidiaries
<b>“OmniVision Technologies Singapore”</b>	OmniVision Technologies Singapore Pte. Ltd., a company established on March 30, 2012 in Singapore, one of our Major Subsidiaries
<b>“OmniVision Touch &amp; Display”</b>	OmniVision Touch and Display Technologies Pte. Ltd., a company established on June 8, 2021 in Singapore, one of our Major Subsidiaries

[REDACTED]

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## DEFINITIONS

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[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“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 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

[REDACTED]

“QFIs”	Qualified Foreign Institutional Investors and RMB Qualified Foreign Institutional Investors
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Evaluation Committee”	the remuneration and evaluation committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of Mainland China
“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)



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“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 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” 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
“Shanghai OmniVision”	OmniVision IC Group Co., Ltd. Shanghai (上海豪威集成電路集團有限公司) (previously known as OmniVision Sensor (Shanghai) Co., Ltd.* (豪威傳感器(上海)有限公司)), a company established on July 2, 2021 in the PRC, one of our Major Subsidiaries
“Shaoxing Weihao Business”	Shaoxing Weihao Business Management Partnership (Limited Partnership) (紹興韋豪企業管理諮詢合夥企業(有限合夥)), a partnership established on June 24, 2021 in the PRC, one of our Major Subsidiaries
“Shaoxing Weihao Management”	Shaoxing Weihao Equity Investment Funds Management Partnership (Limited Partnership) (紹興市韋豪股權投資基金合夥企業(有限合夥)), a partnership established on December 12, 2017 in the PRC, one of our Controlling Shareholders
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB 1.00 each, comprising A Shares and H Shares
“Shareholder(s)”	holder(s) of our Share(s)
“Shenzhen Jinghongzhi”	Shenzhen Jinghongzhi Logistics Co., Ltd. (深圳市京鴻志物流有限公司), a company established on May 15, 2014 in the PRC, one of our Major Subsidiaries
“SIX Swiss Exchange”	SIX Swiss Exchange AG
[REDACTED]	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

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“Stock Option Incentive Plans”	the 2023 First Phase Stock Option Incentive Plan, the 2023 Second Phase Stock Option Incentive Plan, and the 2025 Stock Option Incentive Plan, the principal terms of which are set out in “Statutory and General Information — 4. Our Incentive Schemes — Stock Option Incentive Plans” in Appendix VI to this document
“Strategy and Development Committee”	the strategy and development committee of the Board
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Superpix Technology”	Superpix Technology (Hong Kong) Limited (思比科(香港)有限公司), a company established on March 25, 2019 in Hong Kong, one of our Major Subsidiaries
“TDDI Business”	Synaptics’ Asia-based single-chip LCD TDDI business we acquired in 2020
“Track Record Period”	the years ended December 31, 2022, 2023 and 2024
“U.S.”, “US”, “USA” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdictions
“U.S. dollars”, “US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	United States Securities Act of 1933 and the rules and regulations promulgated thereunder

[REDACTED]

“VAT”	value-added tax
“Waching Electronic”	HK WACHING ELECTRONIC (GROUP) LIMITED (香港華清電子(集團)有限公司), a company established on September 5, 2006 in Hong Kong, one of our Major Subsidiaries
“Will Semiconductor”	WILL semiconductor Limited (韋爾半導體香港有限公司), a company established on August 12, 2008 in Hong Kong, one of our Major Subsidiaries
“Zhejiang Will”	Zhejiang Will Equity Investment Co., Ltd. (浙江韋爾股權投資有限公司), a company established on June 15, 2020 in the PRC, one of our Major Subsidiaries
“%”	percent

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Unless otherwise specified, in this document:

- (a) certain amounts and percentage figures have been subject to rounding adjustments; accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them; and
- (b) for ease of reference, the names of PRC laws and regulations, governmental authorities, institutions, nature persons or other entities (including certain of our subsidiaries) 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. English translations of company names and other terms from the Chinese language are provided for identification purposes only.