

DEFINITIONS

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

“Accountants’ Report”	the accountants’ report of the Company, the text of which is set out in Appendix I to this Document
“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” or “Accounting and Financial Reporting Council”	the Accounting and Financial Reporting Council of Hong Kong SAR
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company, conditionally adopted on January 13, 2026 with effect from the [REDACTED], and as amended from time to time, a summary of which is set out in the section headed “Summary of the Articles of Association of the Company” in Appendix III to this Document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board” or “Board of Directors”	the board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong SAR) on which banks in Hong Kong SAR are generally open for normal banking business
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Chengdu Kuxin”	Chengdu Kuxin Microelectronics Co., Ltd.* (成都酷芯微電子有限公司), a limited liability company established in the PRC on December 29, 2023, a direct wholly-owned subsidiary of our Company under the process of deregistration, which is expected to be completed in the first quarter of 2026
“China” or “Chinese Mainland” or “PRC”	the People’s Republic of China and for the purposes of this Document only, except where the context requires otherwise, excluding Hong Kong SAR, Macau SAR and Taiwan, China

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“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”	Hefei Kuxin Microelectronics Co., Ltd.* (合肥酷芯微電子股份有限公司), a limited liability company established in the PRC on July 12, 2011 and converted into a joint-stock company with limited liability on December 11, 2025.
“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
“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
“Concert Party Agreement”	the concert party agreement dated January 5, 2026 entered into by Mr. Yao, Dr. Shen, Mr. Zhong, Shanghai Lingmou, Shanghai Huimou and Shanghai Jixuan; see “History, Development and Corporate Structure – Acting in Concert Arrangement” in this Document for details
“[REDACTED] of Unlisted Shares into H Shares”	the [REDACTED] of [REDACTED] Unlisted Shares into H Shares on a one-for-one basis upon the completion of [REDACTED]. Filing of such [REDACTED] of Unlisted Shares into H shares has been completed with the CSRC on [●], 2026 and an [REDACTED] for H Shares to be [REDACTED] on the Stock Exchange has been made to the Listing Committee
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSDC (Hong Kong)”	China Securities Depository and Clearing (Hong Kong) Company Limited
“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. Shen”	Dr. Shen Bo (沈泊), our co-founder, an executive Director, our chief technology officer and a member of our Single Largest Group of Shareholders upon [REDACTED]

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“EIT”	the PRC enterprise income tax
“EIT Law”	Enterprise Income Tax Law of the PRC
[REDACTED]	[REDACTED]
“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
“FIL”	Foreign Investment Law (中華人民共和國外商投資法) published by State Council in January 2020
[REDACTED]	[REDACTED]
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., the industry consultant, an Independent Third Party
“Frost & Sullivan Report”	an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this Document
“General Rules of HKSCC”	General Rules of HKSCC published by the Stock Exchange and as amended from time to time
[REDACTED]	[REDACTED]
“Group”, “our Group”, “we”, “us” or “our”	the Company and its subsidiaries from time to time or, where the context so 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” or “Guide”	the Guide for New Listing Applicants issued by the Stock Exchange, as amended, supplemented or otherwise modified from time to time

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“H Share(s)”	overseas [REDACTED] foreign share(s) in our ordinary share capital, with nominal value of RMB1.00 each in the share capital of our Company, which are to be [REDACTED] and [REDACTED] in HK dollars and for which an [REDACTED] has been made for [REDACTED] and permission to [REDACTED] on the Stock Exchange
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“HKFRS”	Hong Kong Financial Reporting Standards, as issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong” or “Hong Kong SAR” or “HK SAR”	the Hong Kong Special Administrative Region of the PRC

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Hong Kong dollars” or
“HK dollars” or “HK\$”

Hong Kong dollars, the lawful currency of Hong Kong SAR

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Independent Third Party(ies)”

any entity or person who is not a connected person of our Company within the meaning ascribed thereto under the Listing Rules

[REDACTED]

[REDACTED]

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Kuxin HK”	Kuxin Microelectronics (Hongkong) Limited (酷芯微電子(香港)有限公司), a limited liability company incorporated in Hong Kong on September 21, 2017, a direct wholly-owned subsidiary of our Company
“Latest Practicable Date”	January 21, 2026, being the latest practicable date for ascertaining certain information in this Document before its publication
[REDACTED]	[REDACTED]
“Listing Committee”	the Listing Committee of the Stock Exchange
[REDACTED]	[REDACTED]
“Listing Rules”	th 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 exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange
[REDACTED]	[REDACTED]
“MOFCOM” or “Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部)

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“Mr. Xu”	Mr. Xu Wei (許維), our chief financial officer, secretary of the Board and a joint company secretary
“Mr. Yao”	Mr. Yao Haiping (姚海平), our co-founder, an executive Director, chairman of the Board, our chief executive officer, and a member of our Single Largest Group of Shareholders upon [REDACTED]
“Mr. Zhong”	Mr. Zhong Qi (鍾琪), our co-founder, an executive Director, our chief operating officer and a member of our Single Largest Group of Shareholders upon [REDACTED]
“Nanjing Kuxin”	Nanjing Kuxin Microelectronics Co., Ltd.* (南京酷芯微電子有限公司), a limited liability company established in the PRC on August 22, 2022, a direct wholly-owned subsidiary of our Company under the process of deregistration, which is expected to be completed in the first quarter of 2026
“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)
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Sanctions Legal Advisor”	Commerce & Finance Law Offices, the legal advisors of our Company as to U.S. Outbound Investment Rule, U.S. export control and international sanctions
[REDACTED]	[REDACTED]

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“PBOC”	People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Legal Advisor”	Jingtian & Gongcheng, our legal advisor as to PRC laws
“Pre-[REDACTED] Employee Incentive Platform(s)”	Shanghai Lingmou, Shanghai Huimou, Shanghai Jixuan and Shanghai Yuegan, or any one of them as the context may requires
“Pre-[REDACTED] Investments”	the Pre-[REDACTED] investments in our Company undertaken by the Pre-[REDACTED] Investors, details of which are set out in the section headed “History, Development and Corporate Structure” in this Document
“Pre-[REDACTED] Investors”	the Pre-[REDACTED] investors, details of which are set out in the section headed “History, Development and Corporate Structure” in this Document
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Document”	this document being issued in connection with the [REDACTED]
[REDACTED]	[REDACTED]
“Reporting Accountants”	KPMG
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“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 (中華人民共和國國家市場監督管理總局)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SEC”	the Securities and Exchange Commission of the United States

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“SFC”	the Securities and Futures Commission of Hong Kong SAR
“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 Huimou”	Shanghai Huimou Enterprise Management Consulting Partnership (Limited Partnership)* (上海慧眸企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on June 13, 2019, a Pre-[REDACTED] Employee Incentive Platform and a member of our Single Largest Group of Shareholders upon [REDACTED]
“Shanghai Jixuan”	Shanghai Jixuan Enterprise Management Consulting Partnership (Limited Partnership)* (上海基璇企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on July 3, 2019, a Pre-[REDACTED] Employee Incentive Platform and a member of our Single Largest Group of Shareholders upon [REDACTED]
“Shanghai Kuxin Intelligent”	Shanghai Kuxin Intelligent Technology Co., Ltd.* (上海酷芯智能科技有限公司), a limited liability company established in the PRC on September 6, 2019, a direct wholly-owned subsidiary of our Company
“Shanghai Kuxin Semiconductor”	Shanghai Kuxin Semiconductor Co., Ltd.* (上海酷芯半導體有限公司), a limited liability company established in the PRC on September 20, 2022, a direct wholly-owned subsidiary of our Company
“Shanghai Lingmou”	Shanghai Lingmou Enterprise Management Consulting Partnership (Limited Partnership)* (上海靈眸企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on May 28, 2019, a Pre-[REDACTED] Employee Incentive Platform and a member of our Single Largest Group of Shareholders upon [REDACTED]
“Shanghai Yingmou”	Shanghai Yingmou Intelligent Technology Co., Ltd.* (上海迎眸智能科技有限公司), a limited liability company established in the PRC on May 24, 2019, a Pre-[REDACTED] Employee Incentive Platform and a member of our Single Largest Group of Shareholders upon [REDACTED]
“Shanghai Yuegan”	Shanghai Yuegan Enterprise Management Consulting Partnership (Limited Partnership)* (上海閱感企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on October 8, 2023 and a Pre-[REDACTED] Employee Incentive Platform

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“Shanghai Zehan”	Shanghai Zehan Enterprise Management Consulting Partnership (Limited Partnership)* (上海澤漢企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on June 5, 2019
“Share(s)”	ordinary share(s) in the share capital of our Company with a par value of RMB1.00 each
“Shareholder(s)”	holder(s) of our Share(s)
“Single Largest Group of Shareholders”	our single largest group of Shareholders upon [REDACTED], referring to Mr. Yao, Dr. Shen, Mr. Zhong, Shanghai Lingmou, Shanghai Huimou and Shanghai Jixuan, further details of which are set out in the section headed “Relationship with Our Single Largest Group of Shareholders” in this Document
[REDACTED]	[REDACTED]
“Sole Sponsor”	Huatai Financial Holdings (Hong Kong) Limited
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“State Council”	State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“substantial shareholders”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period comprising the years ended December 31, 2023 and 2024 and the nine months ended September 30, 2025
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
"United States" or the "U.S."	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"Unlisted Shares"	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are subscribed for and paid up in Renminbi
"VAT"	value-added tax
"%"	per cent

Unless otherwise specified or the context otherwise requires:

- 1. statements contained in this Document assume no exercise of the [REDACTED];*
- 2. all times refer to Hong Kong SAR time;*
- 3. references to years, months and days in this Document are to calendar years, calendar months and calendar days, respectively; and*
- 4. all data in this Document is as of the date of this Document.*

In this Document, the terms "associate", "close associate", "connected person", "core connected person", "connected transaction", "controlling shareholder/single largest group of shareholders" 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.

In this Document, "" denotes translation of certain natural persons, legal persons, enterprises, governmental authorities, institutions, entities, organizations, departments, facilities, laws and regulations into Chinese or English (as the case maybe), etc., or another language included in this Document for identification purposes only. In the event of any inconsistency, the Chinese names or the names in their original languages prevail.*