

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 and Conventions” in this Document.

“Accountants’ Report”	the accountants’ report of our Company, details of which are 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 of Association” or “Articles”	the articles of association of our Company, as amended from time to time, which shall become effective on the [REDACTED], 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
“Audit Committee”	the audit committee of the Board
“BIS”	U.S. Department of Commerce, Bureau of Industry and Security
“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 banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

[REDACTED]

“China” or “PRC” or “Chinese Mainland”	the People’s Republic of China, but for the purpose of this Document and for geographical reference only and except where the context requires, excluding Hong Kong, Macao Special Administrative Region of the People’s Republic of China, and Taiwan Region
“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

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“CIC Report”	the industry report commissioned by our Company and prepared by CIC
“Class A Ordinary Shares”	Class A ordinary shares in the share capital of the Company with a par value of RMB0.10 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 upon [REDACTED] 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 and the PRC Company Law that the Reserved Matters and the Special 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 RMB0.10 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
“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”, “our Company”, or the “Company”	Hai Robotics Innovation Group Co., Ltd. (深圳市海柔創新智能科技集團股份有限公司) (formerly known as Dongguan Hairou Intelligent Technology Limited (東莞市海柔智能科技有限公司) and Hai Intelligent Co., Ltd. (深圳市海柔智能科技有限公司)), a limited company incorporated under the laws of the PRC on December 1, 2016 and converted into a joint stock company with limited liability on November 13, 2025
“Compliance Adviser”	Rainbow Capital (HK) Limited
“Concert Party Agreement”	a concert party agreement entered into among the WVR Beneficiaries in January 2018, as amended in November 2025
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to the WVR Beneficiaries (being the ultimate Controlling Shareholders) and Hairou Weizheng, as further detailed in the section headed “Relationship with our Controlling Shareholders” in this Document
“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
“CSDC”	China Securities Depository and Clearing Corporation Limited
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the directors of our Company, including all executive, non-executive and independent non-executive Directors
“EIT”	the PRC enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), as amended, supplemented or otherwise modified from time to time
“Employee Incentive Plan”	the employee incentive plan, adopted by the Company on March 10, 2020 and amended on January 15, 2026
“Employee Incentive Platform”	the pre-[REDACTED] employee incentive platform of our Group, namely Hairou Weizheng

[REDACTED]

“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong or any extreme conditions or events, the occurrence of which will cause interruption to the ordinary course of business operations in Hong Kong or that may affect the [REDACTED]
“F&B”	Food & beverage

DEFINITIONS

[REDACTED]

“Group”, “our Group”, “the Group”, “our”, “we” or “us”	our Company and our subsidiaries
“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange effective from January 1, 2024, as amended, supplemented or otherwise modified from time to time
“Hairou Weizheng”	Shenzhen Hairou Weizheng Investment Limited Partnership (深圳市海柔為正投資合夥企業(有限合夥)), a limited partnership established in the PRC on December 16, 2016, whose general partner is Mr. Chen, a Controlling Shareholder
“H Share(s)”	the Class B Ordinary Share(s) in the share capital of our Company with a nominal value of RMB0.10 each, which is/are to be [REDACTED] and [REDACTED] in Hong Kong dollars and to be [REDACTED] on the Hong Kong Stock Exchange

[REDACTED]

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

DEFINITIONS

“Independent Third Party(ies)” any entity or person, to the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, who is not a connected person of our Company within the meaning ascribed to it under the Listing Rules

[REDACTED]

“International Sanctions Legal Advisor” Morgan Lewis & Bockius LLP, our legal advisor on international sanctions law in connection with the [REDACTED]

[REDACTED]

“Joint Sponsors” the joint sponsors of the [REDACTED] as named in “Directors, Supervisors and Parties Involved in the [REDACTED]”

“Latest Practicable Date” [February 5], 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this Document prior to its publication

DEFINITIONS

[REDACTED]

“Listing Committee” the listing committee of the Hong Kong 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 exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange

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

“Mr. Chen” Mr. Chen Yuqi (陳宇奇), the chairman, an executive Director and the chief executive officer of our Company, and a Controlling Shareholder

“Mr. Xu” Mr. Xu Shengdong (徐聖東), an executive Director and the chief technology officer of our Company, and a Controlling Shareholder

“Mr. Fang” Mr. Fang Bing (房冰), an executive Director and the chief operation officer of our Company, and a Controlling Shareholder

“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)

“NPC” the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

“Nomination Committee” the nomination committee of the Board

DEFINITIONS

[REDACTED]

“Overseas Listing 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》) promulgated by the CSRC on February 17, 2023 and effective from March 31, 2023, and the relevant supporting guidelines promulgated by the CSRC from time to time
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	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 GAAP”	generally accepted accounting principles in the PRC
“PRC Legal Adviser”	Jingtian & Gongcheng, our legal adviser on PRC laws in connection with the [REDACTED]
“PRC Securities Law”	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

DEFINITIONS

“Pre-[REDACTED] Investment(s)”	the investment(s) in our Company undertaken by the Pre-[REDACTED] Investors prior to this [REDACTED], the details of which are set out in “History, Development, and Corporate Structure — Pre-[REDACTED] Investments”
“Pre-[REDACTED] Investor(s)”	the Pre-[REDACTED] investor(s) of our Company, details of which are set out in “History, Development and Corporate Structure — Pre-[REDACTED] Investments”

[REDACTED]

“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“Renminbi” or “RMB”	the lawful currency of the PRC
“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 Articles of Association, (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
“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)
“SAT”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	Standing Committee of National People’s Congress of the PRC (中華人民共和國全國人民代表大會常務委員會)

DEFINITIONS

“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 shares in the share capital of our Company of RMB0.10 each, comprising Class A Ordinary Shares and Class B Ordinary Shares, or Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of our Share(s)
“Special Matters”	those matters resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to the PRC Company Law, being: (i) the election and change of Supervisors, and (ii) where the Audit Committee exercises the functions of the Supervisory Committee and the Company has no Supervisory Committee or Supervisor, the election and change of the members of the Audit Committee

[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 to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the committee of Supervisors
“Track Record Period”	the period comprising two financial years ended December 31, 2023 and 2024 and for nine months ended September 30, 2025
“treasury shares”	has the meaning ascribed to it under the Listing Rules

[REDACTED]

“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
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DEFINITIONS

“United States”, “USA” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“Unlisted Share(s)”	ordinary share(s) [REDACTED] by our Company, with a nominal value of RMB0.10 each, which is/are not [REDACTED] on any stock exchange, comprising all Class A Ordinary Shares
“US\$” or “U.S. dollars”	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, supplemented or otherwise modified from time to time

[REDACTED]

“WVR Beneficiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules and unless the context otherwise requires, refers to Mr. Chen, Mr. Xu and Mr. Fang, being the beneficial owners of the Class A Ordinary Shares which carry weighted voting rights upon [REDACTED], who are our ultimate Controlling Shareholders
“WVR structure”	has the meaning ascribed to it under the Hong Kong Listing Rules
“%”	per cent

Certain amounts and percentage figures included in the Document 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.

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in the Document in both the Chinese and English languages and in the event of any inconsistency, the Chinese version shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.

Unless otherwise specified, references to years in this Document are to calendar years.