DEFINITIONS

In this document, unless the context otherwise requires, the following expressions shall have the following meanings.

"Accountants' Report"	the accountants' report from the reporting accountant of our Group, 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"	the Accounting and Financial Reporting Council of Hong Kong
"Articles of Association"	the articles of association of our Company, conditionally adopted on August 29, 2025 with effect from the [**REDACTED**], a summary of which is set out in Appendix V to this document
"Audit Committee"	the audit committee of our Company, the details of which are described in "Corporate Information" in this document
"Baishan Investment"	Ningbo Meishan Free Trade Port Zone Baishan Investment Management Partnership (Limited Partnership) (寧波梅山保稅港區佰山投資管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on November 1, 2017 and our Pre-[**REDACTED**] Investor
"Bazhou XAG"	Bazhou XAG Agricultural Aviation Technology Co., Ltd. (巴州極飛農業航空科技有限公司), a company established under the laws of the PRC with limited liability on March 2, 2015 and a wholly owned subsidiary of our Company
"BIS"	the Bureau of Industry and Security of the U.S. Department of Commerce
"Board"	the board of directors of our Company
"Brighter Future"	Brighter Future Developments Limited, a company incorporated under the laws of the Republic of Seychelles with limited liability on September 3, 2013 and our Pre-[**REDACTED**] Investor

"business day"	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
"BVI"	the British Virgin Islands
"CAAC"	Civil Aviation Administration of China

[**REDACTED**]

"China" or the "PRC"	the People's Republic of China, which for the purpose of this document and for geographical reference only, excludes Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan region
"China Unicom Guangxin No. 1"	China Unicom Guangxin No. 1 (Guangzhou) Equity Investment Partnership (Limited Partnership) (聯創廣新壹號(廣州)股權投資基金合夥企業(有限合夥), formerly known as 聯通廣新壹號(廣州)股權投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on September 18, 2019 and our Pre-[**REDACTED**] Investor
"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 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"	Guangzhou Xaircraft Technology Co., Ltd. (廣州極飛科技股份有限公司), a limited liability company established in the PRC on April 13, 2012, which was converted into a joint stock limited company in the PRC on March 23, 2021
"Compliance Advisor"	First Shanghai Capital Limited

"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Mr. Peng and Xiamen Jili
"Conversion of Unlisted Shares into H Shares"	the conversion of [**REDACTED**] Unlisted Shares in aggregate held by 20 existing Shareholders into H Shares upon completion of the [**REDACTED**]. Such conversion of Unlisted Shares into H Shares has been filed with the CSRC and CSRC [has issued] the filing notices in respect of the [**REDACTED**] and the conversion dated [●], and an application for H Shares to be [**REDACTED**] on the Stock Exchange has been made to the Stock Exchange
"CSAE"	Chinese Society of Agricultural Engineering
"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
"Dongguan XAG"	Dongguan XAG Drone Technology Co., Ltd. (東莞極飛無人機科技有限公司), a company established under the laws of the PRC with limited liability on November 3, 2014 and a wholly owned subsidiary of our Company
"EAR"	the Export Administration Regulations (15 C.F.R. Parts 730–774) administered by the BIS
"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
"FCA"	the acronym for free carrier, which is a trade term indicating that the seller delivers goods to a carrier or another person nominated by the buyer at the seller's premises or another named place

[**REDACTED**]

"FOB"	free on board, which requires the seller to assume responsibility until the products are loaded onto the shipping vessel
"FOC"	Field-Oriented Control, also known as vector control, is a method for controlling AC motors. It separates torque and magnetic flux control, allowing smooth and efficient motor performance, especially at low speeds
"Frost & Sullivan"	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research consultant and an Independent Third Party

[**REDACTED**]

"Group," "our Group," "the Group," "we," "us" or "our"	the Company and its subsidiaries
"Guangzhou Kuaifei"	Guangzhou Kuaifei Computer Technology Co., Ltd. (廣州快飛計算機科技有限公司), a company established under the laws of the PRC with limited liability on August 7, 2014 and a wholly owned subsidiary of our Company
"Guangzhou XAG Manufacturing"	Guangzhou XAG Manufacturing Co., Ltd. (廣州極飛製造有限公司), a company established under the laws of the PRC with limited liability on June 16, 2021 and a wholly owned subsidiary of our Company
"Guangzhou XAG Technology Service"	Guangzhou XAG Technology Service Co., Ltd. (廣州極飛科技服務有限公司), a company established under the laws of the PRC with limited liability on September 24, 2021 and a wholly owned subsidiary of our Company
"Guangzhou Xinxing"	Guangzhou Xinxing Huacheng Venture Capital Partnership (Limited Partnership) (廣州新星花城創業投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on April 29, 2020 and our Pre-[**REDACTED**] Investor

"Guangzhou Yuexiu"	Guangzhou Yuexiu Chuangda No. 9 Industrial Investment Partnership (Limited Partnership) (廣州越秀創達九號實業投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on May 15, 2020 and our Pre-[**REDACTED**] Investor
"Guide"	the Guide for New Listing Applicants issued by the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
"H Share(s)"	ordinary share(s) of our Company with a par value of RMB1.0 each, which is/are to be subscribed for and traded in HKD and to be [**REDACTED**] on the Stock Exchange

[**REDACTED**]

"HK$", "HKD" or "Hong Kong dollars"	Hong Kong dollars, the lawful currency of Hong Kong

[**REDACTED**]

DEFINITIONS

"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the People's Republic of China

[**REDACTED**]

[**REDACTED**]

"Independent Third Party(ies)"	an individual(s) or a company(ies) who or which is/are not connected person(s) (within the meaning of the Listing Rules) of the Company

[**REDACTED**]

"International Sanctions"	International laws and regulations relating to the economic sanctions and export control restrictions administered and enforced by the Relevant Jurisdictions

[**REDACTED**]

"JMD HK"	JMD X HK Holdings Limited, a company incorporated under the laws of Hong Kong with limited liability on January 11, 2021 and our Pre-[**REDACTED**] Investor
"Latest Practicable Date"	March 18, 2026, being the latest practicable date for ascertaining certain information in this document before its publication
"Legal Advisor as to the Outbound Investment Rule"	Ashurst Horitsu Jimusho Gaikokuho Kyodo Jigyo, our legal advisers as to the Outbound Investment Rule in connection with the [**REDACTED**]

[**REDACTED**]

"Listing Committee"	the Listing Committee of the 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 market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
"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. Gong"	Mr. Gong Jiaqin (龔櫝欽), our co-founder, executive Director and senior vice president
"Mr. Peng"	Mr. Peng Bin (彭斌), our founder, executive Director, chairman of the Board, president and one of the Controlling Shareholders
"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)
"Nomination Committee"	the nomination committee of our Company, the details of which are described in "Corporate Information" in this document
"OFAC"	The U.S. Treasury Department's Office of Foreign Assets Control

[**REDACTED**]

"OFSI"	The UK Office of Financial Sanctions Implementation

[**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
"PBOC"	the People's Bank of China
"PRC Legal Advisor"	Jingtian & Gongcheng, the PRC legal advisor to our Company
"Pre-[**REDACTED**] Investment(s)"	the Pre-[**REDACTED**] investment(s) in our Company undertaken by the Pre-[**REDACTED**] Investor(s) prior to the [**REDACTED**], details of which are set out in "History, Development and Corporate Structure" in this document
"Pre-[**REDACTED**] Investor(s)"	the investor(s) who participated in our Pre-[**REDACTED**] Investments, details of which are set out in the section headed "History, Development and Corporate Structure" in this document

[**REDACTED**]

"Primary Sanctioned Activity"	has the meaning ascribed to it under Chapter 4.4 of the Guide, and means any activity in a Sanctioned Country or (i) with; or (ii) directly or indirectly benefiting, or involving the property or interests in property of, a Sanctioned Target by a listing applicant incorporated or located in a Relevant Jurisdiction or which otherwise has a nexus with such jurisdiction with respect to the relevant activity, such that it is subject to the relevant sanctions law or regulation
"document"	this document being issued in connection with the [**REDACTED**]
"Regulation S"	Regulation S under the U.S. Securities Act
"Relevant Jurisdiction(s)"	has the meaning ascribed to it under Chapter 4.4 of the Guide, and means any jurisdiction that is relevant to the listing applicant and has sanctions related laws or regulations restricting, among other things, its nationals and/or entities which are incorporated or located in that jurisdiction from directly or indirectly making assets or services available to or otherwise dealing in assets of certain countries, governments, persons or entities targeted by such law or regulation. For the purposes of this document, Relevant Jurisdictions include the U.S., the EU, the UN, the UK, Australia and Canada
"Relevant Person(s)"	has the meaning ascribed to it under Chapter 4.4 of the Guide, and means the Group, its investors and shareholders and persons who might, directly or indirectly, be involved in permitting the listing, trading, clearing and settlement of its shares, including the Sponsors and the Stock Exchange
"Remuneration and Appraisal Committee"	the remuneration and appraisal committee of our Company, the details of which are described in "Corporate Information" in this document
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"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" or formerly known as "SAIC"	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), and formerly known as State Administration of Industry and Commerce of the PRC (中華人民共和國工商行政管理局)

"Sanctioned Country"	has the meaning ascribed to it under Chapter 4.4 of the Guide and means any country or territory subject to a general and comprehensive export, import, financial or investment embargo under sanctions related law or regulation of the Relevant Jurisdiction
"Sanctioned Target"	has the meaning ascribed to it under Chapter 4.4 of the Guide, and means any person or entity (i) designated on SDN List or any list of targeted persons or entities issued under the sanctions-related laws or regulations of a Relevant Jurisdiction; (ii) that is, or is owned or controlled by, a government of a Sanctioned Country; or (iii) that is the target of sanctions under the laws or regulations of a Relevant Jurisdiction because of a relationship of ownership, control, or agency with a person or entity described in (i) or (ii)
"SDF-JF"	SDF-JF Investment Limited, a company incorporated under the laws of Hong Kong with limited liability on September 10, 2020 and our Pre-[**REDACTED**] Investor
"SDN"	Specially Designated Nationals designated pursuant to U.S. sanctions programs
"Secondary Sanctionable Activity"	has the meaning ascribed to it under Chapter 4.4 of the Guide, and means certain activity by a listing applicant that may result in the imposition of sanctions against the Relevant Person(s) by a Relevant Jurisdiction (including designation as a Sanctioned Target or the imposition of penalties), even though the listing applicant is not incorporated or located in that Relevant Jurisdiction and does not otherwise have any nexus with that Relevant Jurisdiction
"Severe Weather Signals"	a tropical cyclone warning signal number 8 or above, a black rainstorm warning and/or an Extreme Conditions announcement issued after a super typhoon
"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 or otherwise modified from time to time

DEFINITIONS

"Shanghai Hengfei"	Shanghai Hengfei Business Consulting Partnership (Limited Partnership) (上海珩飛商務諮詢合夥企業(有限合夥)), a company established under the laws of the PRC with limited liability on September 30, 2020 and our Pre-[**REDACTED**] Investor
"Share(s)"	ordinary share(s) of a par value of RMB1.0 each of our Company, comprising Domestic Shares and H Shares
"Shareholder(s)"	holder(s) of our Shares
"Shenzhen Qianhai Huijin"	Shenzhen Qianhai Huijin Management Consulting Co., Ltd. (深圳市乾海匯金管理諮詢有限公司), a company established under the laws of the PRC with limited liability on September 27, 2016 and our Pre-[**REDACTED**] Investor
"Sinovation Guangzhou Fund"	Sinovation Intelligence (Guangzhou) Venture Capital Partnership (Limited Partnership) (創新工場智能(廣州)創業投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on May 11, 2018 and our Pre-[**REDACTED**] Investor

[**REDACTED**]

"Sole Sponsor"	the sole sponsor as named in "Directors and Parties Involved in the [**REDACTED**]" of this document

[**REDACTED**]

"STA"	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)

[**REDACTED**]

"State Council"	the PRC State Council (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 to it under the Companies Ordinance
"SVF"	SVF II FLY SUBCO (SINGAPORE) PTE. LTD., a company incorporated under the laws of Singapore with limited liability on September 23, 2020 and our Pre-[**REDACTED**] Investor
"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, 2024 and 2025
"U.S. Securities Act"	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

[**REDACTED**]

"Unlisted Share(s)"	ordinary share(s) of our Company with a par value of RMB1.0 each, which is/are not listed on any stock exchange
"US$", "USD" or "U.S. dollars"	United States dollars, the lawful currency for the time being of the United States
"XAG HK"	XAG Hong Kong Limited (極飛香港有限公司), a company incorporated under the laws of Hong Kong with limited liability on January 28, 2025 and a wholly owned subsidiary of our Company
"XAG Thailand"	XAG (Thailand) Co., Ltd. (極飛(泰國)有限公司), a company incorporated under the laws of Thailand with limited liability on December 16, 2025 and a wholly owned subsidiary of our Company
"Xaircraft Limited"	Xaircraft Limited (香港極飛科技有限公司), a company incorporated under the laws of Hong Kong with limited liability on June 25, 2014 and our Pre-[**REDACTED**] Investor

"Xiamen Jili"	Xiamen Jili Enterprise Management Consulting Partnership (Limited Partnership) (廈門極力企業管理諮詢合夥企業(有限合夥)), formerly known as Xinyu Jifei Investment Management Center (Limited Partnership) (新餘極飛投資管理中心(有限合夥)), a limited partnership established on August 10, 2015 under the laws of the PRC, our employee shareholding platform and one of our Controlling Shareholders
"Yideronghua"	Ningbo Yideronghua Enterprise Management Consulting Partnership (Limited Partnership) (寧波億德榮華企業管理諮詢合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on April 20, 2017 and our Pre-[**REDACTED**] Investor
"Zhuhai Naheng"	Zhuhai Naheng Equity Investment Partnership (Limited Partnership) (珠海納恒股權投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on February 2, 2021 and our Pre-[**REDACTED**] Investor
"Zhuhai Shengfei"	Zhuhai Shengfei Technology Investment Partnership (Limited Partnership) (珠海盛飛科技投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on December 9, 2020 and our Pre-[**REDACTED**] Investor
"%"	percent

In this document, the terms "associate(s)", "close associate(s)", "connected person(s)", "core connected person(s)", "connected transaction(s)", "Exchange Participant(s)" and "substantial shareholder(s)" 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.

For the ease of reference, the names of the PRC established companies or entities, laws or regulations 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. The English translations of such Chinese names are provided for identification purposes only.