# DEFINITIONS

*In this document, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in "Glossary of technical terms".*

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| **"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 of Hong Kong |
| **"Angel Investors"** | Shunwei High Tech Limited and Red Better Limited |
| **"Aqara US" or "Aqara, LLC"** | Aqara, LLC (previously known as Aqara Inc.) a limited liability company established in Delaware, United States, on July 15, 2019, a wholly-owned subsidiary of our Company |
| **"Articles" or "Articles of Association"** | the articles of association of our Company conditionally adopted on **[REDACTED]** with effect from the **[REDACTED]**, a summary of which is set out in "Summary of the Constitution of our Company and Cayman Islands Company Law" in Appendix III |
| **"associate(s)"** | has the meaning ascribed to it under the Listing Rules |
| **"Board"** | the board of Directors |
| **"BVI"** | the British Virgin Islands |
| **"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 |
| **[REDACTED]** | **[REDACTED]** |
| **"Cayman Companies Act" or "Companies Act"** | the Companies Act (2026 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time |

**[REDACTED]**

**[REDACTED]**

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| **"China", "PRC" or "Chinese Mainland"** | the People's Republic of China, and for the purposes of this document only, except where the context requires otherwise, references to China or the PRC exclude Hong Kong, the Macao Special Administrative Region of the People's Republic of China and Taiwan |
| **"Class A Ordinary Shares"** | class A ordinary shares of par value of US$0.0001 each, each of which is entitled to exercise one vote on resolutions tabled at the Company's general meeting prior to Listing, to be redesignated as Ordinary Shares upon **[REDACTED]** |
| **"Class A+ Ordinary Shares"** | class A+ ordinary shares of par value of US$0.0001 each, each of which is entitled to exercise three votes on resolutions tabled at the Company's general meeting prior to Listing, to be converted to Class A Ordinary Shares on an one-for-one basis and redesignated as Ordinary Shares upon **[REDACTED]** |
| **"Class B Ordinary Shares"** | class B ordinary shares of par value of US$0.0001 each, each of which is entitled to exercise one vote on resolutions tabled at the Company's general meeting prior to Listing, to be converted to Class A Ordinary Shares on an one-for-one basis and redesignated as Ordinary Shares upon **[REDACTED]** |
| **"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 |

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| **"Company", "our Company", "the Company", "we", "our" or "us"** | Aqara International Ltd, previously known as Lumi International Ltd, an exempted company with limited liability incorporated in the Cayman Islands on April 10, 2015 |
| **"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 |
| **"Conversion and Redesignation"** | conversion and redesignation of Class A Ordinary Shares, Class A+ Ordinary Shares, Class B Ordinary Shares, Series A Preferred Shares, Series B Preferred Shares, Series B+ Preferred Shares, Series B2 Preferred Shares and Series C Preferred Shares into Ordinary Shares |
| **"CSRC"** | China Securities Regulatory Commission (中國證券監督管理委員會) |
| **"Director(s)"** | the director(s) of our Company |
| **"ECY Investments" or "ECY"** | ECY Investments LLC, a limited liability company established in the United States which is ultimately controlled by Mr. You, one of the Single Largest Group of Shareholders |
| **"Eigenstone"** | Eigenstone Technology Co., Ltd. (愛根斯通科技有限公司), a company established in the PRC on September 8, 2015, a wholly-owned subsidiary of our Company |
| **"ESG"** | environmental, social and governance |
| **"ESOP Entities"** | ESOP I, ESOP II and ESOP III |
| **"ESOP I"** | Aqara ESOP Platform I Limited, a limited liability company incorporated under the laws of the British Virgin Islands for the purposes of implementing the **[REDACTED]** Employee Share Option Plan, and a shareholder of our Company |
| **"ESOP II"** | Aqara ESOP Platform II Limited, a limited liability company incorporated under the laws of the British Virgin Islands for the purposes of implementing the **[REDACTED]** Employee Share Option Plan, and a shareholder of our Company |
| **"ESOP III"** | Aqara ESOP Platform III Limited, a limited liability company incorporated under the laws of the British Virgin Islands for the purposes of implementing the **[REDACTED]** Employee Share Option Plan, and a shareholder of Nova-M, a shareholder of our Company |
| **"ESOP Trust I"** | The Aqara Employee Benefit Trust I, a trust established for holding beneficial interests held by certain grantees under the **[REDACTED]** Employee Share Option Plan |
| **"ESOP Trust II"** | The Aqara Employee Benefit Trust II, a trust established for holding beneficial interests held by certain grantees under the **[REDACTED]** Employee Share Option Plan |

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| **"ESOP Trust III"** | The Aqara Employee Benefit Trust III, a trust established for holding beneficial interests held by certain grantees under the **[REDACTED]** Employee Share Option Plan |
| **"Extreme Conditions"** | extreme conditions caused by a super typhoon as announced by the government of Hong Kong |

**[REDACTED]**

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| **"Frost & Sullivan", "F&S" or "Industry Consultant"** | Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., the industry consultant independently commissioned by our Company for the purpose of the **[REDACTED]** |
| **"Frost & Sullivan Report"** | the report prepared by Frost & Sullivan |

**[REDACTED]**

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| **"Governmental Authority"** | any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organization, or other non-governmental regulatory authority, or any court, judicial body, tribunal, or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational |
| **"Group", "our Group", "the Group", "we", "us", or "our"** | our Company and its subsidiaries from time to time |
| **"Guide For New Listing Applicants"** | the Guide for New Listing Applicants published by the Stock Exchange (as updated and amended from time to time) |
| **"HK" or "Hong Kong"** | the Hong Kong Special Administrative Region of the People's Republic of China |

**[REDACTED]**

# DEFINITIONS

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

**[REDACTED]**

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| **"Hong Kong Takeovers Code" or "Takeovers Code"** | Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time |

**[REDACTED]**

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| **"IFRS"** | International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board |

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| **"Independent Third Party(ies)"** | any entity or person who is not a connected person of our Company or an associate of such person within the meaning ascribed to it under the Listing Rules |

**[REDACTED]**

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| **"Latest Practicable Date"** | March 22, 2026, being the latest practicable date for ascertaining certain information in this document before its publication |
| **"Laws"** | all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, directives, requests, orders, judgments, decrees, or rulings of any Governmental Authority (including the Stock Exchange and the SFC) of all relevant jurisdictions |

**[REDACTED]**

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| **"Listing Committee"** | the Listing Committee of the Stock Exchange |

**[REDACTED]**

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| **"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 |
| **"Lumi Global"** | Lumi Global Holding Ltd, a company incorporated in the British Virgin Islands which is wholly-owned by Ms. Liping You, a sister of Mr. You, and a then direct Shareholder of the Company |

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| **"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 operates in parallel with the Growth Enterprise Market of the Stock Exchange |
| **"Memorandum" or "Memorandum of Association"** | the memorandum of association of our Company conditionally adopted on [●], with effect from the **[REDACTED]**, as amended from time to time, a summary of which is set out in "Summary of the Constitution of our Company and Cayman Islands Company Law" in Appendix III |
| **"Mr. You"** | Mr. Eugene Yanjun You, the founder, the Chairman of the Board, an executive Director and the Chief Executive Officer of our Company, and a member of the Single Largest Group of Shareholders |
| **"NDRC"** | National Development and Reform Commission of China (中華人民共和國國家發展和改革委員會) |
| **"Nova-M"** | Nova-M Investment Limited, a company incorporated in the British Virgin Islands which is owned as to 70% by Lumi Global and 30% by ESOP III, and a direct Shareholder of the Company |

**[REDACTED]**

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| **"PBOC"** | People's Bank of China (中國人民銀行) |

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| **"PRC Legal Adviser"** | Han Kun Law Offices, our legal adviser as to PRC laws |
| **"[REDACTED] Employee Share Option Plan"** | the employee share option plan approved and adopted by our Company on February 24, 2020, and amended from time to time, the principal terms of which are set out in "Statutory and General Information — **[REDACTED]** Employee Share Option Plan" in Appendix IV |
| **"[REDACTED] Investment(s)"** | the investments in our Company undertaken by the **[REDACTED]** Investors, the details of which are set out in "History, Development and Corporate Structure — **[REDACTED]** Investments" |
| **"[REDACTED] Investor(s)"** | the investors of our Company as set out in "History, Development and Corporate Structure — **[REDACTED]** Investments" |
| **"Preferred Shares"** or **"preferred shares"** | Series A Preferred Shares, Series B Preferred Shares, Series B+ Preferred Shares, Series B2 Preferred Shares and Series C Preferred Shares, each of which is entitled to exercise one vote on resolutions tabled at the Company's general meeting prior to **[REDACTED]**, to be converted to Class A Ordinary Shares on an one-for-one basis and redesignated as Ordinary Shares upon **[REDACTED]** |

**[REDACTED]**

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| **"Regulation S"** | Regulation S under the U.S. Securities Act |
| **"Reporting Accountants"** | Ernst & Young, the reporting accountants of our Company |
| **"RMB" or "Renminbi"** | Renminbi, the lawful currency of China |
| **"SAMR"** | the State Administration for Market Regulation of China (中華人民共和國國家市場監督管理總局) |
| **"SAT", "STA" or "State Taxation Administration"** | the State Administration of Taxation of China (中華人民共和國國家稅務總局) |
| **"SCNPC"** or **"Standing Committee of the National People's Congress"** | the Standing Committee of the National People's Congress of China (中華人民共和國全國人民代表大會常務委員會) |

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| **"Series A Investment"** | the investment in our Company under Series A Investment, the details of which are set out in "History, Development and Corporate Structure" |
| **"Series A Investors"** | the holders of the Series A Preferred Shares, and as of the Latest Practicable Date, include Joy Capital Opportunity, L.P., Joy Aurora Limited, Shunwei High Tech Limited, Hong Kong Yunmu Innovation Technology Limited, Antonio Manuel De Jesus Berges-Dreyfous, Mecca International (BVI) Limited and Banyan Capital Holdings Co., Ltd |
| **"Series A Preferred Shares"** | series A convertible and redeemable preferred shares of par value of US$0.0001 each |
| **"Series B Investment"** | the investment in our Company under Series B Investment, the details of which are set out in "History, Development and Corporate Structure" |
| **"Series B Investors"** | the holders of the Series B Preferred Shares, and as of the Latest Practicable Date, include Joy Aurora Limited, FPCI Sino-French (Innovation) Fund, Hong Kong Yunmu Innovation Technology Limited, X-HITECH Investment Limited, SEB Alliance SAS and Welight Capital L.P. |
| **"Series B Preferred Shares"** | series B convertible and redeemable preferred shares of par value of US$0.0001 each |
| **"Series B+ Investment"** | the investment in our Company under Series B+ Investment, the details of which are set out in "History, Development and Corporate Structure" |
| **"Series B+ Investors"** | the holders of the Series B+ Preferred Shares, and as of the Latest Practicable Date, include Joy Capital Opportunity, L.P., Joy Aurora Limited, Ever Trend Limited, FPCI Sino-French (Innovation) Opportunity Fund, SEB Alliance SAS and Welight Capital L.P. |
| **"Series B+ Preferred Shares"** | series B+ convertible and redeemable preferred shares of par value of US$0.0001 each |
| **"Series B2 Investment"** | the investment in our Company under Series B2 Investment, the details of which are set out in "History, Development and Corporate Structure" |
| **"Series B2 Investors"** | the holders of the Series B2 Preferred Shares, and as of the Latest Practicable Date, include Joy Capital III, L.P., Joy Aurora Limited, Long Pike Limited, FPCI Sino-French (Innovation) Opportunity Fund and SEB Alliance SAS |
| **"Series B2 Preferred Shares"** | series B2 convertible and redeemable preferred shares of par value of US$0.0001 each |

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| **"Series C Investment"** | the investment in our Company under Series C Investment, the details of which are set out in "History, Development and Corporate Structure" |
| **"Series C Investors"** | the holders of the Series C Preferred Shares, and as of the Latest Practicable Date, include Joy Capital Opportunity, L.P., Joy Aurora Limited and Tianyi Capital Holding Co., Ltd |
| **"Series C Preferred Shares"** | series C convertible and redeemable preferred shares of par value of US$0.0001 each |
| **"Series D Investment"** | the investment in our Company under Series D Investment, the details of which are set out in "History, Development and Corporate Structure" |
| **"Series D Investors"** | the former holders of the Series D Preferred Shares, all of which were no longer shareholders of the Company after the redemption of Series D Preferred Shares |
| **"Series D Preferred Shares"** | series D convertible and redeemable preferred shares of par value of US$0.0001 each. As of the Latest Practicable Date, all Series D Preferred Shares had been redeemed by the Company |
| **"SFC"** | Securities and Futures Commission of Hong Kong |
| **"SFO" or "Securities and Futures Ordinance"** | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| **"Share Option(s)" or "Option(s)"** | share option(s) granted under the **[REDACTED]** Employee Share Option Plan |
| **"Share(s)" or "Ordinary Share(s)"** | ordinary shares in the share capital of the Company with par value of US$0.0001 each |
| **"Shareholder(s)"** | holder(s) of our Share(s) |
| **"Shenzhen Ankasa"** | Shenzhen Ankasa Software Services Co., Ltd (深圳安卡薩軟件服務有限公司), a company established in the PRC on April 26, 2021 |
| **"Shenzhen Lumi"** | Shenzhen Lumi United Technology Co., Ltd. (深圳綠米聯創科技有限公司), previously known as Shenzhen Lutuo Technology Co., Ltd (深圳綠拓科技有限公司), a company established in the PRC on December 8, 2009, a wholly-owned subsidiary of our Company |
| **"Single Largest Group of Shareholders"** | a group of entity and individual collectively holding approximately **[REDACTED]** of the voting interest in our Company upon the completion of the **[REDACTED]** (assuming the **[REDACTED]** is not exercised), namely Mr. You and ECY Investments |

**[REDACTED]**

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| **"Sole Sponsor"** | Huatai Financial Holdings (Hong Kong) Limited |

**[REDACTED]**

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| **"State Council"** | the State Council of China (中華人民共和國國務院) |
| **"Stock Exchange" or "Hong Kong Stock Exchange"** | The Stock Exchange of Hong Kong Limited |
| **"subsidiary" or "subsidiaries"** | has the meaning ascribed to it in section 15 of the Companies Ordinance |
| **"substantial shareholder(s)"** | has the meaning ascribed to it in the Listing Rules |
| **"Track Record Period"** | the three years ended December 31, 2025 |
| **"U.S. dollars", "US dollars" or "US$"** | United States dollars, the lawful currency of the United States |
| **"U.S. Securities Act"** | the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder |

**[REDACTED]**

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| **"United States", "U.S." or "US"** | the United States of America, its territories, its possessions and all areas subject to its jurisdiction |
| **"Voting Deferral Agreements"** | the voting deferral arrangements as detailed in "History, Development and Corporate Structure" |
| **"WWDC-21" and "WWDC-22"** | Apple's annual Worldwide Developers Conference in 2021 and 2022, respectively |
| **"Xiaomi"** | Xiaomi Corporation, a consumer electronics and smart manufacturing company with a core focus on smartphones, smart hardware, and IoT platforms |
| **"%"** | per cent |

Unless otherwise expressly stated or the context otherwise requires, all data in this document is as of the date of this document.

The English names of PRC entities, PRC laws or regulations, and PRC governmental authorities referred to in this document are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.

Certain amounts and percentage figures included in this 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.