
DEFINITIONS

In this document, unless the context otherwise requires, the following terms and expressions shall have the meanings set out below.

“Accountants’ Report”	the accountants’ report of our Company from Deloitte Touche Tohmatsu, the text of which is set out in Appendix I to this document
“affiliate(s)”	with respect to any specified person, any other person(s), directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person(s)
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the articles of association of our Company adopted on September 21, 2025 with effect upon the [REDACTED] (as amended from time to time), 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 our Board
“Board” or “Board of Directors”	the board of Directors
“Boffotto Semiconductor HK”	Boffotto Semiconductor (Hong Kong) Limited, a limited company incorporated under the laws of Hong Kong on February 20, 2025 and is a wholly-owned subsidiary of our Company
“Business Day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

[REDACTED]

“China” or “PRC”	the People’s Republic of China, which only in the context of describing PRC rules, laws, regulations, regulatory authority, and any PRC entities or citizens under such rules, laws and regulations and other legal or tax matters in this document, excludes Taiwan, Hong Kong and the Macau Special Administrative Region of the People’s Republic of China
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“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”	Boffotto Semiconductor Co., Ltd. (珠海寶豐堂半導體股份有限公司) (formerly known as Zhuhai Boffotto Electronic Technology Co., Ltd.* (珠海寶豐堂電子科技有限公司) and Zhuhai Basma Electronic Technology Co., Ltd.* (珠海巴斯瑪電子科技有限公司)), a company established under the laws of the PRC as a limited liability company on May 17, 2006 and converted into a joint stock company with limited liability on January 20, 2023
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and in this context, refers to Mr. Chiu, Ms. Law, Ms. Chiu, Mufeng Technology and Dechengji, further details of which are set out in the section headed “Relationship with Our Controlling Shareholders” in this document
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Dechengji”	Zhuhai Dechengji Investment Partnership (Limited Partnership)* (珠海德承記投資合夥企業(有限合夥)), a limited partnership established in the PRC on April 25, 2023 and one of our Controlling Shareholders upon [REDACTED]
“Deed of Indemnity”	the deed of indemnity dated [•] and entered into by each of our Controlling Shareholders in favor of our Company (for itself and as trustee for its subsidiaries), further information of which is set out in the paragraph headed “Statutory and general information — Other information — 13. Indemnity Undertaking” in Appendix V to this document
“Deed of Non-competition”	the deed of non-competition dated [•] and entered into by each of our Controlling Shareholders in favor of our Company (for itself and as trustee for its subsidiaries), further information of which is set out in the paragraph headed “Relationship with our Controlling Shareholders — Non-competition undertaking — Deed of Non-competition” in this document
“Director(s)”	the director(s) of our Company

DEFINITIONS

“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》)
“Employee Incentive Scheme”	the employee incentive scheme of our Company which was approved and adopted on May 31, 2023, a summary of the principal terms of which is set forth in the paragraph headed “Further Information about Our Directors and Substantial Shareholders — 6. Employee Incentive Scheme” in Appendix VI to this document
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong, 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

[REDACTED]

“Frost & Sullivan” or “Industry Consultant”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
“Frost & Sullivan Report”	the industry report commissioned by our Company and independently prepared by Frost & Sullivan, a summary of which is set forth in the section headed “Industry Overview” in this document

[REDACTED]

“Group”, “our Group”, “we”, “us” or “our”	our Company and all of its subsidiaries, or any one of them as the context may require
“Guide for New Listing Applicants”	the Guide for New Listing Applicants published by the Stock Exchange
“H Share(s)”	overseas [REDACTED] foreign ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which are to be subscribed for and traded in Hong Kong dollars and to be [REDACTED] on the Hong Kong Stock Exchange

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollars” or “HK\$”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong

[REDACTED]

“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
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[REDACTED]

DEFINITIONS

[REDACTED]

“IFRS”	International Financial Reporting Standards
“IIT Law”	the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》)
“Independent Third Party(ies)”	any person(s) or entity(ies) who/which is not a connected person of our Company within the meaning of the Listing Rules

[REDACTED]

“Latest Practicable Date”	April 6, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
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[REDACTED]

DEFINITIONS

“Listing Rules” or “Hong Kong 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 Hong Kong Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“Mr. Chiu”	Mr. Chiu Chi Keung Parker (趙芝強), an executive Director, the chairman of our Board, the general manager of our Company and one of our Controlling Shareholders upon [REDACTED]
“Ms. Chiu”	Ms. Chiu Yin Loon Rose (趙嫻儂), the daughter of Mr. Chiu and one of our Controlling Shareholders upon [REDACTED]
“Ms. Law”	Ms. Law So Chen Agnes (羅素珍), the spouse of Mr. Chiu and one of our Controlling Shareholders upon [REDACTED]
“Mufeng Technology”	Zhuhai Mufeng Technology Co., Ltd.* (珠海慕風科技有限公司), a limited liability company established in the PRC on June 20, 2022 and one of our Controlling Shareholders upon [REDACTED]
“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 our 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)

[REDACTED]

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
“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 People’s Republic of China (《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 Legal Advisors”	AllBright Law Offices, the legal advisor to our Company as to the PRC laws
“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] Investment(s)”	the investment(s) in our Company undertaken by the [REDACTED] Investors pursuant to the relevant equity transfer agreement(s) and/or share subscription agreement(s), details of which are set out in the section headed “History, Development and Corporate Structure” in this document
“[REDACTED] Investor(s)”	the investor(s) who acquired interest in our Company pursuant to the relevant equity transfer agreement(s) and/or share subscription agreement(s), details of which are set out in the section headed “History, Development and Corporate Structure” in this document

DEFINITIONS

“[REDACTED] Share Option Scheme”	the share option scheme adopted by our Company on June 4, 2025, the principal terms of which are set out in “Statutory and General Information — Further Information about our Directors and Substantial Shareholders — 5. [REDACTED] Share Option Scheme” in Appendix IV to this document
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[REDACTED]

“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of our Board
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“R&D”	research and development
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“Securities and Futures Commission” or “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
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, including both Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of our Share(s)

[REDACTED]

“Sole Sponsor”, “[REDACTED]” and “[REDACTED]”	China Merchants Securities (HK) Co., Limited
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DEFINITIONS

“sq.m.”	square meters
[REDACTED]	
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Strategy Committee”	the strategy committee of our Board
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs published by the SFC (as amended, supplemented or otherwise modified from time to time)
“Track Record Period”	the periods comprising the three financial years ended December 31, 2023, 2024 and 2025

[REDACTED]

“United States” 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) issued by our Company, with a nominal value of RMB1.00 each, which is/are not listed or traded on any stock exchange
“U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States

[REDACTED]

“%”	per cent
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The English names of the PRC laws, rules, regulations, nationals, entities, governmental authorities, institutions, facilities, certificates and titles etc. mentioned in this document, including those marked with “*”, are translations from their Chinese names and are for identification purpose only. If there is any inconsistency between the Chinese names and their English translations, the Chinese names shall prevail.