

DEFINITIONS

In this Document, unless the context otherwise requires, the following terms and expressions shall have the meanings set out below. Certain other terms are explained in “Glossary of Technical Terms” in this Document.

“2025 Stock Option Incentive Plan”	the 2025 Stock Option Incentive Plan of the Company approved by the Shareholders’ meeting on June 9, 2025
“2025 Stock Ownership Plan”	the 2025 Employee Stock Ownership Plan of the Company approved by the Shareholders’ meeting on June 9, 2025
“A Share(s)”	ordinary shares issued by the Company, with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange and traded in Renminbi
“Accountants’ Report”	the accountants’ report of the Company, the text of which is 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
“Articles” or “Articles of Association”	the articles of association of the Company with effect upon the [REDACTED] (as amended from time to time), a summary of which is set out in Appendix III to this Document
“associate(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors of the 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]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“China,” “Chinese Mainland” or “the PRC”	the People’s Republic of China, unless the context requires otherwise, excluding, for the purposes of this Document only, the regions of Hong Kong, Macau and Taiwan of the People’s Republic of China
“close associate(s)”	has the meaning ascribed thereto under the Hong Kong 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

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“Companies (Winding Up and Miscellaneous Provisions) Ordinance” or “CWUMPO”	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”	Huizhou Desay SV Automotive Co., Ltd. (惠州市德賽西威汽車電子股份有限公司), a limited liability company established in the PRC on July 24, 1986, which was converted into a joint stock company with limited liability on June 26, 2015, formerly known as China-Europe Electronics Industry Co., Ltd. (中歐電子工業有限公司), Siemens VDO Automotive Electronics (Huizhou) Co., Ltd. (西門子威迪歐汽車電子(惠州)有限公司) and Huizhou Desay SV Automotive Company Limited (惠州市德賽西威汽車電子有限公司)
“Compliance Advisor”	Rainbow Capital (HK) Limited
“connected person(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Hong Kong Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Deheng Industrial”	Huizhou Deheng Industrial Co., Ltd. (惠州市德恆實業有限公司), a limited liability company established in the PRC on May 14, 2003
“Dehengcheng”	Huizhou Dehengcheng Equity Investment Partnership (Limited Partnership) (惠州市德恆誠股權投資合夥企業(有限合夥)), a limited liability partnership established in the PRC on March 11, 2016
“Dehenghe”	Huizhou Dehenghe Equity Investment Partnership (Limited Partnership) (惠州市德恆和股權投資合夥企業(有限合夥)), a limited liability partnership established in the PRC on March 9, 2016
“Dehenghui”	Huizhou Dehenghui Investment Co., Ltd. (惠州市德恆匯投資有限公司), a limited liability company established in the PRC on February 24, 2016
“Dehengqin”	Huizhou Dehengqin Equity Investment Partnership (Limited Partnership) (惠州市德恆勤股權投資合夥企業(有限合夥)), a limited liability partnership established in the PRC on March 9, 2016
“Dehengxue”	Huizhou Dehengxue Equity Investment Partnership (Limited Partnership) (惠州市德恆學股權投資合夥企業(有限合夥)), a limited liability partnership established in the PRC on March 9, 2016
“Dehengyong”	Huizhou Dehengyong Equity Investment Partnership (Limited Partnership) (惠州市德恆勇股權投資合夥企業(有限合夥)), a limited liability partnership established in the PRC on March 9, 2016

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“Desay Corporation”	Guangdong Desay Corporation (廣東德賽集團有限公司), a limited liability company established in the PRC on April 28, 2002, formerly known as Huizhou Desay Industrial Development Co., Ltd. (惠州市德賽工業發展有限公司), and a substantial shareholder of the Company
“Director(s)”	the director(s) of the Company
“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》)
“ESG”	environmental, social and governance
[REDACTED]	[REDACTED]
“Extreme Conditions”	extreme conditions as announced by the government of Hong Kong in the case where a super typhoon or other natural disaster of a substantial scale seriously affects the working public’s ability to resume work or brings safety concern for a prolonged period
[REDACTED]	[REDACTED]
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Group,” “we,” “our” or “us”	the Company and its subsidiaries, or any one of them as the context may require, and where the context requires, the businesses operated by the Company and/or its subsidiaries and their predecessors (if any)
“Guide” or “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
“H Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are to be [REDACTED] and [REDACTED] on the Hong Kong Stock Exchange
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[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
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Huizhou Capital”	Huizhou Capital Co., Ltd. (惠州市創新投資有限公司), a limited liability company established in the PRC on November 19, 2020 and a substantial shareholder of the Company
“IFRSs”	the IFRS Accounting Standards, which include standards, amendments and interpretations promulgated by IASB and the International Accounting Standards (IAS) and interpretations issued by the International Accounting Standards Committee (IASC)

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DEFINITIONS

“Independent Third Party(ies)”	any person(s) or entity(ies) who is not a connected person of the Company within the meaning of the Hong Kong Listing Rules
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Joint Sponsors”	the joint sponsors as named in the section headed “Directors and Parties Involved in the [REDACTED]”
“Latest Practicable Date”	April 5, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this Document prior to its publication
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“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
“Macau”	the Macau Special Administrative Region of the PRC

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“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
“MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“Nomination Committee”	the nomination committee of the 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]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Overseas Listing Trial Measures”	The Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and five supporting guidelines (《境內企業境外發行證券和上市管理試行辦法》及五項配套指引) promulgated by the CSRC on February 17, 2023 and became effective on March 31, 2023
“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 Legal Advisor”	Jia Yuan Law Offices, the PRC legal advisor to the Company
“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]	[REDACTED]

DEFINITIONS

“Document”	this document being issued in connection with the [REDACTED]
“QIBs”	qualified institutional buyers within the meaning of Rule 144A under the U.S. Securities Act
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“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 the Company with a nominal value of RMB1.00 each, including A Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Single Largest Group of Shareholders”	Desay Corporation, Deheng Industrial, Dehengqin, Dehengcheng, Dehengxue, Dehengyong, Dehenghe, Dehenghui and Mr. Jiang Jie
“Sponsor-Overall Coordinators”	the sponsor-overall coordinators as named in the section headed “Directors and Parties Involved in the [REDACTED]”
[REDACTED]	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Strategy and Sustainable Development Committee”	the strategy and sustainable development committee of the Board
“subsidiary(ies)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the financial years ended December 31, 2023, 2024 and 2025
“treasury shares”	has the meaning ascribed thereto under the Hong Kong Listing Rules
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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DEFINITIONS

“United States” or “U.S.”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“U.S. dollar(s)”, “US\$” or “USD”	United States dollar, the lawful currency of the United States
“U.S. Securities Act”	The U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“VAT”	value-added tax
“%”	per cent

For ease of reference, the names of PRC laws and regulations, governmental authorities, institutions, natural persons or other entities (including the Company’s subsidiaries) 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.

Unless otherwise stated, 2,858,773 A Shares repurchased by the Company which were held as treasury shares by the Company as of the Latest Practicable Date have been included in the total number of issued shares of the Company as of the Latest Practicable Date and immediately after completion of the [REDACTED].