

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set forth below. Certain technical terms are explained in “Glossary of Technical Terms.”

“ Accountants’ Report ”	the accountants’ report of our Company, the text of which is set out in Appendix I
“ 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
“ Articles ” or “ Articles of Association ”	the articles of association of our Company, as amended, which shall become effective on the [REDACTED], a summary of which is set out in Appendix V to this document
“ ASEAN ”	the Association of Southeast Asian Nations, a regional grouping of ten states in Southeast Asia including Brunei, Cambodia, Indonesia, Laos, Malaysia, Myanmar, Philippines, Singapore, Thailand and Vietnam
“ Asia ”	for the purpose of this document, unless the context otherwise requires, refers to the geographic region comprising the countries and territories in the Asian continent, but excluding the geographic region comprising Cyprus, Egypt, Iran, Iraq, Israel, Jordan, Kuwait, Lebanon, Oman, Palestine, Qatar, Saudi Arabia, Syria, the United Arab Emirates, Bahrain and Yemen as well as all states, legal entities and individuals who are subject to economic and commercial sanctions published by France, the European Union and the United States
“ Back-to-Back Payment Terms ” or “ Settlement Terms ”	Back-to-back payment terms specifying that we shall pay our supplier proportionally upon receiving payment from our own customer for the solution in which we integrated the goods procured. If our customer delays payment to us, we will postpone payment to our supplier correspondingly. Back-to-Back Payment Terms are typically negotiated for large project-based procurements
“ Board ” or “ Board of Directors ”	the board of Directors of our Company
“ business day ”	a day on which banks in Hong Kong are generally open to the public for normal banking business and which is not a Saturday, Sunday or public holiday in Hong Kong
“ CAC ”	the Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)

DEFINITIONS

[REDACTED]

“China” or “the PRC”	the People’s Republic of China which, for the purpose of this Document and for geographical reference only, 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), a market research and consulting company and an Independent Third Party
“CIC Report”	an independent market research report prepared by CIC, which was commissioned by our Company for the purpose of this document
“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”	Zhongding Intelligent (Wuxi) Technology Co., Ltd., (中鼎智能(無錫)科技股份有限公司), formerly known as Wuxi Zhongding Integration Technology Co., Ltd. (無錫中鼎集成技術有限公司), a joint stock company with limited liability established in China on February 9, 2009
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and as the context requires, refers to the controlling shareholders of our Company, namely Noblelift Company, Mr. Ding, Mr. Ding Yi (the father of Mr. Ding) and Ms. Mao Ying (the spouse of Mr. Ding Yi), and a Controlling Shareholder shall mean each or any one of them
“CSRC”	the China Securities Regulatory Commission
“Deed of Non-competition”	a deed of non-competition dated [●] entered into by our Controlling Shareholders in favor of our Company (for itself and as trustee for each of its subsidiaries), particulars of which are set out in “Relationship with Controlling Shareholders — Deed of Non-Competition” in this document
“Director(s)”	the director(s) of our Company

DEFINITIONS

“EIT” enterprise income taxation

[REDACTED]

“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

[REDACTED]

“Group,” “our Group,” “the Group,” “we,” “us,” or “our” our Company and its subsidiaries, or our Company and any one or more of its subsidiaries, as the context may require

“Guide for New Listing Applicants” or “Guide” the Guide for New Listing Applicants issued by the Stock Exchange in December 2023, with effect from January 1, 2024, as amended, supplemented, or otherwise modified from time to time

“H Share(s)” shares in the share capital of our Company with a nominal value of RMB1.0 each, which is/are to be subscribed for and traded in HK dollars and to be [REDACTED] on the Stock Exchange

“H Shareholder(s)” holder(s) of H Share(s)

[REDACTED]

DEFINITIONS

[REDACTED]

"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong dollars," "HKD," or "HK\$"	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“HUF”	Hungarian forint, the lawful currency of Hungary
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“Independent Third Party(ies)”	any entity(ies) or person(s) who, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is not a connected person of our Company within the meaning of the Listing Rules

[REDACTED]

“Latest Practicable Date”	May 8, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
“License Agreement”	the license agreement dated December 26, 2023 and entered into between our Company and Savoye, pursuant to which Savoye granted our Company a non-exclusive and non-transferable right and license to manufacture, utilize, assemble, install, market, distribute and/or sell the X-PTS Licensed Products in the PRC (including Taiwan Region, Hong Kong and Macao Special Administrative Region of the PRC), and to utilize and exploit the technology relating to the X-PTS Licensed Product for a period of three years from the effective date of the License Agreement

DEFINITIONS

[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 from time to time
“LPR”	the Loan Prime Rate, a benchmark interest rate in China
“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
“Ministry of Finance” or “MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“Mr. Ding”	Mr. Ding Sheng (丁晟), our chairman of the Board and an executive Director, and one of our Controlling Shareholders
“Noblelift Company”	Noblelift Intelligent Equipment Co., Ltd. (諾力智能裝備股份有限公司), a joint stock company with limited liability established in the PRC, the shares of which are listed on the Shanghai Stock Exchange (stock code: 603611), and one of our Controlling Shareholders
“Noblelift Group”	Noblelift Company and its subsidiaries

[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
--------	--

DEFINITIONS

“PRC Legal Advisors”	Jingtian & Gongcheng, being the legal advisor of our Company as to the PRC laws
“[REDACTED] Share Option Scheme”	the [REDACTED] share option scheme which came into effect on April 30, 2025, the principal terms of which are summarized in “Statutory and General Information — 5. [REDACTED] Share Option Scheme” in Appendix VI to this document
	[REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“Retained Noblelift Group”	Noblelift Company and its subsidiaries, excluding our Group
“Restricted Share Incentive Plan”	the restricted share incentive plan adopted by our Company for certain Directors and senior management of our Company in October 2024
“RM”	Ringgit Malaysia, the lawful currency of Malaysia
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Savoye”	Savoye Assets Management S.A., a limited liability company incorporated in France and a wholly-owned subsidiary of Noblelift Company
“SAFE”	the State Administration of Foreign Exchange of the PRC (中國國家外匯管理局)
“SAT”	the State Administration of Taxation of the PRC (國家稅務總局)
“SFC”	the 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
“SGD”	Singapore dollar, the lawful currency of the Republic of Singapore

DEFINITIONS

“Share(s)” ordinary shares in the capital of our Company with a nominal value of RMB1.0 each

“Shareholder(s)” holder(s) of our Share(s)

“SOE(s)” state-owned enterprise(s)

[REDACTED]

“Sole Sponsor” Guotai Junan Capital Limited, a licensed corporation registered under the SFO permitted to carry out Type 6 (advising on corporate finance) regulated activity as defined under the SFO

[REDACTED]

“sq.m.” square meter(s)

“State Council” State Council of the PRC (中華人民共和國國務院)

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

“Tax Consultant” Pan-China Certified Tax Agents Limited

“Track Record Period” the period comprising the years ended December 31, 2023, 2024 and 2025

[REDACTED]

“United States,” “U.S.,” or “US” the United States of America, its territories, its possessions, and all areas subject to its jurisdiction

“U.S. dollars,” “US dollars,” “USD,” or “US\$” United States dollars, the lawful currency of the United States

DEFINITIONS

“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“VAT”	value-added tax, which is an indirect tax levied on the value added at each stage in selling goods or labor services of processing, repair or replacement, selling services, intangible assets, or immovables, or importing goods within the PRC
“Wuxi Dinghong”	Wuxi Dinghong Enterprise Management Partnership (Limited Partnership) (無錫鼎泓企業管理合夥企業(有限合夥)), a limited partnership established in the PRC, which is the employee incentive shareholding platform of our Company. For details, please refer to the paragraph headed “History, Development and Corporate Structure — Incentive Platform” in this document
“Wuxi Senheda”	Wuxi Senheda Intelligent Equipment Co., Ltd. (無錫森和大智能裝備有限公司), a limited liability company established in China on December 18, 2023 and formerly a wholly-owned subsidiary of the Company until its disposal on June 27, 2025. For details, refer to the paragraph headed “History, Development and Corporate Structure — Disposal of Wuxi Senheda Intelligent Equipment Co., Ltd. (無錫森和大智能裝備有限公司)” in this document
“X-PTS Licensed Products”	the X-PTS series tote/bin AS/RSs and component thereof licensed under the License Agreement
“%”	per cent

In this document, the terms “associate,” “close associate,” “connected person,” “core connected person,” “connected transaction,” “controlling shareholder,” “substantial shareholder,” and “subsidiary” shall have the meanings ascribed to such terms under 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 ease of reference, the names of PRC laws and regulations, governmental authorities, institutions, companies, natural persons or other entities (including certain of our subsidiaries) have been included in this document in both the Chinese and English languages, and the English translation of the above is for identification purposes. In the event of any inconsistency, the Chinese version shall prevail.