

DEFINITIONS

In this Document, unless the context otherwise requires, the following terms and expressions have the meanings set forth below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in 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” or “Articles”	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 IV to this Document
“associate(s)”	has the meaning ascribed thereto under the 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]

“China” or “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 PRC and Taiwan
“close associate(s)”	has the meaning ascribed thereto under the 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
“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

DEFINITIONS

“Company,” “our Company” or “the Company”	Freetech (Zhejiang) Intelligent Technology Co., Ltd.* (福瑞泰克(浙江)智能科技股份有限公司), a limited liability company incorporated in the PRC on September 28, 2016 and converted into a joint stock limited liability company on September 13, 2024, formerly known as 福瑞泰克(杭州)智能系統有限公司 or 福瑞泰克(浙江)智能科技有限公司
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSDCC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“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
“Dr. Zhang”	Dr. ZHANG Lin (張林), our founder, the chairman of the Board, an executive Director, the chief executive officer and a member of the Single Largest Shareholders Group
“EIT”	enterprise income tax
“EIT Law”	Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法)
“Equity Incentive Platform(s)”	individually and collectively, Hangzhou Lulixin, Hangzhou Fulixin, Jiaxing Jilixin, Jiaxing Yilixin and Fanhai Hongxin, and each a member of the Single Largest Shareholders Group
“Equity Incentive Schemes”	the pre-[REDACTED] equity incentive schemes as adopted on August 10, 2020, January 15, 2022 and December 6, 2022, the principal terms of which are summarized in “Statutory and General Information — Equity Incentive Schemes” in Appendix V
“EU”	the European Union
	[REDACTED]
“Extreme Conditions”	extreme conditions 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

DEFINITIONS

“Fanhai Hongxin” Hangzhou Fanhai Hongxin Enterprise Management Consulting Partnership (Limited Partnership)* (杭州泛海弘鑫企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on May 13, 2022 of which Hangzhou Litong is the sole general partner, one of the Equity Incentive Platforms and a member of the Single Largest Shareholders Group

[REDACTED]

“Freetech Intelligent” Freetech Intelligent Systems Co., Ltd.* (福瑞泰克智能系統有限公司), a limited liability company established in the PRC on March 30, 2017 and a wholly-owned subsidiary of our Company

“Geely” Unless otherwise specified, means the common trading name adopted by entities connected to or affiliated with Geely Holding Group

“Geely Holdco” Zhejiang Geely Holding Group Company Limited (浙江吉利控股集團有限公司), being the ultimate holding company of Geely Listco, and an associate of Mr. Li

“Geely Holding Group” Geely Holdco and its subsidiaries, including Geely Listed Group

“Geely Listco” Geely Automobile Holdings Limited (吉利汽車控股有限公司), a company incorporated in the Cayman Islands with limited liability with its shares listed on the Stock Exchange (stock code: 175 (HKD counter) and 80175 (RMB counter))

“Geely Listed Group” Geely Listco and its subsidiaries

[REDACTED]

“Group,” “our Group,” “we” or “us” our Company, our subsidiaries and the legal entities whose financial results had been consolidated to our consolidated financial statements as included in Appendix I to this Document (or our Company and any one or more of such subsidiaries and legal entities, as the context may require)

“Guide for New Listing Applicants” the Guide for New Listing Applicants issued by the Stock Exchange effective from January 1, 2024 and as updated from time to time

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

[REDACTED]

DEFINITIONS

- “Hangzhou Fulixin” Hangzhou Fulixin Enterprise Management Consulting Partnership (Limited Partnership)* (杭州福勵芯企業管理諮詢合夥企業(有限合夥)), formerly known as Jiaxing Fulixin Enterprise Management Consulting Partnership (Limited Partnership)* (嘉興福勵芯企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on August 26, 2020 of which Hangzhou Litong is the sole general partner, one of the Equity Incentive Platforms and a member of the Single Largest Shareholders Group
- “Hangzhou Litong” Hangzhou Litong Enterprise Management Consulting Co., Ltd.* (杭州勵同企業管理諮詢有限公司), a limited liability company established in the PRC on August 13, 2020, which is owned by Dr. Zhang and Ms. Ding as to 80% and 20%, respectively, the general partner of the Equity Incentive Platform(s) and a member of the Single Largest Shareholders Group
- “Hangzhou Lulixin” Hangzhou Lulixin Enterprise Management Consulting Partnership (Limited Partnership)* (杭州祿勵芯企業管理諮詢合夥企業(有限合夥)), formerly known as Jiaxing Lulixin Enterprise Management Consulting Partnership (Limited Partnership)* (嘉興祿勵芯企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on August 24, 2020 of which Hangzhou Litong is the sole general partner, one of the Equity Incentive Platforms and a member of the Single Largest Shareholders Group
- “Harmolin LLC” a limited liability company established in the US on September 11, 2024 which is wholly owned by Dr. Zhang, the general partner of Lintong Minhe owning 60% therein, and a member of the Single Largest Shareholders Group

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the PRC

“Hong Kong dollars” or “HK dollars” or “HK\$” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“HTSUS” a classification system used by the U.S. government to identify and classify imported goods for tariff purposes

“IFRS” the International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by IASB and the International Accounting Standards (IAS) and interpretations issued by the International Accounting Standards Board (“IASB”)

“Independent Third Party(ies)” any entity(ies) or person(s) who is not a connected person of our Company within the meaning of the Hong Kong Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“Jiaxing Jilixin” Jiaxing Jilixin Enterprise Management Consulting Partnership (Limited Partnership)* (嘉興繼勵芯企業管理諮詢合夥企業(有限合夥)), formerly known as Hangzhou Jilixin Enterprise Management Consulting Partnership (Limited Partnership)* (杭州繼勵芯企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on November 24, 2020 of which Hangzhou Litong is the sole general partner, one of the Equity Incentive Platforms and a member of the Single Largest Shareholders Group

“Jiaxing Yilixin” Jiaxing Yilixin Enterprise Management Consulting Partnership (Limited Partnership)* (嘉興屹勵芯企業管理諮詢合夥企業(有限合夥)), formerly known as Hangzhou Yilixin Enterprise Management Consulting Partnership (Limited Partnership)* (杭州屹勵芯企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on May 13, 2022 of which Hangzhou Litong is the sole general partner, one of the Equity Incentive Platforms and a member of the Single Largest Shareholders Group

[REDACTED]

“Joint Sponsors” the joint sponsors as named in the section headed “Directors and Parties involved in the [REDACTED]” in this Document

“Latest Practicable Date” May 19, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this Document prior to its publication

“Leap Zenith LLC” a limited liability company established in the US on September 11, 2024 which is wholly owned by Ms. Du, the sole limited partner of Lintong Minhe owning 40% therein, and a member of the Single Largest Shareholders Group

“Legal Advisor as to international regulatory matters” King & Wood, our legal advisor as to international regulatory law, including U.S. regulatory matters

DEFINITIONS

“Lintong Minhe” Hangzhou Lintong Minhe Enterprise Management Consulting Partnership (Limited Partnership)* (杭州林同敏和企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on November 24, 2020, of which Harmolin LLC, which is wholly owned by Dr. Zhang, is the general partner owning 60% therein and Leap Zenith LLC, which is wholly owned by Ms. Du, is the sole limited partner owning 40% therein, and a member of the Single Largest Shareholders Group

[REDACTED]

“Listing Committee” the Listing Committee of the Stock Exchange

[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

“Main Board” the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the 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)

“Ministry of Finance” or “MOF” Ministry of Finance of the PRC (中華人民共和國財政部)

“MOFCOM” Ministry of Commerce of the PRC (中華人民共和國商務部)

“Mr. Li” Mr. LI Shu Fu (李書福), a connected person, the chairman of the board of directors and an executive director of Geely Listco, and the ultimate beneficial owner of Geely Holdco, the associates of which includes the Geely Listed Group

“Ms. Ding” Ms. DING Mingqin (丁明勤), the general counsel of the Company

“Ms. Du” Ms. DU Min (杜敏), the spouse of Dr. Zhang and a member of the Single Largest Shareholders Group

“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)

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“Ningbo Junma”	Ningbo Junma Investment Partnership (Limited Partnership)* (寧波駿馬投資合夥企業(有限合夥)), a member of the Single Largest Shareholders Group and a limited partnership established in the PRC on August 9, 2018, of which Hangzhou Litong is the sole general partner and Sanya Huima Enterprise Management Partnership (Limited Partnership)* (三亞揮馬企業管理合夥企業(有限合夥)), ultimately controlled by Mr. Li, is the sole limited partner
“Nomination Committee”	the nomination committee of the Board

[REDACTED]

“PBOC”	People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	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 GAAP”	generally accepted accounting principles in the PRC
“PRC Government” or “State”	the central government of the PRC, including all governmental subdivisions (including principal, municipal and other regional or local government entities) and instrumentalities
“PRC Legal Advisor”	King & Wood, our legal advisor as to PRC laws
“Pre-[REDACTED] Investment(s)”	the investment(s) in our Company undertaken by the Pre-[REDACTED] Investors, the details of which are set out in the section headed “History, Development and Corporate Structure” in this Document
“Pre-[REDACTED] Investor(s)”	the investor(s) set out in the section headed “History, Development and Corporate Structure” in this Document

DEFINITIONS

[REDACTED]

“Document”	this Document being issued in connection with the [REDACTED]
“Qualified Institutional Buyer” or “QIB”	a qualified institutional buyer within the meaning of Rule 144A under the U.S. Securities Act
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAE”	International Society of Automotive Engineers
“SAFE”	State Administration of Foreign Exchange of the PRC (中國國家外匯管理局)
“SAT”	State Administration of Taxation of the PRC (國家稅務總局)
“Securities and Futures Ordinance” or “SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“SFC”	Securities and Futures Commission of Hong Kong
“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shanghai Stock Exchange, [REDACTED] and CSDCC for the establishment of mutual market access between Hong Kong and Shanghai, including Southbound Trading and Northbound Trading
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.0 each
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links program to be developed by the Stock Exchange, Shenzhen Stock Exchange, [REDACTED] and CSDCC for the establishment of mutual market access between Hong Kong and Shenzhen

DEFINITIONS

“Single Largest Shareholders Group” Dr. Zhang, Ms. Du, Harmolin LLC, Leap Zenith LLC, Ningbo Junma, Hangzhou Litong, Hangzhou Lulixin, Hangzhou Fulixin, Jiaxing Jilixin, Jiaxing Yilixin, Fanhai Hongxin and Lintong Minhe, each of which is a close associate of Dr. Zhang

[REDACTED]

“State Council” the 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

“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 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” or “TRP” the financial years ended December 31, 2023, 2024 and 2025

“treasury share(s)” has the meaning ascribed to it under the Listing Rules

“U.S.” or “United States” the United States of America, its territories and possessions, any State of the United States, and the District of Columbia

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

“U.S. Securities Act” the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder

[REDACTED]

“Unlisted Share(s)” ordinary share(s) issued by our Company, with a nominal value of RMB1.0 each, which is/are not listed on any stock exchange

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including our subsidiary) 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.

* For identification purposes only