

DEFINITIONS

In this Document, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in the section headed “Glossary of Technical Terms” in this Document.

“A Share(s)”	ordinary shares issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Beijing Stock Exchange and traded in Renminbi
“ADW Electronics Sdn. Bhd.”	ADW ELECTRONICS SDN. BHD., a company incorporated in Malaysia with limited liability on 7 June 2023 and a wholly-owned subsidiary of our Company
“ADW Industrial Sdn. Bhd.”	ADW INDUSTRIAL SDN. BHD., a company incorporated in Malaysia with limited liability on 17 December 2025 and a wholly-owned subsidiary of our Company
“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” 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 IV to this Document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audiowell Electronics (HK)”	AUDIOWELL ELECTRONICS (HK) CO., LIMITED (奧迪威電子(香港)有限公司), a limited company under the laws of Hong Kong on 29 January 2010 and a wholly-owned subsidiary of our Company
“Audiowell Investment (HK)”	Audiowell Investment (HK) Co., Limited (奧迪威投資(香港)有限公司), a limited liability company established under the laws of the Hong Kong on 19 June 2023
“Audiowell Holding (HK)”	Audiowell Holding (HK) Co., Limited (奧迪威控股(香港)有限公司), a limited liability company established under the laws of the Hong Kong on 9 December 2025 and a wholly-owned subsidiary of our Company
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of directors of our Company
“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
“CAGR”	compound annual growth rate
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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“China” or “PRC”	the People’s Republic of China and for the purposes of this Document only, except where the context requires otherwise, excluding Hong Kong, Macau Special Administrative Region and Taiwan of the PRC
“CMB Guangzhou”	China Merchants Bank Co., Ltd., Guangzhou Branch (招商銀行股份有限公司廣州分行), the branch of China Merchants Bank Co., Ltd., having its principal place of business at Guangzhou, established on 20 June 1994
“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”	Audiowell Electronics (Guangdong) Co., Ltd. (廣東奧迪威傳感科技股份有限公司), a joint stock company with limited liability established on 23 June 1999, the A Shares of which have been listed on the Beijing Stock Exchange
“Company Law” or “PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“Dr. Han”	Dr. Han Peigang (韓培剛), an independent non-executive Director of our Company
“Dr. Long”	Dr. Long Chaohui (龍朝暉), an independent non-executive Director of our Company
“Dr. Wang”	Dr. Wang Renzeng (王仁曾), an independent non-executive Director of our Company
“EIT”	the PRC 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》)
“ESG”	Environmental, Social and Governance
“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

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“Frost & Sullivan Report”	the independent industry report prepared by Frost & Sullivan as commissioned by us
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Group”, “our Group”, “we”, “us” or “our”	the Company and its subsidiaries from time to time or, where the context so requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Guangzhou Audiowell”	Guangzhou Audiowell Robotics Co., Ltd. (廣州奧迪威機器人有限公司), formerly known as Guangzhou Audiowell Sensing Application Technology Co., Ltd* (廣州奧迪威傳感應用科技有限公司) a limited liability company established under the laws of the PRC on 6 January 2016 and a wholly-owned subsidiary of our Company
“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“H Share(s)”	listed 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 [REDACTED] in Hong Kong dollars and to be [REDACTED] on the Hong Kong Stock Exchange
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“IFRS” or “IFRSs”	IFRS Accounting Standards, as issued from time to time by the International Accounting Standards Board
“independent third party(ies)”	any entity or person who is not a connected person of our Company within the meaning ascribed thereto under the Listing Rules
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Jiangxi Audiowell”	Jiangxi Audiowell New Material Co., Ltd. (江西奥迪威新材料有限公司), a limited liability company established under the laws of the PRC on 12 September 2022 and a wholly-owned subsidiary of our Company
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Latest Practicable Date”	5 June 2026, being the latest practicable date for ascertaining certain information in this Document before its publication
[REDACTED]	[REDACTED]
[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
“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
“Malaysian Legal Advisor”	David Gurupatham & Koay, our legal advisor as to Malaysia law
[REDACTED]	[REDACTED]
“MIIT”	the 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)
“MOFCOM” or “Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Au”	Mr. Au Wai Keung (區偉强), one of the joint company secretaries of our Company
“Mr. Dai”	Mr. Dai Longquan (代隆權), one of the joint company secretaries of our Company
“Mr. Zhang”	Mr. Zhang Shuguang (張曙光), an executive director, the chairman of the Board, the general manager and one of the Single Largest Group of Shareholders of our Company and the spouse of Ms. Huang
“Mr. Zhong”	Mr. Zhong Baoshen (鐘寶申), a non-executive Director of our Company
“Mr. Zhou”	Mr. Zhou Shangchao (周尚超), an executive Director of our Company
“Ms. Huang”	Ms. Huang Haitao (黃海濤), an executive Director of our Company, spouse of Mr. Zhang, and one of our Single Largest Group of Shareholders

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“Ms. Liang”	Ms. Liang Meiyi (梁美怡), an executive Director, deputy general manager and secretary to our Board of our Company
“NDRC”	the 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)
“NEEQ”	The National Equities Exchange and Quotations (全國中小企業股份轉讓系統), a national securities exchange approved and established by the State Council of the PRC and operated and managed by National Equities Exchange and Quotations Co., Ltd.*
“Nomination Committee”	the nomination committee of the Board
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Overseas Listing Regulations”	The trial measures for the administration on 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》) and five supporting guidelines, which became effective on 31 march 2023
“Panyu Audiowell”	Panyu Audiowell Electronics Co., Ltd (番禺奧迪威電子有限公司), a limited company established under the laws of PRC on 23 June 1999, and the predecessor of our Company
“PBOC”	People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC GAAP”	generally accepted accounting principles of the PRC
“PRC Legal Advisor”	JunHe LLP, our legal advisor as to PRC law
“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

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“R&D”	research and development
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reporting Accountants”	BDO Limited
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAMR”	State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of the National People’s Congress of the PRC (中華人民共和國全國人民代表大會常務委員會)
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“Securities and Futures Ordinance” or “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 Incentive Plan”	the restricted share incentive plan adopted by the Shareholders on 4 May 2023, which permits the grant of restricted shares to eligible grantees
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB[1.00] each, including H Shares and A Shares
“Shareholder(s)”	holder(s) of our Share(s)
“Single Largest Group of Shareholders”	Mr. Zhang Shuguang and Ms. Huang Haitao
“Sole Sponsor” or “Sponsor”	China Merchants Securities (HK) Co., Limited
[REDACTED]	[REDACTED]

DEFINITIONS

“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
“Strategy Committee”	the strategy committee of the Board
“subsidiary(ies)”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“substantial shareholders”	has the meaning ascribed to it in the Listing Rules
“Suzhou Aomi”	Suzhou Aomi Sensing Technology Co., Ltd. (蘇州奧覓傳感科技有限公司), a limited liability company established under the laws of the PRC on 31 May 2021 and a wholly-owned subsidiary of our Company
“Track Record Period”	the three years ended 31 December 2023, 2024 and 2025
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“United States” or the “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollars”, “USD” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“VAT”	value-added tax
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Zhaoqing Audiowell”	Audiowell Electronics (Zhaoqing) Co., Ltd. (肇慶奧迪威傳感科技有限公司), a limited liability company established under the laws of the PRC on 25 October 2013 and a wholly-owned subsidiary of our Company
“%”	percent

Unless otherwise specified or the context otherwise requires: (i) statements contained in this Document assume no exercise of the [REDACTED]; (ii) all times refer to Hong Kong time; (iii) references to years, months and days in this Document are to calendar years, calendar months and calendar days, respectively; and (iv) all data in this Document is as of the date of this Document.

In this Document, the terms “associate,” “close associate,” “connected person,” “core connected person,” “connected transaction,” “controlling shareholder” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

DEFINITIONS

Unless otherwise specified, 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, nature persons or other entities (including certain of our 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. English translations of company names and other terms from the Chinese language are provided for identification purposes only.