

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 “Glossary of Technical Terms” in this document.

“A Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are listed for trading on the STAR Market and traded in Renminbi
“A Shareholder(s)”	holder(s) of our A Share(s)
“Accountants’ Report”	the accountants’ report of our Company for the three years ended December 31, 2024, the text of which is set out in Appendix I to this document
“AED”	the United Arab Emirates dirham, the lawful currency of the United Arab Emirates
“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”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the articles of association of our Company, conditionally adopted on November 28, 2025 with effect from the [REDACTED], as amended, supplemented or otherwise modified from time to time, a summary of which is set out in Appendix III to this document
“Audit Committee”	the audit committee of the Board
“Bangladesh”	the People’s Republic of Bangladesh
“Bangladesh Legal Advisor”	Doulah & Doulah, our legal advisor as to Bangladesh law
“BDT”	the Bangladeshi Taka, the lawful currency of Bangladesh
“Beijing Chuanjiali”	Beijing Chuanjiali Enterprise Management Co., Ltd. (北京傳佳力企業管理有限公司), one of our Shareholders, which is a limited liability company established in the PRC on July 30, 2013 and formerly known as Shenzhen Chuanli Equity Investment Management Co., Ltd. (深圳市傳力股權投資管理有限公司), Yunnan Chuanli Enterprise Management Co., Ltd. (雲南傳力企業管理有限公司), Beijing Chuanjiali Enterprise Management Partnership (Limited Partnership) (北京傳佳力企業管理合夥企業(有限合夥)) and Xinyu Chuanjiali Enterprise Management Partnership (Limited Partnership) (新餘傳佳力企業管理合夥企業(有限合夥))

DEFINITIONS

“Board”	the board of Directors
“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

[REDACTED]

“China,” “Chinese Mainland” or “PRC”	the People’s Republic of China (中華人民共和國) and for the purpose of this document only and for geographical reference only, except where the context requires, references in this document to “China” and the “PRC” do not apply to Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan Region
“Chongqing Transsion Technology”	Chongqing Transsion Technology Limited (重慶傳音科技有限公司), a limited liability company established in the PRC on June 1, 2017, and a wholly-owned subsidiary of our Company
“Chongqing Xiaochuan”	Chongqing Xiaochuan Industrial Co., Ltd (重慶小傳實業有限公司), a limited liability company established in the PRC on January 17, 2020, and a wholly-owned subsidiary of our Company
“close associate(s)”	has the meaning ascribed to it 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”	Shenzhen Transsion Holdings Co., Ltd. (深圳傳音控股股份有限公司), a company established under the laws of the PRC on August 21, 2013 and converted into a joint stock company with limited liability on November 8, 2017, whose A Shares have been listed on the STAR Market (stock code: 688036)
“Controlling Shareholder(s)”	has the meaning given to it under the Listing Rules and, unless the context otherwise requires, referring to Mr. Zhu Zhaojiang and Transsion Investment
“CSAML”	CITIC Securities Asset Management (HK) Limited — Client Funds — RMB Fund Inflow (中信證券資產管理(香港)有限公司 — 客戶資金 — 人民幣資金滙入), one of our Shareholders, which is an asset management account for a financial product structured to invest in our A Shares
“CSDC”	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), a regulatory body responsible for the supervision and regulation of the PRC securities markets and overseas securities activities of PRC entities
“Director(s)”	the director(s) of our Company
“DR Congo”	the Democratic Republic of the Congo
“DR Congo Legal Advisor”	Bennani & Associés RDC SAS, our legal advisor as to DR Congo law
“Ethiopia”	the Federal Democratic Republic of Ethiopia
“Ethiopia Legal Advisor”	Haymanot & Advocates, our legal advisor as to Ethiopia law
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong

[REDACTED]

DEFINITIONS

“Frost & Sullivan” or “Industry Consultant”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent professional market research and consulting company
“Frost & Sullivan Report”	the report with respect to this [REDACTED] issued by Frost & Sullivan
[REDACTED]	
“Governmental Authority”	any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organization, or other non-governmental regulatory authority, or any court, judicial body, tribunal, or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational
“Group”, “our Group”, “the Group”, “we”, “us” or “our”	the Company and its subsidiaries from time to time (or our Company and any one or more of our subsidiaries, as the content may require), their predecessors (as the case may be), and where the context 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
“Guide for New Listing Applicants” or “Guide”	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)
“Guinea”	the Republic of Guinea
“Guinea Legal Advisor”	Thiam & Associés, our legal advisor as to Guinea law
“H Share(s)”	overseas [REDACTED] foreign share(s) in our ordinary share capital with a nominal value of RMB1.00 each, to be [REDACTED] for and [REDACTED] in Hong Kong dollars and [REDACTED] on the Stock Exchange
“H Shareholder(s)”	holder(s) of our H Share(s)

DEFINITIONS

[REDACTED]

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

[REDACTED]

“Hong Kong Listing Rules” or “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)
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DEFINITIONS

[REDACTED]

“IDR”	the Indonesian Rupiah, the lawful currency of Indonesia
“IFRS”	International Financial Reporting Standards, as issued by the International Accounting Standards Board from time to time
“Independent Third Party(ies)”	any entity or person who/which, to the best of our Directors’ knowledge, information and belief, is not a connected person of our Company within the meaning ascribed to it under the Listing Rules
“India”	the Republic of India
“India Legal Advisor”	Dentons Link Legal, our legal advisor as to India law

DEFINITIONS

“Indonesia” the Republic of Indonesia

[REDACTED]

“International Trade Controls
Legal Advisor” Paul Hastings (Hong Kong) LLP, our legal advisor as to
International Trade Controls

[REDACTED]

“Iraq” the Republic of Iraq

“Iraq Legal Advisor” Nuri Yaba Law Office, our legal advisor as to Iraq law

[REDACTED]

“Kenya” the Republic of Kenya

“Kenya Legal Advisor” Anjarwalla and Khanna LLP, our legal advisor as to
Kenya law

DEFINITIONS

“Latest Practicable Date”	June 9, 2026, being the latest practicable date for ascertaining certain information in this document before its publication
“Laws”	all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, directives, requests, orders, judgments, decrees, or rulings of any Governmental Authority (including the Stock Exchange and the SFC) of all relevant jurisdictions
“Liberia”	the Republic of Liberia
“Liberia Legal Advisor”	Pierre, Tweh & Associates, Inc., our legal advisor as to Liberia law [REDACTED]
“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange [REDACTED]
“Local Legal Advisor as to Hong Kong law”	Bird & Bird, our local legal advisor as to Hong Kong law
“Main Board”	the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operates in parallel with the GEM of the Hong Kong Stock Exchange
“MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“Mr. Zhu” or “Mr. Zhu Zhaojiang”	Mr. Zhu Zhaojiang (竺兆江), our executive Director, chairman of the Board, general manager and one of our Controlling Shareholders
“NetEase”	NetEase Inc. and its subsidiaries
“NGN”	Nigeria Naira, the lawful currency of Nigeria
“Nigeria”	the Federal Republic of Nigeria
“Nomination Committee”	the nomination committee of the Board

DEFINITIONS

[REDACTED]

DEFINITIONS

[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
“Pakistan”	the Islamic Republic of Pakistan
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“Philippines”	the Republic of the Philippines
“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, modified and/or otherwise supplemented from time to time
“PRC GAAP”	generally accepted accounting principles in the PRC
“PRC Legal Advisor”	AllBright Law Offices, our legal advisor on 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]

“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 China

DEFINITIONS

“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAMR”	the 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”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SFC”	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
“Shanghai Transsion”	Shanghai Transsion Co., Ltd. (上海傳英信息技術有限公司), a limited liability company established in the PRC on June 29, 2012, and a wholly-owned subsidiary of our Company
“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shanghai Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shanghai
“Share(s)”	ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, comprising our A Shares and our H Shares
“Shareholder(s)”	holder(s) of our Share(s)
“Shenzhen Tecno”	Shenzhen Tecno Technology Co., Ltd. (深圳市泰衡諾科技有限公司), a limited liability company established in the PRC on May 5, 2010, and a wholly-owned subsidiary of our Company
“Shenzhen Transsion Manufacture”	Shenzhen Transsion Manufacture Limited (深圳傳音製造有限公司), a limited liability company established in the PRC on December 19, 2016, and a wholly-owned subsidiary of our Company
“Singapore”	the Republic of Singapore

DEFINITIONS

“Singapore Legal Advisor”	Bird & Bird ATMD LLP, our legal advisor as to Singapore law
“Sole Sponsor”	the sole sponsor as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this document
[REDACTED]	
“STAR Market”	the Science and Technology Innovation Board of the Shanghai Stock Exchange (上海證券交易所科創板)
“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
“Strategy and Sustainable Development (ESG) Committee”	the strategy and sustainable development (ESG) committee of the Board
“Takeovers Code” or “Hong Kong 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
“Tanzania”	the United Republic of Tanzania
“Tanzania Legal Advisor”	Winstlaw Attorneys, our legal advisor as to Tanzania law
“Tencent”	Tencent Holdings Limited and its subsidiaries
“Track Record Period”	the three years ended December 31, 2025
“Transsion Investment”	Shenzhen Transsion Investment Company Limited (深圳市傳音投資有限公司), a limited liability company established under the laws of the PRC on July 30, 2013, and one of our Controlling Shareholders
“treasury shares”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“UAE Legal Advisor”	Winson Partners and Legal Consultants FZ-LLC, our legal advisor as to United Arab Emirates law
“Uganda”	the Republic of Uganda
“Uganda Legal Advisor”	ENS Advocates, our legal advisor as to Uganda law
“UGX”	the Uganda shilling, the lawful currency of Uganda

[REDACTED]

“United Arab Emirates” or “UAE”	the United Arab Emirates
“U.S.”, “US” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollars” or “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, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“VAT”	value-added tax
“Zambia”	the Republic of Zambia
“Zambia Legal Advisor”	Corpus Legal Practitioners, our legal advisor as to Zambia law
“%”	per cent

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

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

DEFINITIONS

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.