

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.

“2017 Restricted Share Incentive Scheme”	the restricted share incentive scheme of our Company approved and adopted on June 16, 2017, the principal terms of which are set out in “Statutory and General Information – C. Pre-[REDACTED] Share Incentive Plans – 2. Restricted Share Incentive Schemes” in Appendix IV to this Document
“2022 Stock Option Incentive Plan”	the stock option incentive plan of our Company approved and adopted on June 8, 2022, the principal terms of which are set out in “Statutory and General Information – C. Pre-[REDACTED] Share Incentive Plans – 1. 2022 Stock Option Incentive Plan” in Appendix IV to this Document
“2025 Restricted Share Incentive Scheme”	the restricted share incentive scheme of our Company approved and adopted on June 17, 2025, the principal terms of which are set out in “Statutory and General Information – C. Pre-[REDACTED] Share Incentive Plans – 2. Restricted Share Incentive Schemes” in Appendix IV to this Document
“A Share(s)”	ordinary shares issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange and traded in Renminbi
“A Share Listing”	public offering and listing of A Shares of our Company on the Shenzhen Stock Exchange under the stock code 002851 on March 6, 2017
“Accountants’ Report”	the accountants’ report of our Company for the Track Record Period from the Reporting Accountants, the text of which is set out in Appendix I to 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” or “Accounting and Financial Reporting Council”	the Accounting and Financial Reporting Council of Hong Kong
“AIC”	Administration of Industry & Commerce (工商行政管理機關) of the PRC (now known as the Administration for Market Regulation (市場監督管理局)) or, where the context so requires, the State Administration for Industry & Commerce of the PRC (中華人民共和國工商行政管理總局) or its delegated authority at the provincial, municipal or other local level
“Articles” or “Articles of Association”	the articles of association of our 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

DEFINITIONS

“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors
“Business Day” or “business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong and any day on which tropical cyclone warning no. 8 or above or a black rainstorm warning signal is hoisted 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, but for the purpose of this Document and for geographical reference only and except where the context requires otherwise, references in this Document to “China”, “Chinese Mainland” and the “PRC” do not apply to Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan, China
“CIC”	China Insights Industry Consultancy Limited, the industry consultant to our Company, an Independent Third Party
“CIC Report”	an independent market research report commissioned by us and prepared by CIC 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” 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”, “our Company” or “the Company”	Shenzhen Megmeet Electrical Co., Ltd. (深圳麥格米特電氣股份有限公司), a limited liability company established under the laws of the PRC on July 29, 2003 and converted into a joint stock company with limited liability on September 9, 2010, the A Shares of which are listed on the Shenzhen Stock Exchange (stock code: 002851.SZ)
“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
“Compliance Advisor”	Rainbow Capital (HK) Limited

DEFINITIONS

“CSDC”	China Securities Depository and Clearing Corporation
“CSDC (Hong Kong)”	China Securities Depository and Clearing (Hong Kong)
“CSRC”	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 national securities markets
“Director(s)”	the director(s) of our Company
“Dr. Tong”	Dr. Tong Yongsheng (童永勝), chairman of the Board and general manager, and a member of our Single Largest Group of Shareholders
“EIT”	the PRC enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), as amended, supplemented or otherwise modified from time to time
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FIL”	Foreign Investment Law of the PRC (中華人民共和國外國投資法) published by State Council in January 2020
“	
	[REDACTED]
	”
“Group”, “our Group”, “we”, “us”, or “our”	our Company and our subsidiaries (or our Company and any one or more of our subsidiaries, as the context may require)
“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)”	overseas [REDACTED] foreign share(s) in our ordinary share capital, with nominal value of RMB1.00 each in the share capital of our Company, which are to be [REDACTED] for and [REDACTED] in HK dollars and for which an application has been made for [REDACTED] and permission to [REDACTED] on the Stock Exchange

[REDACTED]

DEFINITIONS

[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

[REDACTED]

DEFINITIONS

[REDACTED]

“Hunan Megmeet Electrical Technology”	Hunan Megmeet Electrical Technology Co., Ltd.* (湖南麥格米特電氣技術有限公司), a limited liability company established under the laws of the PRC on October 18, 2018, and a wholly-owned subsidiary of our Company
“IFRS”	International Financial Reporting Standards as issued 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]

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

“Latest Practicable Date” June 19, 2026, being the latest practicable date for ascertaining certain information in this Document before its publication

[REDACTED]

“Listing Committee” the Listing Committee of the Stock Exchange

[REDACTED]

“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

“Major Subsidiaries” the major subsidiaries of our Company listed in “History, Development and Corporate Structure – Our Major Subsidiaries”

[REDACTED]

“Megmeet Control Technology” Shenzhen Megmeet Control Technology Co., Ltd.* (深圳市麥格米特控制技術有限公司), a limited liability company established under the laws of the PRC on June 3, 2011, and a wholly-owned subsidiary of our Company

“Megmeet Drive Technology” Shenzhen Megmeet Drive Technology Co., Ltd.* (深圳市麥格米特驅動技術有限公司), a limited liability company established under the laws of the PRC on December 21, 2007, and a wholly-owned subsidiary of our Company

“Megmeet Electrical India” Megmeet Electrical India Private Limited, a private company limited by shares established under the laws of India on November 28, 2018, and an indirect non-wholly-owned subsidiary of our Company

“Megmeet Hong Kong” Megmeet Hongkong Limited, a limited liability company incorporated in Hong Kong on June 3, 2010, and a wholly-owned subsidiary of our Company

“Megmeet SZ Software” Shenzhen Megmeet Electrical Software Technology Co., Ltd.* (深圳市麥米電氣軟件技術有限公司), a limited liability company established under the laws of the PRC on September 19, 2024, and a wholly-owned subsidiary of our Company

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“Megmeet SZ Supply Chain”	Shenzhen Megmeet Electrical Supply Chain Management Co., Ltd.* (深圳麥米電氣供應鏈管理有限公司), a limited liability company established under the laws of the PRC on January 19, 2024, and a wholly-owned subsidiary of our Company
“Megmeet Welding Technology”	Shenzhen Megmeet Welding Technology Co., Ltd.* (深圳市麥格米特焊接技術有限公司), a limited liability company established under the laws of the PRC on September 6, 2017, and a non-wholly-owned subsidiary of our Company
“MOFCOM” or “Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“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)
“Nomination Committee”	the nomination committee of the Board

[REDACTED]

“Overseas Listing Trial Measures”	Trial Administrative Measures of 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》) released by the CSRC on February 17, 2023 and took effect on March 31, 2023
“PBOC”	People’s Bank of China (中國人民銀行), the central bank of the PRC

DEFINITIONS

“PRC Legal Advisor”	Jia Yuan Law Offices, our legal advisor as to PRC laws
“PRC Securities Law”	the Securities Law of the People’s Republic of China (《中華人民共和國證券法》), as amended, supplemented or otherwise modified from time to time
“Pre-[REDACTED] Share Incentive Plans”	the 2017 Restricted Share Incentive Scheme, the 2022 Stock Option Incentive Plan and the 2025 Restricted Share Incentive Scheme

[REDACTED]

“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
“Rule 144A”	Rule 144A under the U.S. Securities Act
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Persons”	the Joint Sponsors, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED] and any of their respective directors, officers, employees, agents, representatives or affiliates, or any other party involved in the [REDACTED]
“Remuneration and Assessment Committee”	the remuneration and assessment committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“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)

DEFINITIONS

“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	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 our Company with a nominal value of RMB1.00 each, comprising A Shares and upon [REDACTED], H Shares
“Shareholder(s)”	holder(s) of our Share(s)
“Shenzhen Stock Exchange” or “SZSE”	the Shenzhen Stock Exchange (深圳證券交易所)
“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shenzhen Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shenzhen
“Single Largest Group of Shareholders”	Dr. Tong and his spouse, Ms. Wang Ping (王萍)
[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
“Strategy Committee”	the strategy committee of the Board
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers 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
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

DEFINITIONS

[REDACTED]

“United States” or the “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“VAT”	value-added tax
“Xi’an Megmeet Electrical”	Xi’an Megmeet Electrical Co., Ltd.* (西安麥格米特電氣有限公司), a limited liability company established under the laws of the PRC on April 12, 2017, and a wholly-owned subsidiary of our Company
“Zhejiang IKAHE”	Zhejiang IKAHE Co., Ltd.* (浙江怡和衛浴有限公司), a limited liability company established under the laws of the PRC on January 10, 2011, and a wholly-owned subsidiary of our Company
“Zhuzhou Megmeet Electrical”	Zhuzhou Megmeet Electrical Co., Ltd.* (株洲麥格米特電氣有限公司), a limited liability company established under the laws of the PRC on December 15, 2010, and a wholly-owned subsidiary of our Company
“%”	per cent

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/single largest group of shareholders” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

In this Document, “” denotes translation of certain natural persons, legal persons, enterprises, governmental authorities, institutions, entities, organizations, departments, facilities, laws and regulations into Chinese or English (as the case maybe), etc., or another language included in this Document for identification purposes only. In the event of any inconsistency, the Chinese names or the names in their original languages prevail.*