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.

"Accountants' Report"	the report 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 SAR
"Articles" or "Articles of Association"	the amended and restated articles of association of our Company, conditionally adopted on December 15, 2025 with effect from the **[REDACTED]**, and as amended from time to time, a summary of which is set out in the section headed "Summary of the Articles of Association of the Company" in Appendix III to this Document
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"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 SAR) on which banks in Hong Kong SAR are generally open for normal banking business

[REDACTED]

"CCASS"	The Central Clearing and Settlement System established and operated by HKSCC
"Changjiang Securities"	Changjiang Securities Innovation Investment (Hubei) Co., Ltd.* (長江證券創新投資(湖北)有限公司), a limited liability company incorporated in the PRC on December 22, 2016, and a former shareholder of the Company
"China" or "PRC" or "Chinese Mainland"	the People's Republic of China and for the purposes of this Document only, except where the context requires otherwise, excluding Hong Kong SAR, Macau SAR and Taiwan, China
"CICC Generation Fund I"	CICC Generation (Suzhou) Emerging Industries Equity Investment Fund Partnership (Limited Partnership)* (中金啟辰(蘇州)新興產業股權投資基金合夥企有限合夥)), a limited partnership established in the PRC on June 7, 2017, and a Pre-**[REDACTED]** Investor of the Company
"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"	New Shicoh Motor Co., Ltd. (新思考電機股份有限公司) (formerly known as New Shicoh Motor Co., Ltd.* (新思考電機有限公司)), established as a limited liability company in the PRC on September 17, 2014 and converted into a joint-stock company with limited liability on November 26, 2025
"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
"connected transaction(s)"	has the meaning ascribed to it under the Listing Rules
"Controlling Shareholders"	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Dr. Cai, Shenzhen Hezheng, Mr. Cai, Shenzhen Changxin, Jiashan Changxin and Hefei Jiatou. For further details, see "Relationship with Our Controlling Shareholders"
"Conversion of Unlisted Shares into H Shares"	the conversion of **[REDACTED]** Unlisted Shares into H Shares on a one-for-one basis upon the completion of **[REDACTED]**. Filing of such conversion of Unlisted Shares into H shares has been completed with the CSRC on [•], 2026 and an application for H Shares to be **[REDACTED]** on the Stock Exchange has been made to the Listing Committee
"CSDC"	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
"CSDC (Hong Kong)"	China Securities Depository and Clearing (Hong Kong) Company Limited
"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. Cai"	Dr. Cai Rongjun (蔡榮軍), a non-executive Director, chairman of the Board and one of the Controlling Shareholders
"EAR"	the Export Administration Regulations, 15 C.F.R. Parts 730 – 774, as administered by the U.S. Department of Commerce, Bureau of Industry and Security
"EIT"	the PRC enterprise income tax
"EIT Law"	Enterprise Income Tax Law of the PRC
"Employee Incentive Platforms"	Jiashan Changxin and Hefei Jiatou, each a pre-**[REDACTED]** employee incentive platform of the Company
"Extreme Conditions"	extreme conditions caused by a super typhoon as announced by the government of Hong Kong

"FIL"	Foreign Investment Law (中華人民共和國外商投資法) published by State Council in January 2020

[REDACTED]

"Frost & Sullivan Report"	an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this document
"Frost & Sullivan"	Frost & Sullivan, the industry consultant, an independent third party
"FY"	the financial year ended or ending December 31

[REDACTED]

"Group", "our Group", "we", or "us"	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
"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 listed foreign share(s) in our ordinary share capital, with nominal value of RMB1.0 each in the share capital of our Company, which are to be subscribed for and traded in HK dollars and for which an application has been made for listing and permission to trade on the Stock Exchange

[REDACTED]

"Hangzhou Huarui"	Hangzhou Huarui Jiayin Equity Investment Partnership (Limited Partnership)* (杭州華睿嘉銀股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on July 5, 2019, and a Pre-**[REDACTED]** Investor of the Company
"Hefei Jiatou"	Hefei Jiatou Entrepreneurship Management Partnership (Limited Partnership)* (合肥嘉投創業管理合夥企業(有限合夥)), a limited partnership established in the PRC on July 6, 2021, and one of our Controlling Shareholders. It is one of our Employee Incentive Platforms
"Hefei Plant"	One of our production plants in Hefei, Anhui Province
"Heying Tongsheng"	Heying Tongsheng (Wuhan) Business Management Center (Limited Partnership)* (禾盈同晟(武漢)企業管理中心(有限合夥)), a limited partnership established in the PRC on June 16, 2017, and a former shareholder of the Company
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

"Hong Kong SAR" or "HK SAR"	the Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong SAR dollars" or "HK dollars" or "HK$"	Hong Kong SAR dollars, the lawful currency of Hong Kong SAR

[REDACTED]

"Huixin Phase 11"	Huixin Phase 11 Equity Investment (Nanping) Partnership (Limited Partnership)* (匯芯十一期股權投資(南平)合夥企業(有限合夥)), a limited partnership established in the PRC on October 19, 2020, and a Pre-**[REDACTED]** Investor of the Company
"Huzhou Huirui"	Huzhou Huirui Equity Investment Fund Partnership (Limited Partnership)* (湖州匯睿股權投資基金合夥企業(有限合夥)), a limited partnership established in the PRC on July 3, 2020, and a Pre-**[REDACTED]** Investor of the Company

"IFRS"	International Financial Reporting 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]

"International Sanction Legal Adviser"	King & Wood

[REDACTED]

"Jiashan Changxin"	Jiashan Changxin Zhitou Asset Management Partnership (Limited Partnership)* (嘉善長鑫智投資產管理合夥企業(有限合夥)), a limited partnership established in the PRC on August 17, 2018, and one of our Controlling Shareholders. It is one of our Employee Incentive Platforms
"Jiashan Jingkai"	Jiashan Jingkai Tongchuang Equity Investment Partnership (Limited Partnership)* (嘉善經開同創股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on December 27, 2019, and a Pre-**[REDACTED]** Investor of the Company
"Jiaxing Future Star"	Jiaxing Jiarui Future Star Equity Investment Partnership (Limited Partnership)* (嘉興嘉睿未來之星股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on August 5, 2021, and a Pre-**[REDACTED]** Investor of the Company
"Jiaxing Huaruishengyin"	Jiaxing Huaruishengyin Venture Capital Partnership (Limited Partnership)* (嘉興華睿盛銀創業投資合夥企業(有限合夥)), a limited partnership established in the PRC on June 8, 2020, and a Pre-**[REDACTED]** Investor of the Company
"Jiaxing Huaxing"	Jiaxing Huaxing Equity Investment Fund Partnership (Limited Partnership)* (嘉興驊行股權投資基金合夥企業(有限合夥)), a limited partnership established in the PRC on July 20, 2018, and a Pre-**[REDACTED]** Investor of the Company

"Jiaxing No. 1"	Jiaxing Jiarui No. 1 Equity Investment Partnership (Limited Partnership)* (嘉興嘉睿壹號股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on January 13, 2020, and a Pre-**[REDACTED]** Investor
"Jiaxing Plant"	One of our production plants located in Jiaxing, Zhejiang Province

[REDACTED]

"Joint Sponsors"	Huatai Financial Holdings (Hong Kong) Limited and China International Capital Corporation Hong Kong Securities Limited
"Latest Practicable Date"	June 28, 2026, being the latest practicable date for ascertaining certain information in this Document before its publication
"Lianjin Innovation"	Lianjin Innovation Industry Private Equity Investment Fund (Shenzhen) Partnership (Limited Partnership)* (聯金創新產業私募股權投資基金(深圳)合夥企業(有限合夥)), a limited partnership established in the PRC on December 3, 2018, and a Pre-**[REDACTED]** Investor of the Company

[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

[REDACTED]

"MOFCOM" or "Ministry of Commerce"	the Ministry of Commerce of the PRC (中華人民共和國商務部)
"Mr. Cai"	Mr. Cai Zhenpeng (蔡振鵬), an executive Director, vice chairman of the Board and chief executive officer of our Company and one of the Controlling Shareholders
"New Shicoh Hefei"	New Shicoh Motor (Hefei) Co., Ltd.* (新思考電機(合肥)有限公司), a limited liability company incorporated in the PRC on April 29, 2021, and a wholly-owned subsidiary of our Company
"New Shicoh Japan"	New Shicoh Motor Co., Ltd. (Japan)* (新思考電機株式會社), a limited liability company incorporated in Japan on December 15, 2020, and a wholly-owned subsidiary of our Company

"Ningbo Longhuahui"	Ningbo Longhuahui Boyuan Venture Capital Partnership (Limited Partnership)* (寧波隆華匯博源創業投資合夥企業(有限合夥)), a limited partnership established in the PRC on February 8, 2021, and a Pre-**[REDACTED]** Investor of the 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)
"OFILM"	OFILM Group Co., Ltd (歐菲光集團股份有限公司), a limited liability company established in the PRC whose shares are listed on the Shenzhen Stock Exchange (stock code: 002456.SZ), and is controlled by Dr. Cai

[REDACTED]

"PBOC"	People's Bank of China (中國人民銀行), the central bank of the PRC
"PRC Legal Advisor"	Grandall Law Firm (Shanghai), our legal advisor as to PRC laws
"Pre-**[REDACTED]** Investments"	the Pre-**[REDACTED]** investments in our Company undertaken by the Pre-**[REDACTED]** Investors, details of which are set out in the section headed "History, Development and Corporate Structure" in this Document
"Pre-**[REDACTED]** Investors"	the Pre-**[REDACTED]** investors, details of which are set out in the section headed "History, Development and Corporate Structure" in this Document

[REDACTED]

[REDACTED]

"Primary Sanction"	U.S. sanctions applicable to U.S. persons or activities involving a U.S. nexus (e.g., funds transfers in U.S. currency or activities involving goods subject to the United States Export Administration Regulations ("**EAR**"), even if performed by non-U.S. persons). Definitions of primary sanctions and secondary sanctions under the laws and regulations of the U.S. are basically consistent with the Sanctions Guidance
"Primary Sanctioned Activity"	any activity in a Sanctioned Country or (i) with; or (ii) directly or indirectly benefiting, or involving the property or interests in property of, a Sanctioned Target by a listing applicant incorporated or located in a Relevant Jurisdiction or which otherwise has a nexus with such jurisdiction with respect to the relevant activity, such that it is subject to the relevant sanctions law or regulation
"Promoters"	the promoters for the purpose of the conversion of our Company into a joint stock limited liability company, details of which are set out in the "History, Development and Corporate Structure"
"Document"	this document being issued in connection with the **[REDACTED]**
"Qingchuang Bole Jiuyi"	Qingchuang Bole Jiuyi (Qingdao) Investment Center (Limited Partnership)* (青創伯樂九逸(青島)投資中心(有限合夥)), a limited partnership established in the PRC on January 2, 2020, and a Pre-**[REDACTED]** Investor of the Company
"Qingdao Qingchuang Boleshan"	Qingdao Qingchuang Boleshan Private Equity Fund Partnership (Limited Partnership)* (青島青創伯樂他山私募基金合夥企業(有限合夥)), a limited partnership established in the PRC on March 26, 2021, and a Pre-**[REDACTED]** Investor of the Company
"Reporting Accountant"	Ernst & Young
"Regulation S"	Regulation S under the U.S. Securities Act
"Relevant Jurisdiction"	any jurisdiction that is relevant to the listing applicant and has sanctions related law or regulation restricting, among other things, its nationals and/or entities which are incorporated or located in that jurisdiction from directly or indirectly making assets or services available to or otherwise dealing in assets of certain countries, governments, persons or entities targeted by such law or regulation
"Relevant Persons"	a listing applicant, together with its investors and shareholders and persons who might, directly or indirectly, be involved in permitting the **[REDACTED]**, trading, clearing and settlement of its shares, including the Exchange and related group companies

"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)
"Sanctioned Country"	any country or territory subject to a general and comprehensive export, import, financial or investment embargo under sanctions-related law or regulation of the Relevant Jurisdiction
"Sanctioned Target"	any person or entity (i) designated on any list of targeted persons or entities issued under the sanctions-related law or regulation of a Relevant Jurisdiction; (ii) that is, or is owned or controlled by, a government of a Sanctioned Country; or (iii) that is the target of sanctions under the law or regulation of a Relevant Jurisdiction because of a relationship of ownership, control, or agency with a person or entity described in (i) or (ii)
"Secondary Sanctionable Activity"	certain activity by a listing applicant that may result in the imposition of sanctions against the Relevant Persons by a Relevant Jurisdiction (including designation as a Sanctioned Target or the imposition of penalties), even though the listing applicant is not incorporated or located in that Relevant Jurisdiction and does not otherwise have any nexus with that Relevant Jurisdiction
"Sanctioned Trader"	person or entity that derives 10% or more of its revenue or business activities from transactions with sanctioned targets or with persons or entities in sanctioned countries or territories
"SAT"	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
"SDN"	any entity designated on the list of Specially Designated Nationals and Blocked Persons
"SEC"	the Securities and Exchange Commission of the United States
"Secondary Sanction"	U.S. sanctions that may be imposed on non-U.S. persons for engaging in specified sanctionable activities, even in the absence of a U.S. jurisdictional nexus
"Series A Financing"	the Series A financing completed in January 2019, the details of which are set out in "History, Development and Corporate Structure – Pre-**[REDACTED]** Investments"
"Series B Financing"	the Series B financing completed in June 2020, the details of which are set out in "History, Development and Corporate Structure – Pre-**[REDACTED]** Investments"
"Series C Financing"	the Series C financing completed in December 2021, the details of which are set out in "History, Development and Corporate Structure – Pre-**[REDACTED]** Investments"

"Series C+ Financing"	the Series C+ financing completed in January 2023, the details of which are set out in "History, Development and Corporate Structure – Pre-**[REDACTED]** Investments"
"SFC"	the Securities and Futures Commission of Hong Kong SAR
"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 share capital of our Company with a par value of RMB1.0 each
"Shareholder(s)"	holder(s) of our Share(s)
"Shenzhen Changxin"	Shenzhen Changxin Technology Investment Partnership (Limited Partnership)* (深圳長鑫科技投資合夥企業(有限合夥)), a limited partnership established in the PRC on December 30, 2020, and one of our Controlling Shareholders
"Shenzhen CSRC"	the Shenzhen Regulatory Bureau of the China Securities Regulatory Commission (中國證券監督管理委員會深圳監管局)
"Shenzhen Hezheng"	Shenzhen Hezheng Industrial Investment Co., Ltd.* (深圳和正實業投資有限公司), a limited liability company established in the PRC on November 11, 2020, and one of our Controlling Shareholders
"SZSE" or "Shenzhen Stock Exchange"	the Shenzhen Stock Exchange

[REDACTED]

"State Council"	State Council of the PRC (中華人民共和國國務院)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"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
"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 period comprising the financial years ended December 31, 2023, 2024 and 2025, and the four months ended April 30, 2026
"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

[REDACTED]

"United States" or the "U.S."	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"Unlisted Shares"	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.0 each, which is/are subscribed for and paid up in Renminbi
"VAT"	value-added tax

[REDACTED]

"Zhegu Youqi"	Jiashan Zhegu Youqi Equity Investment Partnership (Limited Partnership)* (嘉善浙股優企股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on December 16, 2021, and a Pre-**[REDACTED]** Investor of the Company
"Zhejiang Huixin"	Zhejiang Huixin Digital Intelligence Venture Capital Partnership (Limited Partnership)* (浙江匯芯數智創業投資合夥企業(有限合夥)), a limited partnership established in the PRC on April 8, 2021, and a Pre-**[REDACTED]** Investor of the Company
"%"	per cent

Unless otherwise specified or the context otherwise requires:

1. *statements contained in this Document assume no exercise of the* **[REDACTED]***;*
2. *all times refer to Hong Kong SAR time;*
3. *references to years, months and days in this Document are to calendar years, calendar months and calendar days, respectively; and*
4. *all data in this Document is as of the date of this Document.*

DEFINITIONS

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.

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.

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.*

If there is any inconsistency between the English version of this Document and the Chinese translation of this Document, the English version of this Document shall prevail unless otherwise stated. However, if there is any inconsistency between the names of any of the entities mentioned in the English version of this Document which are not in the English language and their English translations, the names in their respective original language shall prevail.