

DEFINITION

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this document.

“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles of Association” or “Articles”	the articles of association of our Company adopted on 4 January 2026, which will become effective on the [REDACTED] and as amended from time to time, a summary of which is set out in “Appendix V — Summary of the Articles of Association” to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “Board of Directors”	the board of Directors of our Company
“business day”	a day on which banks in Hong Kong are generally open to the public for normal banking business and which is not a Saturday, Sunday or public holiday in Hong Kong

[REDACTED]

“Chengdu Bohr Micro”	Chengdu Bohr Micro Technology Co., Ltd. (成都博爾微晶科技有限公司), a limited liability company established in the PRC on 10 August 2021, and an indirect 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 or supplemented or otherwise modified from time to time
“Company”, “our Company” or “the Company”	XTX Technology Inc. (芯天下技術股份有限公司), a limited liability company established under the laws of the PRC on 18 April 2014 under the name of XTX Technology (Shenzhen) Limited (深圳市芯天下技術有限公司) and converted into a joint stock company with limited liability on 8 February 2021 under the current name
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Long, Mr. Wang, Mr. Ai, Longxin Tianxia I, Longxin Tianxia II, Longxin Tianxia III, Longxin Tianxia IV and Shenzhen Xingangtong

DEFINITION

“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“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
“Deed of Non-competition”	the deed of non-competition dated [•] executed by our Controlling Shareholders in favor of our Company (for ourselves and as trustee for our subsidiaries), details of which are set out in the section headed “Relationship with our Controlling Shareholders — Deed of Non-competition” in this document
“Director(s)”	the director(s) of our Company
“Domestic Unlisted Shares”	share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are not listed on any stock exchange

[REDACTED]

“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the context may require)
“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Stock Exchange in December 2023
“H Share(s)”	share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are to be [REDACTED] on the Stock Exchange

[REDACTED]

“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

[REDACTED]

DEFINITION

[REDACTED]

“Hong Kong PleiAI”

PleiAI Technology Limited (硅積智能科技有限公司) (formerly known as Linkon Microelectronics Limited (靈控微電子有限公司)), a company incorporated on 30 October 2023 in Hong Kong with limited liability, and an indirect wholly-owned subsidiary of our Company

[REDACTED]

DEFINITION

“Hong Kong XTX”	XTX Technology Limited (芯天下技術有限公司), a company incorporated on 30 August 2016 in Hong Kong with limited liability, and a direct wholly-owned subsidiary of our Company
“Independent Third Party(ies)”	person(s) or company(ies) who/which, to the best of our Directors’ knowledge, information and belief, is/are not a connected person of our Company

[REDACTED]

“Jiangxi Future Industry”	Jiangxi Future Industry Development Investment Fund (Limited Partnership) (江西省未來產業發展投資基金(有限合夥)), a limited partnership established on 21 September 2023 in the PRC and a Shareholder of our Company
“Jiaxing Danen”	Jiaxing Danen Cheng No. 13 Investment Partnership (Limited Partnership) (嘉興旦恩誠壹三號投資合夥企業(有限合夥)), a limited partnership established on 15 November 2017 in the PRC and a Shareholder of our Company

[REDACTED]

DEFINITION

[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” July 1, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

“Listing Committee” the Listing Committee of the Hong Kong 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

“Longxin Tianxia I” Shenzhen Longxin Tianxia Enterprise Management Partnership (Limited Partnership) (深圳龍芯天下企業管理合夥企業(有限合夥)), a limited partnership established on 7 July 2017 in the PRC and a Shareholder of our Company

“Longxin Tianxia II” Shenzhen Longxin Tianxia II Enterprise Management Partnership (Limited Partnership) (深圳龍芯天下二企業管理合夥企業(有限合夥)), a limited partnership established on 24 February 2020 in the PRC and a Shareholder of our Company

“Longxin Tianxia III” Shenzhen Longxin Tianxia III Enterprise Management Partnership (Limited Partnership) (深圳龍芯天下三企業管理合夥企業(有限合夥)), a limited partnership established on 24 February 2020 in the PRC and a Shareholder of our Company

“Longxin Tianxia IV” Shenzhen Longxin Tianxia IV Enterprise Management Partnership (Limited Partnership) (深圳龍芯天下四企業管理合夥企業(有限合夥)), a limited partnership established on 24 February 2020 in the PRC and a Shareholder of our Company

“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 Growth Enterprise Market of the Hong Kong Stock Exchange

“Mr. Ai” Mr. Ai Kanglin (艾康林), an executive Director, a deputy general manager of our Company and one of our Controlling Shareholders

DEFINITION

“Mr. Long”	Mr. Long Dongqing (龍冬慶), the chairman of our Board, an executive Director, the general manger of our Company and one of our Controlling Shareholders
“Mr. Wang”	Mr. Wang Bin (王彬), an executive Director, a deputy general manager of our Company and one of our Controlling Shareholders
“Ningbo HongShan Zhisheng”	Ningbo Meishan Tax-Bonded Port Area HongShan Zhisheng Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區紅杉智盛股權投資合夥企業(有限合夥)), a limited partnership established on 9 August 2017 in the PRC and a Shareholder of our Company

[REDACTED]

“Pre-[REDACTED] Investment(s)”	the pre-[REDACTED] investment(s) in our Company, details of which are set out in the section headed “History, Development and Corporate Structure — Pre-[REDACTED] Investments” in this document
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DEFINITION

“Pre-[REDACTED] Investor(s)”	the investor(s) of the Pre-[REDACTED] Investments
“PRC”	the People’s Republic of China, excluding, except the context otherwise requires and for the purposes in this memorandum, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
[REDACTED]	
“RMB”	Renminbi, the lawful currency of the PRC
“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
“Shanghai Guotou”	Guotou (Shanghai) Technology Achievement Transformation Venture Investment Fund Enterprise (Limited Partnership) (國投(上海)科技成果轉化創業投資基金企業(有限合夥)), a limited partnership established on 4 March 2016 in the PRC and a former Shareholder of our Company
“Shanghai XCTX”	Shanghai XCTX Technology Limited (上海芯存天下電子科技有限公司), a limited liability company established on 23 August 2021 in the PRC and a direct wholly-owned subsidiary of our Company
“Shaoguan Zhongtoubang”	Shaoguan Zhongtoubang Innovation and Entrepreneurship Investment Fund Enterprise (Limited Partnership) (韶關市眾投邦創新創業投資基金企業(有限合夥)), a limited partnership established on 2 January 2018 in the PRC and a Shareholder of our Company
“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 our Share(s)
“Shenzhen Bohr Micro”	Bohr Micro (Shenzhen) Technology Co., Ltd. (博爾微晶(深圳)科技有限責任公司), a limited liability company established in the PRC on 28 September 2023, and an indirect wholly-owned subsidiary of our Company

DEFINITION

“Shenzhen Hongtu Xinghe”	Shenzhen Hongtu Xinghe Venture Investment Partnership (Limited Partnership) (深圳市紅土星河創業投資合夥企業(有限合夥)), a limited partnership established on 16 March 2016 in the PRC and a Shareholder of our Company
“Shenzhen Capital Group”	Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司), a limited liability company established in the PRC on 25 August 1999 and a Shareholder of our Company
“Shenzhen Linkon Micro”	Linkon Microelectronics (Shenzhen) Co., Ltd. (靈控微電子(深圳)有限責任公司), a limited liability company established in the PRC on 28 September 2023 and an indirect wholly-owned subsidiary of our Company
“Shenzhen Luohu Hongtu”	Shenzhen Luohu Hongtu Venture Capital Co., Ltd. (深圳市羅湖紅土創業投資有限公司), a limited liability company established in the PRC on 12 December 2014 and a former Shareholder of our Company
“Shenzhen PleiAI”	PleiAI Technology (Shenzhen) Limited (硅積智能科技(深圳)有限公司), a limited liability company established in the PRC on 11 December 2025, and a direct wholly-owned subsidiary of our Company
“Shenzhen Techtronics”	Shenzhen Techtronics Electronic Device Technology Co., Ltd. (深圳泰科源電子器件科技有限公司), a limited liability company established in the PRC on 9 March 2022, and a Shareholder of our Company
“Shenzhen Xingangtong”	Shenzhen Xingangtong Enterprise Management Partnership (Limited Partnership) (深圳市芯港通企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on 15 August 2025, and a Shareholder of our Company
“SiliconBay”	SiliconBay Technology Co., Ltd. (芯之家科技(深圳)有限公司), a limited liability company established in the PRC on 3 March 2021 and a direct wholly-owned subsidiary of our Company

[REDACTED]

“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Regulation S”	Regulation S under the U.S. Securities Act

DEFINITION

“Tianshui Huatian”	Tianshui Huatian Electronics Group Co., Ltd. (天水華天電子集團股份有限公司), a joint stock company with limited liability established in the PRC on 25 July 2002, and a Shareholder of our Company
“Track Record Period”	the financial years/periods ended December 31, 2023, 2024, 2025 and the three months ended March 31, 2026
“Qizhong Dingyuan”	Tianjin Qizhong Dingyuan Enterprise Management Partnership (Limited Partnership) (天津啟重頂源企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on 16 May 2025, and a Shareholder of our Company
“Qucheng Yinfeng”	Jiaxing Qucheng Yinfeng Equity Investment Partnership (Limited Partnership) (嘉興渠成隱峰股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on 14 November 2025, and a Shareholder of our Company
“Quhe Xinxin”	Zhuhai Hengqin Quhe Xinxin Investment Partnership (Limited Partnership) (珠海市橫琴趣合新芯投資合夥企業(有限合夥)), a limited partnership established in the PRC on 30 September 2025, and a Shareholder of our Company

[REDACTED]