

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set forth below. Certain other terms are explained in “Glossary.”

“Accountants’ Report”	the accountants’ report of our Company for the Track Record Period, as included in Appendix I to this document
“AFRC”	Accounting and Financial Reporting Council of Hong Kong
“Articles of Association” or “Articles”	the articles of association of our Company, conditionally adopted on December 12, 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 V to this document
“Audit Committee”	the audit committee of the Board
“BIS”	U.S. Department of Commerce, Bureau of Industry and Security
“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” or “PRC”	the People’s Republic of China excluding, for the purposes of this document, Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“CIC” or “Industry Consultant”	China Insights Industry Consultancy Limited, an independent market research consultant, which is an Independent Third Party
“CNIPA”	the China National Intellectual Property Administration (中華人民共和國國家知識產權局)
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

DEFINITIONS

“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company,” “our Company,” “we,” “our” or “us”	Shenzhen Vergiga Semiconductor Co., Ltd. (深圳市威兆半導體股份有限公司), a company established under the laws of the PRC with limited liability on December 4, 2012 and converted into a joint stock company with limited liability on June 28, 2022
“Controlling Shareholder(s)”	has the meaning given to it under the Listing Rules and, unless the context otherwise requires, refers to the person(s) named in “Relationship with Our Controlling Shareholders” in this document
“Conversion of Unlisted Shares into H Shares”	the conversion of [REDACTED] Unlisted Shares in aggregate held by our existing Shareholders into H Shares upon the completion of the [REDACTED]. Such conversion of Unlisted Shares into H Shares has been filed with the CSRC on [●] and an application for H Shares to be [REDACTED] on the Stock Exchange [has been] made
“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 national securities markets
“Director(s)”	the director(s) of our Company
“EAR”	United States Export Administration Regulations, 15 C.F.R. Parts 730-774
“EIT”	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
“ESOP Platform(s)”	Zhoushan Jicheng and Weizhuyexin
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“Group,” “our Group,” “we,”
“our” or “us”

our Company and our subsidiaries (or our Company and any one or more of our subsidiaries, as the content may require), or where the context so requires, in respect of the periods before our Company became the holding company of our present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time

“H Share(s)”

overseas [REDACTED] foreign shares in the share capital of our Company, with a nominal value of RMB1.00 each, which are to be [REDACTED] for and [REDACTED] in Hong Kong dollars and [REDACTED] on the Stock Exchange

[REDACTED]

“H Shareholder(s)”

holder(s) of our H Share(s)

“Hengqin Tuowei”

Tuowei (Guangdong Hengqin) Semiconductor Technology Co., Ltd. (拓緯(廣東橫琴)半導體科技有限公司), a limited liability company established under the laws of the PRC on February 28, 2025, and our direct wholly-owned subsidiary

[REDACTED]

“HKSAR”

Hong Kong Special Administrative Region

[REDACTED]

DEFINITIONS

[REDACTED]

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

[REDACTED]

“IFRS Accounting Standards”	International Financial Reporting Accounting Standards, as issued by the International Accounting Standards Board
“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]

DEFINITIONS

[REDACTED]

“International Sanctions”

all applicable laws and regulation to economic sanctions, export controls, trade embargoes and wider prohibitions and restrictions on international trade and investment related activities, including those adopted administered and enforced by the U.S. Government, the EU and its member states, the United Kingdom, UN or Government of Australia

[REDACTED]

“Latest Practicable Date”

July 6, 2026, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication

[REDACTED]

“Listing Rules”

the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with GEM of the Stock Exchange
“Mr. Li”	Mr. LI Weicon (李偉聰), our executive Director, general manager and Controlling Shareholder
“Nomination Committee”	the nomination committee of the Board

[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“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
“PRC GAAP”	PRC Generally Accepted Accounting Principles

DEFINITIONS

“PRC Legal Advisor”	Global Law Office, our legal advisor as to 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
“Pre-[REDACTED] Equity Incentive Plan”	our Company’s equity incentive plan approved by the Shareholders’ meeting on December 13, 2021
“document” or “Document”	this document being issued in connection with the [REDACTED]
	[REDACTED]
“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 China
“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)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, comprising Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of our Share(s)
“Sole Sponsor”	the sole sponsor as named in “Directors and Parties Involved in the [REDACTED]” in this document

[REDACTED]

“STA”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
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DEFINITIONS

[REDACTED]

“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC
“Tianjin Vergiga”	Tianjin Vergiga Semiconductor Co., Ltd. (天津市威兆半導體有限公司), a limited liability company established under the laws of the PRC on November 24, 2023, and our direct wholly-owned subsidiary
“Track Record Period”	the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026
“Treasury Share(s)”	the Share(s) our Company repurchased and holds in treasury; unless otherwise specified, Treasury Shares are excluded when calculating the percentage of shareholding or voting power of our Company in this document
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	United States Securities Act of 1933 and the rules and regulations promulgated thereunder

[REDACTED]

“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“Unlisted Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are subscribed for and paid up in Renminbi and not listed or traded on any stock exchange
“VAT”	value-added tax
“Vergiga Zhoushan”	Vergiga Integrated Circuit (Zhoushan) Co., Ltd. (威兆集成電路(舟山)有限公司), a limited liability company established under the laws of the PRC on September 4, 2025, our direct wholly-owned subsidiary

DEFINITIONS

“Weizhuyexin”	Zhejiang Free Trade Zone Weizhuyexin Technology Partnership (Limited Partnership) (浙江自貿區威鑄燁芯科技合夥企業(有限合夥)), formerly known as Zhuhai Weizhuyexi Technology Partnership (Limited Partnership) (珠海市威鑄燁矽科技合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on December 10, 2021, our employee shareholding platform
“Zhoushan Jicheng”	Zhoushan Leading Integrated Circuit Partnership (Limited Partnership) (舟山市領先集成電路合夥企業(有限合夥)), formerly known as Zhuhai Hengqin Vergiga Semiconductor Investment Partnership (Limited Partnership) (珠海橫琴威兆半導體投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on March 12, 2020, our employee shareholding platform and one of our Controlling Shareholders
“Zhoushan Tuowei”	Zhoushan Tuowei Semiconductor Technology Partnership (Limited Partnership) (舟山市拓緯半導體科技合夥企業(有限合夥)), formerly known as Zhuhai Hengqin Vergiga Tuowei Semiconductor Technology Partnership (Limited Partnership) (珠海橫琴威兆拓緯半導體科技合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on March 12, 2020 and one of our Controlling Shareholders
“Zhuhai Haochen”	Zhuhai Haochen Semiconductor Co., Ltd. (珠海市浩辰半導體有限公司), a limited liability company established under the laws of the PRC on April 8, 2020, and our direct wholly-owned subsidiary
“Zhuhai Vergiga”	Zhuhai Vergiga Semiconductor Co., Ltd. (珠海市威兆半導體有限公司), a limited liability company established under the laws of the PRC on September 23, 2020, and our direct wholly-owned subsidiary
“%”	percent

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.

For ease of reference, the names of the PRC established companies or entities, laws or regulations 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.