

DEFINITIONS

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

“Accountant’s Report”	the Accountant’s report of our Company, the text of which is set out in Appendix I to this document
“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 (formerly known as the Financial Reporting Council of Hong Kong)
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on June 26, 2025 with effect from the [REDACTED] and as amended from time to time, a summary of which is set out in Appendix V to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board of Directors” or “Board”	the board of Directors
“Bright Shine”	Bright Shine Worldwide Inc., a company incorporated in Samoa on January 3, 2020 and a member of our Single Largest Shareholder Group
“Business Day” or “business day”	a day on which banks in Hong Kong are open generally for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

[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, references in this document to “China”, “Chinese Mainland” and the “PRC” do not apply to Hong Kong, Macau and Taiwan, China
“close associate(s)”	has the meaning ascribed to it under the Listing Rules

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“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”, “our Company” or “the Company”	Silicon-Magic Semiconductor Technology (Hangzhou) Co., Ltd. (芯邁半導體技術(杭州)股份有限公司), (formerly known as Hangzhou Silicon Magic Semiconductor Technology Co., Ltd.* (杭州芯邁半導體技術有限公司)), a company established under the laws of the PRC on September 17, 2019 and converted into a joint stock company with limited liability on June 25, 2025
“Company Law” or “PRC Company Law”	Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time, which was last amended on December 29, 2023
“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
“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 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 to the [REDACTED]
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“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. Huh”	Dr. Huh Youm, our vice chairperson and executive Director
“Dr. Ren”	Dr. Ren Yuancheng (任遠程), our chairperson, executive Director, chief executive officer and a member of our Single Largest Shareholder Group
“Dr. Su”	Dr. Su Hui-Lun (蘇慧倫), our executive vice president of administration and a joint company secretary and a member of our Single Largest Shareholder Group

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“ESOP Platforms” the partnerships set up for the implementation of [REDACTED] ESOP, namely Hangzhou Moxin, Smart Advantage and Smart Wealth

“Extreme Conditions” extreme conditions as announced by the government of Hong Kong in the case where a super typhoon or other natural disaster of a substantial scale seriously affects the working public’s ability to resume work or brings safety concern for a prolonged period

“Export Control and Sanctions Counsel” Stephen Peepels, Esq.

[REDACTED]

“F&S” or “Industry Consultant” or “Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent global market research and consulting company

[REDACTED]

“Greater China” for the purposes of this document, include the PRC, Hong Kong, Macau, and Taiwan, China

“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 published by the Stock Exchange effective from January 1, 2024 (as amended from time to time)

“Hangzhou Moxin” Hangzhou Moxin Corporate Management Partnership (L.P.)* (杭州模芯企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on May 27, 2020, one of the ESOP Platforms and a member of our Single Largest Shareholder Group

“Hangzhou Qinxin” Hangzhou Qinxin Semiconductor Technology Co., Ltd.* (杭州親芯半導體技術有限責任公司), a company established in the PRC with limited liability on May 26, 2020 and a member of our Single Largest Shareholder Group

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“Hangzhou Xintong” Hangzhou Xintong Semiconductor Technology Co., Ltd.* (杭州芯通半導體技術有限公司), a company established in the PRC with limited liability on July 20, 2023 and a direct wholly-owned subsidiary of our Company

“Hangzhou Xinzu” Hangzhou Xinzu Semiconductor Co., Ltd.* (杭州芯逐半導體有限公司) a company established in the PRC with limited liability on March 23, 2023 and a non wholly-owned subsidiary of our Company

[REDACTED]

“HK\$” or “Hong Kong dollars” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

[REDACTED]

“Hong Kong Stock Exchange” or
“Stock Exchange”

The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

“H Share(s)”

overseas [REDACTED] foreign share(s) in the share capital of our Company, with a nominal value of RMB[REDACTED] each, which are to be subscribed for and [REDACTED] in Hong Kong dollars and for which an application has been made for the granting of [REDACTED] and permission to [REDACTED] on the Stock Exchange

[REDACTED]

“IFRS”

IFRS Accounting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board

“Independent Third Party(ies)”

any person(s) or entity(ies) which, to the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, is not a connected person of our Company within the meaning of the Listing Rules

DEFINITIONS

[REDACTED]

“Korea” or “South Korea”	the Republic of Korea
“KRW” or “Won”	Korean won, the lawful currency of South Korea
“Latest Practicable Date”	July 13, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document before its publication

[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
“Macau”	the Macau Special Administrative Region of the PRC

DEFINITIONS

“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“Nomination Committee”	the nomination committee of the Board

[REDACTED]

“PRC Company Law”	Company Law of the People’s Republic of China (中華人民共和國公司法) as amended, supplemented or otherwise modified from time to time
“PRC Cybersecurity Law”	Cybersecurity Law of the People’s Republic of China (中華人民共和國網絡安全法) as amended, supplemented or otherwise modified from time to time
“PRC Data Security Law”	Data Security Law of the People’s Republic of China (中華人民共和國數據安全法) as amended, supplemented or otherwise modified from time to time
“PRC Legal Adviser”	Jia Yuan Law Offices, our legal adviser as to PRC laws
“[REDACTED] ESOP”	the employee share incentive plan adopted by the Company on September 15, 2020 and modified on December 25, 2024, details of which are set in “Appendix VII — Statutory and General Information — D. [REDACTED] ESOP” to this document

DEFINITIONS

“[REDACTED] Investment(s)” the investment(s) in our Group undertaken by the [REDACTED] Investors before the [REDACTED], details of which are set out in the section headed “History, Development and Corporate Structure — [REDACTED] Investments” in this document

“[REDACTED] Investor(s)” the investor(s) who participated in our [REDACTED] Investments, details of which are set out in the section headed “History, Development and Corporate Structure — [REDACTED] Investments” in this document

[REDACTED]

“document” this document being issued in connection with the [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 of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)

“SAIC” the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), currently known as SAMR

“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), formerly known as SAIC

“SASAC” the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)

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

“SFC” the Securities and Futures Commission of Hong Kong

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Xinxing”	Shanghai Xinxing Semiconductor Technology Co., Ltd.* (上海芯星半導體技術有限公司), a company established in the PRC with limited liability on September 19, 2022 and a direct wholly-owned subsidiary of our Company
“Share(s)”	ordinary shares in the capital of our Company with a nominal value of RMB1.00 each prior to the [REDACTED] and RMB[REDACTED] each upon the completion of the [REDACTED], comprising Unlisted Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of our Share(s)
“[REDACTED]”	the [REDACTED] of each Share in the Company’s issued share capital with a nominal value of RMB1.00 into [REDACTED] Shares with a nominal value of RMB[REDACTED] each prior to the [REDACTED], the details of which are set out in “History, Development and Corporate Structure — [REDACTED]”
“Single Largest Shareholder Group”	collectively, Hangzhou Moxin, Hangzhou Qinxin, Smart Advantage, Smart Wealth, Bright Shine, Dr. Ren and Dr. Su
“Smart Advantage”	Smart Advantage Limited Partnership (智益有限合夥企業), a limited liability partnership registered in Samoa on February 19, 2020, one of the ESOP Platforms of our Group and a member of our Single Largest Shareholder Group
“Smart Wealth”	Smart Wealth Limited Partnership (智富有限合夥企業), a limited liability partnership registered in Samoa on February 19, 2020, one of the ESOP Platforms of our Group and a member of our Single Largest Shareholder Group
“SMI”	Silicon Mitus Inc., a company incorporated in South Korea with limited liability on February 5, 2007 and an indirect wholly-owned subsidiary of our Company

[REDACTED]

DEFINITIONS

“Sole Sponsor” and “[REDACTED]”	Huatai Financial Holdings (Hong Kong) Limited
	[REDACTED]
“State Council”	the State Council of the People’s Republic of China (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisor”	the supervisor of our Company
“Takeovers Code”	the Code on Takeovers and Mergers published by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period comprising three financial years ended December 31, 2023, 2024 and 2025 and the four months ended April 30, 2026
	[REDACTED]
“United States” or “U.S.”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“Unlisted Share(s)”	ordinary share(s) in the share capital of our Company, with a nominal value of RMB[REDACTED] each, which are not [REDACTED] on any stock exchange
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“US\$” or “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“%”	per cent

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. 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.

For ease of reference, in this document, “” denotes translation of certain PRC established companies or entities, laws or regulations into English for identification purposes only. If there is any inconsistency, the Chinese versions shall prevail.*