
DEFINITIONS

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

“A Share(s)”	ordinary shares issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in Renminbi
“Accountants’ Report”	the accountants’ report of our Company for the Track Record Period, as included 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
“Articles” or “Articles of Association”	the articles of association of our Company, as amended, which shall become effective on the [REDACTED], a summary of which is set out in Appendix III to this document
“Audit Committee”	the audit committee of the Board
“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]

“China”, “Chinese Mainland” or “PRC”	the People’s Republic of China, unless the context requires otherwise, excluding, for the purposes of this document only, the regions of Hong Kong, Macau and Taiwan of the People’s Republic of China
“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

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“Company”, “our Company”, or “the Company”	Giantec Semiconductor Corporation (聚辰半導體股份有限公司) (previously known as Giantec Semiconductor (Shanghai) Co., Ltd.* (聚辰半導體(上海)有限公司)), a PRC company established on November 13, 2009, the A Shares of which have been listed on the Shanghai Stock Exchange STAR Market (SHSE: 688123)
“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)
“Director(s)”	the director(s) of our Company
“DLA Piper”	DLA Piper Singapore Pte. Ltd.
“EIT”	the enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《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”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below

[REDACTED]

“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our industry consultant
“Frost & Sullivan Report”	an industry report commissioned by us and independently prepared by Frost & Sullivan

[REDACTED]

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“Group”, “our Group”, “the Group”, “we”, “us”, or “our”	our Company and our subsidiaries from time to time, and where the context 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 in December 2023
“H Share(s)”	shares in the share capital of our Company with a nominal value of RMB1.00 each, to be [REDACTED] and [REDACTED] on the Hong Kong Stock Exchange [REDACTED]
“H Shareholder(s)”	holder(s) of our H Share(s)
“HK” or “Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”, “HK dollars” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

**“Hong Kong Takeovers Code” or
“Takeovers Code”** Codes on Takeovers and Mergers and Share Buy-backs
issued by the SFC

[REDACTED]

“IFRS” IFRS 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 our
connected persons

[REDACTED]

“International Sanctions” any measures enacted by jurisdictions as trade or economic
sanctions against foreign countries, governments, entities or
persons by restricting the enacting jurisdictions’ nationals
from making assets or services available, directly or
indirectly, to them, dealing with their assets or otherwise
conducting commercial transactions with them

[REDACTED]

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[REDACTED]

“Latest Practicable Date” July 20, 2026, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication

[REDACTED]

“Listing Committee” the Listing Committee of the Hong Kong Stock Exchange

“[REDACTED]” the date, expected to be on or about [REDACTED] on which the H Shares are to be [REDACTED] on the Stock Exchange and on which [REDACTED] in the H Shares are to be first permitted to commence on the Hong Kong Stock Exchange

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

“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

“Major Subsidiaries” the major subsidiaries of our Company listed in “History and Corporate Structure — Our Major Subsidiaries”, being subsidiaries that (i) contributed 10% or more of our consolidated total assets, net assets, revenue or total profits in any year during the Track Record Period; or (ii) hold any material business qualifications, permits or intellectual property rights in relation to the principal business activities of our Group

“Ministry of Finance” or “MOF” Ministry of Finance of the PRC (中華人民共和國財政部)

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“**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, as amended, modified and/or otherwise supplemented from time to time

“**PRC Legal Advisors**” Global Law Office

“**PRC Securities Law**” 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

[REDACTED]

DEFINITIONS

[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Evaluation Committee”	the remuneration and evaluation committee of the Board
“Restricted Share Incentive Plans”	the 2021 Restricted Share Incentive Plan, the 2022 Restricted Share Incentive Plan, the 2023 Restricted Share Incentive Plan and the 2025 Restricted Share Incentive Plan, the principal terms of which are set out in “Statutory and General Information — D. Our Incentive Plans” in Appendix IV to this document
“RMB” or “Renminbi”	Renminbi, the lawful currency of Mainland 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)
“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 share capital of our Company, with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Single Largest Group of Shareholders”	refers to Mr. CHEN Zuotao (陳作濤), Mr. CHEN Zuoning (陳作寧), Shanghai Tianhao Technology Co., Ltd.* (上海天壕科技有限公司) and Tianhao Investment Group Co., Ltd.* (天壕投資集團有限公司)
“Sole Sponsor”, “Sponsor”	the sponsor as named in “Directors and Parties Involved in the [REDACTED]”

[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

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“Tianhao Investment”	Tianhao Investment Group Co., Ltd.* (天壕投資集團有限公司), a limited liability company established under the laws of the PRC on December 12, 1997, one of our Single Largest Group of Shareholders
“Tianhao Technology”	Shanghai Tianhao Technology Co., Ltd.* (上海天壕科技有限公司) (previously known as Jiangxi Huguang Investment Management Co., Ltd.* (江西和光投資管理有限公司)), a limited liability company established under the laws of the PRC on January 22, 2014, one of our Single Largest Group of Shareholders
“Track Record Period”	the years ended December 31, 2023, 2024 and 2025 and the three months ended March 31, 2026
“Trial Measures”	the 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”), promulgated by the CSRC on February 17, 2023
“U.S.”, “US” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdictions
“U.S. dollars”, “US 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]

“VAT”	value-added tax
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[REDACTED]

“%”	per cent
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In this document, the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “core connected person(s)”, “connected transaction(s)”, “subsidiary(ies)”, and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

DEFINITIONS

Unless otherwise specified, in this document:

- (a) 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; and
- (b) 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; in the event of any inconsistency, the Chinese versions shall prevail.