

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.

“A Share(s)”	ordinary share(s) 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 for the Track Record Period, 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”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the articles of association of our Company, which shall become effective from the [REDACTED], and as amended from time to time, a summary of which is set out in Appendix III to this Document
“Associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“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) on which banks in Hong Kong are generally open for normal banking business
“CAGR”	compound annual growth rate

[REDACTED]

“China” or “PRC”	the People’s Republic of China (中華人民共和國) and for the purposes of this Document only, excluding Hong Kong, Macau and Taiwan
“Chongqing Xingyu”	Chongqing Xingyu Automotive Lighting Systems Co., Ltd.* (重慶星宇車燈有限公司), a limited liability company established in the PRC on September 16, 2025, our wholly owned subsidiary

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“CNAS”	China National Accreditation Service for Conformity Assessment (中國合格評定國家認可委員會)
“Companies Ordinance”	the Companies Ordinance (Cap. 622), 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 (Cap. 32), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Changzhou Xingyu Automotive Lighting Systems Co., Ltd. (常州星宇車燈股份有限公司), a joint stock company with limited liability established in the PRC on May 18, 2000, the A Shares of which have been listed on the Shanghai Stock Exchange (601799.SH)
“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”	Ms. Zhou, Xingyu Investment and Ms. Sun Exiao, as a group of controlling shareholders. For further details, see “Relationship with our Controlling Shareholders”
“Corporate Governance Code”	the Appendix C1 to the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Deputy Chairperson of Our Board”	The deputy chairperson of our Board
“Director(s)”	the director(s) of our Company
“EIT Law”	Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》)
“Employee Stock Scheme”	A Share Employee Stock Ownership Scheme
“ESG”	Environment, social and governance
“Extreme Conditions”	extreme conditions caused by 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 as announced by the government of Hong Kong
“Filing Rules”	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》)

DEFINITIONS

[REDACTED]

“Foshan Xingyu”

Xingyu Foshan Automotive Lighting Systems Co., Ltd.* (佛山星宇車燈有限公司), a limited liability company established in the PRC on January 16, 2013, our wholly owned subsidiary

[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” or “Listing Guide”

the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange as amended, supplemented or otherwise modified from time to time

“H Share(s)”

ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which are to be [REDACTED] for and [REDACTED] in HK dollars and to be [REDACTED] on the Stock Exchange

[REDACTED]

DEFINITIONS

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

[REDACTED]

“IFRS Accounting Standards”	IFRS Accounting 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]

DEFINITIONS

[REDACTED]

“Jilin Xingyu”

Jilin Xingyu Automotive Lighting Systems Co., Ltd.* (吉林省星宇車燈有限公司), a limited liability company established in the PRC on April 23, 2013, our wholly owned subsidiary

[REDACTED]

“Latest Practicable Date”

July 22, 2026, being the latest practicable date for ascertaining certain information 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

“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

“MIIT”

the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)

“MOFCOM”

the Ministry of Commerce of the PRC (中華人民共和國商務部)

“Ms. Zhou”

Ms. Zhou Xiaoping (周曉萍), an Executive Director, Chairperson of our Board and General Manager of our Company

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“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)
“Non-Competition Undertaking”	the Non-Competition Undertakings executed by Ms. Zhou in January 2011
“Nomination Committee”	the nomination committee of the Board
“NPC”	the National People’s Congress (全國人民代表大會)

[REDACTED]

“PBOC”	People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Legal Advisor”	JunHe LLP (北京市君合律師事務所), our legal advisor as to PRC laws

[REDACTED]

DEFINITIONS

[REDACTED]

“Remuneration and Evaluation Committee”	the remuneration and evaluation committee of the Board
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reporting Accountants”	HLB Hodgson Impey Cheng Limited
“RSD”	Serbian Dinar, the lawful currency of the Republic of Serbia
“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)
“SCNPC”	the Standing Committee of the National People’s Congress (全國人民代表大會常務委員會)
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Cap. 571), as amended, supplemented, or otherwise modified from time to time
“Serbia”	the Republic of Serbia
“Serbian Legal Advisor”	Kopilović & Kopilović Law Firm, our legal advisor as to Serbian laws
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) of our Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shareholder(s)”	holder(s) of our Share(s)
“Sole Sponsor” or “Sponsor”	Huatai Financial Holdings (Hong Kong) Limited
“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

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“Strategy and ESG committee”	the strategy and ESG committee of the Board
“Subsidiary(ies)”	has the meaning ascribed to it under the Listing Rule
“Substantial shareholders”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	the Codes 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 three financial years ended December 31, 2025 and the three months ended March 31, 2026

[REDACTED]

“UNECE”	The United Nations Economic Commission for Europe (UNECE) is a regional body of the UN that develops and harmonizes international technical regulations and standards. It was established in 1947 in order to promote economic cooperation and integration among its member states
“United States” or the “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States

[REDACTED]

“VAT”	value-added tax
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[REDACTED]

“Xinghang Import & Export”	Changzhou Xinghang Import and Export Trading Co., Ltd.* (常州星航進出口貿易有限公司), a limited liability company established in the PRC on February 20, 2023, our wholly owned subsidiary
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“Xinghui Digital Technology”	Changzhou Xinghui Digital Technology Co., Ltd.* (常州星輝數字技術有限公司), a limited liability company established in the PRC on October 31, 2024, our wholly owned subsidiary
“Xingyi Investment”	Changzhou Xingyi Investment Management Co., Ltd.* (常州星一投資管理有限公司), a limited liability company established in the PRC on November 4, 2010, wholly owned by Ms. Zhou Xiaoping
“Xingyu Delaware”	Xingyu Automotive Lighting Systems Delaware Corporation (星宇車燈(特拉華)有限公司)*, a limited liability company established in Delaware, US on January 5, 2026, our indirectly wholly owned subsidiary
“Xingyu EU”	Xingyu Automotive Lighting Systems Europe GmbH (星宇車燈(歐洲)有限公司)*, a limited liability company established in Munich, Germany on November 7, 2012, our wholly owned subsidiary
“Xingyu HK”	Xingyu Automotive Lighting (Hong Kong) Co., Ltd. (星宇車燈(香港)有限公司), a private company limited by shares incorporated in Hong Kong on November 6, 2013, our wholly owned subsidiary
“Xingyu Intelligent”	Changzhou Xingyu Intelligent Automotive Electronic Technology Co., Ltd.* (常州星宇智能汽車電子科技有限公司), a limited liability company established in the PRC on June 30, 2016, our wholly owned subsidiary
“Xingyu Investment”	Changzhou Xingyu Investment Management Co., Ltd.* (常州星宇投資管理有限公司), a limited liability company established in the PRC on February 25, 2010, wholly owned by Ms. Zhou Xiaoping
“Xingyu Japan”	Xingyu Automotive Lighting Systems Japan Corporation* (星宇車燈日本株式會社), a limited liability company established in Japan on August 19, 2019, our wholly owned subsidiary
“Xingyu Mexico”	Xingyu Automotive Lighting Systems Mexico, S. de R.L. de C.V. (星宇車燈(墨西哥)有限公司)*, a limited liability company established in Coahuila, Mexico on August 8, 2023, our indirectly wholly owned subsidiary
“Xingyu North Carolina”	Xingyu Automotive Lighting Systems North Carolina LLC (星宇車燈(北卡羅萊納)有限公司)*, a limited liability company established in North Carolina, USA on January 12, 2026, our indirectly wholly owned subsidiary

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“Xingyu Robot”	Changzhou Xingyu Intelligent Robot Co., Ltd.* (常州星宇智能機器人有限公司), a limited liability company established in the PRC on October 10, 2025, a subsidiary 70% owned by us
“Xingyu Serbia”	Xingyu Automotive Lighting Systems d.o.o. Niš (星宇車燈(塞爾維亞)有限公司)*, a limited liability company established in Serbia on October 30, 2019, our wholly owned subsidiary
“Xingyu USA”	Xingyu Automotive Lighting Systems USA Co., Ltd. (星宇車燈(美國)有限公司)*, a limited liability company established in Texas, US on November 3, 2023, our indirectly wholly owned subsidiary
“Xingyu Zhixing”	Shanghai Xingyu Intelligent Mobility Technology Co., Ltd.* (上海星宇智行技術有限公司), a limited liability company established in the PRC on February 16, 2023, our wholly owned subsidiary
“%”	Percent

In this document, the terms “associate,” “close associate,” “connected person,” “core connected person,” “connected transaction,” “controlling shareholder” 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.*