

DEFINITIONS

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.

“1H2025”	the six months ended June 30, 2025
“1H2026”	the six months ended June 30, 2026
“Accountants’ Report”	the accountants’ report of our Company prepared by Ernst & Young, details of which are set out in Appendix I
“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 of Association” or “Articles”	the articles of association of our Company, conditionally adopted on [●] with effect from the [REDACTED], and as amended, supplemented or otherwise modified from time to time, a summary of which is set out in Appendix III — Summary of Articles of Association
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“BIS”	Bureau of Industry and Security
“Board” or “our Board”	the board of Directors
“business day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
	[REDACTED]
“Cathay Diesel Holdings”	Cathay Diesel Holdings Ltd. a limited liability company incorporated in the Cayman Islands on March 30, 1993, and one of our Controlling Shareholders
	[REDACTED]
“China”, “Chinese mainland” or “PRC”	the People’s Republic of China which, for the purpose of this document and for geographical reference only, excluding Hong Kong, Macao Special Administrative Region of the People’s Republic of China, and Taiwan Region
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

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“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	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”, “the Company”, or “GYMGP”	Guangxi Yuchai Marine and Genset Power Co., Ltd. (廣西玉柴船電動力股份有限公司), a limited liability company established in the PRC on January 10, 2017 and converted into a joint stock company with limited liability on December 31, 2025
“Compliance Advisor”	Anglo Chinese Corporate Finance, Limited
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context otherwise requires, refers to GYMCL, HLTS, Earnest Assets, Cathay Diesel Holdings, Tsang & Ong, GSGH, Youngstar, CYI, HL Technology Systems Pte. Ltd., Hong Leong (China) Limited, Well Summit Investments Limited, HLA, Starich Investments, HLCH, HLE, HLIH, Yulin Dayingjia, Yulin Changyingjia and Yulin Zhongli. See “Relationship with Our Controlling Shareholders” in this document for details
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSDCC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“CYI”	China Yuchai International Limited, an exempted company incorporated in Bermuda with limited liability on April 29, 1993, whose shares are listed on the NYSE with the stock code of CYD, and one of our Controlling Shareholders
“CYI Group”	CYI and its subsidiaries from time to time
“Director(s)” or “our Director(s)”	the director(s) of our Company
“Dr. Huang”	Dr. Huang Yongzhong (黃永仲), an executive Director and chief technology officer of our Company
“EAR”	the Export Administration Regulations, 15 C.F.R. Parts 730–774, as administered by the U.S. Department of Commerce, Bureau of Industry and Security
“Earnest Assets”	Earnest Assets Limited, a limited liability company incorporated in the British Virgin Islands on May 16, 1994, and one of our Controlling Shareholders
“EIT”	the PRC enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the People’s Republic of China (《中華人民共和國企業所得稅法》), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“ESG”	environmental, social and governance
“ESG Committee”	the environmental, social and governance committee of the Board
“EU”	the European Union

[REDACTED]

“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 serious affects the working public’s ability to resume work or brings safely concern for a prolonged period
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[REDACTED]

“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an Independent Third Party
“Frost & Sullivan Report”	an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this document
“FY2023”	the financial year ended December 31, 2023
“FY2024”	the financial year ended December 31, 2024
“FY2025”	the financial year ended December 31, 2025

[REDACTED]

“Group”, “our Group”, “our”, “we” or “us”	our Company and all of its subsidiaries from time to time
“GSGH”	Goldman Sachs Guangxi Holdings (BVI) Ltd., a limited liability company incorporated in the British Virgin Islands on March 29, 1993, and one of our Controlling Shareholders
“Guangxi”	Guangxi Zhuang Autonomous Region of the PRC
“Guangxi SASAC”	The State-owned Assets Supervision and Administration Commission of the State Council of the People’s Government of Guangxi Zhuang Autonomous Region* (廣西壯族自治區國有資產管理委員會)
“Guide for New Listing Applicants”	the Guide for New Listing Applicants, as published by the Hong Kong Stock Exchange as amended, supplemented or otherwise modified from time to time

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“GY”	Guangxi Yuchai Machinery Group Co., Ltd. (廣西玉柴機器集團有限公司), a limited liability company incorporated in the PRC in August 1992. As at the Latest Practicable Date, it was controlled by Guangxi SASAC
“GY Entities”	GY and its subsidiaries from time to time, each a GY Entity
“GYMCL”	Guangxi Yuchai Machinery Co., Ltd. (廣西玉柴機器股份有限公司), a joint stock company with limited liability incorporated in the PRC in August 1992, and one of our Controlling Shareholders
“GYMCL Connected Persons”	GYMCL and its associates but excluding our Group
“GYMCL Group”	GYMCL and its subsidiaries but excluding our Group
“GYMCL Related Parties”	GYMCL and such subsidiaries and joint ventures of GYMCL who are our related parties under IFRS and referred to in the Accountants’ Report, each a GYMCL Related Party
“H Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which is/are to be [REDACTED] for and [REDACTED] in HK dollars and to be [REDACTED] on the Hong Kong Stock Exchange
	[REDACTED]
“HK\$” or “Hong Kong dollars” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“HLA”	Hong Leong Asia Ltd. (豐隆亞洲有限公司), a limited liability company incorporated in the Republic of Singapore on August 30, 1963, whose shares are listed on the main board of the Singapore Stock Exchange with the stock code of H22, and one of our Controlling Shareholders
“HLA Group”	HLA, together with its subsidiaries from time to time
“HLCH”	Hong Leong Corporation Holdings Pte. Ltd, a limited liability company incorporated in the Republic of Singapore on October 18, 2001, and one of our Controlling Shareholders
“HLCH Group”	HLCH, together with its subsidiaries from time to time
“HLE”	Hong Leong Enterprises Pte. Ltd., a limited liability company incorporated in the Republic of Singapore on May 26, 1982, and one of our Controlling Shareholders
“HLIH”	Hong Leong Investment Holdings Pte. Ltd., a limited liability company incorporated in the Republic of Singapore on April 14, 1948, and one of our Controlling Shareholders
“HLIH Group”	HLIH, together with its subsidiaries from time to time
“HLTS”	Hong Leong Technology Systems (BVI) Ltd., a limited liability company incorporated in the British Virgin Islands on March 31, 1993, and one of our Controlling Shareholders
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“IFRS”	the International Financial Reporting Standards
“Independent Customers”	customers other than the Related Parties

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“Independent Third Party(ies)”	any entity(ies) or person(s) who is not a connected person of our Company within the meaning of the Hong Kong Listing Rules
“Independent Suppliers”	suppliers other than the Related Parties

[REDACTED]

“International Sanctions Legal Advisor”	King & Wood, our legal advisor as to international sanctions laws in respect of international sanctions risk analysis
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[REDACTED]

“Joint Sponsors”	the joint sponsors of the [REDACTED] as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this document
“Latest Practicable Date”	August 24, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
“Limited Partnership Platforms”	Yulin Changyingjia, Yulin Zhongli and Yulin Dayingjia

[REDACTED]

DEFINITIONS

[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 Hong Kong Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. NF Chan”	Mr. Chan Ngai Fan (陳毅奮), an independent non-executive Director
“Mr. Chen”	Mr. Chen Hai (陳海), our non-executive Chairman of the Board and a non-executive Director
“Mr. Fan”	Mr. Fan Hao (范皓), an independent non-executive Director
“Mr. Lu”	Mr. Lu Yuming (陸玉明), an executive Director and chief financial officer of our Company
“Mr. Ning”	Mr. Ning Xingyong (寧興勇), an executive Director and general manager of our Company
“Mr. Neo”	Mr. Neo Poh Kiat (梁寶吉), a non-executive Director
“Ms. Fan”	Ms. Fan Conghui (范叢慧), an independent non-executive Director
“Ms. Mak”	Ms. Mak Sin Ki (麥善琪), a joint company secretary of our Company
“Ms. Su”	Ms. Su Minghong (蘇鳴紅), a non-executive Director
“Ms. Ye”	Ms. Ye Yashi (葉雅詩), a joint company secretary of our Company
“MTU Yuchai”	MTU Yuchai Power Co., Ltd. (玉柴安特優動力有限公司), a limited liability company established in the PRC on January 18, 2017, and a 50-50 joint venture between our Company and Rolls-Royce
“Nanyue Fuel Injection”	Nanyue Fuel Injection Systems Co., Ltd (南岳電控(衡陽)工業技術股份有限公司) a limited liability company established in the PRC on January 2, 1994 and converted into a joint stock company with limited liability on June 3, 2015
“NDRC”	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)
“Nomination Committee”	the nomination committee of the Board
“NYSE”	the New York Stock Exchange

DEFINITIONS

[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	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”	generally accepted accounting principles in the PRC
“Primary Sanction”	U.S. sanctions applicable to U.S. persons or activities involving a U.S. nexus (e.g., funds transfers in U.S. currency or activities involving goods subject to the United States EAR, even if performed by non-U.S. persons)

[REDACTED]

“R&D”	research and development
“Regulation S”	Regulation S under the U.S. Securities Act
“Related Parties”	GY Entities, GYMCL Related Parties and MTU Yuchai, being those entities who are our related parties under IFRS and referred to in the Accountants’ Report, each a Related Party
“Relevant Sanctions Jurisdiction”	any jurisdiction that is relevant to our Company and has sanctions related law or regulation restricting, among other things, its nationals and/or entities which are incorporated or located in that jurisdiction from directly or indirectly making assets or services available to or otherwise dealing in assets of certain countries, governments, persons or entities targeted by such law or regulation

DEFINITIONS

“Remuneration Committee”	the remuneration committee of our Board
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Rolls-Royce”	Rolls-Royce Solutions GmbH, a company incorporated in Germany with limited liability in 1909, and a subsidiary of Rolls-Royce Power Systems AG
“SAFE”	the State Administration of 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)
“Sanctioned Country”	Any country or territory subject to a general and comprehensive export, import, financial or investment embargo under sanctions related law or regulation of a Relevant Sanctions Jurisdiction
“Sanctioned Target”	any person or entity (i) designated on any list of targeted persons or entities issued under the sanctions-related law or regulation of a Relevant Sanctions Jurisdiction; (ii) that is, or is owned or controlled by, a government of a Sanctioned Country; or (iii) that is the target of sanctions under the law or regulation of a Relevant Sanctions Jurisdiction because of a relationship of ownership, control, or agency with a person or entity described in (i) or (ii)
“Secondary Sanctions”	U.S. sanctions applied extra-territorially to the activities of non-U.S. persons even when the transaction has no U.S. nexus
“SDN”	the persons or entities designated on the Specially Designated Nationals and Blocked Persons List maintained by the U.S. Department of the Treasury’s Office of Foreign Assets Control
“SFC”	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 capital of our Company with a nominal value of RMB1.00 each, which after the [REDACTED] will comprise H Shares
“Shareholder(s)”	holder(s) of our Share(s)
“Simlan Technology”	Yuchai Simlan Technology Co., Ltd. (玉柴芯藍新能源動力科技有限公司), a limited liability company established under the laws of the PRC on August 16, 2021. As of the Latest Practicable Date, it was a non-wholly owned subsidiary of GYMCL, in which GYMCL held approximately 98.2%
“Singapore Stock Exchange”	Singapore Exchange Securities Trading Limited
	[REDACTED]
“STA”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)

DEFINITIONS

[REDACTED]

“Starich Investments”	Starich Investments Pte. Ltd., a limited liability company incorporated in the Republic of Singapore on July 13, 1983, and one of our Controlling Shareholders
“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, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Strategy Committee”	the strategy committee of the Board
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	FY2023, FY2024, FY2025 and 1H2026
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“Trial Measures”	The Trial Measures for the Administration on 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, which became effective on March 31, 2023, as amended, supplemented or otherwise modified from time to time
“Tsang & Ong”	Tsang & Ong Nominees (BVI) Ltd., a limited liability company incorporated in the British Virgin Islands on March 30, 1993, and one of our Controlling Shareholders
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the U.S.
“U.S. Securities Act”	United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“Unlisted Share(s)”	ordinary 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
“VAT”	value-added tax
“Yichen Power”	Anhui Yichen United Power Technology Co., Ltd.* (安徽翊宸聯合動力科技股份有限公司) (previously known as Y & C Engine Co., Ltd (玉柴聯合動力股份有限公司), a joint stock company with limited liability incorporated in the PRC in August 2009. As of the Latest Practicable Date, GYMCL held approximately 45.0% of its shares

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“Youngstar”	Youngstar Holdings Limited, a limited liability company incorporated in the British Virgin Islands on March 16, 1993, and one of our Controlling Shareholders
“Yuchai Deyou”	Guangxi Yuchai Deyou Engine Systems Co., Ltd.* (廣西玉柴德優發動機系統有限公司), a limited liability company established under the laws of the PRC on December 22, 2021, and a direct wholly-owned subsidiary of our Company as of the Latest Practicable Date
“Yuchai Machinery Exclusive”	Yuchai Machinery Exclusive Sales Development Co., Ltd.* (廣西玉柴機器專賣發展有限公司), a limited liability company established under the laws of the PRC on January 28, 2000. As of the Latest Practicable Date, it was a non-wholly owned subsidiary of GYMCL, in which GYMCL held approximately 71.8%
“Yuchai Power Solutions”	Guangxi Yuchai Marine and Genset Power Solutions Co., Ltd* (廣西玉柴船電發電設備有限公司), a limited liability company established under the laws of the PRC on July 10, 2025, and a non-wholly owned subsidiary of the Company, in which the Company owned as to 75% of its equity interest, and Guangxi Yuchai Power Machinery Co., Ltd (廣西玉柴動力股份有限公司), a subsidiary of GY owned as to 25% of its equity interest as of the Latest Practicable Date
“Yulin Changyingjia”	Yulin Changyingjia Investment Partnership Enterprise* (玉林長盈家投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on September 7, 2023 and one of our Controlling Shareholders
“Yulin Dayingjia”	Yulin Dayingjia Investment Partnership Enterprise* (玉林大盈家投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on September 7, 2023 and one of our Controlling Shareholders
“Yulin Zhongli”	Yulin Zhongli Investment Partnership Enterprise* (玉林衆利投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on June 24, 2024 and one of our Controlling Shareholders
“%”	percent

Certain amounts and percentage figures included in the 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.

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including our subsidiaries) 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. English translations of company names and other terms from the Chinese language are provided for identification purposes only.

Unless otherwise expressly stated or the context otherwise requires, all data in this document is as of the Latest Practicable Date.

* For identification purposes only