
DEFINITIONS AND ACRONYMS

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

DEFINITIONS

“Accountants’ Report”	the accountants’ report for the Track Record Period prepared by Deloitte Touche Tomatsu, the text of which is set out in Appendix I to this document
“Articles of Association” or “Articles”	the articles of association of our Company, conditionally adopted on January 15, 2026 with effect from the [REDACTED], as amended from time to time, a summary of which is set out in “Appendix V — Summary of Articles of Association” to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board

[REDACTED]

“Bad Weather Signal”	has the meaning ascribed to it under the Listing Rules
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[REDACTED]

“Board” or “Board of Directors”	the board of Directors
“business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	The British Virgin Islands

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[REDACTED]

“CASBE”	China Accounting Standards for Business Enterprises
“China” 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 otherwise, references in this document to “China” and the “PRC” do not apply to Hong Kong, the Macau Special Administrative Region and Taiwan
“close associates(s)”	has the meaning ascribed to it 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
“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”	Ningbo Sunny Smart Autotech Company Limited (寧波舜宇智行科技股份有限公司), a joint stock company with limited liability established in the PRC on November 12, 2025
“Company Law” or “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
“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 Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, unless the context requires otherwise, refers to Sunny Group, Sunny Zhejiang Optics, Sunny Optical Overseas, Sun Xiang Optical, Sun Yu Optical, Sunny Optical Technology, Summit Technology (HK) and Summit Technology (BVI) and a Controlling Shareholder shall mean each or any of them
“Conversion of Unlisted Shares to H Shares”	the conversion of [1,000,000,000] Unlisted Shares in aggregate held by [2] existing Shareholders into H Shares upon the completion of the [REDACTED]. Such conversion of Unlisted Shares into H Shares and an application for the H Shares to be [REDACTED] on the Stock Exchange has been filed with the CSRC on [●], 2026. The CSRC issued the filing notice on [●], 2026 in respect of the [REDACTED] and the application for listing of the H Shares on the Stock Exchange

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[REDACTED]

“Director(s)”

the director(s) of our Company

“EIT Law”

the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法), as enacted by the NPC on March 16, 2007 and effective on January 1, 2008, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“Extreme Conditions”

extreme conditions as announced by the government of Hong Kong

[REDACTED]

“Frost & Sullivan”

Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a global market research and consulting company, which is 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

[REDACTED]

“Group”

our Company and all of our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)

“Guide” or “Guide for New Listing Applicants”

The Guide for New Listing Applicants, as published by the Stock Exchange on November 29, 2023 and effective on January 1, 2024, as amended or supplemented or otherwise modified from time to time

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“H Share(s)” shares of our Company for which an application has been made for [REDACTED] and permission to trade on the Stock Exchange

[REDACTED]

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

“Hong Kong dollar(s)” or “HK\$” Hong Kong dollar(s), the lawful currency of Hong Kong

[REDACTED]

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[REDACTED]

“Independent Third Party(ies)”	individuals or company(ies), who or 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
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[REDACTED]

“International Sanctions”	all applicable laws and regulations, as amended and supplemented from time to time, related 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., the European Union, the United Kingdom, Australia, the United Nations and other relevant sanctions authorities
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“International Trade Legal Advisor”	Ashurst Perkins Coie Tokyo (Ashurst Perkins Coie Horitsu Jimusho Gaikokuho Kyodo Jigyo), our legal advisor as to International Sanctions, U.S. outbound investment laws and U.S. tariffs in connection with the Listing
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[REDACTED]

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“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

[REDACTED]

“Listing Committee” the listing sub-committee of the board of directors of the Stock Exchange

[REDACTED]

“Listing Rules” or “Hong Kong Listing Rules” the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or 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 operated in parallel with the Growth Enterprise Market of the Stock Exchange

“Nomination Committee” the nomination committee of the Board

[REDACTED]

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“Pillar Two Rules”	the rules implementing the global minimum tax framework developed by the Organisation for Economic Co-operation and Development, including the Global Anti-Base Erosion Model Rules, as transposed into applicable local law, pursuant to which certain multinational enterprise groups are subject to a minimum effective tax rate in each jurisdiction in which they operate
“PRC government”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organizations of such government or, as the context requires, any of them
“PRC Legal Advisor”	Jingtian & Gongcheng, our legal advisor as to PRC laws in connection with the [REDACTED]
“Practice Note 15”	Practice Note 15 to the Listing Rules

[REDACTED]

“Primary Sanctioned Activity”	has the meaning ascribed to it under Chapter 4.4 of the Guide
“Qualified Institutional Buyer” or “QIB”	a qualified institutional buyer within the meaning of Rule 144A under the U.S. Securities Act

[REDACTED]

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[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Renminbi” or “RMB”	the lawful currency of the PRC
“Reorganization”	the offshore and onshore reorganization as set out in section headed “History, Reorganization and Corporate Structure—The Reorganization” in this document

[REDACTED]

“Retained Sunny Optical Technology Group”	Sunny Optical Technology and its subsidiaries, excluding our Group
“Rule 144A”	Rule 144A under the U.S. Securities Act
“Secondary Sanctionable Activity”	has the meaning ascribed to it under Chapter 4.4 of the Guide
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“SA”	Summit Autotech Limited (賽米特汽車技術有限公司), a company incorporated in Hong Kong on November 12, 2025 and a wholly owned subsidiary of our Company
“SAV”	Sunny Automotive Vina Company Limited, a limited liability company established in Vietnam on November 12, 2019 and a wholly owned subsidiary of our Company
“SAOV”	Sunny Automotive Optech Vina Company Limited, a limited liability company established in Vietnam on October 5, 2023 and a wholly owned subsidiary of our Company
“Share(s)”	ordinary share(s) with par value RMB1.00 each in the share capital of the Company
“Shareholder(s)”	holder(s) of our Share(s)

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“Smart Vista”	Smart Vista Technologies Company Limited (慧景技術有限公司), a company incorporated in Hong Kong on July 10, 2015
	[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, a wholly owned subsidiary of Hong Kong Exchange and Clearing Limited
	[REDACTED]
“Strategy and Development Committee”	the strategy and development 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
“Summit Technology (BVI)”	Summit Optics Technology Limited, a company incorporated under the laws of BVI with limited liability on July 6, 2006, and one of our Controlling Shareholders
“Summit Technology (HK)”	Summit Optical Technology Limited, a company incorporated under the laws of Hong Kong with limited liability on May 4, 2006, and one of our Controlling Shareholders
“Sunny Automotive Optech”	Ningbo Sunny Automotive Optech Co., Ltd. (寧波舜宇車載光學技術有限公司), a limited liability company established in the PRC on April 10, 2008 and a wholly owned subsidiary of our Company
“Sunny Group”	Sunny Group Co., Ltd. (舜宇集團有限公司), a limited liability company established in the PRC on June 9, 1993
“Sunny Optical Technology”	Sunny Optical Technology (Group) Company Limited (舜宇光學科技(集團)有限公司), an exempted company incorporated in the Cayman Islands with limited liability on September 21, 2006, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2382), and one of our Controlling Shareholders
“Sunny Optical Technology Group”	Sunny Optical Technology and all of its subsidiaries from time to time, including our Group
“Sunny Optical Overseas”	Sunny Optical Overseas Limited (舜宇光學海外有限公司), a company incorporated under the laws of Hong Kong with limited liability on October 21, 2005, and one of our Controlling Shareholders

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“Sunny SmartLead”	Zhejiang Sunny SmartLead Technologies Co., Ltd. (浙江舜宇智領技術有限公司), a limited liability company established in the PRC on November 23, 2015 and a wholly owned subsidiary of our Company
“Sun Xiang Optical”	Sun Xiang Optical Overseas Limited (舜享光學海外有限公司), a company incorporated under the laws of BVI with limited liability on July 6, 2006, and one of our Controlling Shareholders
“Sun Yu Optical”	Sun Yu Optical Technology Limited (舜宇光學科技有限公司), a company incorporated under the laws of BVI with limited liability on July 6, 2006, and one of our Controlling Shareholders
“Sunny Zhejiang Optics”	Zhejiang Sunny Optics Co., Ltd. (浙江舜宇光學有限公司), a limited liability company established in the PRC on December 29, 2001, and one of our Controlling Shareholders
“Track Record Period”	the years ended December 31, 2025 and the six months ended June 30, 2026

[REDACTED]

“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “US dollars”	United States dollar(s), the lawful currency of the United States
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“we,” “us” or “our”	the Company or the Group, as the context requires
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ACRONYMS

“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“CAGR”	compounded annual growth rate, which is calculated by dividing the amount at the end of the period by the amount of the beginning of that period, raising the result to an exponent of one divided by the number of years in the period, and subtracting one from the subsequent result
	[REDACTED]
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“ESG”	environmental, social and corporate governance
	[REDACTED]
“IASB”	International Accounting Standards Board
“IFRS”	International Financial Reporting Standards
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“STA”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“VAT”	value-added tax

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in the 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.

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Certain amounts and percentage figures included in this document were subjected to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be arithmetic aggregation of the figures preceding them.

For the purpose of this document, references to “provinces” of China include provinces, municipalities under direct administration of the central government and provincial-level autonomous regions.