

DEFINITIONS

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

“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
“A-Share Listing”	public offering and listing of A Shares of our Company on the STAR Market of the Shanghai Stock Exchange under the stock code 688220 in January 2022
“Accountant’s Report”	the accountant’s report of our Company for the Track Record Period, as 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 of Association” or “Articles”	the articles of association of our Company adopted on September 2, 2026, which will become effective upon the [REDACTED] and as amended from time to time, 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” or “business day”	any day on which banks in Hong Kong are generally open for normal banking business and which is not a Saturday, Sunday or public holiday in Hong Kong
“CAGR”	compound annual growth rate
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“China” or “the PRC”	the People’s Republic of China
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended 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 from time to time

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“Company” or “our Company”	ASR Microelectronics Co., Ltd. (翱捷科技股份有限公司)(formerly known as ASR Microelectronics (Shanghai) Co., Ltd. (翱捷科技(上海)有限公司)), a joint stock company established in the PRC with limited liability on April 30, 2015, the A Shares of which have been listed on the Shanghai Stock Exchange (SSE: 688220)
“Company Law” or “PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), as amended from time to time
“Compliance Advisor”	Rainbow Capital (HK) Limited
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)” or “our Director(s)”	the director(s) of our Company
“downstream customer(s)”	primarily module manufacturers and device manufacturers that purchase our ASR-branded products from our distributors for incorporation into their modules or products
“EIT”	enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法), as amended from time to time
“EU”	European Union
“Extreme Conditions”	extreme conditions as announced by the government of Hong Kong
[REDACTED]	[REDACTED]
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a market research and consulting company and an Independent Third Party, which prepared the Frost & Sullivan Report
“Frost & Sullivan Report”	an independent market research report prepared by Frost & Sullivan for the purpose of this document
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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“Great ASR1”	Great ASR1 Limited, a company incorporated in Hong Kong on August 31, 2020, which is a member of our Single Largest Group of Shareholders and an employee shareholding platform of our Group
“Great ASR2”	Great ASR2 Limited, a company incorporated in Hong Kong on August 31, 2020, which is a member of our Single Largest Group of Shareholders and an employee shareholding platform of our Group
“Group,” “our Group,” “our,” “we” or “us”	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 its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

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“Hong Kong dollars,” “HK dollars,” “HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“IFRS Accounting Standards”	the 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, having made all reasonable inquiries, are not our connected persons
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“International Sanctions”	all applicable laws and regulations 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. government, the European Union and its member states, the United Kingdom, United Nations or Government of Australia
“International Sanctions Legal Advisor”	Hogan Lovells Cadwalader International LLP, the legal advisor to our Company as to U.S. outbound investment rules, U.S. export control and International Sanctions laws

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Latest Practicable Date”	September 7, 2026, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication
[REDACTED]	[REDACTED]
“Listing Committee”	the Listing Committee of the Stock Exchange
[REDACTED]	[REDACTED]
“Listing Guide” or “Guide for New Listing Applicants”	the Guide for New Listing Applicants as published by the Stock Exchange, as amended from time to time
“Listing Rules” or “Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange, which is independent from and operated 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)
“Mr. TAI”	Mr. TAI Po Ka (戴保家), our founder, the chairperson of the Board, an executive Director, the chief strategy officer of our Company and one of a member Single Largest Group of Shareholders
“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)

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“Ningbo Jiexin”	Ningbo Jiexin Ruiwei Enterprise Management Partnership (Limited Partnership)(寧波捷芯睿微企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on July 20, 2020, which is a member of our Single Largest Group of Shareholders and an employee shareholding platform of our Group
“Ningbo Jieyu Ruixin”	Ningbo Jieyu Ruixin Enterprise Management Consulting Co., Ltd. (寧波捷宇銳芯企業管理諮詢有限公司), a limited company established in the PRC on June 22, 2020, which is wholly owned by Mr. TAI
“Nomination Committee”	the nomination committee of the Board
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Overseas Listing Trial Measures”	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), as amended from time to time
“PBOC”	the People’s Bank of China (中國人民銀行)
“PRC GAAP”	generally accepted accounting principles in the PRC
“PRC Legal Advisor”	Merits & Tree Law Offices, the legal advisor to our Company as to the laws of the PRC

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“R&D”	research and development
[REDACTED]	[REDACTED]
“Reporting Accountants”	PricewaterhouseCoopers
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
[REDACTED]	[REDACTED]
“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)
“STA”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Securities Law” or “PRC Securities Law”	the Securities Law of the PRC (中華人民共和國證券法), as amended from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Stock Exchange, Shanghai Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shanghai
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, comprising A Shares and upon [REDACTED], H Shares
“Shareholder(s)”	holder(s) of our Share(s)

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“Single Largest Group of Shareholders”	Mr. TAI, Ningbo Jiexin, Great ASR1 and Great ASR2
“STAR Market”	the Science and Technology Innovation Board of the Shanghai Stock Exchange
[REDACTED]	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Strategy and ESG Committee”	the strategy and ESG committee of the Board
“subsidiary(ies)”	has the meaning ascribed to it under the Companies Ordinance
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended from time to time
“Track Record Period”	the years ended December 31, 2023, 2024 and 2025 and the six months ended June 30, 2026
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“United States,” “USA” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. dollars,” “US\$” or “USD”	United States dollars, the lawful currency of the United States
[REDACTED]	[REDACTED]
“VAT”	value added tax
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“2023 Restricted Share Incentive Scheme”	the restricted share incentive scheme as adopted by our Company on November 15, 2023 and as amended from time to time, the principal terms of which are summarized in “Appendix IV — Statutory and General Information — C. Share Incentive Schemes”

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“2023 Share Appreciation Rights Incentive Scheme” the share appreciation rights incentive scheme as adopted by our Company on November 15, 2023 and as amended from time to time, the principal terms of which are summarized in “Appendix IV — Statutory and General Information — C. Share Incentive Schemes”

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.

In this document the terms “associate(s),” “close associate(s),” “connected person(s),” “core connected person(s),” “connected transaction(s),” “substantial shareholder(s)” and “treasury share(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires. The terms “SEHK,” “SSE,” “SZSE” and “NASDAQ” are abbreviations for The Stock Exchange of Hong Kong Limited, the Shanghai Stock Exchange, the Shenzhen Stock Exchange and the Nasdaq Stock Market, respectively. Abbreviations for academic degrees and professional qualifications used in this document shall have their usual meanings, such as “MBA” for Master of Business Administration and “Ph.D.” for Doctor of Philosophy.

For ease of reference, the names of PRC laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of 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.