

## 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.*

"Articles" or "Articles of Association"	the articles of association of our Company, conditionally adopted on December 20, 2021 with effect from the [REDACTED], and as amended from time to time, a summary of which is set out in Appendix V to this document
"Board" or "Board of Directors"	the board of Directors of our Company
"Business day" or "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
"CAC"	the Cyberspace Administration of China (中國國家互聯網信息辦公室)

[REDACTED]

## DEFINITIONS

[REDACTED]

"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" or "our Company" or "the Company"	Zhejiang Leapmotor Technology Co., Ltd. (浙江零跑科技股份有限公司), a limited liability company established under the laws of the PRC on December 24, 2015 and converted into a joint stock limited liability company in the PRC on April 30, 2021
"CSDC"	China Securities Depository and Clearing Corporation Limited

## DEFINITIONS

"CSDC (Hong Kong)"	China Securities Depository and Clearing (Hong Kong) Company Limited
"Dahua Technology"	Zhejiang Dahua Technology Co., Ltd. (浙江大華技術股份有限公司), a joint stock company established under the laws of the PRC, whose shares are listed on the Shenzhen Stock Exchange (stock code: 002236), and a shareholder and connected person of our Company
"Director(s)"	director(s) of our Company
"Domestic Share(s)"	ordinary share(s) issued by the Company, with a nominal value of RMB1.00 each, which is/are subscribed for or credited as paid in Renminbi
"EIT Law"	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
"Employee Incentive Schemes"	collectively, Share Award Scheme I, Share Award Scheme II and Pre-[REDACTED] Share Option Scheme
"Exchange Participant(s)"	a person: (a) who, in accordance with the Hong Kong Listing Rules, may trade on or through the Hong Kong Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Hong Kong Stock Exchange as a person who may trade on or through the Hong Kong Stock Exchange
"Extreme Conditions"	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
"FRC"	the Financial Reporting Council of Hong Kong
	[REDACTED]
"Group" or "our Group" or "we" or "us"	our Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the context may require)

## DEFINITIONS

"H Share(s)"	overseas listed foreign Share(s) issued or to be issued by the Company with a nominal value of RMB1.00 each, which is/are to be subscribed for and traded in HK dollars and is/are to be listed on the Hong Kong Stock Exchange
"H Share Registrar"	[REDACTED]
"Hangzhou Xintu"	Hangzhou Xintu Technology Co., Ltd. (杭州芯圖科技有限公司), a limited liability company established under the laws of the PRC and a member of the Single Largest Group of Shareholders
"HK\$" or "HK dollars"	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
	[REDACTED]
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
"HKSCC Nominees"	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules" or "Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

[REDACTED]

## DEFINITIONS

[REDACTED]

"Hong Kong Stock Exchange" or "Stock Exchange" the Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

"Huaruijie Technology" Zhejiang Huaruijie Technology Co., Ltd. (浙江華銳捷技術有限公司), a limited liability company established under the laws of the PRC and is held as to 51% by Dahua Technology, 20% by the Company, 15% by Ningbo Huaqi Enterprise Management L.P. (寧波華汽企業管理合夥企業(有限合夥)) and 14% by Ningbo Hualing Venture Capital L.P. (寧波華綾創業投資合夥企業(有限合夥)), and a connected person of the Company

"IFRS" International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and the International Accounting Standards and interpretation issued by the International Accounting Standards Committee

"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

## DEFINITIONS

[REDACTED]

"Joint Sponsors"

J.P. Morgan Securities (Far East) Limited, China International Capital Corporation Hong Kong Securities Limited, Citigroup Global Markets Asia Limited and CCB International Capital Limited

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"Latest Practicable Date"	September 12, 2022, 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 Committee of the Hong Kong Stock Exchange
	[REDACTED]
"Macau"	the Macau Special Administrative Region of the PRC
"Main Board"	the stock market (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
"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)
"Mr. Fu"	Mr. Fu Liquan (傅利泉), a member of the Single Largest Group of Shareholders and the spouse of Ms. Chen
"Mr. Zhu"	Mr. Zhu Jiangming (朱江明), the chairperson of the Board, an executive Director and chief executive officer of our Company, a member of the Single Largest Group of Shareholders and the spouse of Ms. Liu
"Ms. Chen"	Ms. Chen Ailing (陳愛玲), the spouse of Mr. Fu and a member of the Single Largest Group of Shareholders
"Ms. Liu"	Ms. Liu Yunzhen (劉雲珍), the spouse of Mr. Zhu and a member of the Single Largest Group of Shareholders
"MOFCOM"	the Ministry of Commerce of the PRC (中華人民共和國商務部)
"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)

## DEFINITIONS

- "Ningbo Gulin" Ningbo Gulin Equity Investment L.P. (寧波顧麟股權投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on December 29, 2017 and a member of the Single Largest Group of Shareholders
- "Ningbo Hualing" Ningbo Hualing Venture Capital L.P. (寧波華綾創業投資合夥企業(有限合夥)), (formerly known as Ningbo Hualing Investment Management Partnership (Limited Partnership) (寧波華凌投資管理合夥企業(有限合夥))), a limited partnership established under the laws of the PRC on January 22, 2018 and a member of the Single Largest Group of Shareholders
- "Ningbo Huayang" Ningbo Huayang Venture Capital L.P. (寧波華暘創業投資合夥企業(有限合夥)), formerly known as Ningbo Huayang Investment Management L.P. (寧波華暘投資管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on November 7, 2017 and a member of the Single Largest Group of Shareholders
- "Ningbo Jinghang" Ningbo Jinghang Enterprise Management L.P. (寧波景航企業管理合夥企業(有限合夥)), (formerly known as Ningbo Jinghang Equity Investment Partnership (Limited Partnership) (寧波景航股權投資合夥企業(有限合夥))) a limited partnership established under the laws of the PRC on September 11, 2017 and a member of the Single Largest Group of Shareholders

[REDACTED]



## DEFINITIONS

[REDACTED]

"PBOC"

the People's Bank of China (中國人民銀行), the central bank of the PRC

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"PRC" or "China"	the People's Republic of China. For the purposes of this document only and except where the context requires otherwise, excludes Hong Kong, Macau and Taiwan
"PRC Company Law"	the Company Law of the PRC (《中華人民共和國公司法》), as enacted by the 5th session for the Standing Committee of the 8th National People's Congress on December 29, 1993 and became effective on July 1, 1994, as amended, supplemented or otherwise modified from time to time
"PRC Legal Advisor"	Grandway Law Offices, the PRC legal advisors of our Company
"Pre-[REDACTED] Investment(s)"	the Pre-[REDACTED] investments in our Company undertaken by the Pre-[REDACTED] Investors, details of which are set out in the section headed "History, Development and Corporate Structure" in this document
"Pre-[REDACTED] Investor(s)"	the investor(s) who participated in our Pre-[REDACTED] Investments, details of which are set out in the section headed "History, Development and Corporate Structure" in this document
"Pre-[REDACTED] Share Option Scheme"	the pre-[REDACTED] share option scheme as adopted by the Company on June 22, 2022, the principal terms of which are summarized in "Appendix VI — Statutory and General Information — Further Information about Our Directors, Supervisors, Management and Substantial Shareholders — 5. Employee Incentive Schemes"

[REDACTED]

## DEFINITIONS

"province"	a province or, where the context requires, a provincial level autonomous region or municipality, under the direct supervision of the central government of the PRC
"Regulation S"	Regulation S under the U.S. Securities Act
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"Rule 144A"	Rule 144A under the U.S. Securities Act
"SAFE"	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
"SAT"	the State Administration of Taxation 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, supplemented or otherwise modified from time to time
"SFC"	the Securities and Futures Commission of Hong Kong
"Share(s)"	ordinary shares in the share capital of our Company with a nominal value of RMB1.00 each, comprising Domestic Share(s), Unlisted Foreign Share(s) and H Share(s)
"Shareholder(s)"	holder(s) of our Shares
"Share Award Schemes"	collectively, Share Award Scheme I and Share Award Scheme II
"Share Award Scheme I"	the share award scheme as adopted by the Company in January 2021, the principal terms of which are summarized in "Appendix VI — Statutory and General Information — Further Information about Our Directors, Supervisors, Management and Substantial Shareholders — 5. Employee Incentive Schemes"

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"Share Award Scheme II"	the share award scheme as adopted by the Company in January 2021, the principal terms of which are summarized in "Appendix VI — Statutory and General Information — Further Information about Our Directors, Supervisors, Management and Substantial Shareholders — 5. Employee Incentive Schemes"
"Shanghai Stock Exchange"	the Shanghai Stock Exchange (上海證券交易所)
"Shenzhen Stock Exchange"	the Shenzhen Stock Exchange (深圳證券交易所)
"Single Largest Group of Shareholders"	refers to collectively Mr. Zhu, Mr. Fu, Ms. Liu, Ms. Chen, Hangzhou Xintu, Ningbo Hualing, Ningbo Huayang, Ningbo Jinghang, Ningbo Gulin and Wanzai Mingzhao
"Special Regulations"	the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》), which was promulgated by the State Council on August 4, 1994, as amended, supplemented or otherwise modified from time to time
	[REDACTED]
"State Council"	State Council of the People's Republic of China (中華人民共和國國務院)
"subsidiary(ies)"	has the meaning ascribed thereto in section 15 of the Companies Ordinance
"Supervisor(s)"	member(s) of Supervisory Committee
"Supervisory Committee"	supervisory committee of the Company
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buybacks 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, 2019, 2020 and 2021, and the three months ended March 31, 2022

## DEFINITIONS

"U.S." or "United States"	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"U.S. Securities Act"	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
[REDACTED]	
"Unlisted Foreign Share(s)"	ordinary share(s) issued by the Company, with a nominal value of RMB1.00 each, which is/are subscribed for or credited as paid in a currency other than Renminbi, held by foreign investors and not listed on any stock exchange
"US\$" or "U.S. dollars"	United States dollars, the lawful currency of the United States
"U.S. Export Control Legal Advisor"	Pillsbury Winthrop Shaw Pittman LLP, the U.S. export control legal adviser of our Company
"Wanzai Mingzhao"	Wanzai Mingzhao Consulting Service Center L.P. (萬載明昭諮詢服務中心(有限合夥)), a limited partnership established under the laws of the PRC on November 28, 2017 and a member of the Single Largest Group of Shareholders

*In this document, the terms "associate," "close associate," "connected person," "core connected person," "connected transaction," and "substantial shareholder" shall have the meanings given to such terms in the Hong Kong 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.*

*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 and in the event of any inconsistency, the Chinese versions shall prevail.*