

DEFINITIONS

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

“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 the Company adopted on March 23, 2023 which will become effective upon the [REDACTED] and as amended from time to time, a summary of which is set out in Appendix V to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Beijing CHJ”	Beijing CHJ Automotive Co., Ltd. (北京車和家信息技術有限公司), a limited liability company established in the PRC on April 10, 2015, which is a consolidated affiliated entity controlled by Li Auto Inc., and one of our Pre-[REDACTED] Investors
“BIS”	the U.S. Bureau of Industry and Security
“Board” or “Board of Directors”	the board of Directors of our Company
“Board of Supervisors”	the board of Supervisors of our Company
“Business Day” or “business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong and any day on which tropical cyclone warning no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong) on which banks in Hong Kong are generally open for normal banking business

[REDACTED]

DEFINITIONS

[REDACTED]

“Chairman”

chairman of the Board

“Changshu iMotion”

iMotion Automotive Technology (Changshu) Co., Ltd. (知行汽車科技(常熟)有限公司), a limited liability company established in the PRC on December 4, 2017, and a wholly-owned subsidiary of our Company

DEFINITIONS

“Chery”	Chery Automobile Co., Ltd. (奇瑞汽車股份有限公司), an automotive manufacturing company established in the PRC on January 8, 1997, a customer of our Group
“China,” “PRC” or the “People’s Republic of China”	the People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires, references in this document to “China” and the “PRC” do not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“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
“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,” “we,” “our,” or “us”	iMotion Automotive Technology (Suzhou) Co., Ltd. (知行汽車科技(蘇州)股份有限公司), a limited liability company established in the PRC on December 27, 2016 and converted into a joint stock company with limited liability on December 29, 2022
“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 thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. SONG Yang, Lanchi Platform, Zichi Platform, Suzhou Hongchi and Suzhou Luchi

DEFINITIONS

“Conversion of Domestic Shares into H Shares”	the conversion of 79,487,685 Domestic Shares into H Shares on a one-for-one basis upon the completion of [REDACTED]. Filing of such conversion of Domestic Shares into H shares has been completed with the CSRC on May 30, 2023 and an application for H Shares to be [REDACTED] on the Stock Exchange has been made to the Listing Committee
“COVID-19”	a viral respiratory disease caused by the severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
“CSDC”	China Securities Depository and Clearing Co., Ltd. (中國證券登記結算有限責任公司)
“CSDC (Hong Kong)”	China Securities Depository and Clearing (Hong Kong) Co., Ltd (中國證券登記結算(香港)有限責任公司)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets
“Data Protection Laws”	a variety of local, national and international laws, directives, and regulations that apply to the collection, use, retention, protection, security, disclosure, transfer, and other processing of personal data in the different jurisdictions in which we operate
“Denied Persons List”	the list of individuals and entities that have been denied export privileges, and any dealings with a party on this list that would violate the terms of its denial order are prohibited pursuant to Section 764.3(a)(2) of the EAR
“Director(s)”	the director(s) of our Company, including all executive, non-executive and independent non-executive directors
“Domestic Share(s)”	ordinary shares in the share capital of our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are not [REDACTED] on the Stock Exchange

DEFINITIONS

“Dongfeng”	Dongfeng Motor Group Co., Ltd. (東風汽車集團有限公司), an automotive manufacturing company established in the PRC on May 18, 2001 and listed on the Stock Exchange (stock code: 489), together with its subsidiaries including, Dongfeng Liuzhou MOTOR Co., Ltd. (東風柳州汽車有限公司), and one of its branches, Dongfeng Passenger Vehicle Company (東風汽車集團股份有限公司乘用車公司), a customer of the Group
“EAR”	Export Administration Regulations administered by the BIS which regulates exports and reexports (including in-country transfers) of commercial and dual-use products, software and technology (collectively, “Items”)
“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, supplemented or otherwise modified from time to time
“Employee Incentive Scheme”	the employee incentive scheme as adopted on April 25, 2019 and further revised on December 24, 2021, the principal terms of which are summarized in “Appendix VI — Statutory and General Information — D. Employee Incentive Scheme”
“Entity List”	the list of parties set forth in Supplement No. 4 to Part 744 of the EAR, which are prohibited from receiving Items subject to the EAR unless a licence has been obtained (in most cases, a license is required irrespective of end use; in some cases involving certain parties on the Entity List, a license is required only if Items subject to the EAR are used in support of specific types of production or exploration projects in Russia)
“ESG”	environment, social and governance
“EU”	European Union
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FIL”	Foreign Investment Law of the PRC (《中華人民共和國外商投資法》)

DEFINITIONS

“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company

“Frost & Sullivan Report” the report commissioned by the Company and independently prepared by Frost & Sullivan, a summary of which is set forth in the section headed “Industry Overview” in this document

“Geely” Geely Automobile Holdings Limited (吉利汽車控股有限公司), an automotive manufacturing company incorporated in the Cayman Islands with limited liability on October 9, 1997 and listed on Stock Exchange (stock code: 175)

“Geely Group” Geely and Zhejiang Geely Holding Group Company Limited (浙江吉利控股集團有限公司), being the ultimate holding company of Geely, together with their subsidiaries and joint ventures under their control, including ZEEKR and Polestar, a customer of our Group

[REDACTED]

“Great Wall Motor” Great Wall Motor Company Limited (長城汽車股份有限公司), an automotive manufacturing company established in the PRC on June 12, 2001 and listed on the Stock Exchange (stock code: 2333) and the Shanghai Stock Exchange (stock code: 601633), together with its subsidiaries, joint ventures and associates, a customer of our Group

[REDACTED]

“Group”, “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)

“H Share(s)” Shares of the Company which an application has been made for listing and permission to trade on the Stock Exchange with nominal value of RMB1.00 each

DEFINITIONS

[REDACTED]

“HL Klemove”	HL Klemove Corporation, a South Korean corporation specializing in autonomous driving solutions, and its wholly-owned subsidiary in the PRC, HL Klemove Suzhou
“HL Klemove Suzhou”	HL Klemove Electronics (Suzhou) Co., Ltd. (漢拿科銳動電子(蘇州)有限公司), a limited liability company established in the PRC on July 28, 2011, and one of our Pre-[REDACTED] Investors
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars,” “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“IASB”	International Accounting Standards Board
“IFRS”	the International Financial Reporting Standards, which as collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards and Interpretations issued by the IASB
“iMotion Electronics”	iMotion Electronics Technology (Suzhou) Co., Ltd. (知辛電子科技(蘇州)有限公司), a limited liability company established in the PRC on June 19, 2018, and a wholly-owned subsidiary of our Company
“Independent Third Party(ies)”	an individual or entities which, to the best of our Directors’ knowledge, information and belief, having made all reasonable inquiries, is not a connected person of our Company within the meaning of the Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“Joint Sponsors” Citigroup Global Markets Asia Limited, Huatai Financial Holdings (Hong Kong) Limited and CCB International Capital Limited

“Lanchi Platform” Suzhou Lanchi Management Consulting Partnership (L.P.) (蘇州藍馳管理諮詢企業(有限合夥)), a limited liability partnership established in the PRC on December 1, 2017, of which Mr. SONG Yang is the sole general partner, one of our employee incentive platforms and a member of our group of Controlling Shareholders

“Latest Practicable Date” September 26, 2023, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication

“Li Auto” Li Auto Inc., a NEV automaker company dual listed on the Stock Exchange (stock code: 2015) and NASDAQ (ticker symbol: LI), and Beijing CHJ

[REDACTED]

“Listing Committee” the Listing Committee of the Stock Exchange

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 Stock Exchange, which is independent from and operated in parallel with the GEM of the Stock Exchange
“Mixed Reform Fund”	China State-owned Enterprise Mixed Ownership Reform Fund Co., Ltd. (中國國有企業混合所有制改革基金有限公司), a limited liability company established in the PRC on December 24, 2020, and one of our Pre-[REDACTED] Investors
“Mobileye”	Mobileye Vision Technologies Ltd., which was incorporated in Israel in 1999 and Mobileye Global Inc., the publicly traded company, which is listed on the NASDAQ (ticker symbol: MBLY). Mobileye is primarily engaged in the development and deployment of ADAS and autonomous driving technologies and solutions, and is a supplier and customer of our Group
“MOFCOM”	Ministry of Commerce (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)
“New Arrangement”	the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region (《關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排》)
“non-mainland China resident individual”	individual holders of H Shares who are not residents of mainland China and whose names appear on the register of members of H Shares
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

DEFINITIONS

[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》) released by the CSRC on February 17, 2023 and took effect on March 31, 2023

“PBOC”

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

DEFINITIONS

“Polestar”	Polestar Automotive Holding UK PLC, an automotive manufacturer established in the United Kingdom on September 15, 2021 and listed on the NASDAQ (ticker symbol: PSNY), together with its subsidiaries, an OEM that deploys Supervision™ as acquired from us through an affiliate of Geely Group
“PRC Cyber Security Law”	Cybersecurity Law of the People’s Republic of China (《中華人民共和國網絡安全法》), as amended, supplemented or otherwise modified from time to time
“PRC GAAP”	People’s Republic of China Generally Accepted Accounting Principles (《中華人民共和國公認會計準則》)
“PRC Legal Advisors”	Jingtian & Gongcheng, PRC legal advisors to our Company
“PRC Securities Law”	the Securities Law of the PRC (《中華人民共和國證券法》), as enacted by the sixth meeting of the ninth Standing Committee of the NPC on December 29, 1998 and became effective on July 1, 1999, as amended, supplemented or otherwise modified from time to time
“Pre-[REDACTED] Investment(s)”	the pre-[REDACTED] investment(s) in our Company undertaken by the Pre-[REDACTED] Investor(s), details of which are set out in “History and Corporate Structure — Pre-[REDACTED] Investments”
“Pre-[REDACTED] Investor(s)”	the investor(s) of Pre-[REDACTED] Investment(s)

[REDACTED]

DEFINITIONS

[REDACTED]

“QIBs”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Renesas”	Renesas Electronics (China) Co., Ltd. (瑞薩電子(中國)有限公司), a limited liability company established in the PRC on June 12, 1998 and primarily engaged in research, development, design, manufacture, sale, and servicing of semiconductor products, which supplies certain raw materials to our Group through its distribution network
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“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”	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)
“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
“Shanghai iMotion”	Shanghai Aimoxing Automobile Technology Co., Ltd. (上海艾摩星汽車科技有限公司), a limited liability company established in the PRC on September 15, 2021, and a wholly-owned subsidiary of our Company
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所), a stock exchange operating independently in mainland China
“Share(s)”	shares in the share capital of our Company, with a nominal value of RMB1.00 each, comprising Domestic Shares and H Shares
“Shareholder(s)”	holders of our Shares

DEFINITIONS

“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所), a stock exchange operating independently in mainland China
“SME Fund”	Shenzhen Guozhong SME Development Private Equity Investment Fund Partnership (L.P.) (深圳國中中小企業發展私募股權投資基金合夥企業(有限合夥) (formerly known as SME Enterprise Development Fund (Shenzhen L.P.) (中小企業發展基金(深圳有限合夥)), a limited partnership established in the PRC on December 15, 2015, and one of our Pre-[REDACTED] Investors
“SOE”	state-owned enterprise
	[REDACTED]
“STA”	State Taxation Administration (中華人民共和國國家稅務總局)
“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
“subsidiary(ies)”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Sunny Optical”	Sunny Optical Technology (Group) Company Limited (舜宇光學科技(集團)有限公司), a manufacturer of integrated optical components and products, which was incorporated in the Cayman Islands with limited liability on September 21, 2006 and listed on the Stock Exchange (stock code: 2382), and its wholly-owned subsidiary Zhejiang Sunny SmartLead Technologies Co. Ltd (浙江舜宇智領技術有限公司), a supplier of our Group

DEFINITIONS

“SuperVision™”	a fully operational point-to-point assisted driving navigation solution on various road types, which includes cloud-based enhancements and supports OTA updates subject to the system’s operational domain design (ODD). Equipped with 11 cameras powered by two Mobileye’s EyeQ®5H SoCs, SuperVision™ has superior visual perception capabilities and offers one of the most comprehensive autonomous driving functions covering driving scenarios in its defined ODD. The intellectual property rights of Supervision™, including its trademark, belong to Mobileye. We acquire the base version of AD domain controllers from Mobileye and then act as the system integrator in the SuperVision™ projects before supplying the end products to our customers, and are responsible for vehicle integration, testing and validation. After the SuperVision™ projects entering into the series production stage, our work is primarily focused on (i) software flashing of the base version of AD domain controllers, (ii) functional testing, (iii) packaging, and (iv) delivery
“Supervisor(s)”	supervisor(s) of our Company
“Suzhou Hongchi”	Suzhou Hongchi Management Consulting Partnership (L.P.) (蘇州紅馳管理諮詢合夥企業(有限合夥)), a limited liability partnership established in the PRC on September 25, 2020, of which Mr. SONG Yang is the sole general partner, and a member of our group of Controlling Shareholders
“Suzhou Luchi”	Suzhou Luchi Management Consulting Partnership (L.P.) (蘇州綠馳管理諮詢合夥企業(有限合夥)), a limited liability partnership established in the PRC on July 20, 2022, of which Mr. SONG Yang is the sole general partner, and a member of our group of Controlling Shareholders
“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

DEFINITIONS

“Texas Instruments”	Texas Instruments China Sales Limited (德州儀器中國銷售有限公司), a limited liability company established in Hong Kong on October 20, 2015 and primarily engaged in the industry of electronic parts and equipment, which supplies certain raw materials and components to our Group through its distribution network
“Tianjin iMotion”	iMotion Automotive Technology (Tianjin) Co., Ltd. (知行汽車科技(天津)有限公司), a limited liability company established in the PRC on April 20, 2022, and a wholly-owned subsidiary of our Company
“Track Record Period”	the period comprising three years ended December 31, 2022 and the six months ended June 30, 2023
	[REDACTED]
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“Unverified List”	the list of parties set forth in Supplement No. 6 to Part 744 of the EAR whose bona fides the BIS has been unable to verify. License exceptions may not be used for exports, reexports, or transfers (in-country) to Unverified parties. A statement must be obtained from such parties prior to shipping items not subject to a license requirement. See Section 744.15 of the EAR
“U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“VAT”	value added tax

DEFINITIONS

[REDACTED]

“Zichi Platform”	Suzhou Zichi Management Consulting Partnership (L.P.) (蘇州紫馳管理諮詢合夥企業(有限合夥)), a limited liability partnership established in the PRC on April 30, 2020, of which Mr. SONG Yang is the sole general partner, one of our employee incentive platforms and a member of our group of Controlling Shareholders
“Zizhi Yihao”	Jiaxing Zizhi No. 1 Equity Investment Partnership (L.P.) (嘉興自知一號股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on August 31, 2015, which is ultimately controlled by Mr. HUANG Mingming (黃明明), and one of our Pre-[REDACTED] Investors
“%”	per cent

Certain amounts and percentage figures included in this 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 the PRC 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 official Chinese names are for identification purpose only.

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.