
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms and expressions have the meanings set forth below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this prospectus.

“Accountants’ Report of the Group”	the accountants’ report of our Group, the text of which is set out in Appendix IA to this prospectus
“Accountants’ Report of Lynway Vision”	the accountants’ report of Lynway Vision, the text of which is set out in Appendix IB to this prospectus
“Advanced Photoelectronic”	Advanced Photoelectronic Technology Limited (微晶先進光電科技有限公司), formerly known as Advanced Packaging Technology Limited (微晶先進封裝技術有限公司), a limited company established in Hong Kong on February 17, 2003, and member of our Controlling Shareholder Group
“affiliate”	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
“APT (HK)”	APT Electronics (HK) Co., Limited, a limited company established in Hong Kong on June 26, 2017, a wholly-owned subsidiary of our Company
“Articles of Association” or “Articles”	the articles of association of our Company, conditionally adopted on January 19, 2024 with effect from the Listing Date, and as amended from time to time, a summary of which is set out in Appendix V to this prospectus
“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

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“Capital Market Intermediaries”	the capital market intermediaries named in the section headed “Directors, Supervisors and Parties Involved in the Global Offering” of this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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, references in this document to “China” and the “PRC” do not apply to Hong Kong, Macau Special Administrative Region and Taiwan, China
“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
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, “the Company” or “APT Electronics”	APT Electronics Co., Ltd. (廣東晶科電子股份有限公司), formerly known as APT Electronics (Guangzhou) Ltd. (晶科電子(廣州)有限公司), a limited liability company established in the PRC on August 30, 2006, which was converted into a joint stock limited company in the PRC on December 3, 2015
“Company Law” or “PRC Company Law”	Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“Controlling Shareholder(s)” or “Controlling Shareholder Group”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Xiao, Mr. Chan, Mr. Yuan, APTESS Company Limited, Giant Power Limited, Ms. Loh, Advanced Photoelectronic, Jingyu Investment, Jingling Investment, Jingrui Investment and Jingshi Investment, as further detailed in the section headed “Relationship with Our Controlling Shareholder Group” in this prospectus

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“Conversion of Domestic Unlisted Shares into H Shares”	The conversion of 215,506,643 Domestic Unlisted Shares in aggregate held by 32 existing Shareholders into H Shares upon the completion of the Global Offering. Such conversion of Domestic Unlisted Shares into H Shares has been filed with the CSRC and CSRC has issued the filing notices in respect of the Global Offering and the conversion dated June 1, 2024 and September 30, 2024; and an application for H Shares to be listed on the Hong Kong Stock Exchange has been made to the Hong Kong Stock Exchange
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“CSDC (Hong Kong)”	China Securities Depository and Clearing (Hong Kong) Company Limited
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of our Company
“Domestic Unlisted 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 and not listed on any stock exchange
“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
“EU”	European Union
“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

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“Extreme Conditions”	the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to a super typhoon or other natural disaster of a substantial scale seriously affects the working public’s ability to resume work or brings safety concern for a prolonged period
“FINI”	“Fast Interface for New Issuance”, an online platform operated by HKSCC that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for all new listings
“GDP”	gross domestic product
“Geely Group”	Geely Holding and its subsidiaries
“Geely Holding”	Zhejiang Geely Holding Group Company Limited (浙江吉利控股集團有限公司), a limited liability company established in the PRC on March 24, 2003 and a connected person of our Company
“Geely Related Group”	includes (i) Geely Group, (ii) LI Shufu and his related companies other than Geely Group, and (iii) Yaoning Technology and its associates. Among the Geely Related Group, LI Shufu and his majority-controlled companies (including Geely Group) and Yaoning Technology and its associates are connected persons of our Company. LI Shufu is (i) the father of LI Xingxing, a substantial Shareholder by virtue of his interest in Yaoning Technology, and (ii) the father-in-law of ZHENG Xin, a non-executive Director, and hence LI Shufu is an associate of LI Xingxing under Rule 14A.12(2)(a) of the Listing Rules and a deemed connected person under Rule 14A.21(1)(a) of the Listing Rules. Accordingly, the majority-controlled companies of LI Shufu are connected persons of our Company under Rules 14A.12(2)(b) and 14A.21(1)(b) of the Listing Rules. For the avoidance of doubt, the related companies of LI Shufu other than his majority-controlled companies are not regarded as connected persons of our Company

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“Global Offering”	the Hong Kong Public Offering and the International Offering
“Group,” “our Group,” “we” or “us”	our Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the context may require)
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Share(s)”	overseas listed foreign shares in the share capital of our Company with nominal value of RMB1.00 each, which are to be subscribed for and traded in HK dollars and are to be listed on the Hong Kong Stock Exchange
“HK\$” or “HK dollars”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“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
“HKSCC Participant”	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
“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)
“Hong Kong Offer Shares”	the 3,360,000 H Shares initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to the Offer Size Adjustment Option and reallocation as described in “Structure of the Global Offering” in this prospectus)

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“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong (subject to the Offer Size Adjustment Option and reallocation as described in “Structure of the Global Offering” in this prospectus) at the Offer Price (plus brokerage, SFC transaction levies, AFRC transaction levy and Hong Kong Stock Exchange trading fees), on and subject to the terms and conditions described in this prospectus as further described in “Structure of the Global Offering — Hong Kong Public Offering” in this prospectus
“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
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement, dated October 30, 2024, relating to the Hong Kong Public Offering and entered into by, among others, our Company, Mr. Xiao, Mr. Yuan, Advanced Photoelectronic, the Sole Sponsor, the Sole Overall Coordinator and the Hong Kong Underwriters, as further described in the section headed “Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offering — Hong Kong Underwriting Agreement” in this prospectus
“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 to the best of our Directors’ knowledge, information and belief, is not a connected person of our Company within the meaning ascribed thereto under the Listing Rules

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“International Offer Shares”	the 30,240,000 H Shares initially offered by our Company for subscription pursuant to the International Offering (subject to the Offer Size Adjustment Option and reallocation as described in “Structure of the Global Offering” in this prospectus)
“International Offering”	the offer of the International Offer Shares by the International Underwriters at the Offer Price outside the United States in offshore transactions in accordance with Regulation S or any other available exemption from registration under the US Securities Act, as further described in “Structure of the Global Offering” in this prospectus
“International Underwriters”	the group of international underwriters expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the underwriting agreement expected to be entered into on or around Wednesday, November 6, 2024 by, among others, our Company, Mr. Xiao, Mr. Yuan, Advanced Photoelectronic, the Sole Sponsor, the Sole Overall Coordinator and the International Underwriters in respect of the International Offering, as further described in “Underwriting — International Offering” in this prospectus
“Jingling Investment”	Guangzhou Jingling Investment Partnership (Limited Partnership) (廣州晶領投資合夥企業(有限合夥)), a limited partnership established in the PRC on October 25, 2023, one of our employee shareholding platforms and member of our Controlling Shareholder Group
“Jingrui Investment”	Guangzhou Jingrui Investment Partnership (Limited Partnership) (廣州晶瑞投資合夥企業(有限合夥)), a limited partnership established in the PRC on November 30, 2023, one of our employee shareholding platforms and member of our Controlling Shareholder Group

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“Jingshi Investment”	Guangzhou Jingshi Investment Partnership (Limited Partnership) (廣州晶實投資合夥企業(有限合夥)), a limited partnership established in the PRC on November 30, 2023, one of our employee shareholding platforms and member of our Controlling Shareholder Group
“Jingyu Investment”	Guangzhou Jingyu Equity Investment Partnership (Limited Partnership) (廣州晶裕股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on September 29, 2017, one of our employee shareholding platforms and member of our Controlling Shareholder Group
“Joint Bookrunners”	the joint bookrunners as named in “Directors, Supervisors and Parties Involved in the Global Offering”
“Joint Global Coordinator”	the joint global coordinators as named in “Directors, Supervisors and Parties Involved in the Global Offering”
“Joint Lead Managers”	the joint lead managers as named in “Directors, Supervisors and Parties Involved in the Global Offering”
“Latest Practicable Date”	October 21, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Linlux”	Linlux Electronics Ltd. (聯晶智能電子有限公司), a limited liability company established in the PRC on October 9, 2018 and a wholly-owned subsidiary of our Company
“Listing”	listing of the H Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or around November 8, 2024, on which our H Shares are listed and from which dealings therein are first permitted to take place on the Hong Kong Stock Exchange
“Lynway Vision”	Lynway Vision Technology (Ningbo) Co., Ltd. (領為視覺智能科技(寧波)有限公司), a limited liability company established in the PRC on October 26, 2018 and a wholly-owned subsidiary of our Company

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“Lynway Vision (Guangzhou)”	Lynway Vision Automobile Parts (Guangzhou) Co., Ltd. (領為視覺汽車零部件(廣州)有限公司), a limited liability company established in the PRC on June 17, 2024 and a wholly-owned subsidiary of our Company
“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
“Ministry of Finance” or “MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Chan”	Mr. CHAN Philip Ching Ho (陳正豪), our non-executive Director and member of our Controlling Shareholder Group
“Mr. Xiao”	Mr. XIAO Guowei David (肖国偉), our executive Director, chairperson of the Board, the chief strategic officer and member of our Controlling Shareholder Group
“Mr. Yuan”	Mr. YUAN Lie Ming Peter (袁立明), our non-executive Director and member of our Controlling Shareholder Group
“Ms. Loh”	Ms. LOH Rebecca May-Leung (勞美良), the spouse of Mr. Chan and member of our Controlling Shareholder Group
“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)
“NEEQ”	The National Equities Exchange and Quotations (全國中小企業股份轉讓系統)
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

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“Offer Price”	HK\$3.61 per Offer Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Hong Kong Stock Exchange trading fee of 0.00565%) at which Offer Shares are to be subscribed for and issued pursuant to the Global Offering as described in “Structure of the Global Offering” in this prospectus
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares, together with, where relevant, any additional H Shares which may be issued by our Company pursuant to the exercise of the Offer Size Adjustment Option
“Offer Size Adjustment Option”	the option under the Hong Kong Underwriting Agreement, exercisable by the Company on or before the date of the International Underwriting Agreement, pursuant to which the Company may issue and allot up to an aggregate of 5,040,000 additional H Shares (representing in aggregate approximately 15% of the initial Offer Shares) at the Offer Price, to cover additional market demand, if any, as described in the section headed “Structure of the Global Offering” in this Prospectus
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC GAAP”	generally accepted accounting principles of PRC
“PRC Legal Advisor”	AllBright Law Offices, the PRC legal advisor of our Company
“Pre-IPO Investment(s)”	the Pre-IPO investment(s) in our Company undertaken by the Pre-IPO Investor(s) prior to the Listing, details of which are set out in the section headed “History, Development and Corporate Structure” in this prospectus
“Pre-IPO Investor(s)”	the investor(s) who participated in our Pre-IPO Investments, details of which are set out in the section headed “History, Development and Corporate Structure” in this prospectus
“prospectus” or “Prospectus”	this prospectus being issued in connection with the Hong Kong Public Offering

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“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 US Securities Act
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SAC”	the Securities Association of China (中國證券業協會)
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“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
“Securities Law”	the Securities Law of the People’s Republic of China (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Share Incentive Scheme I”	the share incentive scheme adopted by our Company on May 31, 2019 and renewed on December 8, 2023
“Share Incentive Scheme II”	the share incentive scheme adopted by our Company on December 8, 2023
“Share Incentive Scheme III”	the share incentive scheme adopted by our Company on December 4, 2023

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“Share Incentive Schemes”	the Share Incentive Scheme I, the Share Incentive Scheme II and the Share Incentive Scheme III
“Share(s)”	ordinary shares in the capital of our Company with a nominal value of RMB1.00 each
“Shareholders(s)”	holder(s) of the Share(s)
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“Shenzhen MPEG”	Shenzhen MPEG Electronics Co., Ltd. (深圳市兆碼電子有限公司), a limited liability company established in the PRC on April 29, 2000 and our channel partner
“SME Fund”	Guangdong SME Equity Investment Fund Limited (廣東中小企業股權投資基金有限公司), a limited liability company established in the PRC on November 15, 2010 and one of our Shareholders
“Sole Overall Coordinator”	CLSA Limited
“Sole Sponsor”	CITIC Securities (Hong Kong) Limited
“Sponsor-Overall Coordinator”	CLSA Limited
“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 to it in section 15 of the Companies Ordinance
“Supervisor(s)”	member(s) of our Supervisory Committee
“Supervisory Committee”	the supervisory committee of our Company
“Taiwan Stock Exchange”	the Taiwan Stock Exchange Corporation
“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

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“Track Record Period”	the three years ended December 31, 2021, 2022 and 2023, and the five months ended May 31, 2024
“Underwriters”	The Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	The Hong Kong Underwriting Agreement and the International Underwriting Agreement
“US Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“US” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“ White Form eIPO ”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO Service Provider at www.eipo.com.hk
“ White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Yaoning Technology”	Zhejiang Yaoning Technology Group Co., Ltd. (浙江耀寧科技集團有限公司), formerly known as Zhejiang Yaoning Technology Co., Ltd. (浙江耀寧科技有限公司), a limited liability company established in the PRC on December 22, 2020 and our substantial Shareholder

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“%”

per cent

In this prospectus, 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 prospectus 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 prospectus in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.