
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” in this document.

“Accountants’ Report”	the accountants’ report for our Group, the text of which is set out in Appendix I to this document
“AFRC”	Accounting and Financial Reporting Council of Hong Kong
“AITech”	AITech EU B.V., a limited liability company incorporated in the Netherlands on January 21, 2019 and is one of our subsidiaries
“Amberlei Limited”	Amberlei Limited, a business company incorporated in the BVI on June 17, 2015, which is wholly owned by Dr. Lei and is one of our Controlling Shareholders
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company conditionally adopted on March 30, 2024 with effect from the [REDACTED], as amended from time to time, a summary of which is set out in “Summary of the constitution of the Company and Cayman Companies Act” in Appendix III to this document
“associates”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	a committee of the Board established by the Board for the purpose of overseeing the accounting and financial reporting processes of our Company and audits of the financial statements of our Company
“Automotive Sub A”	a limited liability company incorporated under the laws of China and principally engages in investment and research and development in technologies, which is a subsidiary of Automotive Corporation Group
“Automotive Sub B”	a limited liability company incorporated under the laws of Luxemburg and principally engages in investment, which is a subsidiary of Automotive Corporation Group

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“Automotive Corporation Group”	a multinational automotive group principally engages in automotive manufacturing, and investment and research and development in technologies
“Beijing Xiaowen”	Beijing Xiaowen Intelligence Technology Co., Ltd (北京小問智能科技有限公司), a limited liability company incorporated in China on April 25, 2018 and a connected person of our Company
“Beijing Yushanzhi”	Beijing Yushanzhi Information Technology Company Limited (北京羽扇智信息科技有限公司), a limited liability company incorporated in China on March 26, 2014 and is one of our subsidiaries
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAC”	Cyberspace Administration of China (中國國家互聯網信息辦公室)
“Cayman Companies Act” or “Companies Act”	the Companies Act (2023 Revision) (as amended, supplemented or otherwise modified from time to time) of the Cayman Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual, joint individuals or a corporation

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“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or the “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 Taiwan, Macau Special Administrative Region and Hong Kong Special Administrative Region
“CIC”	China Insights Industry Consultancy Limited, our industry consultant, which is an Independent Third Party
“CIC Report”	an independent market research report commissioned by us and prepared by CIC for the purpose of this document
“Circular 37”	the Notice on Issues Relating to Foreign Exchange Control on Domestic Residents’ Offshore Investment, Financing and Round-trip Investment by Domestic Residents Through Special Purpose Vehicles (國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知), published by the SAFE on July 4, 2014
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“CMWW Limited”	CMWW Limited, a business company incorporated in the BVI on June 17, 2015, which is wholly owned by Ms. Li and is one of our Controlling Shareholders
“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”, “the Company” or “our Company”	Mobvoi Inc. (出門問問有限公司), an exempted company with limited liability incorporated in the Cayman Islands on August 31, 2012

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“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 thereto under the Listing Rules and unless the context otherwise requires, refers to Dr. Li, Ms. Li, Dr. Lei, Mobvoi Limited, Mobvoi AGI Limited, AGI Limited, AGI Management Limited, CMWW Limited, CMWW AGI Limited, Wen&Hui Limited, W&H Management Limited and Amberlei Limited, details of which are set out in the section headed “Relationship with our Controlling Shareholders” in this document
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“COVID-19”	Novel Coronavirus (COVID-19) or Novel Coronavirus Pneumonia, a respiratory illness caused by a new strain of coronavirus and characterized especially by fever, cough, and shortness of breath and may progress to pneumonia and respiratory failure
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)” or “our Directors”	the director(s) of our Company
“Dr. Lei”	Dr. Lei Xin (雷欣), one of our Controlling Shareholders
“Dr. Li”	Dr. Li Zhifei (李志飛), one of our Controlling Shareholders
“Dr. Li Family Trust”	a discretionary family trust established by Dr. Li as settlor and protector with Mobvoi Limited as the beneficiary and Suntera Corporate Trustees (Hong Kong) Limited as the trustee
“EIT”	the PRC 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
“ESG”	environmental, social and corporate governance

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“Extreme Conditions”	any extreme conditions or events, the occurrence of which will cause interruption to the ordinary course of business operations in Hong Kong and/or that may affect the [REDACTED]
“FINI” or “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
“Geekstar”	Geekstar Technology Development (Cayman) Co., Ltd, a limited liability company incorporated in the Cayman Islands and was a wholly-owned subsidiary of our Group before we disposed of 60% equity interest therein in February 2022, details of which are set out in “History, Reorganization and Corporate Structure — Major Acquisitions, Disposals and Mergers — 1. Acquisition of Geekstar and subsequent disposal of shares in Geekstar” in this document
“[REDACTED]”	the [REDACTED] and the [REDACTED]
“GoerTek (HongKong)”	Goertek (HongKong) Co., Limited, a limited liability company incorporated in Hong Kong and is one of our substantial Shareholders
“Google”	Google Ireland Holdings Unlimited Company, an unlimited liability company incorporated in Republic of Ireland and is one of our substantial Shareholders
“Group,” “our Group,” “our,” “we” or “us”	our Company and our subsidiaries from time to time or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

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“HKSCC [REDACTED]”	the application for the [REDACTED] to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated HKSCC Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by instructing your broker or custodian who is a HKSCC Participant to give electronic application instructions via HKSCC’s FINI system to apply for the [REDACTED] on your behalf
“HKSCC Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“HKSCC Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“HKSCC Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individual or a corporation
“HKSCC Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operation and functions of CCASS, in effect from time to time in force
“HKSCC Participant”	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“HK SmartMV”	HK SmartMV Limited (香港斯瑪特文信息科技有限公司), a limited liability company incorporated in Hong Kong on May 31, 2018 and is one of our subsidiaries
“HongShan”	HSG CV IV Holdco, Ltd., an exempted company with limited liability incorporated under the laws of the Cayman Islands and is one of our Shareholders
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

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[REDACTED]

“Joint Sponsors”, “[REDACTED]” and “[REDACTED]” China International Capital Corporation Hong Kong Securities Limited and CMB International Capital Limited

“Latest Practicable Date” March 26, 2024, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication

[REDACTED]

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 Growth Enterprise Market of the Stock Exchange
“Memorandum of Association” or “Memorandum”	the amended and restated memorandum of association of our Company conditionally adopted on March 30, 2024 with effect from the [REDACTED], as amend from time to time, a summary of which is set out in “Summary of the constitution of our Company and Cayman Companies Act” in Appendix III to this document
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“Mobvoi Limited”	Mobvoi Limited, a business company incorporated in the BVI on August 30, 2012, which is wholly owned by Dr. Li and is one of our Controlling Shareholders
“Mobvoi HK”	Mobvoi HK Limited, a limited liability company incorporated in Hong Kong on September 13, 2012 and is one of our subsidiaries
“Mobvoi IT”	Mobvoi Information Technology Company Limited (出門問問信息科技有限公司), a limited liability company incorporated in China on March 13, 2017 and is one of our subsidiaries

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“Mobvoi Innovation”	Mobvoi Innovation Technology Company Limited (出門問問創新科技有限公司), a limited liability company incorporated in China on November 17, 2020 and is one of our subsidiaries
“Mobvoi JV”	Volkswagen-Mobvoi (Beijing) Information Technology Co., Ltd., a joint venture established between Mobvoi HK and Volkswagen (China) Investment Company Limited on March 30, 2017
“Mobvoi Singapore”	Mobvoi Pte. Ltd., a limited liability company incorporated in Singapore on October 25, 2022 and is one of our subsidiaries
“Mobvoi TW”	Mobvoi Taiwan Corporation (台灣出門問問股份有限公司), a limited liability company incorporated in Taiwan on July 31, 2019 and is one of our subsidiaries
“Mobvoi US”	Mobvoi US, LLC, a limited liability company in the United States on March 1, 2016 and is one of our subsidiaries
“MOF”	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)
“Ms. Li”	Ms. Li Yuanyuan (李媛媛), one of our Controlling Shareholders
“Ms. Li Family Trust”	a discretionary family trust established by Ms. Li as settlor and protector with CMWW Limited as the beneficiary and Suntera Corporate Trustees (Hong Kong) Limited as the trustee
“Nanjing Xiaowen”	Nanjing Xiaowen Intelligence Technology Co., Ltd (南京小問智能科技有限公司), a limited liability company incorporated in China on May 14, 2021 and is one of our subsidiaries
“NDRC”	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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“Nomination Committee” a committee of the Board established by the Board to make recommendations to our Board in relation to the appointment and removal of Directors and senior management, and on matters of succession planning

[REDACTED]

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

“[REDACTED] RSU Scheme” the [REDACTED] share award scheme conditionally approved and adopted by resolutions of our Shareholders dated March 30, 2024, the principal terms of which are set out in the section headed “Statutory and General Information — D. Share Incentive Schemes — 2. [REDACTED] RSU Scheme” in Appendix IV

DEFINITIONS

“PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), as amended, supplemented and otherwise modified from time to time
“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”	Zhong Lun Law Firm, the legal advisor to the Company on PRC laws in connection with the [REDACTED]
“[REDACTED] Share Option Scheme”	the [REDACTED] share option scheme adopted by our Company on October 19, 2015, the principal terms of which are set out in the section headed “Statutory and General Information — D. Share Incentive Schemes — 1. [REDACTED] Share Option Scheme” in Appendix IV
“Preferred Share(s)”	the Series A Preferred Shares, the Series A-1 Preferred Shares, the Series A-2 Preferred Shares, the Series B Preferred Shares, the Series C Preferred Shares, the Series D-1 Preferred Shares, the Series D-2 Preferred Shares

[REDACTED]

“document”	this document being issued in connection with the [REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	a committee of the Board established by the Board to discharge the Board’s responsibilities relating to the remuneration of Directors and executive officers of our Company
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Reorganization”	the reorganization of the Group in preparation of the [REDACTED], details of which are set out in the paragraph headed “History, Reorganization and Corporate Structure — Reorganization” in this document
“Reporting Accountants”	KPMG
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), which is currently known as the State Administration of Market Regulation (中華人民共和國國家市場監督管理總局)
“Semiconductor Corporation A”	a limited liability company incorporated under the laws of Singapore and principally engages in manufacturing of semiconductors, which belongs to an international semiconductor group
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“Series A Preferred Share(s)”	the series A preferred shares of par value US\$0.0000479889 per share in the authorized share capital of the Company, of which 194,010,340 shares had been in issue as of the Latest Practicable Date and held by the Series A Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the [REDACTED] Shareholders’ Agreement
“Series A Preferred Share Shareholder(s)”	the holder(s) of Series A Preferred Shares
“Series A-1 Preferred Share(s)”	the series A-1 preferred shares of par value US\$0.0000479889 per share in the authorized share capital of the Company, of which 208,383,500 shares had been in issue as of the Latest Practicable Date and held by the Series A-1 Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the [REDACTED] Shareholders’ Agreement

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“Series A-1 Preferred Share Shareholder(s)”	the holder(s) of Series A-1 Preferred Shares
“Series A-2 Preferred Share(s)”	the series A-2 preferred shares of par value US\$0.0000479889 per share in the authorized share capital of the Company, of which 50,426,440 shares had been in issue as of the Latest Practicable Date and held by the Series A-2 Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the [REDACTED] Shareholders’ Agreement
“Series A-2 Preferred Share Shareholder(s)”	the holder(s) of Series A-2 Preferred Shares
“Series B Preferred Share(s)”	the series B preferred shares of par value US\$0.0000479889 per share in the authorized share capital of the Company, of which 141,053,024 shares had been in issue as of the Latest Practicable Date and held by the Series B Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the [REDACTED] Shareholders’ Agreement
“Series B Preferred Share Shareholder(s)”	the holder(s) of Series B Preferred Shares
“Series C Preferred Share(s)”	the series C preferred shares of par value US\$0.0000479889 per share in the authorized share capital of the Company, of which 182,740,760 shares had been in issue as of the Latest Practicable Date and held by the Series C Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the [REDACTED] Shareholders’ Agreement
“Series C Preferred Share Shareholder(s)”	the holder(s) of Series C Preferred Shares

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“Series D-1 Preferred Share(s)”	the series D-1 preferred shares of par value US\$0.0000479889 per share in the authorized share capital of the Company held by the Series D-1 Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the [REDACTED] Shareholders’ Agreement
“Series D-1 Preferred Share Shareholder(s)”	the holder(s) of Series D-1 Preferred Shares
“Series D-2 Preferred Share(s)”	the series D-2 preferred shares of par value US\$0.0000479889 per share in the authorized share capital of the Company, of which 3,853,084 shares had been in issue as of the Latest Practicable Date and held by the Series D-2 Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the [REDACTED] Shareholders’ Agreement
“Series D-2 Preferred Share Shareholder(s)”	the holder(s) of Series D-2 Preferred Shares
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Yushanzhi”	Shanghai Yushanzhi Information Technology Co., Ltd (上海羽扇智信息科技有限公司), a limited liability company incorporated in China on August 27, 2012 and is one of our subsidiaries
“Shanghai Mobvoi”	Shanghai Mobvoi Information Technology Company Limited (上海墨百意信息科技有限公司), a limited liability company incorporated in China on March 19, 2013 and is one of our subsidiaries
“Share(s)”	ordinary share(s) with nominal value of US\$0.0000479889 each in the share capital of the Company, which are to be [REDACTED] in Hong Kong dollars and [REDACTED]
“Share Incentive Schemes”	the [REDACTED] Share Option Scheme and the [REDACTED] RSU Scheme

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“Shareholders”	holders of our Shares
“Shenzhen WWZN”	Shenzhen WWZN Information Technology Company Limited (深圳問問智能信息科技有限公司), a limited liability company incorporated in China on June 5, 2018 and is one of our subsidiaries
“Shenzhen Xiaowen”	Shenzhen Xiaowen Intelligence Technology Co., Ltd (深圳小問智能科技有限公司), a limited liability company incorporated in China on June 5, 2018 and a subsidiary of Beijing Xiaowen
“SIG Entities”	comprises SIG I and SIG III, which have been acting in concert with each other
“SIG I”	SIG Global China Fund I, LLLP, a limited liability partnership incorporated in State of Delaware and is one of our Shareholders
“SIG III”	SIG China Investments Master Fund III, LLLP, a limited liability partnership incorporated in State of Delaware and is one of our Shareholders
“STA”	State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
	[REDACTED]
“State Council”	State Council of the PRC (中華人民共和國國務院)
	[REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in section 15 of the Companies Ordinance, unless the context requires otherwise

DEFINITIONS

“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules. For details, please refer to the section headed “Substantial Shareholders” in this document
“Suzhou Mobvoi”	Mobvoi (Suzhou) Information Technology Company Limited (出門問問(蘇州)信息科技有限公司), a limited liability company incorporated in China on September 27, 2018 and is one of our subsidiaries
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Technology Corporation A”	a limited liability company incorporated under the laws of United States and principally engages in the provision of search and advertising services on the Internet, which belongs to an international technology group
“Track Record Period”	the period comprising the three financial years ended December 31, 2021, 2022 and 2023

[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\$”, “USD” or “\$”	U.S. dollars, the lawful currency of the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended from time to time, and the rules and regulations promulgated thereunder
“VAT”	the PRC value-added tax

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“Wuhan Mobvoi”	Mobvoi (Wuhan) Information Technology Company Limited (出門問問(武漢)信息科技有限公司), a limited liability company incorporated in China on April 28, 2018 and is one of our subsidiaries
“Wuhan WWZN”	Wuhan WWZN Information Technology Company Limited (武漢問問智能信息科技有限公司), a limited liability company incorporated in China on August 6, 2018 and is one of our subsidiaries
“WWZN IT”	WWZN Information Technology Company Limited (問問智能信息科技有限公司), a limited liability company incorporated in China on January 4, 2018 and is one of our subsidiaries

[REDACTED]

“Zhen Partners”	Zhen Partners Fund I, L.P., a limited partnership established in the Cayman Islands and is one of our Shareholders
“Zhixue”	Zhixue Education Holdings Limited, a limited liability company incorporated in the Cayman Islands and was a wholly-owned subsidiary of our Group before we disposed of the entire equity interest therein in March 2022, details of which are set out in “History, Reorganization and Corporate Structure — Major Acquisitions, Disposals and Mergers — 2. Acquisition of Zhixue and subsequent disposal of shares in Zhixue” in this document

Words importing the singular include, where applicable, the plural and vice versa. Words importing the masculine gender include, where applicable, the feminine and neuter genders.

Unless the content otherwise requires, references to “2021”, “2022” and “2023” in this document refer to our financial year ended December 31 of such year.

All dates and times refer to Hong Kong dates and times unless otherwise stated.

DEFINITIONS

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.

The English translation of Chinese entities, enterprises, nationals, facilities and regulations in Chinese or another language in this document is for identification purposes only. To the extent that there is any inconsistency between the Chinese names of the Chinese entities, enterprises, nationals, facilities, laws and regulations and their English translations, the Chinese names shall prevail.