
DEFINITIONS

In this Prospectus, 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 Prospectus.

“2018 Share Incentive Plan”	The 2018 Share Incentive Plan adopted by the Company in 2015 and amended on November 16, 2018, the principal terms of which are set out in the section headed “Statutory and General Information — D. Share Incentive Plans” in Appendix IV to this Prospectus
“Accountant’s Report”	the accountant’s report of our Company, the text of which is set out in Appendix I to this Prospectus
“affiliate(s)”	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”	Accounting and Financial Reporting Council (會計及財務匯報局)
“Articles” or “Articles of Association”	the articles of association of our Company with effect upon the Listing Date (as amended from time to time), a summary of which is set out in Appendix III to this Prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Beijing Horizon Robotics”	Beijing Horizon Robotics Technology Research and Development Co., Ltd. (北京地平線機器人技術研發有限公司), a limited liability company incorporated under the laws of the PRC on July 14, 2015, and a wholly-owned subsidiary of the Company
“Board”, “Board of Directors” or “our Board”	the board of Directors of the Company
“Business Day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

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“Capital Market Intermediaries” or “capital market intermediary(ies)” or “CMI(s)”	the capital market intermediaries participating in the Global Offering and has the meaning ascribed thereto under the Listing Rules
“CARIZON”	Carizon (Beijing) Technology Co., Ltd (酷睿程(北京)科技有限公司), the joint venture established by the Company through its wholly-owned subsidiary Horizon Together Holding Ltd. and CARIAD Estonia AS in the PRC on November 20, 2023
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “the PRC”	the People’s Republic of China, unless the context requires otherwise, excluding, for the purposes of this Prospectus only, the regions of Hong Kong, Macau and Taiwan of the People’s Republic of China
“CIC”	China Insights Industry Consultancy Limited (灼識行業諮詢有限公司), an independent professional market research and consulting company
“Circular 37”	the Notice of the SAFE on Issues Concerning Foreign Exchange Administration of the Overseas Investment and Financing and the Round-Tripping Investment Made by Domestic Residents through Special-Purpose Companies (《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》)
“Class A Ordinary Shares”	Class A ordinary shares in the share capital of the Company with a par value of US\$0.0000025 each, conferring weighted voting rights in the Company such that a holder of a Class A ordinary share is entitled to ten votes per share on all matters subject to the vote at general meetings of the Company, subject to the requirements under Rule 8A.24 of the Hong Kong Listing Rules that the Reserved Matters shall be voted on a one vote per share basis

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“Class B Ordinary Shares”	Class B ordinary shares in the share capital of the Company with a par value of US\$0.0000025 each, conferring a holder of a Class B ordinary share one vote per share on all matters subject to the vote at general meetings of the Company
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“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 Act” or “Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“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”, or “the Company”	Horizon Robotics, an exempted company with limited liability incorporated under the laws of the Cayman Islands on July 21, 2015
“Compliance Adviser”	Somerley Capital Limited
“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 Shareholders”	has the meaning ascribed to it under the Listing Rules and refers to Dr. Yu, Everest Robotics Limited and Horizon Robotics, Inc., details of which are set out in the section headed “Relationship with the Controlling Shareholders”
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“Corporate Governance Committee”	the corporate governance committee of the Board

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“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“Dr. Yu”	Dr. Kai Yu (余凱), the chairman, an executive Director and the chief executive officer of our Company, and a Controlling Shareholder
“Dr. Huang”	Dr. Chang Huang (黃暢), an executive Director and the chief technology officer of our Company
“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》)
“ESG”	Environmental, Social and Governance
“Exchange Participant”	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
“FINI”	“Fast Interface for New Issuance”, the 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 the Listing
“Global Offering”	the Hong Kong Public Offering and the International Offering

DEFINITIONS

“Group”, “our Group”, “our”, “we” or “us”	our Company and its subsidiaries, or any one of them as the context may require, and where the context requires, the businesses operated by our Company and/or its subsidiaries and their predecessors (if any)
“HK eIPO White Form”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at www.hkeipo.hk
“HK eIPO White Form Service Provider”	the HK eIPO White Form service provider designated by our Company as specified on the designated website at www.hkeipo.hk
“HK\$” or “Hong Kong Dollars” or “HK Dollars” and “HK cents”	Hong Kong dollars, 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 EIPO channel”	the arrangement in HKSCC Operational Procedures for instructions to be given electronically to HKSCC by participants via FINI for applications to be made on their behalf for new issue shares and for the payment of application moneys, and for those instructions to be acted upon
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“HKSCC Operational Procedures”	the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to HKSCC’s services and the operations and functions of the systems established, operated and/or otherwise provided by or through HKSCC (including FINI and CCASS) as from time to time in force
“HKSCC Participant(s)”	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant

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“HKSCC Rules”	the General Rules of HKSCC and as may be amended or modified from time to time and where the context so permits, shall include the Operational Procedures of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	135,511,200 Class B Ordinary Shares (subject to reallocation as described in the section headed “Structure of the Global Offering”) initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering
“Hong Kong Public Offering”	the offering of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee), on and subject to the terms and conditions described in “Structure of the Global Offering — The Hong Kong Public Offering”
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“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 Takeovers Code” or “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
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated Tuesday, October 15, 2024, relating to the Hong Kong Public Offering entered into by, among others, our Company, the Overall Coordinators and the Hong Kong Underwriters, as further described in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Hong Kong Underwriting Agreement”

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“Horizon Anting”	Shanghai Anting Horizon Zhineng Transportation Technology Co., Ltd. (上海安亭地平線智能交通技術有限公司), a limited liability company incorporated under the laws of the PRC on March 24, 2017, and a wholly-owned subsidiary of the Company
“Horizon Hangzhou”	Horizon Journey (Hangzhou) Technology Co., Ltd. (地平線征程(杭州)科技有限公司), a limited liability company incorporated under the laws of the PRC on June 4, 2020, and a wholly-owned subsidiary of the Company
“Horizon Hong Kong”	Horizon Robotics Holdings Limited, a limited liability company incorporated under the laws of Hong Kong on August 6, 2015, and a wholly-owned subsidiary of the Company
“Horizon Information”	Beijing Horizon Information Technology Co., Ltd. (北京地平線信息技術有限公司), a limited liability company incorporated under the laws of the PRC on December 28, 2015, and a wholly-owned subsidiary of the Company
“Horizon Nanjing”	Nanjing Horizon Robotics Technology Co., Ltd. (南京地平線機器人技術有限公司), a limited liability company incorporated under the laws of the PRC on July 27, 2016, and a wholly-owned subsidiary of the Company
“Horizon Shanghai”	Horizon Journey (Shanghai) Technology Co., Ltd. (地平線征程(上海)科技有限公司), a limited liability company incorporated under the laws of the PRC on March 26, 2018, and a wholly-owned subsidiary of the Company
“Horizon Shenzhen”	Shenzhen Horizon Robotics Technology Co., Ltd. (深圳地平線機器人科技有限公司), a limited liability company incorporated under the laws of the PRC on July 2, 2015, and a wholly-owned subsidiary of the Company
“Horizon Technology”	Nanjing Horizon Information Technology Co., Ltd. (南京地平線信息技術有限公司), a limited liability company incorporated under the laws of the PRC on March 30, 2017, and a wholly-owned subsidiary of the Company
“IFRSs”	the IFRS Accounting Standards, which include standards, amendments and interpretations promulgated by International Accounting Standards Board

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“IIT Law”	the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》)
“Independent Third Party(ies)”	any person(s) or entity(ies) who is not a connected person of the Company within the meaning of the Listing Rules
“International Offer Shares”	1,219,595,400 Class B Ordinary Shares offered by our Company pursuant to the International Offering (subject to reallocation as described in the section headed “Structure of the Global Offering”) together with any additional Class B Ordinary Shares which may be allotted and issued by our Company pursuant to the exercise of the Over-allotment Option
“International Offering”	the conditional placing of the International Offer Shares by the International Underwriters at the Offer Price outside the United States in offshore transactions in reliance on Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from the registration requirements under the U.S. Securities Act, in each case on and subject to the terms and conditions of the International Underwriting Agreement, as further described in the section headed “Underwriting — International Offering”
“International Underwriters”	the group of international underwriters who are expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the underwriting agreement relating to the International Offering expected to be entered into on or about Tuesday, October 22, 2024 by our Company and the International Underwriters, as further described in the section headed “Underwriting — International Offering”
“Joint Bookrunners”	the joint bookrunners as named in the section headed “Directors and Parties Involved in the Global Offering”
“Joint Global Coordinators”	the joint global coordinators as named in the section headed “Directors and Parties Involved in the Global Offering”
“Joint Lead Managers”	the joint lead managers as named in the section headed “Directors and Parties Involved in the Global Offering”

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“Joint Sponsors”	the joint sponsors as named in the section headed “Directors and Parties Involved in the Global Offering”
“Latest Practicable Date”	October 8, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this Prospectus prior to its publication
“Listing”	the listing of our Class B Ordinary Shares on the Main Board
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or about Thursday, October 24, 2024, on which the Class B Ordinary Shares are to be listed and on which dealings in the Class B Ordinary Shares are to be first permitted to take place on the Stock Exchange
“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)
“M&A Rules”	the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》)
“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 Hong Kong Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, conditionally adopted on October 8, 2024, with effect from the Listing Date, as amended from time to time, a summary of which is set out in Appendix III to this Prospectus
“Memorandum and Articles”	the Memorandum and the Articles
“MOFCOM” or “Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部) (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易部))

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“Ms. Tao”	Ms. Feiwen Tao (陶斐雯), an executive Director and the chief operating officer of our Company
“Nanjing Development”	Nanjing Horizon Technology Development Co., Ltd. (南京地平線技術開發有限公司), a limited liability company incorporated under the laws of the PRC on April 24, 2018, and a wholly-owned subsidiary of the Company
“Nanjing Qingdihui”	Nanjing Qingdihui Robotics Technology Co., Ltd. (南京清地滙機器人科技有限公司), a limited liability company incorporated under the laws of the PRC on March 20, 2018, and a non wholly-owned subsidiary of the Company
“NDRC”	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)
“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)
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, Hong Kong Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%), expressed in Hong Kong dollars, at which Hong Kong Offer Shares are to be subscribed for pursuant to the Hong Kong Public Offering and International Offer Shares are to be offered pursuant to the International Offering, to be determined as described in “Structure of the Global Offering — Pricing and Allocation”
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares, together, where relevant, with any additional Class B Ordinary Shares to be issued by our Company pursuant to the exercise of the Over-allotment Option
“Overall Coordinators”	the overall coordinators as named in the section headed “Directors and Parties involved in the Global Offering”

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“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by the Overall Coordinators and the Joint Global Coordinators on behalf of the International Underwriters, to require our Company to allot and issue additional Class B Ordinary Shares to the International Underwriters to, among other things, cover over-allocations in the International Offering, if any, details of which are described in “Structure of the Global Offering — Over-allotment Option”
“Overseas Listing Trial Measures”	The Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and five supporting guidelines (《境內企業境外發行證券和上市管理試行辦法》及五項配套指引) promulgated by the CSRC on February 17, 2023 and became effective on March 31, 2023
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“Post-IPO Share Incentive Plan”	the share incentive plan adopted by the Company on October 8 and taking effect on the Listing Date, the principal terms of which are set out in the section headed “Statutory and General Information — D. Share Incentive Plans” in Appendix IV to this Prospectus
“PRC Company Law”	the 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
“PRC Legal Adviser”	King & Wood Mallesons, our legal adviser on PRC laws in connection with the Global Offering
“Pre-IPO Investment(s)”	the investment(s) in our Company undertaken by the Pre-IPO Investors prior to this initial public offering, details of which are set out in “History, Reorganization and Corporate Structure”
“Pre-IPO Investor(s)”	Holder(s) of Shares pursuant to the Pre-IPO Investments, details of which are set out in the section headed “History, Reorganization and Corporate Structure”
“Preferred Shares”	preferred shares(s) in the share capital of the Company

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“Price Determination Agreement”	the agreement to be entered into between our Company and the Overall Coordinators (for themselves and on behalf of the Underwriters) on the Price Determination Date to record the Offer Price
“Price Determination Date”	the date, expected to be on or about Tuesday, October 22, 2024 on which the Offer Price is determined, or such later time as the Overall Coordinators (for themselves and on behalf of the Underwriters) and our Company may agree, but in any event no later than 12:00 noon on Tuesday, October 22, 2024
“Prospectus”	this prospectus being issued in connection with the Hong Kong Public Offering
“QIB(s)”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Renminbi” or “RMB”	the lawful currency of the PRC
“Reorganization”	the reorganization conducted by the Group described in the section headed “History, Reorganization and Corporate Structure — Reorganization” in this Prospectus
“Reserved Matters”	those matters resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to Rule 8A.24 of the Hong Kong Listing Rules, being: (i) any amendment to the Memorandum and Articles, (ii) the variation of the rights attached to any class of Shares, (iii) the appointment or removal of an independent non-executive Director, (iv) the appointment or removal of the Company’s auditors, and (v) the voluntary winding-up of the Company
“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)

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“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)
“SAT”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary and/or preferred shares in the share capital of our Company of US\$0.0000025 each
“Share Incentive Plans”	individually and collectively, the 2018 Share Incentive Plan and the Post-IPO Share Incentive Plan
“Shareholder(s)”	holder(s) of our Share(s)
“Stabilizing Manager”	Goldman Sachs (Asia) L.L.C.
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Track Record Period”	the period comprising three financial years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
“Underwriters”	the Hong Kong Underwriters and the International Underwriters

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“Underwriting Agreements”	the Hong Kong Underwriting Agreement and/or the International Underwriting Agreement, as the context may require
“United States”, “USA” or “U.S.”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“USD”, “US\$” or “U.S. dollars”	United States dollar, the lawful currency of the United States
“VAT”	value-added tax
“WVR Beneficiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules and unless the context otherwise requires, refers to Dr. Yu and Dr. Huang, being the holders of the Class A Ordinary Shares upon Listing
“WVR structure”	has the meaning ascribed to it under the Hong Kong Listing Rules
“%”	per cent