

DEFINITIONS

In this document, unless the context otherwise requires, the following terms and expressions have the meanings set forth below.

“Accountants’ Report”	the accountants’ report of our Company, the text of which is set out in Appendix I to this document
“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 of Hong Kong
“Articles of Association” or “Articles”	the articles of association of our Company, which was passed by our Shareholders at the Shareholders’ meeting on March 19, 2024, which shall become effective on the [REDACTED], as amended, supplemented, or otherwise modified from time to time, a summary of which is set out in Appendix IV to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“ASTM”	American Society for Testing and Materials, the international standards organization that develops and publishes voluntary consensus technical standards for a wide range of materials, products, systems and services
“Audit Committee”	the audit committee of our Company
“Aukey International”	Aukey International Limited (傲基國際有限公司), a subsidiary of our Company
“Auklogis Gmbh”	Auklogis Gmbh I.G, a subsidiary of our Company
“Authorized Representative(s)”	the authorized representative(s) of our Company
“Auwin International”	Auwin International Limited (傲盈國際有限公司), a subsidiary of our Company
“Board” or “Board of Directors”	the board of Directors of our Company
“Board Committee(s)”	the board committees of our Company, namely the Audit Committee, the Remuneration and Assessment Committee, the Nomination Committee and the Strategy Committee
“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

DEFINITIONS

[REDACTED]

“CDSS”	the Clinical Decision Support System
“CE”	Conformite Europeene, a mark appears on products which signifies that the products sold in the European Economic Area have been assessed to meet high safety, health, and environmental protection requirements
“China”, “Mainland China” or “PRC”	the People’s Republic of China, excluding, for the purpose of this document, Hong Kong, Macau and Taiwan
“CITIC Securities”	CITIC Securities Company Limited (中信證券股份有限公司), a joint stock company (stock code: 600030.SH and 6030.HK) which was established under the laws of PRC in October 1995
“CITIC Securities Investment”	CITIC Securities Investment Co., Ltd (中信證券投資有限公司), a limited liability company established under the laws of PRC in April 2012 and one of our Pre-[REDACTED] Investors
“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

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“Company,” “our Company” or “the Company”	AuGroup Technology Co., Ltd. (傲基科技股份有限公司), formerly known as Shenzhen Aukey E-Business Co., Ltd. (深圳市傲基電子商務股份有限公司) and Shenzhen Aukey E-Business Co., Ltd. (深圳市傲基電子商務有限公司), a limited liability company established in the PRC on September 13, 2010, which was converted into a joint stock limited company in the PRC on May 25, 2015
“Compliance Advisor”	Red Solar Capital Limited
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Conversion of Domestic [REDACTED] Shares into H Shares”	The conversion of [REDACTED] Domestic [REDACTED] Shares in aggregate held by [REDACTED] existing Shareholders into H Shares upon the completion of the [REDACTED]. Such conversion of Domestic [REDACTED] Shares into H Shares has been filed with the CSRC and CSRC has issued the filing notice in respect of the [REDACTED] dated September 29, 2024; and an application for H Shares to be [REDACTED] on the Hong Kong Stock Exchange has been made to the Hong Kong Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“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 [REDACTED] 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
“EPA”	the U.S. Environmental Protection Agency

DEFINITIONS

[REDACTED]

“Extreme Conditions” the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below

“FCC” the U.S. Federal Communications Commission

[REDACTED]

“FTC” the U.S. Federal Trade Commission

[REDACTED]

“Gongqingcheng Greenwood
Jing’an” Gongqingcheng Greenwood Jing’an Investment Management Partnership (Limited Partnership) (共青城景林景安投資管理合夥企業(有限合夥)), a limited partnership established under the laws of PRC in January 2018 and one of our Pre-[REDACTED] Investors

“Greenwoods” refers to Gongqingcheng Greenwood Jing’an, Shanghai Greenwood Jinghui and Shenzhen Greenwood Jingying

“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(s)” overseas [REDACTED] 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 [REDACTED] on the Hong Kong Stock Exchange

DEFINITIONS

[REDACTED]

“Hainan Hongdao” Hainan Hongdao Equity Investment Fund Management Co., Ltd. (海南鴻道股權投資基金管理有限公司), a limited liability company established under the laws of PRC in November 2015 and one of our Pre-[REDACTED] Investors

[REDACTED]

“HK Fanttik” Fanttik Innovation Limited (范泰克創新有限公司), a subsidiary of our Company

“HK\$” or “HK dollars” Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules” or “Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

[REDACTED]

“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
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[REDACTED]

“Hongdao Zhixin”	Ningbo Meishan Free Trade Port Zone Hongdao Zhixin Investment Management Partnership (Limited Partnership) (寧波梅山保稅港區鴻道致鑫投資管理合夥企業(有限合夥)), a limited partnership established under the laws of PRC in January 2018 and one of our Pre-[REDACTED] Investors
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DEFINITIONS

“HongShan Baosheng”	Ningbo HongShan Baosheng Equity Investment Partnership (Limited Partnership) (寧波紅杉保盛股權投資合夥企業(有限合夥)), a limited partnership established under the laws of PRC in June 2018 and one of our Pre-[REDACTED] Investors
“IFRS”	International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards and interpretation issued by the International Accounting Standards Committee
“Independent Third Party(ies)”	any entity(ies) or person(s) who to the best of our Directors’ knowledge, information and belief, is not a connected person of our Company within the meaning of the Listing Rules

[REDACTED]

DEFINITIONS

[REDACTED]

“Ke’ao Technology” Shenzhen Ke’ao Technology Co., Ltd. (深圳市科傲科技有限公司), a limited liability company established under the laws of PRC in January 2012

“Latest Practicable Date” [September 25, 2024], being the latest practicable date prior to the date of this document for the purpose of ascertaining certain information contained in this document

[REDACTED]

“Midea Fund” Guangdong Midea Intelligent Technology Industry Investment Fund Management Center (Limited Partnership) (廣東美的智能科技產業投資基金管理中心(有限合夥)), a limited partnership established under the laws of PRC in November 2018 and one of our Pre-[REDACTED] Investors

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“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“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)
“Mr. Lu”	Mr. Lu Haizhuan (陸海傳先生), our founder, chairperson of the Board, executive Director, chief executive officer and a member of our Single Largest Shareholders Group, see “Directors, Supervisors and Senior Management — Board of Directors” and “Relationship with Our Single Largest Shareholders Group”
“Mr. Ze”	Mr. Ze Kuaiyue (迺會越先生), our co-founder, vice chairperson of the Board, executive Director, chief financial officer and a member of our Single Largest Shareholders Group, see “Directors, Supervisors and Senior Management — Board of Directors” and “Relationship with Our Single Largest Shareholders 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)
“Negative List”	the Special Administrative Measures for Access of Foreign Investment (Negative List) (2021 Edition), most recently jointly promulgated by the MOFCOM and the NDRC on December 27, 2021 and which became effective on January 1, 2022, as amended, supplemented or otherwise modified from time to time
“NewTrails”	NewTrails SPV I Limited, a limited liability company under the Hong Kong laws in March 2024 and one of our Pre-[REDACTED] Investors

[REDACTED]

DEFINITIONS

[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“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
“PRC GAAP”	the PRC Accounting Standards and Accounting Regulations for Business Enterprises (企業會計準則) promulgated by the MOF on February 15, 2006 and its supplementary regulations, as amended, supplemented or otherwise modified from time to time
“PRC Legal Advisor”	King & Wood Mallesons, our legal advisor as to the laws of the PRC
“Pre-[REDACTED] Investment(s)”	the Pre-[REDACTED] investments in our Company undertaken by the Pre-[REDACTED] Investors, details of which are set out in the section headed “History, Development and Corporate Structure” in this document
“Pre-[REDACTED] Investors”	the investor(s) who participated in our Pre-[REDACTED] Investments, details of which are set out in the section headed “History, Development and Corporate Structure” in this document

[REDACTED]

“document”	this document being issued in connection with the [REDACTED]
“province”	each being 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

DEFINITIONS

[REDACTED]

“Qingdao GoldStone” Qingdao GoldStone Haorui Investment Co., Ltd. (青島金石灑納投資有限公司), a limited liability company established under the laws of PRC in December 2012 which became our Shareholder in March 2017 and transferred all Shares of our Company held by it to CITIC Securities Investment. Both Qingdao GoldStone and CITIC Securities Investment are controlled by CITIC Securities

[REDACTED]

“RMB” or “Renminbi” Renminbi, the lawful currency of the PRC

“ROHS” Restriction of Hazardous Substances

[REDACTED]

“SAFE” State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable

“SAIC” State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), now known as the SAMR

“Sailvan Times” Sailvan Times Co., Ltd. (賽維時代科技股份有限公司), a limited liability company established under the laws of PRC in May 2012 (stock code: 301381.SZ) and one of our Pre-[REDACTED] Investors

“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), formerly known as the SAIC

“SAT” State Taxation Administration 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” or “PRC Securities Law” the Securities Law of the PRC (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

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“Shanghai Greenwoods Jinghui”	Shanghai Greenwoods Jinghui Equity Investment Center (Limited Partnership) (上海景林景惠股權投資中心(有限合夥)), a limited partnership established under the laws of PRC in March 2015 and one of our Pre-[REDACTED] Investors
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Share(s)”	ordinary shares in the capital of our Company with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen Aukeyhi Technology”	Shenzhen Aukeyhi Technology Co., Ltd. (深圳傲科海科技有限公司), formerly known as Shenzhen Aukeyhi E-Commerce Co., Ltd. (深圳傲科海電子商務有限公司), a subsidiary of our Company
“Shenzhen Capital Group”	Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司), a limited liability company established under the laws of PRC in August 1999 and one of our Pre-[REDACTED] Investors
“Shenzhen Changguo”	Shenzhen Changguo Investment Partnership (Limited Partnership) (深圳市長果投資合夥企業(有限合夥)), a limited partnership established under the laws of PRC in March 2015, which was one of our employee share incentive platforms and has been voluntarily deregistered in March 2024
“Shenzhen Fanttik”	Shenzhen Fanttik Technology Innovation Co., Ltd. (深圳范泰克科技創新有限公司), a limited liability company established under the laws of PRC in February 2019, a subsidiary of our Company
“Shenzhen Greenwoods Jingying”	Shenzhen Greenwoods Jingying Equity Investment Fund Partnership (Limited Partnership) (深圳景林景盈股權投資基金合夥企業(有限合夥)), a limited partnership established under the laws of PRC in February 2018 and one of our Pre-[REDACTED] Investors
“Shenzhen Maoshun”	Shenzhen Maoshun Industrial Co., Ltd. (深圳市貿順實業有限公司), a limited liability company established under the laws of PRC in September 2021, a subsidiary of our Company

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“Shenzhen Redland”	Shenzhen Redland Information Venture Investment Limited Company (深圳市紅土信息創業投資有限公司), a limited liability company established under the laws of PRC in May 2011, which became our Shareholder in March 2012 and ceased to be our Shareholder during our quotation on the NEEQ
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“Shenzhen Westernpost”	Shenzhen Westernpost Intelligent Warehouse Technology Co., Ltd. (深圳市西郵智倉科技有限公司), a subsidiary of our Company
“SilkRoad Industrial Investment”	Zhejiang SilkRoad Industrial Investment Fund Partnership (Limited Partnership) (浙江絲路產業投資基金合夥企業(有限合夥)), a limited partnership established under the laws of PRC in August 2017 and one of our Pre-[REDACTED] Investors
“Single Largest Shareholders Group”	refers to Mr. Lu, Mr. Ze and Yueqing Aoji Growth IV
“Sole Sponsor”	the sole sponsor of the [REDACTED] of the H Shares on the Stock Exchange as named in “Directors, Supervisors and Parties Involved in the [REDACTED]”
	[REDACTED]
“Starquest Fund”	Starquest New Economy Equity Investment Fund (Shenzhen) L.P. (星界新經濟股權投資基金(深圳)合夥企業(有限合夥)), a limited partnership established under the laws of PRC in February 2018 and one of our Pre-[REDACTED] Investors
“State Council”	State Council of the People’s Republic of China (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed thereto in the Hong Kong Listing Rules
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	member(s) of our Supervisory Committee
“Supervisory Committee”	the supervisory committee of our Company

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“Suzhou Cathay Growth” Suzhou Cathay Growth Investment Fund Partnership (Limited Partnership) (蘇州凱輝成長投資基金合夥企業 (有限合夥)), a limited partnership established under the laws of PRC in December 2017 and one of our Pre-[REDACTED] Investors

[REDACTED]

“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

“Times Bole” a group of external investors of our Company that were controlled by Shenzhen Hanxin Asset Management Co., Ltd. (深圳市瀚信資產管理有限公司), a professional asset management company established under the laws of PRC in January 2010, which became our Shareholder in November 2014 and ceased to be our Shareholder during our quotation on the NEEQ

“Track Record Period” The financial years ended December 31, 2021, 2022 and 2023 and the four months ended April 30, 2024

“UK” or “U.K.” the United Kingdom of Great Britain and Northern Ireland

[REDACTED]

“US”, “U.S.” or “United States” the United States of America, its territories and possessions and any State of the United States, and the District of Columbia

“U.S. Securities Act” the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

“US\$,” “USD” or “U.S. dollars” United States dollars, the lawful currency of the United States

“WEEE” Waste Electrical and Electronic Equipment

“Wendi Design” Zhuhai Wendi Design Consulting Co., Ltd. (珠海溫迪設計諮詢有限公司), a limited liability company established under the laws of PRC in July 2021 and one of our Pre-[REDACTED] Investors

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“Wendi Technology”	Zhuhai Wendi Technology Co., Ltd. (珠海溫迪科技有限公司), a limited liability company established under the laws of PRC in July 2021 and one of our Pre-[REDACTED] Investors
“WESTERN POST (HK)”	WESTERN POST (HK) LIMITED, a subsidiary of our Company
“WESTERN POST (SG)”	WESTERN POST (SG) PTE. LTD, a subsidiary of our Company
“WESTERN POST (US)”	WESTERN POST (US) INC, a subsidiary of our Company
“Wuhan Shunhong”	Wuhan Shunhong Equity Investment Partnership (Limited Partnership) (武漢順宏股權投資合夥企業(有限合夥)), a limited partnership established under the laws of PRC in April 2018 and one of our Pre-[REDACTED] Investors
“Wuhan Shunying”	Wuhan Shunying Equity Investment Partnership (Limited Partnership) (武漢順贏股權投資合夥企業(有限合夥)), a limited partnership established under the laws of PRC in April 2018 and one of our Pre-[REDACTED] Investors
“Yueqing Aoji Growth ESOPs”	refers to Yueqing Aoji Growth V, Yueqing Aoji Growth VI, Yueqing Aoji Growth VIII, Yueqing Aoji Growth IX and Yueqing Aoji Growth X
“Yueqing Aoji Growth IV”	Yueqing Aoji Growth IV Enterprise Management Partnership (Limited Partnership) (樂清市傲基成長肆號企業管理合夥企業(有限合夥)), a limited partnership established under the laws of PRC in August 2020 and a member of our Single Largest Shareholders Group, see “Relationship with Our Single Largest Shareholders Group”
“Yueqing Aoji Growth V”	Yueqing Aoji Growth V Enterprise Management Partnership (Limited Partnership) (樂清市傲基成長伍號企業管理合夥企業(有限合夥)), a limited partnership established under the laws of PRC in August 2020 and one of our employee share incentive platforms, in which all the award Shares have been vested
“Yueqing Aoji Growth VI”	Yueqing Aoji Growth VI Enterprise Management Partnership (Limited Partnership) (樂清市傲基成長陸號企業管理合夥企業(有限合夥)), a limited partnership established under the laws of PRC in August 2020 and one of our employee share incentive platforms, in which all the award Shares have been vested

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“Yueqing Aoji Growth VIII”	Yueqing Aoji Growth VIII Enterprise Management Partnership (Limited Partnership) (樂清市傲基成長捌號企業管理合夥企業(有限合夥)), a limited partnership established under the laws of PRC in August 2020 and one of our employee share incentive platforms, in which all the award Shares have been vested
“Yueqing Aoji Growth IX”	Yueqing Aoji Growth IX Enterprise Management Partnership (Limited Partnership) (樂清市傲基成長玖號企業管理合夥企業(有限合夥)), a limited partnership established under the laws of PRC in August 2020 and one of our employee share incentive platforms, in which all the award Shares have been vested
“Yueqing Ao X”	Yueqing Ao X Enterprise Management Partnership (Limited Partnership) (樂清市傲拾企業管理合夥企業(有限合夥)), a limited partnership established under the laws of PRC in September 2021 and one of our employee share incentive platforms, in which all the award Shares have been vested
“Zhuhai Yinshan”	Zhuhai Yinshan Modern Logistics Industry Equity Investment Fund (Limited Partnership) (珠海隱山現代物流產業股權投資基金(有限合夥)), a limited partnership established under the laws of PRC in June 2017 and one of our Pre-[REDACTED] Investors
“%”	per cent

In this Document, the terms “associate,” “close associate,” “connected person,” “core connected person,” “connected transaction,” “controlling shareholder” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this Document have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this Document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.