
DEFINITIONS

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

“Accountants’ Report”	the accountants’ report prepared by Forvis Mazars CPA Limited, the text of which is set out in Appendix I to this document
“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
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on [•] and will come into effect upon [REDACTED] (as amended, supplemented or otherwise modified from time to time), a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Audit Committee”	the audit committee of our Board
“Board of Directors”, “Board” or “our Board”	the board of Directors
“Business Day” or “business day”	a day on which banks in Hong Kong are open generally for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands

[REDACTED]

“Cayman Companies Act” or “Companies Act”	the Companies Act (as revised) of the Cayman Islands, Cap. 22 (Law 3 of 1961), as amended or supplemented or otherwise modified from time to time
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[REDACTED]

“China” or “PRC”	the People’s Republic of China, which only in the context of describing PRC rules, laws, regulations, regulatory authority, and any PRC entities or citizens under such rules, laws and regulations and other legal or tax matters in this document, excludes Taiwan, Hong Kong and the Macau Special Administrative Region of the PRC
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules

[REDACTED]

DEFINITIONS

“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”, “our Company” or “the Company”	Long Macro New Material Group Limited (長宏新材集團有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 7 August 2024
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the GEM Listing Rules and unless the context otherwise requires, refers to Ms. Li and Hengfu Technology, further 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 to it under the GEM Listing Rules
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix C1 to the GEM Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Dingtai HK”	Hong Kong Dingtai Group Co., Limited (香港鼎泰集團有限公司), a limited company incorporated under the laws of Hong Kong on 19 April 2024 and an indirect wholly-owned subsidiary of our Company
“Director(s)”	the director(s) of our Company
“EIT Law”	the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法), promulgated by the NPC on 16 March 2007, came into effect on 1 January 2008 and amended on 24 February 2017 and 29 December 2018

[REDACTED]

“ESG”	environmental, social and governance
“Exchange Participant”	has the meaning ascribed to it under the GEM Listing Rules
“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

DEFINITIONS

[REDACTED]

“Frost & Sullivan” or “Industry Consultant”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our industry consultant
“Frost & Sullivan Report”	the industry report commissioned by us and independently prepared by Frost & Sullivan, a summary of which is set forth in the section headed “Industry Overview” in this document
“FY2024”	the year ended 31 December 2024
“FY2025”	the year ended 31 December 2025
“FY2026”	the year ending 31 December 2026
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“Group”, “our Group”, “we”, “us” or “our”	our Company and its subsidiaries from time to time or, where the context so requires, in respect of the period prior to our Company having become the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“Guide” or “Guide for New Listing Applicants”	the Guide for New Listing Applicants published by the Stock Exchange on 29 November 2023 and effective on 1 January 2024, as amended or supplemented or otherwise modified from time to time
“Hengfu Technology”	Hengfu Technology Holdings Limited, a company incorporated in the BVI with limited liability on 30 July 2024 and one of our Controlling Shareholders
“Hengtai Invest”	Hengtai Invest Holdings Limited, a company incorporated in the BVI with limited liability on 8 April 2024
“Hengyi BVI”	Hengyi Invest Holdings Limited, a company incorporated in the BVI with limited liability on 10 April 2024 and a wholly-owned subsidiary of our Company
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the People’s Republic of China

[REDACTED]

“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

“IFRS” International Financial Reporting Standards

“Independent Third Party(ies)” any person(s) or entity(ies) who/which is not a connected person of our Company within the meaning of the GEM Listing Rules

“Jiaheng BVI” Jiaheng International New Material Group Limited, a company incorporated in the BVI with limited liability on 13 August 2024 and a wholly-owned subsidiary of our Company

“Jiaheng HK” Hong Kong Jiaheng International Group Limited (香港嘉恒國際集團有限公司), a limited company incorporated under the laws of Hong Kong on 2 September 2024 and an indirect wholly-owned subsidiary of our Company

“Jilin Huachen” Jilin Huachen New Material Technology Development Co., Ltd. (吉林華晨新材料科技開發有限公司), a limited liability company incorporated under the laws of PRC on 28 March 2017 and a wholly-owned subsidiary of our Company

[REDACTED]

“Latest Practicable Date” 23 April 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document before its publication

DEFINITIONS

[REDACTED]

“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company conditionally adopted on [•] and will come into effect upon [REDACTED], a summary of which is set out in Appendix III to this document
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Luo”	Mr. Luo Hua (羅華), our former executive Director who resigned in April 2026 due to health reasons
“Mr. Zhu”	Mr. Zhu Youxin (朱有新), an executive Director
“Ms. Li”	Ms. Li Xinyan (李新艷), the chairperson of our Board, chief executive officer, an executive Director and one of our Controlling Shareholders
“Ms. Tanaka Koran” or “Pre-[REDACTED] Investor”	Ms. Tanaka Koran, being the sole shareholder of Hengtai Invest and our pre-[REDACTED] investor
“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)
“Nomination Committee”	the nomination committee of our 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)

[REDACTED]

DEFINITIONS

“Overseas Listing Trial Measures”	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) promulgated by the CSRC on 17 February 2023 and effective on 31 March 2023
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC

[REDACTED]

“PRC Legal Advisors”	Tian Yuan Law Firm, the legal advisor to our Company as to the PRC laws
“Pre-[REDACTED] Investment”	the pre-[REDACTED] investment in our Company undertaken by the Pre-[REDACTED] Investor, details of which are set out in the section headed “History, Reorganisation and Corporate Structure — Pre-[REDACTED] Investment” in this document

[REDACTED]

DEFINITIONS

[REDACTED]

“Remuneration Committee”	the remuneration committee of our Board
“Reorganisation”	the reorganisation undertaken by our Group in preparation for the [REDACTED], details of which are set out in the paragraph headed “History, Reorganisation and Corporate Structure — Reorganisation” in this document
“Repurchase Mandate”	the general unconditional mandate granted to our Directors by the Shareholders in relation to the repurchase of our Shares, further information on which is set forth in “Statutory and General Information — A. Further information about our Group — 5. Repurchase of our own securities” in Appendix IV to this document
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAFE Circular 13”	the Notice on Simplifying and Improving the Foreign Currency Management Policy on Direct Investment (《國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知》) promulgated by SAFE on 13 February 2015
“SAFE Circular 37”	the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents’ Offshore Investment and Financing and Roundtrip Investment 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》) promulgated by the SAFE on 4 July 2014
“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) or its predecessor 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)
“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 Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of the National People’s Congress (全國人民代表大會常務委員會)

DEFINITIONS

“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	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 share(s) with nominal value of HK\$[0.01] in the share capital of our Company
“Shareholder(s)”	holder(s) of the issued Share(s)

[REDACTED]

“Share Option Scheme”	the share option scheme adopted by our Company on [•], the principal terms of which are set out in “Statutory and General Information — D. Share Option Scheme” in Appendix IV to this document
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[REDACTED]

“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“Substantial Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Track Record Period”	the years ended 31 December 2024 and 2025

[REDACTED]

“%”	per cent.
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In this document:

1. *Unless the context otherwise requires, the terms “associate”, “close associate”, “connected person”, “connected transaction”, “core connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules.*
2. *The English titles marked with “*” are unofficial English translations of the titles of natural persons, legal persons or entities, governmental authorities, institutions, laws, rules, regulations and other entities for which no official English translation exists. In the event of any inconsistency, the Chinese versions shall prevail. These English titles are for identification purpose only.*
3. *Unless expressly stated or otherwise required by the context, all data are as at the Latest Practicable Date.*
4. *Unless otherwise specified, all references to any shareholdings in our Company assume no exercise of the [REDACTED].*
5. *Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*
6. *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.*