DEFINITIONS

In this document, unless the context otherwise requires, the following terms and expressions have the meanings set forth below. Certain other terms are explained "Glossary of Technical Terms" in this document.

"2022 Convertible Bonds"	the convertible bonds issued by our Company of RMB3,410,500,000 at a par value of RMB100 in October 2022, and listed on the Main Board of the Shenzhen Stock Exchange under the bond code 127073
"2024 Share Incentive Plan"	our employee incentive plan approved and adopted by our Board on December 11, 2024 and by the extraordinary general meeting of our Company on December 30, 2024
"A Share(s)"	ordinary shares issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Shenzhen Stock Exchange and traded in Renminbi
"Accountant's Report"	the accountant's report of our Company for the Track Record Period, 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
"AFRC"	the Accounting and Financial Reporting Council of Hong Kong
"Articles" or "Articles of Association"	the articles of association of our Company, as amended, which shall become effective from the Listing Date and a summary of which is set out in Appendix V to this document
"associate(s)"	has the meaning ascribed to it under the Hong Kong Listing Rules
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"Business Day"	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business

[**REDACTED**]

"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC

"China" or "the PRC"	the People's Republic of China, except where the content or context requires otherwise
"CIC"	China Insights Industry Consultancy Limited, an independent professional market research and consulting company
"CIC Report"	the report with respect to this [**REDACTED**] issued by CIC
"close associate(s)"	has the meaning ascribed to it 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 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"	Guangzhou Tinci Materials Technology Co., Ltd. (廣州天賜高新材料股份有限公司), a joint stock company with limited liability established under the laws of the PRC on June 6, 2000
"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
"Controlling Shareholder"	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Xu
"CSDC"	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
"CSRC"	the China Securities Regulatory Commission (中國證券監督管理委員會)
"Director(s)"	the director(s) of our Company
"Employee Stock Ownership Plan"	our employee stock ownership plan approved and adopted by our Board on December 11, 2024 and by the extraordinary general meeting of our Company on December 30, 2024
"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

"GGII"	Shenzhen GaoGong Industry Research & Consulting Co. Ltd., an independent market research and consulting company

[**REDACTED**]

"Governmental Authority"	any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organization, or other non-governmental regulatory authority, or any court, judicial body, tribunal, or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational
"Group", "our Group", "the Group", "we", "us" or "our"	the Company and its subsidiaries from time to time, their predecessors (as the case may be), and where the context requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
"H Share(s)"	overseas listed foreign shares in our ordinary share capital with a nominal value of RMB1.00 each, to be subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
"H Share Registrar"	[**REDACTED**]
"HK$" or "Hong Kong dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"HK" or "Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China

[**REDACTED**]

"HKSCC"	Hong Kong Securities Clearing Company Limited

[**REDACTED**]

"HKSCC Nominees"	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
"HKSCC Operational Procedures"	the operational procedures of HKSCC, containing the practices, procedures and administrative or other requirements relating to HKSCC's services and the operations and functions of CCASS, FINI or any other platform, facility or system established, operated and/or otherwise provided by or through HKSCC, as from time to time in force
"HKSCC Participant(s)"	a participant admitted participating in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
"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**]

"IFRS"	International Financial Reporting Standards, as issued by the International Accounting Standards Board
"Independent Third Party(ies)"	any entity or person who is not a connected person of our Company within the meaning ascribed to it under the Listing Rules

[**REDACTED**]

[**REDACTED**]

"Joint Sponsors"	the joint sponsors as named in "Directors and Parties Involved in the [**REDACTED**]"
"KAIXIN Fuding"	Fuding Kaixin Battery Materials Co., Ltd. (福鼎市凱欣電池材料有限公司), a company with limited liability established under the laws of the PRC on April 28, 2020, and a wholly-owned subsidiary of our Company
"KAIXIN Ningde"	Ningde Kaixin Battery Materials Co., Ltd. (寧德市凱欣電池材料有限公司), a company with limited liability established under the laws of the PRC on November 21, 2014, and a wholly-owned subsidiary of our Company
"Latest Practicable Date"	[March 18], 2026, being the latest practicable date for ascertaining certain information in this document before its publication
"Laws"	all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, directives, requests, orders, judgments, decrees, or rulings of any Governmental Authority (including the Stock Exchange and the SFC) of all relevant jurisdictions
"Listing"	the listing of the H 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 [**REDACTED**], on which the H Shares are to be listed and on which dealings in the H Shares are to be first permitted to take place on the Stock Exchange

"MOF"	Ministry of Finance of the PRC (中華人民共和國財政部)
"Mr. Xu"	Mr. Xu Jinfu (徐金富), our executive Director and Controlling Shareholder
"National High-tech Enterprise"	a certification by the PRC government authorities for a resident company that conducts R&D and transforms technological achievements in certain high-tech fields to form the company's core independent intellectual property rights and conduct business activities
"Nomination Committee"	the nomination committee of the Board

[**REDACTED**]

"PRC Company Law"	the Company Law of the PRC, as amended, modified and/or otherwise supplemented from time to time
"PRC GAAP"	generally accepted accounting principles in the PRC
"PRC Government Body"	has the meaning ascribed to it under the Listing Rules
"PRC Legal Advisor"	Grandway Law Offices, our legal advisor on PRC laws
"Principal Subsidiaries"	our principal subsidiaries as identified in "History and Corporate Structure — Principal Subsidiaries and Operating Entities"
"Regulation S"	Regulation S under the U.S. Securities Act
"Remuneration and Appraisal Committee"	the remuneration and appraisal committee of the Board

"RMB or Renminbi"	Renminbi, the lawful currency of China
"SAFE"	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
"Sanhe Environmental"	Guangzhou Tinci Sanhe Environmental Engineering Co., Ltd. (廣州市天賜三和環保工程有限公司), a company with limited liability established under the laws of the PRC on October 5, 2001, and a company wholly-owned by Mr. Xu
"SASAC"	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國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)
"SFC"	Securities and Futures Commission of Hong Kong
"SFO" or "Securities and Futures Ordinance"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Shanghai-Hong Kong Stock Connect"	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shanghai Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shanghai
"Share(s)"	shares in the share capital of our Company, with a nominal value of RMB1.00 each, comprising our A Shares and our H Shares
"Share Option(s)"	stock option(s) granted under the 2024 Share Incentive Plan
"Shenzhen-Hong Kong Stock Connect"	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shenzhen Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shenzhen

[**REDACTED**]

"State Council"	the State Council of the PRC (中華人民共和國國務院)
"Stock Exchange" or "Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Strategy and Sustainable Development Committee"	the strategy and sustainable development committee of the Board

"subsidiary" or "subsidiaries"	has the meaning ascribed to it in section 15 of the Companies Ordinance
"substantial shareholder(s)"	has the meaning ascribed to it in the Listing Rules
"TENGWEI Dongguan"	Dongguan Tengwei Electronic Materials Technology Co., Ltd. (東莞市騰威電子材料技術有限公司), a company with limited liability established under the laws of the PRC on September 26, 2006, and a subsidiary of our Company
"TIANSHUO Zhejiang"	Zhejiang Tianshuo Fluorine Silicon New Material Technology Co., Ltd. (浙江天碩氟硅新材料科技有限公司), a company with limited liability established under the laws of the PRC on December 28, 2015, and a wholly-owned subsidiary of our Company
"TINCI Jiangsu"	Jiangsu Tinci Materials Technology Co., Ltd. (江蘇天賜高新材料有限公司), a company with limited liability established under the laws of the PRC on April 9, 2018, and a wholly-owned subsidiary of our Company
"TINCI Jiujiang"	Jiujiang Tinci Materials Technology Co., Ltd. (九江天賜高新材料有限公司), a company with limited liability established under the laws of the PRC on October 30, 2007, and a wholly-owned subsidiary of our Company
"TINCI Jorf Lasfar"	TINCI MATERIALS JORF LASFAR, a company with limited liability established under the laws of Morocco on September 7, 2023, and a wholly-owned subsidiary of our Company
"TINCI Research"	Tinci Advanced Research (Shanghai) Electronics Co., Ltd. (天賜高研(上海)電子有限公司), a company with limited liability established under the laws of the PRC on June 12, 2024, and a wholly-owned subsidiary of our Company
"TINCI Resource Recycle"	Jiujiang Tinci Resource Recycling Technology Co., Ltd. (九江天賜資源循環科技有限公司), a company with limited liability established under the laws of the PRC on September 23, 2021, and a wholly-owned subsidiary of our Company
"TINCI Sichuan"	Sichuan Tinci Materials Technology Co., Ltd. (四川天賜高新材料有限公司), a company with limited liability established under the laws of the PRC on January 11, 2022, and a wholly-owned subsidiary of our Company
"TINCI Yichang"	Yichang Tinci Materials Technology Co., Ltd. (宜昌天賜高新材料有限公司), a company with limited liability established under the laws of the PRC on July 1, 2021, and a wholly-owned subsidiary of our Company

DEFINITIONS

"TINQI Jiujiang Fluorine Silicon"	Jiujiang Tinqi Fluorine Silicon New Materials Technology Co., Ltd. (九江天祺氟硅新材料科技有限公司), a company with limited liability established under the laws of the PRC on April 14, 2015, and a wholly-owned subsidiary of our Company
"Track Record Period"	the three years ended December 31, 2023, 2024 and 2025
"U.S.", "US" or "United States"	the United States of America, its territories, its possessions and all areas subject to its jurisdictions
"U.S. dollars" or "US$"	United States dollars, the lawful currency of the United States
"U.S. Securities Act"	United States Securities Act of 1933 and the rules and regulations promulgated thereunder

[**REDACTED**]

"VAT"	value-added tax
"%"	per cent

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including our subsidiaries) 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.