OVERVIEW

Our history can be traced back to June 2000, when Mr. Xu, our founder, established our Company, then known as Guangzhou Tinci High-tech Materials Technology Co. Ltd. (廣州市天賜高新材料科技有限公司), in Guangzhou, Guangdong Province. Since then, our Company has been principally engaging in the R&D, sales, and manufacturing of daily chemical products and we extended our business portfolio to cover the lithium-ion battery materials industry in 2005.

Our Company was converted into a joint stock company in November 2007, and subsequently became listed on the Shenzhen Stock Exchange on January 23, 2014 under the stock code 002709. With over 20 years of industry experience in research and development, production, and sales of lithium-ion battery materials, daily chemicals and specialty chemicals, we are a global leading material company in new energy materials and advanced materials, which primarily provides comprehensive lithium-ion battery materials as well as daily chemicals and specialty chemicals solutions to customers across the world. According to CIC, we have been the world's No. 1 electrolyte supplier in terms of shipment volumes for nine consecutive years since 2016, with a global market share of approximately 35.7% in 2024.

KEY CORPORATE AND BUSINESS DEVELOPMENT MILESTONES

The following table sets forth our various key corporate and business development milestones.

Year	Event
2000	• Our Company was established and we commenced R&D of daily chemical products.
2005	• We commenced the R&D of lithium-ion battery materials.
2007	• TINCI Jiujiang, one of our largest production bases, was established.
2008	• We were recognized as a National High-tech Enterprise of China.
2010	• We established a national Postdoctoral Workstation in China.
2014	• We were listed on the Small and Medium-sized Enterprises Board of the Shenzhen Stock Exchange (merged into the Main Board of the Shenzhen Stock Exchange in February 2021) under the stock code 002709.
2016	• We were granted an Authorized Economic Operator (AEO) certification and recognized as an advanced certified enterprise. We ranked first globally in terms of lithium-ion battery electrolyte shipment volume for the first time.
2017	• We were recognized as one of the Top 100 High-tech Enterprises in Guangdong Province (廣東省高新技術企業百強企業).
2020	• We launched our internationalization strategy and subsequently in the following years gradually established subsidiaries in the United States, Germany, Morocco, and Singapore, and set up a laboratory in South Korea, accelerating our global expansion and internationalisation strategy.

Year	Event
2022	• We issued the convertible bonds of RMB3,410,500,000 at a par value of RMB100, which are listed on the Main Board of the Shenzhen Stock Exchange under the bond code 127073 in October.
	We were recognized as one of the Forbes China Top 50 Most Innovative Companies (福布斯中國創新力企業50強).
	We were awarded the Guangzhou Mayor Quality Award (廣州市市長質量獎).
	To expand our business network and production capacity, we established TINCI Sichuan, Tinci Materials (Hubei) Co., Ltd. (天賜材料(湖北)有限公司), Zhejiang Tinci Materials Technology Co., Ltd. (浙江天賜高新材料有限公司), Tinci Materials (Jiangmen) Co., Ltd. (天賜材料(江門)有限公司) and TINCI INC., and established the first lithium-ion battery electrolyte cooperative contract manufacturing factory in Europe.
2023	• We were recognized as a National Green Factory (國家級綠色工廠) of China.
	We were recognized as a National Green Supply Chain Certified Enterprise (國家綠色供應鏈管理企業).
2024	• We were ranked fourth among the Top 100 Fine Chemical Enterprises in the PRC (中國精細化工百強).

PRINCIPAL SUBSIDIARIES AND OPERATING ENTITIES

As of the Latest Practicable Date, we had 12 principal subsidiaries, which we considered to be (i) material to our performance during the Track Record Period; and/or (ii) important to our future development and business operations. Set forth below is a table summarizing the key information of our principal subsidiaries during the Track Record Period and as of the Latest Practicable Date.

Name of subsidiary	Registered Capital	Equity interest attributable to our Group	Place of incorporation/ establishment	Date of incorporation/ establishment	Principal business activities
KAIXIN Fuding	RMB32,500,000	100%	China	April 28, 2020	Manufacturing and sales of lithium-ion battery materials
KAIXIN Ningde	RMB32,500,000	100%	China	November 21, 2014	Sales of lithium-ion battery materials
TENGWEI Dongguan . .	RMB20,000,000	85%	China	September 26, 2006	R&D, manufacturing and sales of lithium-ion battery materials
TINQI Jiujiang Fluorine Silicon	RMB27,000,000	100%	China	April 14, 2015	Manufacturing and sales of daily chemicals and specialty chemicals
TINCI Jiangsu	RMB150,000,000	100%	China	April 9, 2018	Manufacturing and sales of lithium-ion battery materials

Name of subsidiary	Registered Capital	Equity interest attributable to our Group	Place of incorporation/ establishment	Date of incorporation/ establishment	Principal business activities
TINCI Jiujiang	RMB455,000,000	100%	China	October 30, 2007	R&D, manufacturing and sales of lithium-ion battery materials and daily chemicals
TINCI Jorf Lasfar	Moroccan Dirham 72,227,600	100%	Morocco	September 7, 2023	Manufacturing and sales of lithium-ion battery materials
TINCI Research	RMB13,000,000	100%	China	June 12, 2024	R&D of advanced materials
TINCI Sichuan	RMB200,000,000	100%	China	January 11, 2022	Manufacturing and sales of lithium-ion battery materials
TINCI Yichang	RMB600,000,000	100%	China	July 1, 2021	Manufacturing and sales of lithium-ion battery materials
TIANSHUO Zhejiang	RMB202,500,000	100%	China	December 28, 2015	Manufacturing and sales of lithium-ion battery materials
TINCI Resource Recycle	RMB268,000,000	100%	China	September 23, 2021	Recycling and gradient utilization of used power batteries

MAJOR SHAREHOLDING CHANGES OF OUR COMPANY

Establishment of our Company and Conversion into a Joint Stock Company

Our Company, then known as Guangzhou Tinci High-tech Materials Technology Co. Ltd., was established in June 2000 and was converted into a joint stock company in November 2007. Upon completion of the conversion, our Company had a total share capital of RMB80,000,000 divided into 80,000,000 Shares. The shareholding structure of our Company immediately upon completion of the conversion was as follows:

Name of Shareholders	Number of Shares Held	Percentage of Shareholding
Mr. Xu	59,100,336	73.88%
Lin Fei (林飛)[1]	3,231,628	4.04%
Li Xinghua (李興華)	3,131,628	3.91%
Xu Jinlin (徐金林)[2]	3,081,628	3.85%
Other Shareholders[3]	11,454,780	14.32%
Total	**80,000,000**	**100%**

Notes:

(1) Mr. Lin Fei (林飛) is the brother-in-law of Mr. Xu's spouse.

(2) Mr. Xu Jinlin (徐金林) is the brother of Mr. Xu.

(3) Other Shareholders represent 17 individual Shareholders at the time, all of whom were Independent Third Parties and each of whom held no more than 4% of our Shares.

Upon completion of the conversion into a joint stock company and up until September 2010, our Company underwent a series of capital increases and share transfers. Following these changes, our Company's total share capital amounted to RMB98,800,000, divided into 98,800,000 Shares. The shareholding structure of our Company remained unchanged from the completion of these changes up to immediately before the A Share Offering, which was as follows:

Name of Shareholders	Number of Shares Held	Percentage of Shareholding
Mr. Xu	59,800,336	60.53%
Tonglian Venture Capital Limited (通聯創業投資股份有限公司) (currently known as Xiang Sanchuang Co., Ltd. (向三創股份公司))	10,000,000	10.12%
Guosen H&S Venture Capital Limited (國信弘盛創業投資有限公司) (currently known as Guosen H&S Investment Co., Ltd. (國信弘盛私募基金管理有限公司))	6,800,000	6.88%
Lin Fei (林飛)[(1)]	3,231,628	3.27%
Li Xinghua (李興華)	3,131,628	3.17%
Xu Jinlin (徐金林)[(2)]	3,081,628	3.12%
Gu Bin (顧斌)[(3)]	180,000	0.18%
Xu Sanshan (徐三善)[(3)]	120,000	0.12%
Other Shareholders[(4)]	12,454,780	12.61%
Total	**98,800,000**	**100%**

Notes:

(1) Mr. Lin Fei (林飛) is the brother-in-law of Mr. Xu's spouse.

(2) Mr. Xu Jinlin (徐金林) is the brother of Mr. Xu.

(3) Mr. Gu Bin (顧斌) and Mr. Xu Sanshan (徐三善) are executive Directors of our Company.

(4) Other Shareholders represent 21 individual Shareholders at the time, all of whom were Independent Third Parties and each of whom held no more than 3% of our Shares.

Listing on the Shenzhen Stock Exchange

In January 2014, our Company was listed on the Small and Medium-sized Enterprises Board of the Shenzhen Stock Exchange (which was merged into the Main Board of the Shenzhen Stock Exchange in February 2021) under the stock code 002709. In connection with the listing, we completed an initial public offering of our A Shares (the "**A Share Offering**"), pursuant to which our total share capital increased from RMB98,800,000 to RMB120,413,200. The shareholding structure of our Company immediately after the A Share Offering was as follows:

Name of Shareholders	Number of A Shares Held	Percentage of Shareholding
Mr. Xu	53,802,136	44.68%
Tonglian Venture Capital Limited (通聯創業投資股份有限公司) (currently known as Xiang Sanchuang Co., Ltd. (向三創股份公司))	10,000,000	8.30%
Guosen H&S Venture Capital Limited (國信弘盛創業投資有限公司) (currently known as Guosen H&S Investment Co., Ltd. (國信弘盛私募基金管理有限公司))	4,255,765	3.53%

Name of Shareholders	Number of A Shares Held	Percentage of Shareholding
Lin Fei (林飛)(1)	2,953,828	2.45%
Li Xinghua (李興華)	2,862,428	2.38%
Xu Jinlin (徐金林)(2)	2,816,728	2.34%
Wu Zhennan (吳鎮南)	2,542,200	2.11%
National Social Security Fund (全國社保基金)	1,959,835	1.63%
Lin Xiangjian (林祥堅)	1,325,800	1.10%
Other Shareholders(3)	36,886,700	30.63%
Total	**120,413,200**	**100%**

Notes:

(1) Mr. Lin Fei (林飛) is the brother-in-law of Mr. Xu's spouse.

(2) Mr. Xu Jinlin (徐金林) is the brother of Mr. Xu.

(3) Each of the other A Shareholders held no more than 2% of our A Shares.

Other Major Shareholding Changes

In October 2015, we issued 7,457,142 A Shares to six qualified subscribers including Nine Thai Fund Management Co., Ltd. (九泰基金管理有限公司), Ping'an Dahua Fund Management Co., Ltd. (平安大華基金管理有限公司) (currently known as Ping'an Fund Management Co., Ltd. (平安基金管理有限公司)), Hongde Fund Management Co., Ltd. (泓德基金管理有限公司), HUA AN Fund Management Co., Ltd. (華安基金管理有限公司), CAITONG Fund Management Co., Ltd. (財通基金管理有限公司), and Wu Gejun (吳歌軍), all of which were Independent Third Parties. The 7,457,142 A Shares were priced at RMB35 each, which was determined with reference to the average share price of A Shares of our Company for the 20 trading days prior to the pricing date. Upon completion of this private placement, our registered capital was increased to RMB130,005,842 consisting of 130,005,842 A Shares.

In May 2016, we increased our issued share capital by way of conversion of capital reserves into share capital with issuance of an additional of 15 Shares for every ten Shares held by our then Shareholders. Upon completion of this capital reserves conversion, our registered capital was increased to RMB325,359,605 consisting of 325,359,605 A Shares.

In July 2017, we issued 14,920,711 A Shares to seven qualified subscribers including Mr. Xu, Zhu Yaowu (朱耀武), Shenzhen Capital Innovation Co., Ltd. (深圳安鵬資本創新有限公司), Cai Ming (蔡銘), Qingdao Guoxin Capital Investment Co., Ltd. (青島國信資本投資有限公司), Golden Eagle Asset Management Co., Ltd. (金鷹基金管理有限公司) and Nine Thai Fund Management Co., Ltd. (九泰基金管理有限公司). Save for Mr. Xu, our Controlling Shareholder, all of the subscribers were Independent Third Parties. The 14,920,711 A Shares were priced at RMB41.62 each, which was determined with reference to the average share price of A Shares of our Company for the 20 trading days prior to the pricing date. Upon completion of this private placement, our registered capital was increased to RMB339,962,016 consisting of 339,962,016 A Shares.

In July 2019, we increased our issued share capital by way of conversion of capital reserves into share capital with issuance of an additional of six Shares for every ten Shares held by our then Shareholders. Upon completion of this capital reserves conversion, our registered capital was increased to RMB548,324,289 consisting of 548,324,289 A Shares.

In April 2021, we increased our issued share capital by way of bonus issues on the basis of seven new Shares for every ten existing Shares held by our then Shareholders. Upon completion of the bonus issues, our registered capital was increased to RMB928,420,063 consisting of 928,420,063 A Shares.

In May 2021, we issued 24,489,816 A Shares to 13 qualified subscribers including UBS AG, China Galaxy Securities Co., Ltd. (中國銀河證券股份有限公司) (whose shares are listed on the Shanghai Stock Exchange under the stock code 601881 and the Stock Exchange under the stock code 06881), China Securities Co., Ltd. (中信建投證券股份有限公司) (whose shares are listed on the Shanghai Stock Exchange under the stock code 601066 and the Stock Exchange under the stock code 06066), Kong Qingfei (孔慶飛), CAITONG Fund Management Co., Ltd. (財通基金管理有限公司), Oriental Alpha Fund Management Co., Ltd. (東方阿爾法基金管理有限公司), Sumin Supply Chain Management (Wuxi) Co., Ltd. (蘇民供應鏈管理無錫有限公司), Everybody Asset Management Co., Ltd. (大家資產管理有限責任公司), Galaxy Capital Asset Management Co., Ltd. (銀河資本資產管理有限公司), Harvest Fund Management Co., Ltd. (嘉實基金管理有限公司), Tian Zhiwei (田志偉), China Southern Asset Management Co., Ltd. (南方基金管理股份有限公司) and Zhong Ou Asset Management Company Limited (中歐基金管理有限公司), all of which were Independent Third Parties. The 24,489,816 A Shares were priced at RMB68 each, which was determined with reference to the average A-Share price of the 20 trading days prior to the pricing date. Upon completion of this private placement, our registered capital was increased to RMB952,909,879 consisting of 952,909,879 A Shares.

Issuance of 2022 Convertible Bonds

In October 2022, to meet the funding requirements for projects relating to the construction of production lines of lithium-ion materials, daily and specialty chemical materials, our Company conducted public issuance of 2022 Convertible Bonds of RMB3,410,500,000 at a par value of RMB100, and the 2022 Convertible Bonds were listed on the Main Board of the Shenzhen Stock Exchange under the bond code 127073 on October 27, 2022. The conversion period is from the first trading day after six months from the date of completion of the issuance of the 2022 Convertible Bonds to the maturity date, i.e., from March 29, 2023 to September 22, 2027, with the initial conversion price as RMB48.82 per A Share which has been continually adjusted with reference to our Company's distribution and dividend payments as well as changes in share capital of our Company.

On November 11, 2025, the Board resolved to exercise its conditional redemption rights to redeem all of the then outstanding 2022 Convertible Bonds at face value plus accrued interests thereon. The 2022 Convertible Bonds were subsequently delisted from the Shenzhen Stock Exchange on December 11, 2025, and all of the then outstanding 2022 Convertible Bonds were converted into A Shares. Immediately following the redemption and delisting of the 2022 Convertible Bonds, a total of 119,556,335 A Shares were converted from the 2022 Convertible Bonds and the Company's registered capital was therefore increased by RMB119,556,335.

MAJOR ACQUISITIONS AND DISPOSALS

During the Track Record Period and up to the Latest Practicable Date, we had not conducted any acquisitions, disposals or mergers that we consider material to us.

PREVIOUS LISTING ATTEMPT ON THE SIX SWISS EXCHANGE

As approved by our Board on November 23, 2022 and by our Shareholders on December 12, 2022, we submitted a listing application to the SIX Swiss Exchange for the proposed listing of Global Depositary Receipts (the "**GDR**") of the Company (the "**Proposed GDR Application**"), and obtained a conditional listing approval from the SIX Swiss Exchange in January 2023. However, considering the changes in internal and external market conditions and taking into consideration the actual circumstances of our Company, we terminated the Proposed GDR Application and proceeded to seek a listing of our Shares on the Stock Exchange. During our preparation for the Proposed GDR Application, we did not encounter any material difficulties or legal impediments which led us to terminate the Proposed GDR Application.

To the best of our Directors' knowledge, our Directors are not aware of (i) any other matters relating to the Proposed GDR Application that are relevant to the Listing and should be reasonably highlighted in this document for investors to form an informed assessment of our Company; (ii) any unresolved or outstanding issues or enquiries from CSRC, the Shenzhen Stock Exchange or the SIX Swiss Exchange relating to the Proposed GDR Application that would affect our Company's suitability for listing on the Stock Exchange; (iii) any other matters relating to the Proposed GDR Application that may have implications on our Company's suitability for listing on the Stock Exchange or on the truthfulness, accuracy and completeness of information disclosed in this document; (iv) any disagreement between us and the then professional parties involved in the Proposed GDR Application; and (v) any other matters that need to be brought to the attention of the Stock Exchange and investors in Hong Kong in relation to the Proposed GDR Application. Based on the independent due diligence conducted by the Joint Sponsors, nothing in relation to the Proposed GDR Application has come to their attention that should be brought to the investors' attention.

OUR LISTING ON THE SHENZHEN STOCK EXCHANGE AND REASONS FOR THE LISTING ON THE HONG KONG STOCK EXCHANGE

Our Company has been listed on the Shenzhen Stock Exchange since 2014. Our Directors confirmed, since our listing on the Shenzhen Stock Exchange and up to the Latest Practicable Date, we had no instances of material non-compliance with the rules of the Shenzhen Stock Exchange and other applicable securities laws and regulations of the PRC, and, to the best knowledge of our Directors having made all reasonable enquiries, there was no material matter that should be brought to the investors' attention in relation to our compliance record on the Shenzhen Stock Exchange. Our PRC Legal Advisor is of the view that the confirmation of our Directors above with regard to our compliance records is accurate and reasonable. Based on the independent due diligence conducted by the Joint Sponsors, nothing has come to the Joint Sponsors' attention that would cause them to disagree with our Directors' confirmation with regard to the compliance records of the Company on the Shenzhen Stock Exchange.

We seek to be listed on the Hong Kong Stock Exchange in order to further advance the Company's global strategic layout, establish an international capital operation platform, optimize our capital structure and broaden diversified financing channels, and enhance our comprehensive competitiveness. See "Business — Our Strategies" and "Future Plans and Use of Proceeds" for more details.

[**REDACTED**]

[**REDACTED**]

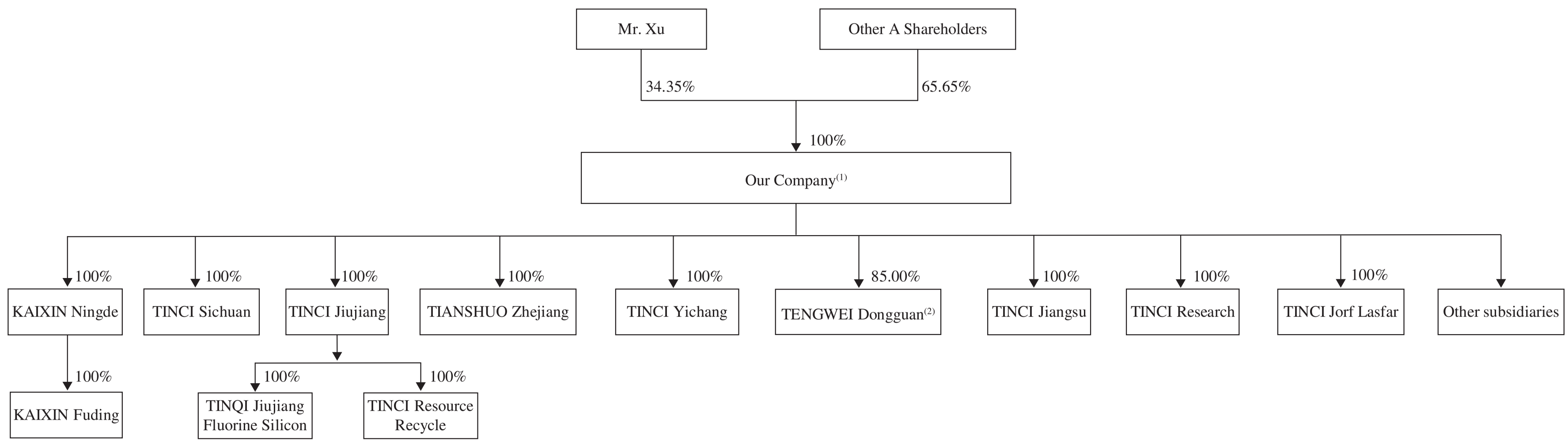
EMPLOYEE STOCK OWNERSHIP PLAN

In order to establish and improve the benefit-sharing mechanism between employees and the Shareholders to further improve the corporate governance of the Company, enhance the cohesion of employees and corporate competitiveness, and promote the Company's long-term, sustainable and healthy development, we adopted the Employee Stock Ownership Plan. For details, see ''Appendix VI — Statutory and General Information — (E) Employee Stock Ownership Plan'' to this document.

CORPORATE STRUCTURE

Corporate structure immediately before the [REDACTED]

The following simplified diagram illustrates the corporate and shareholding structure of our Group immediately prior to the completion of the [**REDACTED**].



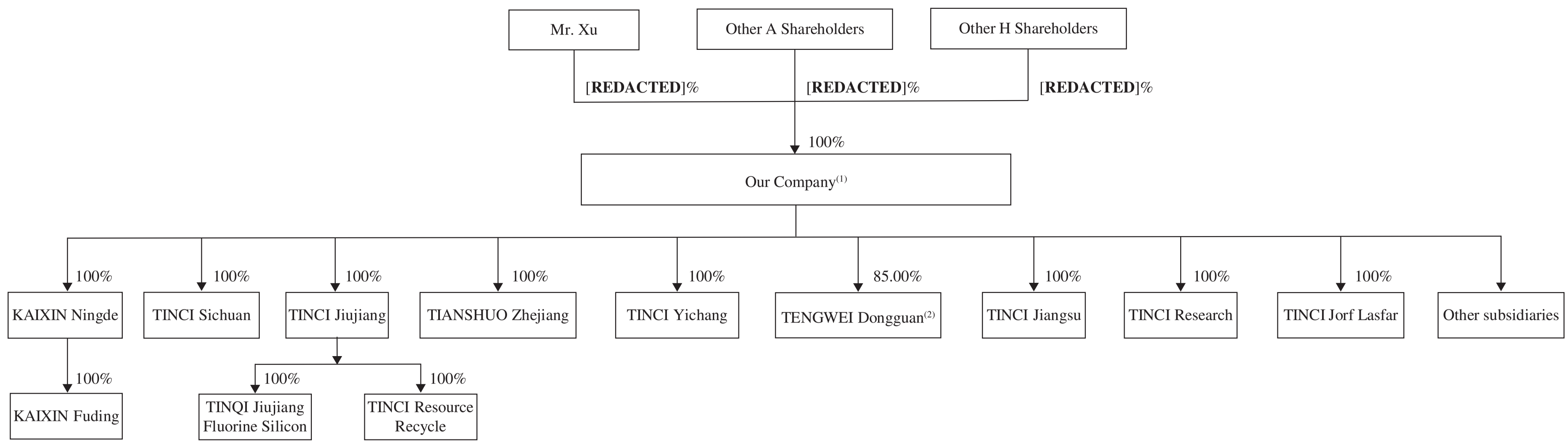
Notes:

(1) As of the Latest Practicable Date, we had 59 subsidiaries, including our Principal Subsidiaries and other subsidiaries established in various jurisdictions.

(2) As of the Latest Practicable Date, the remaining 15.00% interest of TENGWEI Dongguan was held by Wu Quansheng (鄔全生), an Independent Third Party.

Corporate structure immediately following the [REDACTED]

The following simplified diagram illustrates the corporate and shareholding structure of our Group immediately following the completion of the [**REDACTED**], assuming that the [**REDACTED**] is not exercised.



Notes:

(1) – (2): See the respective notes under "Corporate structure immediately before the [**REDACTED**]."