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

"A Share(s)"	ordinary shares issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange and traded in RMB
"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 and conditionally adopted on 25 June 2025, which shall become effective on the **[REDACTED]**, a summary of which is set out in Appendix V to this document
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Audit Committee"	the audit committee of the Board
"Beijing CHJ"	Beijing CHJ Jewellery Co., Ltd.* (北京潮宏基珠寶有限公司), a company established in the PRC on 4 January 2015 and an indirect wholly-owned subsidiary of our Company prior to its deregistration on 18 March 2026
"Board" or "Board of Directors"	the board of Directors of our Company
"Born-to-Shine Technology"	Born to Shine Technology (Shenzhen) Co., Ltd.* (生而閃曜科技(深圳)有限公司), a company established in the PRC on 14 September 2022, which is owned as to 55% by our Company, 20% by Liliang Diamond, 15% by Mr. Weng Weiwei (翁偉煒), 5% by Mr. Liu Zhaohui (劉朝暉) and 5% by Ms. Dong Fangxiao (董方曉)
"business day"	a day on which banks in Hong Kong are generally open to the public for normal banking business and which is not a Saturday, Sunday or public holiday in Hong Kong
"CAGR"	compound annual growth rate, referring to the year-over-year growth rate, which is calculated by taking the nth root of the total percentage growth rate over a specified period of time. The formula for calculating CAGR is: (Ending Value/Beginning Value)^(1/number of years)–1
[REDACTED]	**[REDACTED]**

[REDACTED]	**[REDACTED]**
"Corporate Governance Code"	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
"Changzhou CHJ"	Changzhou CHJ Jewellery Co., Ltd.* (常州潮宏基珠寶有限公司) a company established in the PRC on 15 November 2016 and an indirect wholly-owned subsidiary of our Company
"Chao Shang International"	Chao Shang International Investment Limited (潮尚國際投資有限公司), a company incorporated in Hong Kong on 27 January 2015 and an indirect wholly-owned subsidiary of our Company
"Chaoyang CHJ Industrial"	Chaoyang CHJ Industrial Co., Ltd.* (潮陽市潮鴻基實業有限公司), a company established in the PRC on 11 February 1995 and one of the initial shareholders of Shantou CHJ, the predecessor of our Company
"China", "Chinese Mainland" or "the PRC"	the People's Republic of China, and solely for the purpose of this Document and by reference to region, excluding Taiwan, the Macao Special Administrative Region and Hong Kong Special Administrative Region
"CHJ Jewellery"	CHJ Jewellery Co., Ltd.* (潮宏基珠寶有限公司), a company established in the PRC on 25 September 2014 and a direct wholly-owned subsidiary of our Company
"CHJ International"	CHJ International Limited (潮宏基國際有限公司), a company incorporated in Hong Kong on 26 November 2007 and a direct wholly-owned subsidiary of our Company
"CHJ International Jewelry"	CHJ International Jewelry Limited (潮宏基國際珠寶有限公司) (formerly known as CHJ International Jewelry Design Centre Limited (潮宏基國際珠寶設計中心有限公司)), a company incorporated in Hong Kong on 26 November 2007 and a direct wholly-owned subsidiary of our Company
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"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" or "CWUMPO"	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" or "our Company"	Guangdong CHJ Industrial Co., Ltd.* (廣東潮宏基實業股份有限公司) (formerly known as Guangdong CHJ Industrial Co., Ltd.* (廣東潮鴻基實業股份有限公司), Guangdong CHJ Industrial Company Limited* (廣東潮鴻基實業有限公司) and Shantou CHJ (our predecessor company)), a limited liability company established in the PRC on 7 March 1996, and converted into a joint stock company with limited liability on 15 September 2006, the A Shares of which are listed on the Shenzhen Stock Exchange (stock code: 002345.SZ)
"Concert Parties"	collectively, Mr. Liao Chuangbin, Mr. Lin Junping and Mr. Liao Muzhi, and "Concert Party" means any one of them
"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(s)"	has the meaning ascribed to it under the Listing Rules
"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
"EIT"	the enterprise income tax
"EIT Law"	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》), which was promulgated on 16 March 2007, came into effect on 1 January 2008, and was most recently amended on 29 December 2018 becoming effective on the same date
"Executive Committee"	the executive committee of the Board
"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
[REDACTED]	**[REDACTED]**
"Fion (HK)"	Fion Limited (菲安妮有限公司) (formerly known as Kings Sources Company Limited (勁餘有限公司) and Tony (Asia Pacific) Limited (通利(亞太)有限公司)), a company incorporated in Hong Kong on 1 February 1996 and an indirect wholly-owned subsidiary of our Company
"Fion (Asia Pacific)"	Fion (Asia Pacific) Limited (菲安妮(亞太)有限公司) (formerly known as Tony Leatherwares (Hong Kong) Limited (通利皮具(香港)有限公司)), a company incorporated in Hong Kong on 10 November 2008 and an wholly-owned subsidiary of Guangdong Fion

DEFINITIONS

"Frost & Sullivan"	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
"Frost & Sullivan Report"	the report prepared by Frost & Sullivan
"FY2023"	the financial year ended 31 December 2023
"FY2024"	the financial year ended 31 December 2024
"FY2025"	the financial year ended 31 December 2025
"General Rules of HKSCC"	the General Rules of HKSCC as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
[REDACTED]	**[REDACTED]**
"Group", "our Group", "the Group", "we", "us", or "our"	our Company and our subsidiaries from time to time, 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
"Guangdong Chaohui"	Guangdong Chaohui Network Technology Co., Ltd.* (廣東潮匯網絡科技有限公司) (formerly known as Shantou CHJ Trading Co., Ltd.* (汕頭市潮宏基貿易有限公司)), a company established in the PRC on 30 November 2010, which is directly owned as to 90% by our Company and 10% by Mr. Zhang Tianbing (張天兵), a director of Guangdong Chaohui
"Guangdong Fion"	Guangdong Fion Leather Goods Co., Ltd.* (廣東菲安妮皮具股份有限公司) (formerly known as Tony Leather (Huizhou) Co., Ltd.* (通利皮具(惠州)有限公司)), a company established in the PRC on 24 February 1992, which is owned as to approximately 60.7673% by Fion, 33.4968% by Zeppelin Tech, 5.3763% by Mr. Lin Binsheng (林斌生) (a director of Guangdong Fion, brother of Mr. Lin Haosheng and the cousin of Mr. Lin Yuhao), and 0.3596% by Shenzhen Chaoshang.
"Guide" or "Guide for New Listing Applicants"	the "Guide for New Listing Applicants" published by the Stock Exchange in November 2023 which took effect on 1 January 2024, as amended or supplemented or otherwise modified from time to time
"H Share(s)"	shares in the share capital of our Company with a nominal value of RMB1.00 each, to be **[REDACTED]** and **[REDACTED]** on the Hong Kong Stock Exchange
[REDACTED]	**[REDACTED]**

"Hangzhou CHJ"	Hangzhou CHJ Trading Co., Ltd.* (杭州潮宏基貿易有限公司) (formerly known as Hangzhou Chaohong Trading Co., Ltd.* (杭州潮宏貿易有限公司)), a company established in the PRC on 25 January 2008 and an indirect wholly-owned subsidiary of our Company
"Hefei CHJ"	Hefei CHJ Jewellery Co., Ltd.* (合肥潮宏基珠寶有限公司), a company established in the PRC on 13 July 2015 and an indirect wholly-owned subsidiary of our Company
"HK" or "Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"HK$", "HK dollars" or "Hong Kong dollars"	Hong Kong dollars, the lawful currency of Hong Kong
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"HKFRS" or "HKFRS Accounting Standards"	include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASs**") and Interpretations
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**

DEFINITIONS

[REDACTED]	**[REDACTED]**
"Hong Kong Takeovers Code" or "Takeovers Code"	Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"Independent Third Party(ies)"	person(s) or company(ies), who/which, to the best of our Directors' knowledge, information and belief, is/are not our connected persons
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"Jinan CHJ"	Jinan CHJ Trading Co., Ltd.* (濟南潮宏基貿易有限公司), a company established in the PRC on 4 August 2011 and an indirect wholly-owned subsidiary of our Company
[REDACTED]	**[REDACTED]**

[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"Latest Practicable Date"	24 March 2026, being the latest practicable date for ascertaining certain information in this document before its publication
"Liliang Diamond"	Henan Liliang Diamond Co., Ltd.* (河南省力量鑽石股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 301071.SZ)
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"Listing Rules" or "Hong Kong 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
"Main Board"	the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
"Ministry of Finance" or "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)
"NDRC"	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)
"Ningbo CHJ"	Ningbo CHJ Jewellery & Accessories Co., Ltd.* (寧波市潮宏基珠寶首飾有限公司), a company established in the PRC on 4 November 2014 and an indirect wholly-owned subsidiary of our Company
"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)

[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
[REDACTED]	**[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, as amended, modified and/or otherwise supplemented from time to time
"PRC Legal Advisers"	Jingtian & Gongcheng, our legal advisers as to PRC Laws in connection with the **[REDACTED]**
"PRC GAAP"	generally accepted accounting principles in Chinese Mainland
"PRC government" or "State"	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"province"	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

"Pujiang Production Base"	our production base in Pujiang Road, Longhu District, Shantou City, Guangdong province, the PRC, for our in-house jewellery production
"Qingdao CHJ"	Qingdao CHJ Jewellery Co., Ltd.* (青島潮宏基珠寶有限公司), a company established in the PRC on 29 January 2015 and an indirect wholly-owned subsidiary of our Company
"Regulation S"	Regulation S under the U.S. Securities Act
"Remuneration Committee"	the remuneration committee of the Board
"RMB" or "Renminbi"	Renminbi, the lawful currency of Chinese Mainland
"SAFE"	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
"SAIC"	the 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), which has now been merged into the SAMR
"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 Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
"Securities Law"	the Securities Law of the People's Republic of China (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
"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
"Shantou CHJ"	Shantou CHJ Co., Ltd.* (汕頭潮鴻基有限公司), a company established in the PRC on 7 March 1996 and the predecessor of our Company
"Shantou CHJ Investment"	Shantou CHJ Investment Co., Ltd.* (汕頭市潮鴻基投資有限公司), a company established in the PRC on 13 May 2005 and our **[REDACTED]**, which is owned as to approximately 51.5996% by Mr. Liao Muzhi, 9.1653% by Mr. Lin Junping, 8.2042% by Mr. Liao Chuangbin, 6.1554% by Mr. Zhong Mutian and approximately 24.8752% by ten Independent Third Parties, namely, Mr. Liao Muxuan (廖木宣) (3.2308%), Mr. Lin Jingkun (林鏡坤) (3.1540%), Mr. Liao Liufeng (廖柳豐) (2.9746%), Ms. Liao Qiaoru (廖巧如) (2.9119%), Mr. Liao Hongbin (廖洪檳) (2.7549%), Mr. Ma Shunlin (馬順林) (2.5832%), Mr. Liao Qingzhi (廖清枝) (2.3655%), Mr. Zhuang Hongheng (莊宏衡) (2.2666%), Mr. Liu Hanlie (劉漢烈) (1.5770%) and Mr. Xu Wensheng (許文勝) (1.0567%). The shareholding percentage figures does not add up to 100.00% due to rounding of decimal places

"Shantou CHJ Real Estate"	Shantou Chaohongji Real Estate Co., Ltd.* (汕頭市潮宏基置業有限公司), a company established in the PRC on 21 December 2017 and a direct wholly-owned subsidiary of our Company
"Shantou Zhuosheng"	Shantou Zhuosheng Investment Co., Ltd.* (汕頭市琢勝投資有限公司), a company established in the PRC on 16 March 2016 and a direct wholly-owned subsidiary of our Company
"Share(s)"	ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, comprising A Shares and H Shares
"Shareholder(s)"	holder(s) of the Share(s)
"Shenzhen Chaoshang"	Shenzhen Chaoshang Zhenpin Investment Co., Ltd.* (深圳潮尚臻品投資有限公司) (formerly known as Shenzhen Qianhai Chaoshang Zhenpin Investment Co., Ltd.* (深圳前海潮尚臻品投資有限公司)), a company established in the PRC on 20 November 2014 and a direct wholly-owned subsidiary of our Company
"Shenzhen CHJ"	Shenzhen CHJ Jewellery Co., Ltd.* (深圳潮宏基珠寶有限公司), a company established in the PRC on 25 April 2017 and an indirect wholly-owned subsidiary of our Company
"Shenzhen Feiang Leather"	Shenzhen Feiang Leather Goods Co., Ltd.* (深圳市飛昂皮具有限公司), a company established in the PRC on 26 April 2019 and a wholly-owned subsidiary of Guangdong Fion
"Single Largest Group of Shareholder(s)"	Shantou CHJ Investment, Mr. Liao Chuangbin, Mr. Liao Muzhi and Mr. Lin Junping, collectively the substantial shareholders of our Company; prior to the **[REDACTED]** and as at the date of this document, Shantou CHJ Investment, Mr. Liao Chuangbin, Mr. Liao Muzhi and Mr. Lin Junping controlled more than 30% of the total voting rights in our Company, and upon **[REDACTED]**, Shantou CHJ Investment, Mr. Liao Chuangbin, Mr. Liao Muzhi and Mr. Lin Junping will continue to remain as our Company's Single Largest Group of Shareholders
"Sole Sponsor"	CITIC Securities (Hong Kong) Limited
[REDACTED]	**[REDACTED]**
[REDACTED]	**[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 ESG Committee"	the strategy and ESG committee of the Board
"subsidiary" or "subsidiaries"	has the meaning ascribed to it under the Listing Rules
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Track Record Period"	the three years ended 31 December 2023, 2024 and 2025

"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
"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", "US dollars" or "US$"	United States dollars, the lawful currency of the United States
"U.S. Securities Act"	the United States Securities Act 1933, as amended or supplemented from time to time
[REDACTED]	**[REDACTED]**
[REDACTED]	**[REDACTED]**
"VAT"	value-added tax
"Venti Jewellery"	Venti Jewellery Co., Ltd.* (梵迪珠寶有限公司) (formerly known as Shantou Fine Sun Jewellery Co., Ltd.* (汕頭市朗日首飾有限公司)), a company established in the PRC on 16 July 2003 and a direct wholly-owned subsidiary of our Company
"Wuxi CHJ"	Wuxi CHJ Accessories Co., Ltd.* (無錫市潮宏基首飾有限公司) (formerly known as Wuxi Ruihong Trading Co., Ltd.* (無錫市瑞宏商貿有限公司)), a company established in the PRC on 21 August 2007 and an indirect wholly-owned subsidiary of our Company
"Zeppelin Tech"	Zeppelin Tech Holdings Limited (卓淩科技控股有限公司), a company incorporated in Hong Kong on 14 June 2000 and an indirect wholly-owned subsidiary of our Company
"Zhen Museum"	Shantou Chaohongji Zhenbao Jewellery Museum* (汕頭市潮宏基臻寶首飾博物館), an entity established in the PRC on 4 June 2018
"%"	per cent

* *For identification purpose only*

Unless otherwise specified, in this document:

(a) certain amounts and percentage figures 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; and

(b) for ease of reference, the names of PRC laws and regulations, governmental authorities, institutions, nature persons or other entities (including certain of 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. English translations of company names and other terms from the Chinese language are provided for identification purposes only.