

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 Group for the years ended December 31, 2023, 2024 and 2025 as set out in Appendix I to this document
“affiliate(s)”	with respect to any specific 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, which shall become effective upon [REDACTED], as amended from time to time, a summary of which is contained in Appendix VI to this document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Authorized Representative(s)”	the authorized representative(s) of the Company for the purpose of Rule 3.05 of the Listing Rules
“Board” or “Board of Directors”	the board of directors of our Company
“Business Day” or “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]

“Chairman”	the chairman of the Board
“China”, “Chinese Mainland” or “the PRC”	the People’s Republic of China, excluding, for the purposes of this document only, the regions of Hong Kong, Macau Special Administrative Region and Taiwan of the People’s Republic of China, except where the content or context requires otherwise
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules

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“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (WUMP) 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” or “our Company”	Hubei DSphos Co., Ltd. (湖北東聖實業股份有限公司) (formerly known as Yichang Dongsheng Phosphate and Compound Fertilizer Co., Ltd. (宜昌東聖磷複肥有限責任公司)), a limited liability company established in the PRC on December 23, 2003 and converted into a joint stock limited company on April 23, 2026
“Company Law” or “PRC Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》) as amended, supplemented or otherwise modified from time to time
“Compliance Advisor”	Altus 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
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Huang and Mr. Huang Changbing, as further detailed in the section headed “Relationship with Our Controlling Shareholders” in this document
“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)
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)” or “our Director(s)”	the director(s) of our Company

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“Dongsheng Agricultural Production Material”	Hubei Dongsheng Agricultural Production Material Co., Ltd. (湖北東聖農業生產資料有限公司), a limited liability company established in the PRC on October 28, 2008 and an 81.25%-owned subsidiary of our Company. The remaining 18.75% is owned by Mr. Huang (18.25%) (being our Controlling Shareholder, Chairman, executive Director and chief executive officer of our Company) and Dongsheng Chemical (0.50%) (being a subsidiary of our Company)
“Dongsheng Chemical”	Hubei Dongsheng Chemical Group Co., Ltd. (湖北東聖化工集團有限公司) (formerly known as Yichang Dongsheng Industrial Co., Ltd. (宜昌東聖實業有限責任公司)), a limited liability company established in the PRC on August 6, 1998 and a 90.15%-owned subsidiary of our Company. The remaining 9.85% is owned by Mr. Huang Changbing (8.16%) (being our Controlling Shareholder), Mr. Huang (1.50%) (being our Controlling Shareholder, Chairman, executive Director and chief executive officer of our Company) and Ms. Chen Xiangfeng (陳翔鳳) (0.19%) (being an Independent Third Party)
“Dongsheng Hong Kong”	Hong Kong Dongsheng Chemical Trading Co., Limited (香港東聖化工貿易有限公司), a limited liability company established in Hong Kong on December 13, 2023 and a wholly-owned subsidiary of Dongsheng Chemical
“Dongsheng Logistics”	Yichang Dongsheng Logistics Co., Ltd. (宜昌東聖物流有限責任公司), a limited liability company established in the PRC on March 24, 2025 and a wholly-owned subsidiary of our Company
“Dongsheng Packaging”	Yichang Dongsheng Packaging Co., Ltd. (宜昌東聖包裝有限公司), a limited liability company established in the PRC on July 28, 2005 and a 60.00%-owned subsidiary of Dongsheng Chemical. The remaining 40.00% is owned by Mr. Wang Yingjin (王英進) (30.00%) and Ms. Chen Keyu (陳克玉) (10.00%), both of whom are Independent Third Parties, except for their respective interests in this company. Dongsheng Packaging is in the process of transferring its ownership to an Independent Third Party. Upon completion of the transfer, Dongsheng Packaging will cease to be a subsidiary of our Group
“ESG”	environmental, social and governance

DEFINITIONS

“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]

“Frost & Sullivan” or “Industry Consultant” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our industry consultant, an independent market research and consulting company

[REDACTED]

“Group,” “our Group,” “the 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 before our Company became the holding company of our present subsidiaries, the entities or the predecessors of the present subsidiaries (as the case may be) which carried on the business of the present Group at the relevant time

“Guide” the “Guide for New [REDACTED] Applicants” published by the Stock Exchange in November 2023 which took effect on January 1, 2024, as amended or supplemented or otherwise modified from time to time

[REDACTED]

“H Share(s)” overseas-[REDACTED], foreign-[REDACTED], ordinary Shares issued by us with a nominal value of RMB1.00 each in the share capital of our Company, which are to be [REDACTED] and [REDACTED] in Hong Kong dollars and for which an application has been made for [REDACTED] and permission to [REDACTED] on the Stock Exchange

“H Shareholder(s)” the Shareholders of our Company holding H Share(s)

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

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

DEFINITIONS

[REDACTED]

“Competent Person”	SRK Consulting China Ltd.
“Competent Person’s Report”	the Competent Person’s Report prepared by the Competent Person as set out in Appendix III to this document
“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)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected (within the meaning of the Listing Rules) with our Company

[REDACTED]

“Joint Company Secretary(ies)”	the joint company secretary(ies) of our Company
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DEFINITIONS

“Latest Practicable Date” May 6, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

“Listing Rules” the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

“Main Board” the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange

“Mr. Huang Changbing” Mr. Huang Changbing (黃昌炳), one of our Controlling Shareholders

“Mr. Huang” Mr. Huang Bin (黃斌), Chairman, executive Director, and chief executive officer of the Company, and one of our Controlling Shareholders

“Nomination Committee” the nomination committee of the Board

“Ministry of Finance” or “MOF” Ministry of Finance of the PRC (中華人民共和國財政部)

“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

[REDACTED]

“PRC GAAP”	generally accepted accounting principles of the PRC
“PRC Government” or “State”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and their instrumentalities or, where the context requires, any of them
“PRC Legal Advisor(s)”	Commerce & Finance Law Offices, the legal advisor of our Company as to PRC laws in connection with the [REDACTED]

[REDACTED]

“document”	this document being issued in connection with the [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
	[REDACTED]
“Remuneration Committee”	the remuneration committee of the Board
“Reporting Accountants”	Ernst & Young, the reporting accountants of our Company

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“R&D”	research and development
“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)
“SFC”	the Securities and Futures Commission of Hong Kong
“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
“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) in the share capital of our Company, with a nominal value of RMB1.00 each, comprising Domestic [REDACTED] Shares and H Shares upon [REDACTED]
“Shareholder(s)”	holder(s) of Shares
“Sole Sponsor”	GF Capital (Hong Kong) Limited

[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 Listing Rules

DEFINITIONS

“substantial shareholders”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period consisting of the years ended December 31, 2023, 2024 and 2025
“Trial Measures”	the Trial Administrative Measures of Overseas Securities [REDACTED] and [REDACTED] by Domestic Companies (“境內企業境外[REDACTED]證券和[REDACTED]管理試行辦法”), promulgated by the CSRC on February 17, 2023

[REDACTED]

“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act 1933, as amended or supplemented from time to time
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax

[REDACTED]

“Xinjiang”	the Xinjiang Uygur Autonomous Region of the PRC
“Yuan’an Donghe New Material”	Yuan’an Donghe New Material Technology Co., Ltd. (遠安東禾新型材料科技有限責任公司), a limited liability company established in the PRC on March 30, 2021 and a subsidiary of our Company
“Yulinxi Mining”	Hubei Dongsheng Chemical Group Yulinxi Mining Co., Ltd. (湖北東聖化工集團魚林溪礦業有限公司), a limited liability company established in the PRC on March 7, 2018 and an indirect subsidiary of our Company during the Track Record Period. Upon completion of the disposal on March 24, 2026, it ceased to be a subsidiary of our Company
“%”	per cent

DEFINITIONS

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.

In this document, unless otherwise stated, certain amounts denominated in Renminbi have been translated into Hong Kong dollars or U.S. dollars at an exchange rate of RMB0.87504 = HK\$1.00 or RMB6.85620 = US\$1.00, respectively, for illustration purpose only. Such conversions shall not be construed as representations that amounts in Renminbi were or could have been or could be converted into Hong Kong dollars or U.S. dollars at such rates or any other exchange rates on such date or any other date.

If there is any inconsistency between this document and the Chinese translation of this document, this document shall prevail. If there is any inconsistency between the names of any of the entities, laws and regulations mentioned in this document which are not in the English language and their English translations, the names in their respective original languages shall prevail.

Unless otherwise specified, all relevant information in this document assumes no exercise of the [REDACTED].