

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in “Glossary of technical terms”.

“Accountants’ Report”	the accountants’ report of our Company for the Track Record Period, as included in Appendix I to this document
“Acting-in-Concert Agreement”	the acting-in-concert agreement entered into by Mr. Zhao and Mr. Deng on July 31, 2023
“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”	Accounting and Financial Reporting Council of Hong Kong
“Articles of Association” or “Articles”	the articles of association of our Company, conditionally adopted on April 28, 2026 with effect from the [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 thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors
“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]	[REDACTED]
[REDACTED]	[REDACTED]
“China” or “the PRC”	the People’s Republic of China, and for the purposes of this document only, except where the context requires otherwise, references to China or the PRC exclude Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“close associate(s)”	has the meaning ascribed thereto 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)

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“Company”, “our Company” or “the Company”	Guangdong TOYA Technology Co., Ltd. (廣東同亞科技股份有限公司), which was initially established under the laws of the PRC as a limited liability company on February 2, 2010 under the name of Dongguan TOYA Electronic Technology Co., Ltd. (東莞市同亞電子科技有限公司) and was subsequently converted into a joint stock company with limited liability on February 13, 2026
“Company Law” or “PRC Company Law”	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 Adviser”	has the meaning ascribed thereto under the Listing Rules
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context otherwise requires, refers to Mr. Zhao Gang, Mr. Deng Xiang, Shenzhen Yamei and TOYA Enterprise Management, as further detailed in “Relationship with Our Controlling Shareholders” in this document
“Conversion of Unlisted Shares into H Shares”	the conversion of [REDACTED] Unlisted Shares in aggregate held by 22 existing Shareholders into [REDACTED] H Shares upon the completion of the [REDACTED]
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code in Appendix C1 to the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
[REDACTED]	[REDACTED]
“Director(s)”	the director(s) of our Company
“EIT”	enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), as amended, supplemented or otherwise modified from time to time
“Employee Share Incentive Plan”	the [REDACTED] employee incentive plan adopted by the Company, the principal terms of which are set out in the section headed “Appendix IV — Statutory and General Information — Employee Share Incentive Plan”
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FIL”	Foreign Investment Law of the PRC (中華人民共和國外商投資法)
[REDACTED]	[REDACTED]

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“Frost & Sullivan” or “Industry Consultant”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent professional market research and consulting company
“F&S Report”	an independent market research report prepared by Frost & Sullivan, which was commissioned by our Company for the purpose of this document
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Governmental Authority(ies)”	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”, “we”, “us”, or “our”	our Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the context may require)
“Guide”	the Guide for New Listing Applicants published by the Stock Exchange effective on January 1, 2024, as amended from time to time
“H Share(s)”	overseas listed foreign Share(s) in the share capital of our Company with a nominal value of RMB1.0 each, which are to be [REDACTED] for and [REDACTED] in HK dollars and are to be [REDACTED] on the Stock Exchange
[REDACTED]	[REDACTED]
“HK” or “Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”, “HK dollars” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
“Hong Kong TOYA”	TOYA Technology(HK)Company Limited (同亞科技(香港)有限公司), a company incorporated in Hong Kong on May 19, 2026 and a direct wholly-owned subsidiary of our Company
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Huarui Tianchen”	Dongguan Huarui Tianchen Equipment Co., Ltd. (東莞市華瑞天辰設備有限公司), a company established in the PRC on July 7, 2025 and a direct wholly-owned subsidiary of our Company
“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 thereto under the Listing Rules
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
“Jiangxi TOYA”	Jiangxi TOYA Technology Co., Ltd. (江西同亞科技有限公司), a company established in the PRC on March 19, 2019 and a direct wholly-owned subsidiary of our Company
“Latest Practicable Date”	June 1, 2026, being the latest practicable date for ascertaining certain information in this document before its publication
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“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)
“Mr. Deng”	Mr. Deng Xiang (鄧祥), co-founder, executive Director and deputy general manager of our Company, and is one of our Controlling Shareholders
“Mr. Zhao”	Mr. Zhao Gang (趙剛), founder, executive Director, Chairman of the Board and general manager of our Company, and is one of our Controlling Shareholders
“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]

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“PRC Legal Adviser”	Haiwen & Partners, our legal adviser as to PRC laws
“[REDACTED] Investment(s)”	the investment(s) in our Company undertaken by the [REDACTED] Investors prior to the [REDACTED], the details of which are set out in “History, Development and Corporate Structure — [REDACTED] Investments” in this document
“[REDACTED] Investor(s)”	the investor(s) who participated in our [REDACTED] Investment(s) as named in “History, Development and Corporate Structure — [REDACTED] Investments — Information of the [REDACTED] Investors” in this document
[REDACTED]	[REDACTED]
“province(s)”	for the purpose of this document and for geographical reference only the “province(s)” include(s) municipalities, autonomous regions and special administrative regions in China
“Qingdao TOYA”	Qingdao TOYA Technology Co., Ltd. (青島同亞科技有限公司), a company established in the PRC on February 28, 2025 and a direct 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 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)
“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)

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“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
“SFC”	Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)” or “Ordinary Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.0 each, comprising Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of our Share(s)
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Shenzhen Yamei” or “Employee Shareholding Platform”	Shenzhen Yamei Enterprise Management Partnership (Limited Partnership) (深圳市亞美企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on January 4, 2022, the general partner of which is Mr. Zhao, and is one of our Controlling Shareholders
“Singapore TOYA”	TOYA TECHNOLOGY PTE. LTD. (同亞(新加坡)科技有限公司), a company incorporated in Singapore on December 6, 2023 and a direct wholly-owned subsidiary of our Company
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Sole Sponsor”	Orient Capital (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
“subsidiary” or “subsidiaries”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Supplemental Agreement”	the supplemental agreement entered into between our Company and the Shareholders on June 5, 2026 regarding the termination of special rights

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“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Thailand TOYA”	TOYA ELECTRONICS TECHNOLOGY (THAILAND) CO., LTD. (同亞(泰國)電子科技有限公司), a company incorporated in Thailand on January 12, 2024 and an indirect wholly-owned subsidiary of our Company
“TOYA Enterprise Management”	Dongguan TOYA Enterprise Management Co., Ltd. (東莞市同亞企業管理有限公司), a limited liability company established in the PRC on December 8, 2021, which is owned as to 50.00% by Mr. Zhao and 50.00% by Mr. Deng, and is one of our Controlling Shareholders
“TOYA New Materials”	TOYA New Materials (Dongguan) Co., Ltd. (同亞新材料(東莞)有限公司), a company established in the PRC on September 3, 2025 and a direct wholly-owned subsidiary of the Company
“Track Record Period”	the three financial 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 jurisdiction
“U.S. dollars,” “US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Unlisted Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.0 each, which are not listed on any stock exchange
“VAT”	value-added tax
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“%”	per cent.

The English translation of PRC entities, enterprises, nationals, facilities and regulations in Chinese or another language in this document is for identification purposes only. In this document, should there be any discrepancy between the Chinese names of the entities or enterprises established in China and its English translation, the Chinese names shall prevail. English translations of company names which are marked with “” and other terms from the Chinese language are provided for identification purposes only.*

For the purpose of this document, references to “provinces” of China include provinces, municipalities under direct administration of the central government and provincial-level autonomous regions.