

DEFINITIONS

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

“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 of Association” or “Articles”	the articles of association of our Company adopted on [●], which will become effective on the [REDACTED] and as amended from time to time, a summary of which is set out in “Summary of Articles of Association” in Appendix V to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board” or “Board of Directors”	the board of Directors of our Company
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal business to the public
[REDACTED] ”	[REDACTED]
[REDACTED]	[REDACTED]
“China”, “Chinese mainland” or “PRC”	the People’s Republic of China, and for the purpose of this document and for geographical reference only and except where the context requires, references in this document to “China” and the “PRC” do not apply to Hong Kong, Macau Special Administrative Region and Taiwan
“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

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“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
“Company”, “our Company” or “the Company”	Anhui Huachuang New Materials Co., Ltd. (安徽華創新材料股份有限公司), a joint stock company with limited liability established under the laws of the PRC on October 18, 2016 and converted into a joint stock limited company on November 18, 2022
“Company Law” or “PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“Compliance Adviser”	Somerley 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 in the Listing Rules and unless the context requires otherwise, refers to the group of controlling shareholders of our Company, namely Mr. Chen, Ms. Qiu, TMA International, TMA HK, Tongxiang Huajin, Huayou Holdings and Tongling Chuang’anhui
“Conversion of Domestic [REDACTED] Shares into H Shares”	the conversion of [REDACTED] Domestic [REDACTED] Shares into H Shares upon the completion of the [REDACTED]
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“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)”	the director(s) of our Company
“Domestic [REDACTED] Share(s)”	share(s) in the share capital of our Company with a nominal value of RMB[1.00] each, which is/are subscribed for or credited as paid in Renminbi and not [REDACTED] on any stock exchange
“EIT Law”	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
“ESG”	Environmental, Social and Corporate Governance

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[REDACTED]

[REDACTED]

“Extreme Conditions”

the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to a super typhoon or other natural disaster of a substantial scale seriously affects the working public’s ability to resume work or brings safety concern for a prolonged period

[REDACTED]

[REDACTED]

“Frost & Sullivan” or “Industry Consultant”

Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our industry consultant

“Frost & Sullivan Report”

the industry report commissioned by us independently prepared by Frost & Sullivan, summary of which is set forth in the section headed “Industry Overview” in this document

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Group”, “our Group”, “we”, “our” or “us”

our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)

“Guide for New Listing Applicants”

the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange effective from January 1, 2024 (as amended, supplemented or otherwise modified from time to time)

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

“HK” or “Hong Kong”

the Hong Kong Special Administrative Region of the People’s Republic of China

“HK\$” or “Hong Kong dollars” or
“HK dollars” or “cents”

Hong Kong dollars and cents respectively, the lawful currency of Hong Kong

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

“Hong Kong Stock Exchange” or
“Stock Exchange”

The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited

“Hong Kong Takeovers Code” or
“Takeovers Code”

Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Huayou Holdings”

Huayou Holdings Group Co., Ltd. (華友控股集團有限公司), one of the controlling shareholders of our Company, established in Zhejiang Province, PRC in December 2006, held by Mr. Chen, TMA International and Ms. Qiu as to 60.00%, 33.33% and 6.67%, respectively

“Huayou Holdings Group”

Huayou Holdings and its subsidiaries other than the Group

“IFRS”

IFRS Accounting Standards, 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]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Latest Practicable Date”

June 5, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Main Board”

the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange

“MOFCOM”

Ministry of Commerce of the PRC (中華人民共和國商務部)

“Mr. Chen”

Mr. Chen Xuehua (陳雪華), one of the Controlling Shareholders

“Ms. Qiu”

Ms. Qiu Jinhua (邱錦華), Mr. Chen’s spouse and one of the Controlling Shareholders

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“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)

“Nomination Committee” the nomination committee of our Board

[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 Legal Advisor” Grandall Law Firm (Hangzhou) (國浩律師(杭州)事務所), the
legal advisor to our Company as the laws of the PRC

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

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“document” or “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 Chinese mainland
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of our Board
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
“SAT”	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
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary shares in the capital of our Company with a nominal value of RMB[1.00] each
“Shareholder(s)”	holder(s) of Share(s)
“Sole Sponsor”, [REDACTED], [REDACTED], [REDACTED], [REDACTED], and [REDACTED]	the sole sponsor, [REDACTED], [REDACTED], [REDACTED], [REDACTED], and [REDACTED] as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this document
[REDACTED]	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	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
“TMA HK”	TMA Hongkong Consulting Company (華金(香港)諮詢有限公司), one of the Controlling Shareholders, established in Hong Kong in October 2020 and wholly owned by Tongxiang Huajin

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“TMA International”	TMA International Pte Ltd., one of the Controlling Shareholders, established in Singapore in August 2019 and controlled by TMA HK
“Tongling Chuang’anhui”	Tongling Chuang’anhui Enterprise Management Partnership Enterprise (Limited Partnership) (銅陵市創安匯企業管理合夥企業(有限合夥)), one of the Controlling Shareholders, established in Anhui Province, PRC in December 2021, whose general partner is Huayou Holdings
“Tongxiang Huajin”	Tongxiang Huajin Engineering Management Service Co., Ltd. (桐鄉華金工程管理服務有限公司), one of the Controlling Shareholders, established in Zhengjiang Province, PRC in September 2020 and wholly owned by Mr. Chen
“Track Record Period”	the three years ended December 31, 2023, 2024 and 2025
“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 of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“US\$”, “USD” or “U.S. dollars”	United States dollars, the lawful currency for the time being of the United States
“VAT”	value-added tax
“%”	per cent

Unless otherwise expressly stated or the context otherwise requires, all data in this document is as of the date of this document.

The English names of the PRC entities, PRC laws or regulations, and the PRC governmental authorities referred to in this document are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.

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.