

DEFINITIONS

In this document, unless the context otherwise requires, the following terms and expressions shall have the meanings set out below.

“A Share(s)”	ordinary shares issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in Renminbi
“A Shareholder(s)”	holder(s) of our A Share(s)
“Accountants’ Report”	the accountants’ report of our Company, the text of which is set out in Appendix I to this document
“Articles of Association”	the articles of association of our Company adopted on June 5, 2026 with effect upon [REDACTED] (as amended from time to time), a summary of which is set out in Appendix III to this document
“Board” or “Board of Directors”	the board of directors of the Company
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
[REDACTED]	[REDACTED]
“China” or “the PRC”	the People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires, references in this document to “China”, “Chinese Mainland” and the “PRC” do not apply to Hong Kong, Macau Special Administrative Region and Taiwan, China
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“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 or supplemented from time to time
“Company” or “our Company”	Jiangsu Boqian New Materials Stock Co., Ltd. (江蘇博遷新材料股份有限公司), a joint stock company with limited liability established in the PRC on November 5, 2010, the A Shares of which have been listed on the Shanghai Stock Exchange (stock code: 605376), and where the context requires, including our predecessors
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“ESG”	Environmental, Social and Corporate Governance
“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

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[REDACTED]	[REDACTED]
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent professional market research and consulting company, which is an independent third party
“Frost & Sullivan Report”	an independent industry report prepared by Frost & Sullivan in connection with the [REDACTED]
[REDACTED]	[REDACTED]
“Group”, “our Group” “our”, “we” or “us”	our Company and its subsidiaries (or our Company and any one or more of our subsidiaries, as the context may require)
“Guanghongyuan”	Ningbo Guanghongyuan Venture Capital Partnership (Limited Partnership) (寧波廣弘元創業投資合夥企業(有限合夥)), a limited partnership established in the PRC on December 15, 2015, and is a member of our Single Largest Shareholders Group
“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Stock Exchange, as amended or supplemented from time to time
“H Share(s)”	overseas [REDACTED] foreign shares in the share capital of our Company with nominal value of RMB1.00 each, which are to be subscribed for and traded in Hong Kong dollars and are to be [REDACTED] and traded on the Stock Exchange
“H Shareholder(s)”	holders of our H Share(s)
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	the lawful currency of Hong Kong
[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
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“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 third party(ies) independent of our Company and our connected persons as defined under the Listing Rules
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“JPY”	Japanese Yen, the lawful currency of Japan
“Latest Practicable Date”	June 10, 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]

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“Lianfeng Investment”	Ningbo Yinzhou Lianfeng Investment Consulting Co., Ltd. (寧波市鄞州聯楓投資諮詢有限公司), a limited liability company wholly owned by Mr. Wang, established in the PRC on October 26, 2015 and is a member of our Single Largest Shareholders Group
[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 or supplemented from time to time
“Main Board”	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Hong Kong 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)
“Mr. Wang”	Mr. WANG Liping (王利平), our executive Director and a member of our Single Largest Shareholders Group
“Ningbo Shenyang”	Ningbo Shenyang Venture Capital Partnership (Limited Partnership) (寧波申揚創業投資合夥企業(有限合夥)), a limited partnership established in the PRC on July 27, 2015, and is a member of our Single Largest Shareholders Group
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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“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 or supplemented from time to time
“PRC Legal Adviser”	Zhong Lun Law Firm, the PRC legal adviser to our Company
“document”	this document being issued in connection with the [REDACTED]
“Regulation S”	Regulation S under the U.S. Securities Act
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Shanghai Stock Exchange Listing Rules”	the Rules Governing the Listing of Stock on the Shanghai Stock Exchange (《上海證券交易所股票上市規則》), as amended or supplemented from time to time
“Share(s)”	A Share(s) and H Share(s) in the share capital of our Company with a nominal value of RMB1.00 each
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“Single Largest Shareholders Group”	refers to Guanghaiyuan, Ningbo Shenyang, Lianfeng Investment, Mr. Wang and Mr. YANG Chao (楊超)
“Sole Sponsor	the sole sponsor as named in the section headed “Directors and Parties Involved in the [REDACTED]” in this document
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks issued by the SFC, as amended or supplemented from time to time
“Track Record Period”	the years ended December 31, 2023, 2024 and 2025
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“United States” or “U.S.”	the United States of America
“United States dollars”, “US\$” or “USD”	United States dollars, the lawful currency for the time being of the United States

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

DEFINITIONS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

* *For identification purposes only*

In this document, the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “connected transaction(s)”, “core connected person(s)”, “controlling shareholder(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.