## OVERVIEW

The history of our Company dates back to the establishment of our predecessor, Jiangsu Boqian Photovoltaic Materials Co., Ltd. (江蘇博遷光伏材料有限公司), in November 2010. Following a name change to Jiangsu Boqian New Materials Co., Ltd. (江蘇博遷新材料有限公司) in December 2012, our Company was converted into a joint stock limited liability company in September 2016. Since December 2020, our A Shares have been listed and traded on the main board of the Shanghai Stock Exchange (stock code: 605376).

Leveraging years of technical expertise in high-end metal powder materials, our Group has solidified its position as a critical upstream provider in global electronic components supply chain. According to the Frost & Sullivan Report, we achieved a dominant global market leadership position by revenue in 2025. Specifically, among global suppliers of MLCC nickel powders, we ranked second in 2025, with a market share of approximately 11.0%.

## KEY MILESTONES

| Year | Milestones |
|---|---|
| 2010 | Our Company was established in Jiangsu Province, PRC |
| 2013 | We were recognized as National High-Tech Enterprise (國家高新技術企業) by Jiangsu Provincial Department of Science and Technology (江蘇省科學技術廳) |
| 2016 | Our technology center was recognized as Provincial Enterprise Technology Center (省級企業技術中心) and our engineering center for nano-size metal powder materials was recognized as Provincial Engineering Center (省級工程中心) by Jiangsu Provincial Development and Reform Commission (江蘇省發展和改革委員會) |
| | Our Company was converted into a joint stock limited liability company |
| 2019 | We drafted and formulated an industry standard for nickel powder used in capacitor electrodes, namely, the Nickel Powder for Capacitor Electrodes (《電容器電極鎳粉》), which was officially published and implemented by the MIIT |
| 2020 | Our A Shares were listed on the main board of Shanghai Stock Exchange |
| 2022 | We were recognized as National Specialized, Refined, Unique and Innovative "Little Giant" Enterprise (國家級專精特新「小巨人」企業) by Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) |
| 2023 | We were recognized as National Intellectual Property Model Enterprise (國家知識財產權示範企業) by the State Intellectual Property Office (國家知識產權局) |
| | We were recognized as Leading Company in Green Development (綠色發展領軍企業) by Jiangsu Provincial Department of Ecology and Environment (江蘇省生態環境廳) |
| 2025 | We were recognized as Advanced Smart Factory in Jiangsu Province (江蘇省先進級智能工廠) by Jiangsu Provincial Department of Industry and Information Technology (江蘇省工業和信息化廳) |

## OUR SUBSIDIARIES

As of the Latest Practicable Date, we had the following subsidiaries. Except as otherwise disclosed in the notes below, none of our subsidiaries had any shareholding change during the Track Record Period and up to the Latest Practicable Date.

| Name of subsidiary | Date and place of establishment | Shareholding controlled by our Company | Principal business activities |
|---|---|---|---|
| Ningbo Guangxin Nano Materials Co., Ltd. (寧波廣新納米材料有限公司) ("**Guangxin Nano**") | December 29, 2014, PRC | 100% | Research, production and sales of high-end electronic metal powder materials |
| Ningbo Guangxin Import & Export Co., Ltd. (寧波廣新進出口有限公司) ("**Guangxin Import & Export**") | August 7, 2019, PRC | 100%(1) | Sales of high-end electronic metal powder materials |
| Ningbo Guangxin Japan Co., Ltd. (寧波廣新日本株式会社) ("**Guangxin Japan**") | October 25, 2019, Japan | 100%(2) | Research and sales of high-end electronic metal powder materials |
| Ningbo Guangqian Electronic Material Co., Ltd. (寧波廣遷電子材料有限公司) ("**Guangqian Electronic**") | September 27, 2021, PRC | 100% | Manufacturing of specialized materials for electronics |
| Jiangsu Guangyu Energy Storage Materials Co., Ltd. (江蘇廣豫儲能材料有限公司) ("**Jiangsu Guangyu**") | September 27, 2022, PRC | 100%(3) | Manufacturing of non-metallic mineral products; manufacturing, research and sales of specialized materials for electronics |
| Suqian Guangyu Import & Export Co., Ltd. (宿遷廣豫進出口有限公司) ("**Suqian Guangyu**") | May 6, 2025, PRC | 100%(4) | Sales of specialized materials for electronics and non-metallic minerals and products |
| Suzhou Dianyi Enterprise Management Partnership (Limited Partnership) (蘇州典弈企業管理合夥企業(有限合夥)) ("**Suzhou Dianyi**") | January 12, 2022, PRC | 100%(5) | Enterprise management |

*Notes:*

(1) Guangxin Import & Export is a wholly owned subsidiary of Guangxin Nano.

(2) Guangxin Japan is a wholly owned subsidiary of Guangxin Nano.

(3) Jiangsu Guangyu is owned by Guangxin Nano and Guangqian Electronic as to 60.00% and 40.00%, respectively. Each of Guangxin Nano and Guangqian Electronic is a wholly owned subsidiary of our Company.

(4) Suqian Guangyu is a wholly owned subsidiary of Jiangsu Guangyu.

(5) Suzhou Dianyi is owned by Guangxin Nano as to 98.89% as a limited partner and Suqian Guangyu as to 1.11% as a general partner. In October 2024, Guangxin Nano entered into several agreements to acquire a total of 98.89% partnership interest of Suzhou Dianyi from QIAN Xin (錢鑫), QIAN Wensheng (錢文勝), BIAN Lihua (卞麗華) and CHEN Xianming (陳先明), each being an Independent Third Party, at a total consideration of RMB14,000,000, which was settled on October 25, 2024. In July 2025, Suqian Guangyu entered into an agreement to acquire 1.11% partnership interest of Suzhou Dianyi from QIAN Xin, at a consideration of RMB135,411, which was settled on August 7, 2025. Such considerations were determined based on arm's length negotiation between the parties, taking into account the asset value of Suzhou Dianyi and the initial capital commitment by its partners.

## CORPORATE DEVELOPMENT AND MAJOR SHAREHOLDING CHANGES OF OUR COMPANY

### Establishment and Early Development of Our Company

Our Company was established as a limited liability company in the PRC on November 5, 2010 with an initial registered capital of RMB20,000,000. At the time of its establishment, the Company was a wholly owned subsidiary of Ningbo Guangbo Nano New Materials Co., Ltd. (寧波廣博納米新材料股份有限公司) ("**Guangbo Nano**"). Guangbo Nano was founded by Mr. Wang in August 2000 to capture opportunities in the electronic metal powder business. To support its early-stage development, certain experienced employees from Guangbo Group Stock Co., Ltd. (廣博集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002103) (the "**Guangbo Stock**") were designated to Guangbo Nano. Guangbo Stock is a company primarily engaged in stationery and office supplies business and ultimately controlled by Mr. Wang. Over the years of growth, Guangbo Nano had built a stable business foundation, primarily engaging in the electronic metal powder and solar silver paste business.

To further streamline and centralize corporate resources, Guangbo Nano initiated the restructuring through a corporate spin-off in 2016, where the entire electronic metal powder business of Guangbo Nano was integrated into our Company, while Guangbo Nano retained its solar silver paste operations. As part of the restructuring and to support our electronic metal powder business expansion, a cohort of experienced management and technical personnel was redesignated from Guangbo Nano to our Company, bringing with them industry expertise and operational experience to drive our growth. Guangbo Nano was subsequently deregistered in October 2023 due to its business shrinkage.

### Conversion into a Joint Stock Limited Liability Company

Following the completion of this business restructuring, Guangbo Nano exited the Company in January 2016, by transferring its registered capital of the Company to the incoming shareholders listed below. Concurrently, these transferees subscribed for the additional registered capital of RMB25,000,000 of the Company on a pro rata basis. The consideration for both the equity transfers and capital increase was RMB2 per registered capital. Upon completion of such transactions, our Company's registered capital was increased to RMB45,000,000 and Guangbo Nano ceased to be a Shareholder of our Company.

On September 14, 2016, our Company was converted into a joint stock limited liability company (the "**Conversion**"). Based on the audited net assets of the Company as of May 31, 2016, the audited net assets of our Company were converted into 45,000,000 Shares of the joint stock limited liability company at a conversion ratio of 0.4695. Immediately following the completion of the Conversion, the shareholding structure of our Company was as follows:

| **Shareholders** | **Number of Shares** | **Approximate shareholding percentage** |
|---|---|---|
| | | *(%)* |
| Guanghongyuan[1] | 14,320,500 | 31.82 |
| Ningbo Zhongzhi Jucheng Venture Capital Partnership (Limited Partnership) (寧波眾智聚成創業投資合夥企業(有限合夥)) ("**Zhongzhi Jucheng**")[2] | 12,707,500 | 28.24 |
| New Target Investment Holdings Limited (新輝投資控股有限公司) ("**New Target**")[3] | 7,500,000 | 16.67 |
| Mr. CHEN Gangqiang (陳鋼強) | 5,472,000 | 12.16 |
| Ningbo Shenyang[4] | 5,000,000 | 11.11 |
| **Total** | **45,000,000** | **100.00** |

*Notes:*

(1) Guanghongyuan is a limited partnership established in the PRC on December 15, 2015. Its general partner was Lianfeng Investment, holding approximately 1.60% partnership interests therein. As of the Latest Practicable Date, Guanghongyuan had 17 limited partners, among whom, Mr. Wang held approximately 67.10% partnership interests therein. None of the remaining 16 limited partners held more than 30% of the partnership interests therein. Lianfeng Investment was wholly owned by Mr. Wang.

(2) Zhongzhi Jucheng is a limited partnership established in the PRC on December 16, 2015. Its general partner is LIN Qi (林琦), an Independent Third Party. As of the Latest Practicable Date, Zhongzhi Jucheng had nine limited partners, among whom, WANG Junping (王君平), Mr. Wang's brother, held approximately 50.20% partnership interests therein. None of the remaining eight limited partners held more than 30% partnership interests therein.

(3) New Target is a private limited company established in Hong Kong on August 2, 2010. As of the Latest Practicable Date, New Target was owned as to 90.00% by SHEN Qinshuo (沈欽碩), 6.00% by LIN Hang (林航) and 4.00% by ZHANG Xiaoying (張曉穎), each being an Independent Third Party.

(4) Ningbo Shenyang is a limited partnership established in the PRC on July 27, 2015. Its general partner was Mr. YANG Chao (楊超), the finance manager of Guangxin Nano, holding 1.97% partnership interests therein. As of the Latest Practicable Date, Ningbo Shenyang had ten limited partners. Five of our executive Directors, namely, Mr. JIANG Yilong (江益龍), Mr. QIU Oute (裘歐特), Mr. ZHAO Dengyong (趙登永), Ms. JIANG Ying (蔣穎) and Mr. CAI Jun (蔡俊), held approximately 6.89%, 5.51%, 5.51%, 5.12% and 4.53% partnership interests as limited partners therein, respectively. Mr. FENG Haixiang (馮海祥), who was our purchasing manager until his resignation in April 2026 for personal arrangements, held approximately 49.61% partnership interests as limited partner therein. None of the remaining four limited partners held more than 30% of the partnership interests in Ningbo Shenyang. For biographical details of our executive Directors, see "Directors and Senior Management" in this document.

**Capital Increases Subsequent to the Conversion**

Subsequent to the Conversion, our Company completed several rounds of capital increases through the capitalization of capital reserves and issuance of new Shares to external institutional investors. The following table sets forth a summary of the capital increases of our Company from the Conversion to the listing of its A Shares on the main board of Shanghai Stock Exchange:

| No. | Date of Shareholders' resolution | Subscribers | Number of shares subscribed | Cost per share |
|---|---|---|---|---|
| | | | *(RMB)* | *(RMB)* |
| 1. | May 27, 2017 | Changzhou Xiangjia Zhongzhou Corporate Management Partnership (Limited Partnership) (常州翔嘉中舟企業管理合夥企業(有限合夥)) | 5,000,000 | 16.60 |
| 2. | June 24, 2017 | China-Belgium Direct Equity Investment Fund (中國-比利時直接股權投資基金) | 850,000 | 16.60 |
| | | Haifu Changjiang Growth Equity Investment (Hubei) Partnership (Limited Partnership) (海富長江成長股權投資(湖北)合夥企業(有限合夥)) | 1,650,000 | 16.60 |
| 3. | September 25, 2017 | All the then Shareholders | 52,500,000(1) | N/A |
| 4. | December 10, 2018 | All the then Shareholders | 84,000,000(2) | N/A |
| 5. | December 26, 2018 | Youngor Investment Co., Ltd. (雅戈爾投資有限公司) | 7,200,000 | 7.15(3) |

*Notes:*

(1) In September 2017, our Company completed a capitalization of capital reserves on the basis of ten additional Shares for every ten existing Shares, pursuant to which an aggregate of 52,500,000 Shares were issued to the then Shareholders. Upon completion of the capitalization, the share capital of our Company was increased to RMB105,000,000, comprising 105,000,000 Shares.

(2) In December 2018, our Company completed a capitalization of capital reserves on the basis of eight additional Shares for every ten existing Shares, pursuant to which an aggregate of 84,000,000 Shares were issued to the then Shareholders. Upon completion of the capitalization, the share capital of our Company was increased to RMB189,000,000, comprising 189,000,000 Shares.

(3) The adjustment to the cost per share results from the capitalization of capital reserves mentioned above.

### Concert Party Agreement

To stabilize corporate control and optimize decision-making, Guanghongyuan, Ningbo Shenyang and Mr. Wang entered into a concert party agreement in January 2016 (the "**Concert Party Agreement**"). Pursuant to the Concert Party Agreement, the parties agreed to act in concert regarding the Company's operations and management, and to align their votes with Mr. Wang at general meetings (whether directly or through entities under their control) as well as at Board meetings through themselves or their respective nominated directors. Immediately following the completion of the [REDACTED], Guanghongyuan, Ningbo Shenyang and Mr. Wang will collectively control approximately [REDACTED]% of the voting rights in our Company.

## MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

We had not carried out any major acquisitions, disposals or mergers during the Track Record Period and up to the Latest Practicable Date.

## OUR LISTING ON THE SHANGHAI STOCK EXCHANGE AND REASONS FOR THE LISTING

In December 2020, our Company completed the initial public offering of A Shares on the main board of Shanghai Stock Exchange (stock code: 605376) (the "**A-Shares Listing**"). A total of 65,400,000 A Shares were issued, representing 25.00% of the Company's enlarged share capital immediately following the A-Shares Listing, and the share capital of our Company was increased to RMB261,600,000. Upon the A-Shares Listing, Guanghongyuan, by virtue of the Concert Party Agreement with Ningbo Shenyang, held and was entitled to exercise approximately 26.59% of the total voting rights in the Company.

Our Directors confirmed and as advised by our PRC Legal Adviser, as of the Latest Practicable Date, we had no instances of material non-compliance with the rules of the Shanghai Stock Exchange and other applicable securities laws and regulations of the PRC in any material respects, and, to the best knowledge of our Directors having made all reasonable enquiries, there were no material matters that should be brought to the investors' attention in relation to our compliance record on the Shanghai Stock Exchange. Based on the independent due diligence conducted by the Sole Sponsor, nothing has come to the Sole Sponsor's attention that would cause them to disagree with our Directors' confirmation with regard to the compliance records of the Company on the Shanghai Stock Exchange.

Our Company seeks to be listed on the Hong Kong Stock Exchange in order to fund the R&D of advance technologies, expand our production capacity and accelerate the Company's overseas business expansion. For more details, see "Business — Our Strategies" and "Future Plans and Use of [REDACTED]" in this document.

## PUBLIC FLOAT AND FREE FLOAT

### Satisfaction of the Public Float Requirement

Rule 19A.13A of the Listing Rules provides that, where a new applicant is a PRC issuer with other listed shares at the time of listing, this will normally mean that the portion of H shares for which listing is sought that are held by the public, at the time of listing, must (a) represent at least 10% of the issuer's total number of issued shares in the class to which H shares belong (excluding treasury shares); or (b) have an expected market value of not less than HK$3,000,000,000.

Upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised), the H Shares expected to be held by the public have an expected value of approximately HK$[REDACTED] million (calculated based on the [REDACTED] of the [REDACTED] of HK$[REDACTED] per H Share); approximately HK$[REDACTED] million (calculated based on the [REDACTED] of the [REDACTED] of HK$[REDACTED] per H Share); and approximately HK$[REDACTED] million (calculated based on the [REDACTED] of the [REDACTED] of HK$[REDACTED] per H Share).

On the other hand, our A Shares are currently listed on the Shanghai Stock Exchange. Immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised), there will be [REDACTED] H Shares in issue. On the basis that no H Shares will be allocated to any core connected person of our Company or person which is not regarded as a member of the public under Rule 8.24 of the Listing Rules, it is expected that immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), all the H Shares represent [REDACTED] of the total number of issued shares in the class to which H Shares belong after the [REDACTED] and will be included in the Company's public float, thereby satisfying the public float requirements under Rule 19A.13A(2) of the Listing Rules.

**Satisfaction of the Free Float Requirement**

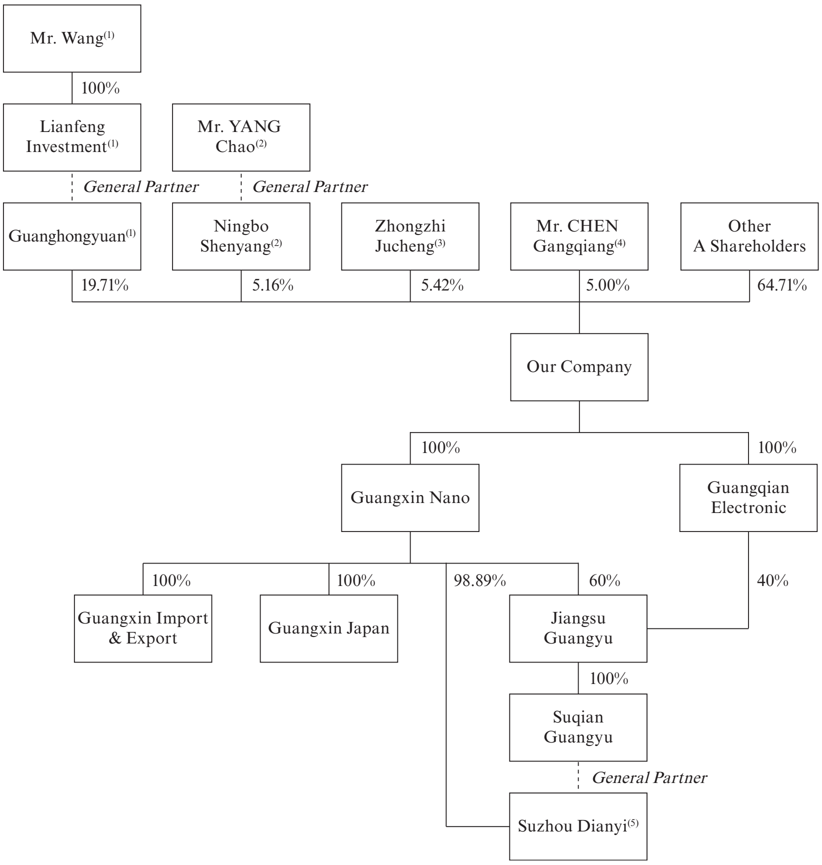
Rule 19A.13C of the Listing Rules provides that, where a new applicant is a PRC issuer with other listed shares at the time of listing, this will normally mean that the portion of H shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of listing, must: (a) represent at least 5% of the total number of issued shares in the class to which H shares belong at the time of listing (excluding treasury shares), with an expected market value at the time of listing of not less than HK$50,000,000; or (b) have an expected market value at the time of listing of not less than HK$600,000,000.

Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), it is expected, pursuant to Rule 19A.13C of the Listing Rules, that the H Shares held by the public will have a sufficient open market, with an expected market capitalization of the H Shares being held by the public and not subject to any disposal restrictions at the time of the [REDACTED] of not less than HK$600,000,000 based on the minimum [REDACTED] of HK$[REDACTED] per H Share. Therefore, our Company will satisfy the free float requirements for H Shares under Rule 19A.13C of the Listing Rules.

## OUR SHAREHOLDING AND CORPORATE STRUCTURE

### Shareholding and Corporate Structure as of the Latest Practicable Date

The following chart illustrates our simplified shareholding and corporate structure as of the Latest Practicable Date:




*Notes:*

(1) Guanghongyuan is a limited partnership established in the PRC. Its general partner is Lianfeng Investment, holding 1.60% partnership interests therein. Lianfeng Investment was wholly owned by Mr. Wang.

(2) Ningbo Shenyang is a limited partnership established in the PRC. Its general partner is Mr. YANG Chao (楊超), the finance manager of Guangxin Nano, holding 1.97% partnership interests therein.

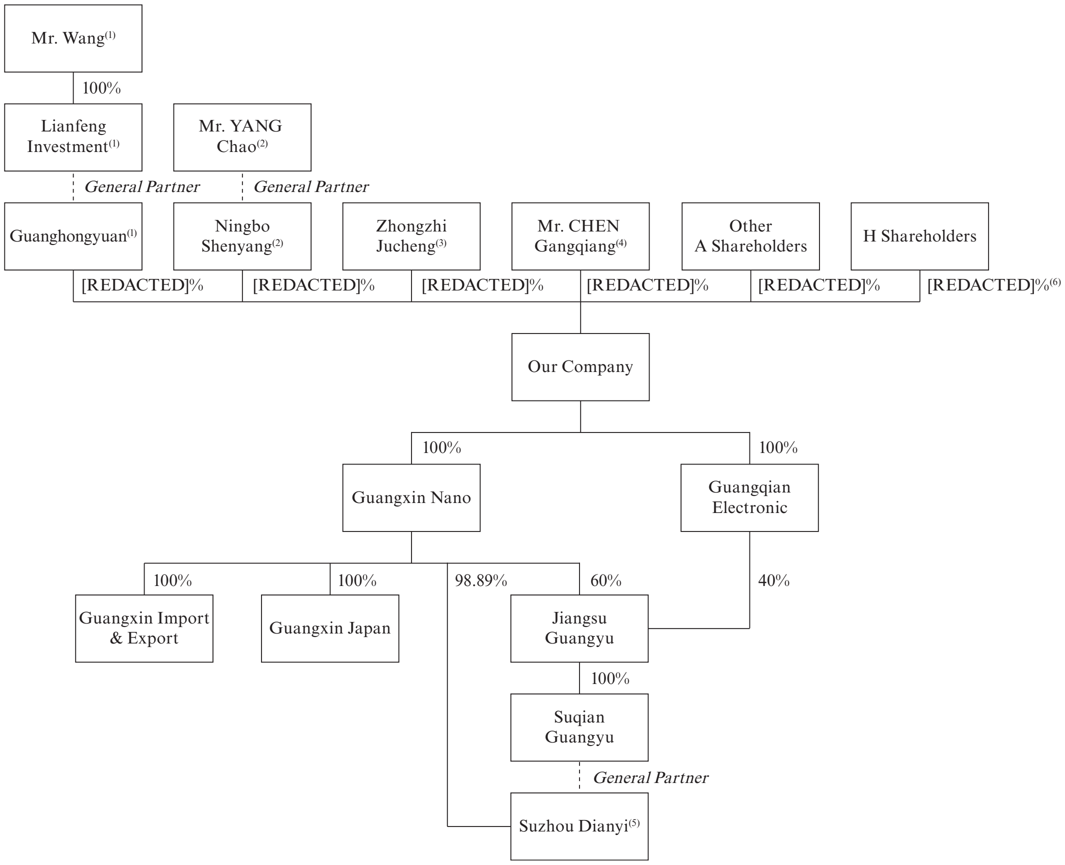
(3) Zhongzhi Jucheng is a limited partnership established in the PRC on December 16, 2015. Its general partner is LIN Qi (林琦), an Independent Third Party. As of the Latest Practicable Date, Zhongzhi Jucheng had nine limited partners, among whom, WANG Junping (王君平), Mr. Wang's brother, held approximately 50.20% partnership interests therein. None of the remaining eight limited partners held more than 30% partnership interests therein.

(4) Mr. CHEN Gangqiang (陳鋼强) is our former Director.

(5) Suzhou Dianyi was owned as to 1.11% by Suqian Guangyu as general partner and 98.89% by Guangxin Nano as limited partner.

**Shareholding and Corporate Structure upon Completion of the [REDACTED]**

The following chart illustrates our simplified shareholding and corporate structure immediately following the completion of the [REDACTED], assuming the [REDACTED] is not exercised:




*Notes:*

(1) Guanghongyuan is a limited partnership established in the PRC. Its general partner is Lianfeng Investment, holding 1.60% partnership interests therein. Lianfeng Investment was wholly owned by Mr. Wang.

(2) Ningbo Shenyang is a limited partnership established in the PRC. Its general partner is Mr. YANG Chao (楊超), the finance manager of Guangxin Nano, holding 1.97% partnership interests therein.

(3) Zhongzhi Jucheng is a limited partnership established in the PRC on December 16, 2015. Its general partner is LIN Qi (林琦), an Independent Third Party. As of the Latest Practicable Date, Zhongzhi Jucheng had nine limited partners, among whom, WANG Junping (王君平), Mr. Wang's brother, held approximately 50.20% partnership interests therein. None of the remaining eight limited partners held more than 30% partnership interests therein.

(4) Mr. CHEN Gangqiang (陳鋼强) is our former Director.

(5) Suzhou Dianyi was owned as to 1.11% by Suqian Guangyu as general partner and 98.89% by Guangxin Nano as limited partner.

(6) The calculation is based on the total number of 261,600,000 A Shares and [REDACTED] H Shares in issue upon completion of the [REDACTED], assuming the [REDACTED] is not exercised.