

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set forth below. Certain other terms are explained in “Glossary.”

“2024 Restricted Share Incentive Plan”	the restricted share incentive plan adopted by the Board in April 2024 and approved by the Shareholders in May 2024, which permits the grant of restricted shares to eligible participants
“A Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which are traded in Renminbi and listed on the Shenzhen Stock Exchange
“A Shareholder(s)”	holder(s) of our A Share(s)
“Accountants’ Report”	the Accountants’ report of our Company for the Track Record Period, as included in Appendix I to this document
“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 August 5, 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
“Audit Committee”	the audit committee of the Board
“Board”	the Company’s board of Directors
“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
“BYD”	BYD Co., Ltd. (比亞迪股份有限公司), a joint stock company established in the PRC, whose shares are listed on the Shenzhen Stock Exchange (stock code: 002594.SZ) and the Stock Exchange (stock code: 1211.HK), one of our Shareholders

[REDACTED]

“CATL”	Contemporary Amperex Technology Co., Ltd. (寧德時代新能源科技股份有限公司), a joint stock company established in the PRC, whose shares are listed on the ChiNext of the Shenzhen Stock Exchange (stock code: 300750.SZ) and the Stock Exchange (stock code: 3750.HK), one of our Shareholders
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DEFINITIONS

[REDACTED]

“China” or the “PRC”	the People’s Republic of China, except where the content or context requires otherwise
“Chinese Mainland” or “Mainland”	the mainland of China, excluding, for the purposes of this document, Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified 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, supplemented or otherwise modified from time to time
“Company,” “our Company,” or “the Company”	Hunan Yuneng New Energy Battery Material Co., Ltd. (湖南裕能新能源電池材料股份有限公司) (formerly known as Hunan Yuneng New Energy Battery Material Company Limited (湖南裕能新能源電池材料有限公司)), a company established under the laws of the PRC with limited liability on June 23, 2016 and converted into a joint stock company with limited liability on November 20, 2020, whose A Shares have been listed on the Shenzhen Stock Exchange (301358.SZ)
“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 Advisor”	China Securities (International) Corporate Finance Company Limited
“CSDC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司)
“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
“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
“Electrochem Group”	Xiangtan Electrochemical Group Co., Ltd. (湘潭電化集團有限公司), a company established under the laws of the PRC with limited liability on May 10, 1994, a member of our Single Largest Group of Shareholders and a subsidiary of Zhenxiang SAOI

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“Employee Shareholding Platform(s)” our employee shareholding platforms, including Jingxi Yuanju, Hunan Yuchuang, Hunan Yufu, Hunan Yuguang, Hunan Yupu, Hunan Yurui, Hunan Yusheng and Xiangtan Yuhe

“Extreme Conditions” extreme conditions caused by a super typhoon as announced by the government of Hong Kong

[REDACTED]

“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company

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

[REDACTED]

“Group,” “our Group,” “we,” “our” or “us” our Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the content may require), or where the context so requires, in respect of the periods before our Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time

“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)

“H Share(s)” overseas [REDACTED] foreign shares in the share capital of our Company, with a nominal value of RMB[1.00] each, which are to be [REDACTED] for and [REDACTED] in Hong Kong dollars and [REDACTED] on the Stock Exchange

[REDACTED]

DEFINITIONS

[REDACTED]

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

[REDACTED]

“IFRS”	IFRS Accounting Standards, as issued by the International Accounting Standards Board
“Independent Third Party(ies)”	person(s) or company(ies) who/which, to the best of our Directors’ knowledge, information and belief, is/are not a connected person of our Company

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[REDACTED]

“Jingxi Yuanju”	Jingxi Yuanju Enterprise Management Partnership (Limited Partnership) (靖西源聚企業管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on June 9, 2020, one of our Employee Shareholding Platforms
“Jinsheng New Material”	Shanghai Jinsheng New Material Technology Co., Ltd. (上海津晟新材料科技有限公司), a company established under the laws of the PRC with limited liability on January 12, 2017, one of our Shareholders
“[REDACTED]”	the [REDACTED] as named in “Directors and Parties Involved in the [REDACTED]” in this document
“[REDACTED]”	the [REDACTED] as named in “Directors and Parties Involved in the [REDACTED]” in this document
“[REDACTED]”	the [REDACTED] as named in “Directors and Parties Involved in the [REDACTED]” in this document
“Joint Sponsors”	the joint sponsors as named in “Directors and Parties Involved in the [REDACTED]” in this document
“Latest Practicable Date”	[August 7, 2026], being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication
“Lihui New Material”	Yancheng Lihui Ruijin New Material Technology Co., Ltd. (鹽城力輝銳進新材料科技有限公司) (formerly known as Guangzhou Lihui New Material Technology Co., Ltd. (廣州力輝新材料科技有限公司)), a company established under the laws of the PRC with limited liability on April 13, 2016, one of our Shareholders

DEFINITIONS

[REDACTED]

“Listing Committee” the Listing Committee of the Stock Exchange

[REDACTED]

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

“Hunan Yuchuang” Hunan Yuchuang Enterprise Management Partnership (Limited Partnership) (湖南裕創企業管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on December 2, 2020, one of our Employee Shareholding Platforms

“Hunan Yufu” Hunan Yufu Venture Capital Investment Management Partnership (Limited Partnership) (湖南裕富創業投資管理合夥企業(有限合夥)) (formerly known as Hunan Yufu Enterprise Management Partnership (Limited Partnership) (湖南裕富企業管理合夥企業(有限合夥))), a limited partnership established under the laws of the PRC on December 2, 2020, one of our Employee Shareholding Platforms

“Hunan Yuguang” Hunan Yuguang Enterprise Management Partnership (Limited Partnership) (湖南裕廣企業管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on December 2, 2020, one of our Employee Shareholding Platforms

“Hunan Yupu” Hunan Yupu Enterprise Management Partnership (Limited Partnership) (湖南裕璞企業管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on December 2, 2020, one of our Employee Shareholding Platforms

“Hunan Yurui” Hunan Yurui Enterprise Management Partnership (Limited Partnership) (湖南裕瑞企業管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on December 2, 2020, one of our Employee Shareholding Platforms

“Hunan Yusheng” Hunan Yusheng Enterprise Management Partnership (Limited Partnership) (湖南裕升企業管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on December 2, 2020, one of our Employee Shareholding Platforms

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

DEFINITIONS

“Major Subsidiaries”	subsidiaries of our Company as set out in “History, Development and Corporate Structure — Our Major Subsidiaries” to this document
“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)
“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)
“NEA”	National Energy Administration of the PRC (中華人民共和國國家能源局)
“Nomination Committee”	the nomination committee of the Board
“NPC”	National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Legal Advisor”	Beijing Grandway Law Offices, our legal advisor as to PRC laws

DEFINITIONS

[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“Renminbi” or “RMB”	Renminbi, the lawful currency of China

[REDACTED]

“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of the National People’s Congress (中華人民共和國全國人民代表大會常務委員會)
“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”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shareholder(s)”	holder(s) of our Share(s)
“Single Largest Group of Shareholders”	Electrochem Group, Xiangtan Electrochem and Zhenxiang SAOI

[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
“Strategy Committee”	the strategy committee of the Board
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC

DEFINITIONS

“Track Record Period”	the period comprising the years ended December 31, 2023, 2024 and 2025 and the three months ended March 31, 2026
“U.S. dollars” or “US\$”	United States dollar(s), 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]

“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“VAT”	value-added tax

[REDACTED]

“Xiangtan Electrochem”	Xiangtan Electrochemical Scientific Co., Ltd (湘潭電化科技股份有限公司), a joint stock company established in the PRC, whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 002125.SZ), a member of our Single Largest Group of Shareholders and a subsidiary of Electrochem Group
“Zhenxiang SAOI”	Xiangtan Zhenxiang State-owned Assets Operation and Investment Co., Ltd. (湘潭振湘國有資產經營投資有限公司), a limited liability company established in the PRC, a member of our Single Largest Group of Shareholders
“Xiangtan Yuhe”	Xiangtan Yuhe Enterprise Management Partnership (Limited Partnership) (湘潭裕和企業管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on January 23, 2019, one of our Employee Shareholding Platforms
“%”	percent

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

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.