

DEFINITIONS

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

“2022 Convertible Bonds”	a public offering of convertible bonds conducted by our Company on September 26, 2022 and listed on the Shenzhen Stock Exchange on October 21, 2022 (bond code: 123158), details of which are set out in “Statutory and General Information — A. Further Information about Our Group — 2. Changes in Share Capital of Our Company” in Appendix VI to this document
“2023 Restricted Share Incentive Plan”	the A Share restricted share incentive plan adopted by our Company on December 25, 2023, details of which are set out in “Statutory and General Information — D. Share Incentive Plans” in the Appendix VI to this document
“2025 Restricted Share Incentive Plan”	the A Share restricted share incentive plan adopted by our Company on April 28, 2025, details of which are set out in “Statutory and General Information — D. Share Incentive Plans” in the Appendix VI to this document
“A Shares”	ordinary shares issued by the Company, with a nominal value of RMB1.00 each, which are listed for trading on the Shenzhen Stock Exchange
“A Shareholder(s)”	holder(s) of the A Share(s)
“Accountants’ Report”	the accountants’ report for the Company and its subsidiaries for each of the three years ended December 31, 2025 and the six months ended June 30, 2026, the text of which is set out 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”	the Accounting and Financial Reporting Council of Hong Kong
“Articles of Association” or “Articles”	the articles of association of our Company, as amended, which shall become effective on the [REDACTED], a summary of which is set out in “Summary of the Articles of Association” in the Appendix V to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “our Board”	the board of Directors
“Board Committee(s)”	the board committees of our Company, namely the Audit Committee, the Remuneration and Evaluation Committee, the Nomination Committee and the Strategic and Sustainable Development Committee
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

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“Capchem Hong Kong”	Capchem (Hong Kong) Co., Ltd. (新宙邦(香港)有限公司), a limited liability company established in Hong Kong on January 28, 2008 and a wholly-owned subsidiary of the Company
“Capchem Materials”	Shenzhen Capchem Electronic Materials Technology Co., Ltd (深圳市新宙邦電子材料科技有限公司), a limited liability company established under the laws of PRC on February 19, 2002, which is our predecessor
“Capchem Poland”	Capchem Poland Sp.zo.o, a limited liability company established under the laws of Poland on May 8, 2018 and a non-wholly-owned subsidiary of the Company
“Capchem Singapore”	Capchem Singapore Pte. Ltd, a private limited company established under the laws of Singapore on December 6, 2022 and a wholly-owned subsidiary of the Company

[REDACTED]

“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “PRC”	the People’s Republic of China, except where the content or context requires otherwise
“Chongqing Capchem”	Chongqing Capchem New Materials Co., Ltd. (重慶新宙邦新材料有限公司), a limited liability company established under the laws of PRC on January 25, 2022 and a wholly-owned subsidiary of the Company
“close associate(s)”	has the meaning ascribed thereto under the Listing Rule
“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”, “the Company” or “Shenzhen Capchem”	Shenzhen Capchem Technology Co., Ltd. (深圳新宙邦科技股份有限公司), a joint stock company incorporated in the PRC with limited liability on February 19, 2002, the A Shares of which are listed on the Shenzhen Stock Exchange (stock code: 300037) (previously known as Shenzhen Capchem Electronic Materials Technology Co., Ltd (深圳市新宙邦電子材料科技有限公司))
“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”	Maxa Capital Limited, an independent compliance consultant, which is an Independent Third Party
“Concert Party Agreement”	the concert party agreement entered into among members of our Controlling Shareholders Group in March 2008, details of which are set out in “History, Development and Corporate Structure — Our Shareholding and Corporate Structure”

DEFINITIONS

“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 Group”	has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Mr. Qin Jiusan (覃九三), Mr. Zhou Dawen (周達文), Ms. Zhong Meihong (鍾美紅), Mr. Zheng Zhongtian (鄭仲天), Ms. Zhang Guiwen (張桂文) and Ms. Deng Yonghong (鄧永紅)
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSDCC”	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 or any one of them
“Effective Restricted Share Incentive Plans”	the 2023 Restricted Share Incentive Plan and the 2025 Restricted Share Incentive Plan, details of which are set out in “Statutory and General Information — D. Share Incentive Plans” in the Appendix VI to this document
“EIT”	the PRC enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the People’s Republic of China (《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 governance

[REDACTED]

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

“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a global market research and consulting company, which is an Independent Third Party
“Frost & Sullivan Report” or “F&S Report”	an independent market research report commissioned by us and prepared by Frost & Sullivan for the purpose of this document
“Fujian Heptafluo”	Fujian Heptafluo New Materials Co., Ltd. (福建海德福新材料有限公司), a limited liability company established under the laws of PRC on September 7, 2018 and a non-wholly-owned subsidiary of the Company

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“Fujian Yongjing”	Fujian Yongjing Technology Co., Ltd. (福建永晶科技股份有限公司), a joint stock company with limited liability established under the laws of PRC on January 22, 2007 which is held by our Company as to 24.03% of its equity interests as of the Latest Practicable Date
“General Rules of HKSCC”	the General Rules of HKSCC as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
	[REDACTED]
“Group”, “our Group”, “we” or “us”	the Company and all of its subsidiaries, or any one of them as the context may require or, where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries, or any one of them as the context may require, were or was engaged in and which were subsequently assumed by it
“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)”	shares in the share capital of our Company with a nominal value of RMB1.00 each, to be [REDACTED] on the Hong Kong Stock Exchange
	[REDACTED]
“H Shareholder(s)”	holder(s) of the H Share(s)
“HK\$” or “Hong Kong Dollars” or “HK Dollars”	Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK” the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“Hong Kong Stock Exchange” or “Stock Exchange” the Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchange and Clearing Limited

[REDACTED]

“Huizhou Capchem” Huizhou Capchem Chemical Co., Ltd. (惠州市宙邦化工有限公司), a limited liability company established under the laws of PRC on July 30, 2007 and a wholly-owned subsidiary of the Company

“Hunan Fluopont” Hunan Fluopont New Materials Co., Ltd. (湖南福邦新材料有限公司), a limited liability company established under the laws of PRC on August 27, 2018 and a non-wholly-owned subsidiary of the Company

“IFRS Accounting Standards” IFRS Accounting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and the International Accounting Standards and interpretation issued by the International Accounting Standards Committee

“Independent Third Party(ies)” any entity(ies) or person(s) who is not a connected person of our Company within the meaning of the Hong Kong Listing Rules

DEFINITIONS

[REDACTED]

“Jiangsu Hicomer”	Jiangsu Hicomer New Material Co., Ltd. (江蘇瀚康新材料有限公司), a limited liability company established under the laws of PRC on March 28, 2014 and a wholly-owned subsidiary of the Company
“Jiangsu Hicomer Electronic Materials”	Jiangsu Hicomer Electronic Materials Co., Ltd. (江蘇瀚康電子材料有限公司), a limited liability company established under the laws of PRC on May 21, 2021 and a non-wholly-owned subsidiary of the Company
“Jiangsu Seals”	Jiangsu Seals Electronic Materials Co., Ltd. (江蘇希爾斯電子材料有限公司), a limited liability company established under the laws of PRC on April 28, 2023 and a non-wholly-owned subsidiary of the Company
“Jingmen Capchem”	Jingmen Capchem New Materials Co., Ltd. (荊門新宙邦新材料有限公司), a limited liability company established under the laws of PRC on May 16, 2018 and a non-wholly-owned subsidiary of the Company

[REDACTED]

“Joint Sponsors”	the joint sponsors of the [REDACTED] as named in the section headed “Directors and Parties Involved in the [REDACTED]”
“Latest Practicable Date”	August 20, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
	[REDACTED]
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange

DEFINITIONS

[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, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange
“Ministry of Finance” or “MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM” or “Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部) (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易部))
“Mr. Qin”	Mr. Qin Jiusan (覃九三), our chairman of the Board, executive Director and a member of our Controlling Shareholders Group
“Mr. Zheng”	Mr. Zheng Zhongtian (鄭仲天), our executive Director, chief engineer and a member of our Controlling Shareholders Group
“Mr. Zhou”	Mr. Zhou Dawen (周達文), our vice chairman of the Board, executive Director and a member of our Controlling Shareholders Group
“Ms. Deng”	Ms. Deng Yonghong (鄧永紅), a member of our Controlling Shareholders Group and the spouse of Mr. Qin
“Ms. Zhang”	Ms. Zhang Guiwen (張桂文), a member of our Controlling Shareholders Group
“Ms. Zhong”	Ms. Zhong Meihong (鍾美紅), our non-executive Director and a member of our Controlling Shareholders Group
“Nantong Capchem”	Nantong Capchem Electronic Materials Co., Ltd. (南通新宙邦電子材料有限公司), a limited liability company established under the laws of PRC on July 26, 2010 and a wholly-owned subsidiary of the Company
“Nantong Capchem Technology”	Nantong Capchem Technology Co., Ltd. (南通新宙邦科技有限公司), a limited liability company established under the laws of PRC on September 28, 2021 and a wholly-owned subsidiary of the Company
“Nantong Top”	Nantong Top Electronic Materials Co., Ltd. (南通托普電子材料有限公司), a limited liability company established under the laws of PRC on May 13, 1998 and a non-wholly-owned subsidiary of the Company
“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 the Board

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“Novolyte Malaysia” Novolyte Technology Sdn. Bhd., a limited liability company established in Malaysia on February 7, 2025 and a wholly-owned subsidiary of the Company

[REDACTED]

“Overseas Listing Trial Measures” the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and five supporting guidelines (《境內企業境外發行證券和上市管理試行辦法》及五項配套指引) promulgated by the CSRC on February 17, 2023 and became effective on March 31, 2023

“PBOC” the People’s Bank of China (中國人民銀行), the central bank of the PRC

“PRC GAAP” generally accepted accounting principles in the PRC

“PRC Legal Adviser” Zhong Lun Law Firm, our legal adviser on PRC laws in connection with the [REDACTED]

[REDACTED]

“document” this document being issued in connection with the [REDACTED]

“Regulation S” Regulation S under the U.S. Securities Act

“Remuneration and Evaluation Committee” the remuneration and evaluation committee of the Board

“Renminbi” or “RMB” the lawful currency of the PRC

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“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“Sanming Hexafluo”	Sanming Hexafluo Chemical Co., Ltd. (三明市海斯福化工有限責任公司), a limited liability company established under the laws of PRC on August 21, 2007 and a non-wholly-owned subsidiary of the Company
“SAT”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)
“SFC” or “Securities and Futures Commission”	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, supplemented or otherwise modified from time to time
“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)
“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links programme to be developed by the Hong Kong Stock Exchange, Shenzhen Stock Exchange, HKSCC and CSDC for mutual market access between Hong Kong and Shenzhen
“Shenzhen Semicomat”	Shenzhen Semicomat Electronic Materials Co., Ltd. (深圳市賽美科電子材料有限公司), a limited liability company established under the laws of PRC on February 26, 2025 and a non-wholly-owned subsidiary of the Company
“Shenzhen Stock Exchange”	Shenzhen Stock Exchange (深圳證券交易所)
“Shilei Fluorine Materials”	Jiangxi Shilei Fluorine Materials Co., Ltd. (江西石磊氟材料有限責任公司), a limited liability company established under the laws of PRC on June 13, 2013, is held by our Company as to approximately 42.83% of its equity interests

[REDACTED]

“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Strategic and Sustainable Development Committee”	the strategic and sustainable development committee of the Board
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Suzhou Novolyte”	Novolyte Battery Materials (Suzhou) Co., Ltd. (諾萊特電池材料(蘇州)有限公司), a limited liability company established under the laws of PRC on September 22, 2008 and a wholly-owned subsidiary of the Company
“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
“Tianjin Capchem”	Tianjin Capchem Electronic Materials Co., Ltd. (天津新宙邦電子材料有限公司), a limited liability company established under the laws of PRC on June 8, 2021 and a wholly-owned subsidiary of the Company

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“Track Record Period” or “TRP” the period comprising the three financial years ended December 31, 2023, 2024, 2025, and the six months ended June 30, 2026

“treasury shares” has the meaning ascribed to it under the Listing Rules

[REDACTED]

“United States”, “USA” or “U.S.” the United States of America, its territories, its possessions and all areas subject to its jurisdiction

“US\$” or “U.S. dollar(s)” United States dollars, the lawful currency of the U.S.

“U.S. Government” the federal government of the United States, including its executive, legislative and judicial branches

“U.S. persons” U.S. persons as defined in Regulation S

“U.S. Securities Act” United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time

“VAT” value-added tax

[REDACTED]

“Yichang Capchem” Yichang Capchem Technology Co., Ltd. (宜昌新宙邦科技有限公司), a limited liability company established under the laws of PRC on September 18, 2022, and a wholly-owned subsidiary of the Company

“Yichang Capchem Electronic Materials” Yichang Capchem Electronic Materials Co., Ltd. (宜昌新宙邦電子材料有限公司), a limited liability company established under the laws of PRC on January 11, 2023 and a wholly-owned subsidiary of the Company

“Zhoubang Chemical” Shenzhen Zhoubang Chemical Co., Ltd. (深圳市宙邦化工有限公司), a limited liability company established under the laws of PRC on June 27, 1996, served as the primary platform for our business operation prior to the Company’s establishment in 2002, and deregistered on October 16, 2006

“%” per cent

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

Certain amounts and percentage figures included in this document have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

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; in the event of any inconsistency, the Chinese versions shall prevail.