
DEFINITIONS

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| “9M2021” | the nine months ended 30 September 2021 |
| “9M2022” | the nine months ended 30 September 2022 |
| “Accountants’ Report” | the accountants’ report of the Company, the text of which is set out in Appendix I to this prospectus |
| “AFRC” | Accounting and Financial Reporting Council |
| “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 |
| “Articles” or “Articles of Association” | the second amended and restated articles association of our Company conditionally adopted on 9 March 2023 and effective upon the Listing, as amended or supplemented from time to time, a summary of which is set out in Appendix IV to this prospectus |
| “associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Audit Committee” | the audit committee of our Board |
| “Board” | the board of Directors |
| “Business Day(s)” or “business day(s)” | day(s) on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong |
| “BVI” | the British Virgin Islands |
| “Capitalisation Issue” | the issue of 809,000,000 Shares to be made upon capitalisation of an amount of HK\$8,090,000 standing to the credit of the share premium account of our Company which is set forth in the section headed “Statutory and General Information — A. Information about our Company — (d) Resolutions of our Shareholders passed on 9 March 2023” in Appendix V to this prospectus |
| “CCASS” | the Central Clearing and Settlement System established and operated by HKSCC |

DEFINITIONS

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| “CCASS Clearing Participant” | a person admitted to participate in CCASS as a direct clearing participant or general clearing participant |
| “CCASS Custodian Participant” | a person admitted to participate in CCASS as a custodian participant |
| “CCASS EIPO” | the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by (i) instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, or (ii) if you are an existing CCASS Investor Participant, giving electronic application instructions through the CCASS Internet System (https://ip.ccass.com) or through the CCASS Phone System (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input electronic application instructions for CCASS Investor Participants through HKSCC’s Customer Service Centre by completing an input request |
| “CCASS Investor Participant” | a person admitted to participate in CCASS as an investor participant who may be an individual, joint individuals or a corporation |
| “CCASS Operational Procedures” | the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operations and functions of CCASS, as from time to time in force |
| “CCASS Participant” | a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant |
| “CFA” | chartered financial analyst |

DEFINITIONS

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| “Changchun Guangke” or “Changchun Guangke (長春廣科)” | Changchun Guangke Technology Co., Ltd* (長春廣科科技有限公司), a company established in the PRC with limited liability on 17 April 2022, an indirectly non-wholly owned subsidiary of our Company, which is directly held as to 99% by Jilin Maisheng, 0.4752% by Ms. Zhang, 0.4375% by Mr. Shan, 0.0601% by Mr. Chen Guobin (陳國斌), 0.0140% by Mr. Li and 0.0132% by Mr. Lu Changdong (盧昌東) |
| “Changchun Hengxing” or “Changchun Hengxing (長春恒興)” | Changchun FAW Sihuan Hengxing Automobile Components Co., Ltd.* (長春恒興集團有限公司), a company established in the PRC with limited liability on 27 December 2004, located in Jilin Province with a registered capital of RMB6 million, and their principal business are mainly production and selling of automobile plastic products |
| “Changchun Production Base” | the Company’s existing production facilities located in Changchun, Jilin province, the PRC (吉林省長春市) on Lot 1 and Lot 2, which comprise production lines for both biodegradable plastic products and non-biodegradable plastic products |
| “China” or “PRC” | the People’s Republic of China, for the purpose of this prospectus only, excluding Hong Kong, Macao and Taiwan |
| “CIAC” | the Changchun Institute of Applied Chemistry Chinese Academy of Science (中國科學院長春應用化學研究所) |
| “Circular 13” | the Circular of the State Administration of Foreign Exchange on Further Simplifying and Improving Policies for Foreign Exchange Administration for Direct Investment (國家外匯管理局關於進一步簡化和改進直接投資外匯管理政策的通知) promulgated by SAFE on 13 February 2015 and effective from 1 June 2015 |

DEFINITIONS

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| “Circular 37” | the Circular of the State Administration of Foreign Exchange on Issues Concerning Foreign Exchange Administration Over the Overseas Investment and Financing and Round-Trip Investment by Domestic Residents via Special Purpose Vehicles (國家外匯管理局關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知) promulgated by SAFE on 4 July 2014 and effective from the same date |
| “close associate(s)” | has the meaning ascribed to it under the Listing Rules |
| “Companies Act” | the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, modified and supplemented from time to time |
| “Companies Ordinance” | the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, modified and supplemented from time to time |
| “Companies (WUMP) Ordinance” | the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, modified and supplemented from time to time |
| “Company” or “our Company” | China Treasures New Materials Group Ltd. (中寶新材集團有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 21 January 2022, and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 7 June 2022 |
| “connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “Controlling Shareholders” | has the meaning ascribed to it under the Listing Rules and, in the context of this prospectus, refers to Lvsetianye Technology, Lvsesenlin Technology, Daziran Technology and CPEP Holdings, Ms. Zhang and Mr. Shan |
| “core connected person(s)” | has the meaning ascribed to it under the Listing Rules |
| “Cornerstone Investment Agreement” | the cornerstone investment agreement dated 17 March 2023 entered into among our Company, ZhongBaoNew materials. Ltd, Beijing Anji Fenghan Management Consulting Partnership (Limited Partnership) (北京安吉豐瀚管理諮詢合夥企業(有限合夥)), the Sole Sponsor, the Overall Coordinator and Fosun International Securities Limited pursuant to which ZhongBaoNew materials. Ltd agreed to subscribe for Offer Shares (rounded down to the nearest whole board lot of 2,000 Offer Shares) at the Offer Price, as further described in “Cornerstone Investor” in this prospectus |

DEFINITIONS

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| “Corporate Governance Code” | the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, as amended, supplemented or otherwise modified from time to time |
| “COVID-19” | a viral respiratory disease caused by the severe acute, respiratory syndrome coronavirus, which was declared by World Health Organization as a pandemic on 11 March 2020 |
| “CPA” | certified public accountants |
| “CPEP Holdings” | China Plastic Environmental Protection Holdings Limited, a company incorporated in the BVI with limited liability on 1 February 2022, which is directly wholly owned by Lvsesenlin Technology, and indirectly wholly owned by Mr. Shan. CPEP Holdings is one of our Controlling Shareholders |
| “CSRC” | the China Securities Regulatory Commission (中國證券監督管理委員會) |
| “Daziran Technology” | Daziran Technology Invest Holdings Limited, a company incorporated in the BVI with limited liability on 1 February 2022, which is directly wholly owned by Lvsesenlin Technology, and indirectly wholly owned by Mr. Shan. Daziran Technology is one of our Controlling Shareholders |
| “Deed of Indemnity” | the deed of indemnity dated 16 March 2023 entered into by our Controlling Shareholders in favour of our Company (on its own behalf and as the trustee for each of its subsidiaries) to provide certain indemnities, further information on which is set forth in the section headed “Statutory and General Information — G. Other Information — 1. Deed of Indemnity” in Appendix V to this prospectus |
| “Director(s)” | the director(s) of our Company |
| “Downward Offer Price Adjustment” | an adjustment that has the effect of setting the final Offer Price up to 10% below the bottom end of the indicative Offer Price range |
| “EIT Law” | 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 |

DEFINITIONS

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| “EP Technology” | Environmental Protection Technology Group Co., Ltd, a company incorporated in the BVI with limited liability on 20 October 2021, which is wholly owned by Mr. Zhang Zhifang, one of our Pre-IPO Investors |
| “ESG Committee” | the environmental, social and governance committee of our Board |
| “Exchange Participant(s)” | a person: (a) who, in accordance with the Hong Kong Listing Rules, may trade on or through the Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Stock Exchange as a person who may trade on or through the Stock Exchange |
| “Extreme Conditions” | extreme conditions caused by a super typhoon as announced by the government of Hong Kong |
| “Frost & Sullivan” | Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent industry research consultant commissioned to prepare the Frost & Sullivan Report |
| “Frost & Sullivan Report” | the market research report prepared by Frost & Sullivan |
| “FY2019” | the financial year ended 31 December 2019 |
| “FY2020” | the financial year ended 31 December 2020 |
| “FY2021” | the financial year ended 31 December 2021 |
| “FY2022” | the financial year ended 31 December 2022 |
| “FY2023” | the financial year ended 31 December 2023 |
| “General Rules of CCASS” | General Rules of CCASS published by the Stock Exchange and as amended from time to time |
| “Global Offering” | the Hong Kong Public Offering and the International Offering |
| “ GREEN Application Form(s)” | the application form(s) to be completed by the HK eIPO White Form Service Provider designated by our Company |

DEFINITIONS

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| “Green Environmental HK” | Green Environmental Protection Technology Hong Kong Group Co., Limited (綠色環保科技香港集團有限公司), a limited company incorporated in Hong Kong on 29 October 2021, and an indirect wholly-owned subsidiary of our Company |
| “Group”, “our Group”, “we” or “us” | our Company and its subsidiaries or, where the context so requires, in respect of the period before our Company becoming the holding company of our present subsidiaries, the present subsidiaries of our Company and the businesses carried out by them or their predecessors (as the case may be) |
| “Guangke Capital Increase Agreement” | the equity increase agreement (增資擴股協議) in relation to Changchun Guangke dated 11 April 2022 entered into among Ms. Zhang, Mr. Shan, Mr. Chen Guobin (陳國斌), Mr. Li, Mr. Lu Changdong (盧昌東) and Jilin Maisheng, pursuant to which Ms. Zhang, Mr. Shan, Mr. Chen Guobin, Mr. Li and Mr. Lu Changdong agreed to subscribe for 0.4752%, 0.4375%, 0.0601%, 0.0140% and 0.0132% in the registered capital of Changchun Guangke for RMB4,800.000, RMB4,419.192, RMB607.071, RMB141.414 and RMB133.333, respectively, which was satisfied by each of Ms. Zhang, Mr. Shan, Mr. Chen Guobin, Mr. Li and Mr. Lu Changdong transferring their respective 47.0470%, 43.3114%, 5.9444%, 1.3889% and 1.3083% equity interest in Jilin Kaishun to Changchun Guangke |
| “HK eIPO White Form” | the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the IPO App or the designated website at www.hkeipo.hk |
| “HK eIPO White Form Service Provider” | the HK eIPO White Form service provider designated by our Company |
| “HK\$” or “HK dollars” | Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong |
| “HKICPA” | Hong Kong Institute of Certified Public Accountants |

DEFINITIONS

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| “HKSCC” | Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited |
| “HKSCC Nominees” | HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC |
| “Hong Kong” or “HK” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Offer Shares” | the 25,000,000 Offer Shares initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering (subject to reallocation as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus) |
| “Hong Kong Public Offering” | the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong (subject to adjustment as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus) at the Offer Price (plus brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fees), on and subject to the terms and conditions described in this prospectus and on the GREEN Application Form as further described in “Structure and Conditions of the Global Offering — Hong Kong Public Offering” in this prospectus |
| “Hong Kong Share Registrar” | Tricor Investor Services Limited |
| “Hong Kong Underwriters” | the underwriters for the Hong Kong Public Offering as listed out in “Underwriting” in this prospectus |
| “Hong Kong Underwriting Agreement” | the Hong Kong underwriting agreement dated 20 March 2023 relating to the Hong Kong Public Offering entered into between, among others, the Company, the Controlling Shareholders, the executive Directors, the Sole Sponsor, the Overall Coordinator and the Hong Kong Underwriters, as further described in “Underwriting” in this prospectus |

DEFINITIONS

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| “Huizhou Production Base” | our production facilities that are set to be located in Huizhou, Guangdong province, the PRC (廣東省惠州市) for the production of biodegradable plastic products, as further described in “Business — Business Strategies — Our expansion plan” in this prospectus |
| “IFRSs” | International Financial Reporting 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 Board |
| “Independent Third Party(ies)” | individual(s) or company(ies) who is (are) not a connected person(s) of our Company within the meaning ascribed under the Listing Rules |
| “International Offer Shares” | the 225,000,000 Shares (comprising 165,000,000 new Shares to be offered for subscription by our Company and 60,000,000 Sale Shares to be offered for sale by the Selling Shareholder) initially offered by our Company for subscription pursuant to the International Offering together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option (subject to reallocation as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus) |
| “International Offering” | the conditional placing of the International Offer Shares by the International Underwriters to institutional, professional, corporate and other investors in Hong Kong and elsewhere in the world outside the United States at the Offer Price in accordance with Regulation S, as further described in “Structure and Conditions of the Global Offering” in this prospectus |
| “International Underwriters” | the underwriters of the International Offering |

DEFINITIONS

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| “International Underwriting Agreement” | the international underwriting agreement relating to the International Offering and expected to be entered into by, among others, our Company, the Selling Shareholder, the Controlling Shareholders, the Sole Sponsor, the Overall Coordinator and the International Underwriters on or about the Price Determination Date, as further described in “Underwriting — International Offering” in this prospectus |
| “IPO App” | the mobile application for the HK eIPO White Form service which can be downloaded by searching “ IPO App ” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp |
| “Jibei Technology” | Changchun Jibei Technology Co., Ltd* (長春吉北科技有限公司) (previously known as Changchun Yuhuating Technology Co., Ltd.* (長春御華庭科技有限公司)), a company established in the PRC on 12 May 2014, which was previously held by Ms. Zhang and Mr. Shan, our executive Directors and two of our Controlling Shareholders as to 30% and 70%, respectively, between 14 September 2020 and 5 August 2021. Since 6 August 2021, it is held as to 51% and 49% by Mr. Wang Hongda (王宏達) and Mr. Long Xianbin (龍顯斌), respectively, who are Independent Third Parties |
| “JII Exit Agreements” | an equity transfer agreement dated 16 August 2021 entered into among Jilin Innovative Investment, Jilin Kaishun, Ms. Zhang, Mr. Shan and Mr. Shan Bingqi (單柄淇) (son of Ms. Zhang and Mr. Shan, as a guarantor) pursuant to which Ms. Zhang agreed to acquire and Jilin Innovative Investment agreed to sell its 12.15% equity interest in Jilin Kaishun to Ms. Zhang at a total consideration of RMB11,347,800; and an equity transfer agreement entered into between Jilin Innovative Investment as seller and Ms. Zhang as buyer to confirm the sale and purchase of 12.15% equity interest in Jilin Kaishun for a consideration of RMB11,347,800 |

DEFINITIONS

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| “JII Investment Agreement No. 1” | an investment agreement dated 9 June 2015 entered into between Jilin Kaishun as the target company, Ms. Zhang as the controlling shareholder, Mr. Shan as a founding shareholder, and Jilin Innovative Investment as the investor pursuant to which Jilin Innovative Investment agreed to acquire 14.82% of Jilin Kaishun for a total consideration of RMB2,000,000, of which, RMB1,740,000 would be used to increase the registered capital of Jilin Kaishun and the balance of RMB260,000 would be recorded as capital reserve |
| “JII Investment Agreement No. 2” | an investment agreement dated 1 September 2020 entered into between Jilin Kaishun as the target company, Ms. Zhang, Mr. Shan and Jilin Technology Fund as shareholders, and Jilin Innovative Investment as the investor pursuant to which Jilin Innovative Investment agreed to further acquire equity interest in Jilin Kaishun for a consideration of RMB8,000,000, of which, RMB6,779,700 would be used to increase the registered capital of Jilin Kaishun and the balance of RMB1,220,300 would be recorded as capital reserve |
| “JII Investment Agreements” | JII Investment Agreement No. 1 and JII Investment Agreement No. 2 |
| “Jilin Innovative Investment” or “Jilin Innovative Investment (吉林創投)” | Jilin Province Innovative Enterprises Investment Co., Ltd.* (吉林省創新企業投資有限公司), a company established in the PRC on 14 January 2010, which is ultimately controlled by Jilin Province Department of Finance* (吉林省財政廳), with a focus to assist the growth of small and medium enterprises. Jilin Innovative Investment was previously an investor of Jilin Kaishun and held equity interest in Jilin Kaishun up to 13 October 2021. As at the Latest Practicable Date, Jilin Innovative Investment is an Independent Third Party |

DEFINITIONS

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| “Jilin Kaishun” or “Jilin Kaishun (吉林開順)” | Jilin Province Kaishun New Material Co., Ltd.* (吉林省開順新材料有限公司), a limited liability company established in the PRC on 7 March 2014, which is held as to 99% and 1% by Changchun Guangke and Green Environmental HK, respectively, and an indirectly non-wholly owned subsidiary of our Company |
| “Jilin Maisheng” or “Jilin Maisheng (吉林邁盛)” | Jilin Province Maisheng New Material Co., Ltd.* (吉林省邁盛新材料有限公司), a limited liability company established in the PRC on 15 April 2022 and an indirect wholly-owned subsidiary of our Company |
| “Jilin Technology Fund” or “Jilin Technology Fund” (吉林科技)” | Jilin Province Technology Investment Fund Co., Ltd.* (吉林省科技投資基金有限公司), a company established in the PRC on 16 December 2009, which is indirectly wholly-owned by Jilin Province Department of Finance* (吉林省財政廳). Jilin Technology Fund was previously an investor of Jilin Kaishun and held equity interest in Jilin Kaishun up to 13 October 2021. As at the Latest Practicable Date, Jilin Technology Fund is an Independent Third Party |
| “Jiyuan Biotechnology” | Changchun City Jiyuan Biotechnology Co., Ltd.* (長春市吉源生物科技有限公司), a limited liability company established in the PRC on 9 May 2017, which is owned as to 51% by Mr. Wang Hongda (王宏達) and 49% by Mr. Long Xianbin (龍顯斌), Independent Third Parties. Jiyuan Biotechnology was previously owned by Ms. Zhang and Mr. Shan, our Controlling Shareholders, between 23 September 2020 and 8 September 2021, immediately prior to its disposal on 9 September 2021 |
| “Joint Bookrunners” | the joint bookrunners as named in “Directors and Parties Involved in the Global Offering” in this prospectus |
| “Joint Global Coordinators” | the joint global coordinators as named in “Directors and Parties Involved in the Global Offering” in this prospectus |
| “Joint Lead Managers” | the joint lead managers as named in “Directors and Parties Involved in the Global Offering” in this prospectus |

DEFINITIONS

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| “JPDRC” | Jilin Provincial Development and Reform Commission (吉林省發展和改革委員會) |
| “JTF Exit Agreements” | an exit agreement in relation to Jilin Kaishun dated 23 August 2021 entered into among Jilin Technology Fund, Ms. Zhang and Mr. Shan as original shareholders, and Jilin Kaishun as the target company, pursuant to which Jilin Technology Fund agreed to sell its interest in Jilin Kaishun to the original shareholders pursuant to the JTF Investment Agreements at a total consideration of RMB13,137,500; and an equity transfer agreement entered into between Jilin Technology Fund as seller and Mr. Shan as buyer to confirm the sale and purchase of 12.29% equity interest in Jilin Kaishun for a consideration of RMB13,137,500 |
| “JTF Investment Agreement No. 1” | a capital and equity interest increase agreement in relation to Jilin Kaishun dated 10 April 2017 entered into between Jilin Kaishun as the target company, Ms. Zhang, Mr. Shan and Jilin Innovative Investment as the shareholders and Jilin Technology Fund as the investor pursuant to which Jilin Technology Fund agreed to acquire 7.30% in Jilin Kaishun for a consideration of RMB5,000,000, of which, RMB4,310,000 would be used to increase the registered capital of Jilin Kaishun and the balance of RMB690,000 would be recorded as capital reserve |
| “JTF Investment Agreement No. 2” | a capital and equity interest increase agreement in relation to Jilin Kaishun dated 26 January 2018 entered into between Jilin Kaishun as the target company, Ms. Zhang, Mr. Shan and Jilin Innovative Investment as the shareholders and Jilin Technology Fund as the investor pursuant to which Jilin Technology Fund agreed to acquire additional equity interest in Jilin Kaishun for a consideration of RMB5,000,000, of which, RMB4,310,000 would be used to increase the registered capital of Jilin Kaishun and the balance of RMB690,000 would be recorded as capital reserve |
| “JTF Investment Agreements” | JTF Investment Agreement No. 1 and JTF Investment Agreement No. 2 |

DEFINITIONS

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| “Kaishun Insulation Materials” | Jilin Province Kaishun Insulation Materials Co., Ltd.* (吉林省開順保溫材料有限公司) (previously known as Jilin Province Kaishun Machinery Manufacturing Co., Ltd* (吉林省開順機械製造有限公司)), a company established in the PRC on 8 June 2012 and deregistered on 2 March 2016, which was owned as to 60% by Ms. Zhang and 40% by Mr. Shan prior to the deregistration |
| “Languang Technology” | Languang Technology Invest Holdings Limited, a company incorporated in the BVI with limited liability on 1 February 2022, which is directly wholly owned by Mr. Li, an executive Director and one of our Pre-IPO Investors |
| “Latest Practicable Date” | 14 March 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication |
| “Listing” | listing of the Shares on the Main Board of the Hong Kong Stock Exchange |
| “Listing Date” | the date, expected to be on or around 31 March 2023, on which our Shares are listed and from which dealings therein are permitted to take place on the Hong Kong Stock Exchange |
| “Listing Division” | the Listing Division of the Stock Exchange |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) |
| “Lot 1” | our owned premises located at Jing-Er Road, Kalun Industrial South Region, Jiutai Economy Development Zone, Changchun, Jilin province, the PRC (吉林省長春市九台經濟開發區卡倫工業南區經二路) with a gross floor area of 12,412 sq.m. registered under Jilin Province 2019, Jiutai District, Real Property Ownership Certificate Number: 0009693/0009694/0009695/0009696 (吉2019九台區不動產權第0009693號/0009694號/0009695號/0009696號), as further described in “Business — Properties — Owned property” in this prospectus |

DEFINITIONS

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| “Lot 2” | our leased premises located at Jing-Er Road, Kalun Industrial South Region, Jiutai Economy Development Zone, Changchun, Jilin province, the PRC (吉林省長春市九台經濟開發區卡倫工業南區經二路) with a gross floor area of 19,055 sq.m. registered under Jilin Province 2022, Jiutai District, Real Property Ownership Certificate Number 0001922/0001923 (吉2022九台區不動產權第0001922號/0001923號) and real estate unit reference number: 220181040004 6860486 F00020001, as further described in “Business — Properties — Leased property” in this prospectus |
| “Lvsesenlin Technology” | Lvsesenlin Technology Holdings Limited, a company incorporated in the BVI with limited liability on 1 February 2022, which is directly wholly owned by Mr. Shan, our chief executive officer, executive Director and one of our Controlling Shareholders. Lvsesenlin Technology is also one of our Controlling Shareholders and the Selling Shareholder |
| “Lvsetianye Technology” | Lvsetianye Technology Holdings Limited, a company incorporated in the BVI with limited liability on 1 February 2022, which is directly wholly owned by Ms. Zhang, chair of our Board, executive Director and one of our Controlling Shareholders. Lvsetianye Technology is also one of our Controlling Shareholders |
| “Lvshui Technology” | Lvshui Technology Group Co., Ltd, a company incorporated in the BVI with limited liability on 21 October 2021 and a direct wholly-owned subsidiary of our Company |
| “Macao” | the Macao Special Administrative Region of the PRC |
| “Memorandum” or “Memorandum of Association” | the second amended and restated memorandum of association of our Company adopted on 9 March 2023, a summary of which is set out in Appendix IV to this prospectus |
| “MOFCOM” | the Ministry of Commerce of the PRC (中華人民共和國商務部) |

DEFINITIONS

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| “Mr. Li” | Mr. Li Xiquan (李溪泉), an executive Director and one of our Pre-IPO Investors |
| “Mr. Shan” | Mr. Shan Yuzhu (單玉柱), an executive Director, chief executive officer and one of our Controlling Shareholders. Mr. Shan is also the spouse of Ms. Zhang |
| “Ms. Zhang” | Ms. Zhang Yuqiu (張玉秋), an executive Director, the chair of our Board and one of our Controlling Shareholders. Ms. Zhang is also the spouse of Mr. Shan |
| “NDRC” | the 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 |
| “Offer Price” | the final Hong Kong dollar price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015%, Stock Exchange trading fee of 0.00565%) at which the Offer Shares are to be subscribed for pursuant to the Global Offering, as further described in “Structure and Conditions of the Global Offering” in this prospectus, subject to any Downward Offer Price Adjustment |
| “Offer Share(s)” | the Hong Kong Offer Shares and the International Offer Shares |
| “Overall Coordinator”, or “Sponsor-Overall Coordinator” | the overall coordinator as named in “Directors and Parties Involved in the Global Offering” in this prospectus |
| “Over-allotment Option” | the option to be granted by our Company under the International Underwriting Agreement, pursuant to which the Overall Coordinator (for itself and on behalf of the Underwriters), may require us to allot and issue up to an aggregate of 37,500,000 additional new Shares (representing 15% of the total number of the Offer Shares initially available under the Global Offering), if any, as further described in “Structure and Conditions of the Global Offering” in this prospectus |

DEFINITIONS

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| “PBOC” | the People’s Bank of China (中國人民銀行), the central bank of the PRC |
| “PRC Company Law” | the Company Law of the PRC (中華人民共和國公司法), as adopted by the Standing Committee of the National People’s Congress (全國人民代表大會常務委員會) on 29 December 1993, and latest amended on 26 October 2018 |
| “PRC government” or “State” | the Central People’s Government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof, or where the context requires, any of them |
| “PRC Legal Advisers” | Hylands Law Firm, the PRC legal advisers to our Company for the Listing |
| “Previous Investors” | Jilin Innovative Investment and Jilin Technology Fund |
| “Pre-IPO Equity Increase Agreement” | the equity increase agreement (增資擴股協議) dated 2 November 2021 entered into between Mr. Chen Guobin (陳國斌), Mr. Li, Mr. Lu Changdong (盧昌東), and Green Environmental HK as the investors (增資方), Ms. Zhang and Mr. Shan as founding shareholders (創始股東), and Jilin Kaishun as the target company pursuant to which Mr. Chen Guobin, Mr. Li, Mr. Lu Changdong, and Green Environmental HK agreed to invest RMB21,400,000, RMB5,000,000, RMB4,710,000 and RMB3,600,000 in Jilin Kaishun for 5.9444%, 1.3889%, 1.3083% and 1.0000% in the equity interest in Jilin Kaishun, respectively, as enlarged by the equity increase thereunder and pursuant to which the registered capital of Jilin Kaishun is increased from RMB70,139,700 to RMB77,623,941.71 |
| “Pre-IPO Investments” | the pre-IPO investments in our Company undertaken by the Pre-IPO Investors pursuant to the terms and conditions of the Pre-IPO Equity Increase Agreement, the details of which are set out in “History, Reorganisation and Group Structure — Pre-IPO Investments” |

DEFINITIONS

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| “Pre-IPO Investors” | the investors of the Pre-IPO Investments, namely, Mr. Chen Guobin (陳國斌), Mr. Li, Mr. Lu Changdong (盧昌東), and Mr. Zhang Zhifang (章志方) |
| “Price Determination Date” | the date on which the Offer Price will be fixed for the purposes of the Global Offering expected to be on or about 24 March 2023, or such later date as agreed between the Company (for ourselves and on behalf of the Selling Shareholder) and the Overall Coordinator (for itself and on behalf of the Underwriters), but in any event no later than 27 March 2023 |
| “province” | a province or, where the context requires, a provincial level autonomous region or municipality, under the direct supervision of the central government of the PRC |
| “Regulation S” | Regulation S under the U.S. Securities Act |
| “Remuneration Committee” | the remuneration committee of our Board |
| “Renminbi” or “RMB” | Renminbi, the lawful currency of the PRC |
| “Reorganisation” | the reorganisation of our Group in preparation for the Listing, details of which are set out in the section headed “History, Reorganisation and Group Structure” in this prospectus |
| “SAFE” | State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the China governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable |
| “Sale Shares” | 60,000,000 Shares to be offered for sale by the Selling Shareholder at the Offer Price under the Global Offering |
| “SAMR” | the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局) |
| “SAT” | the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局) |

DEFINITIONS

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| “Selling Shareholder” | Lvsesenlin Technology, being the Shareholder which offers the Sale Shares for sale under the Global Offering, particulars of which are set out in “G. Other Information — 11. Particulars of the Selling Shareholder” in Appendix V to this prospectus |
| “SFC” | the Securities and Futures Commission of Hong Kong |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time |
| “Share Option Scheme” | the share option scheme conditionally adopted by our Shareholders on 9 March 2023, the principal terms of which are summarised in the section headed “Statutory and General Information — F. Share Option Scheme” in Appendix V to this prospectus |
| “Share(s)” | the ordinary share(s) with par value of HK\$0.01 each in the share capital of our Company |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Shenzhou Technology” | Shenzhou Technology Invest Holdings Limited, a company incorporated in the BVI with limited liability on 1 February 2022, which is directly wholly owned by Mr. Chen Guobin (陳國斌), one of our Pre-IPO Investors |
| “Sole Sponsor” | Soochow Securities International Capital Limited, a licensed corporation under the SFO to engage in type 6 (advising on corporate finance) regulated activities |
| “Stabilising Manager” | Wealth Link Securities Limited |
| “State Council” | State Council of the PRC (中華人民共和國國務院) |
| “Stock Borrowing Agreement” | the stock borrowing agreement expected to be entered into between CPEP Holdings and the Stabilising Manager, pursuant to which the Stabilising Manager may borrow up to an aggregate of 37,500,000 Shares to cover any over-allocation in the International Offering |

DEFINITIONS

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| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “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 |
| “Takeovers Code” | The Codes on Takeovers and Mergers and Share Buy-backs, as amended, modified and supplemented from time to time |
| “Taxation” | all forms of tax, duty, rate, levy, charge or other imposition or withholding whenever created, imposed or arising and whether of Hong Kong or elsewhere, including all forms of profit tax, provisional profit tax, interest tax, salaries tax, property tax, tax on capital gains, sales and value added tax, estate duty, death duty, inheritance tax, capital duty, stamp duty, payroll tax, withholding tax, rates, customs and other import and exercise duties, and generally any tax, duty, impost, levy or rate or any amount payable to the revenue, customs of fiscal authorities whether in Hong Kong or elsewhere |
| “Tianshun International BVI” | Tianshun International New Material Group Holdings Limited, a company incorporated in the BVI with limited liability on 1 February 2022 and a direct wholly-owned subsidiary of our Company |
| “Tianshun International HK” | HK Tianshun International Environmental Protection Technology Group Co., Limited (香港天順國際環保科技集團有限公司), a limited company incorporated in Hong Kong on 1 March 2022, which is directly wholly owned by Tianshun International BVI and an indirect wholly-owned subsidiary of our Company |
| “Tianxingjian Technology” | Tianxingjian Technology Holdings Limited, a limited liability company incorporated in the BVI on 1 February 2022, which is directly wholly owned by Mr. Lu Changdong (盧昌東), one of our Pre-IPO Investors |
| “Track Record Period” | FY2019, FY2020, FY2021 and 9M2022 |

DEFINITIONS

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| “Underwriters” | the Hong Kong Underwriters and the International Underwriters |
| “Underwriting Agreements” | the Hong Kong Underwriting Agreement and the International Underwriting Agreement |
| “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, and the rules and regulations promulgated thereunder |
| “US\$” or “U.S. dollars” | United States dollars, the lawful currency of the United States |
| “Withdrawal Mechanism” | a mechanism which requires the Company, among other things, to (a) issue a supplemental prospectus as a result of material changes in the information in the prospectus; (b) extend the offer period and to allow potential investors, if they so desire, to confirm their applications using an opt-in approach (i.e. requiring investors to positively confirm their applications for shares despite the changes) |
| “Yizheng Juxinyuan” or “Yizheng Juxinyuan (儀徵聚鑫源)” | Yizheng City Juxinyuan Biotechnology Co., Ltd.* (儀徵市聚鑫源生物科技有限公司), a company established in the PRC with limited liability on 28 February 2017, which is directly wholly-owned by Jilin Kaishun and an indirectly non-wholly owned subsidiary of our Company |

Certain amounts and percentage figures included in this prospectus 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 prospectus in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. The English translation of company names in Chinese which are marked with “” is for identification purposes only.*