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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following words and expressions have the following meanings.*

“Accountants’ Report”	the accountants’ report set out in Appendix I to this prospectus
“affiliate(s)”	any other person(s), directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person(s)
“AIC” or “SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), now integrated into 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), or its delegated authority at the provincial, municipal or other local level
“Application Form(s)”	<b>WHITE</b> Application Form(s), <b>YELLOW</b> Application Form(s) and <b>GREEN</b> Application Form(s), or where the context so requires, any of them
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company, adopted on 19 February 2020, a summary of which is set out in the paragraph headed “2. Articles of Association” in Appendix V to this prospectus
“Board” or “Board of Directors”	our board of Directors
“Business Day(s)”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of 224,999,990 Shares to be made upon capitalisation of certain amount standing to the credit of the share premium account of our Company as referred to in the paragraph headed “Further information about our Group — 3. Resolutions of our Shareholders” in Appendix VI to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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

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“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China, which for the purpose of this prospectus only excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“CIC” or “Industry Consultant”	China Insights Consultancy Limited, the independent industry consultant commissioned by us to conduct research on the industry in which we operate
“CIC Report”	a report prepared by CIC, an extract of which is set out in the section headed “Industry Overview” in this prospectus
“Cinda International” or “Sole Sponsor”	Cinda International Capital Limited, a licenced corporation under the SFO to carry on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities for the purpose of the SFO, being the sole sponsor, one of the Joint Global Coordinators, Joint Bookrunners, Joint Lead Managers and Underwriters of the Global Offering
“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) issued by SAFE on 13 February 2015 and effective from 1 June 2015
“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) issued by SAFE on 4 July 2014 and effective from the same date
“Co-Lead Managers”	Nobleseed Securities Limited, a licenced corporation under the SFO to carry on type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 4 (advising on securities) regulated activities for the purpose of SFO and Tiger Faith Securities Limited, a licenced corporation under the SFO to carry on type 1 (dealing in securities) regulated activity for the purpose of SFO
“Companies Law”	the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands

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“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”, “us” or “we”	Ximei Resources Holding Limited (稀美資源控股有限公司), incorporated in the Cayman Islands as an exempted company with limited liability on 26 May 2017
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, unless the context requires otherwise, refers to Mr. Wu and Jiawei Resources Seychelles
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of Indemnity”	the deed of indemnity dated 19 February 2020 and entered into by our Controlling Shareholders with and in favour of our Company (for our Company and as trustee for each of our subsidiaries) with particulars set out in the paragraph headed “Other Information — 13. Estate duty, tax and other indemnities” in Appendix VI to this prospectus
“Director(s)”	director(s) of our Company
“EIT”	the PRC 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), issued on 16 March 2007 and effective from 1 January 2008, as amended, supplemented or otherwise modified from time to time
“EIT Regulation”	the Regulation on the Implementation of the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法實施條例) issued by the State Council on 6 December 2007 and effective from 1 January 2008, as amended, supplemented or otherwise modified from time to time
“EU” or “European Union”	the European Union, a politico-economic union of 27 member states that are located primarily in Europe, including Austria, Belgium, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, Netherlands, Poland, Portugal, Romania, Slovakia, Slovenia, Spain and Sweden

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“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“Fogang Jiata”	Fogang Jiata Metal Co., Ltd.* (佛岡佳特金屬有限公司), a limited liability company established in the PRC on 24 January 2000, which was beneficially wholly owned by Mr. Wu from 24 January 2000 to 20 March 2008, and was wholly owned by Seraphim BVI since 21 March 2008 until Seraphim BVI disposed of its entire interest on 16 January 2019
“FY2016”	the year ended 31 December 2016
“FY2017”	the year ended 31 December 2017
“FY2018”	the year ended 31 December 2018
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offer and the International Placing
“Goldwei BVI”	Goldwei Group Limited, a limited liability company incorporated in the BVI on 7 December 2007, which has been beneficially wholly owned by Mr. Wu since its incorporation
“GREEN Application Form(s)”	the application form(s) to be completed by the <b>White Form eIPO</b> Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “our Group”, “we”, “our” or “us”	our Company, its subsidiaries or any of them at the relevant time or, where the context so requires, in respect of the period before our Company becoming the holding company of its present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
“Guangdong Dows”	Guangdong Dowstone Technology Co., Ltd. (廣東道氏技術股份有限公司), a limited liability company established in the PRC on 21 September 2007 and the shares of which were listed on the Shenzhen Stock Exchange (stock code: 300409) since 3 December 2014. As at the Latest Practicable Date, Mr. Wu indirectly held approximately 8.33% in the issued share capital of Guangdong Dows via Guangdong Yuanwei

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“Guangdong Jiana”	Guangdong Jiana Energy Technology Co., Ltd.* (廣東佳納能源科技有限公司), previously known as Yingde Jianb Metal Technology Co., Ltd. (英德佳納金屬科技有限公司), a limited liability company established in the PRC on 24 October 2003 and principally engaged in the production and trading of various metallurgical products other than tantalum- and niobium-based metallurgical products, which had been wholly owned by Seraphim BVI from 7 May 2008 to 11 October 2016, had been owned as to 70% and 30% by Guangdong Yuanwei and MACRO-LINK Holding, respectively, from 12 October 2016 to 18 May 2017, had been owned as to 53.9%, 23.1% and 23.0% by Guangdong Yuanwei, MACRO-LINK Holding and by Guangdong Dows, respectively, from 19 May 2017 to 22 June 2017, had been owned as to 51%, 34.3% and 14.7% by Guangdong Dows, Guangdong Yuanwei and MACRO-LINK Holding, respectively, from 23 June 2017 to 15 November 2018, and has been wholly owned by Guangdong Dows since 16 November 2018
“Guangdong Yuanwei”	Guangdong Yuanwei Investment Co., Ltd.* (廣東遠為投資有限公司), a company established in the PRC on 22 August 2016 with limited liability, which is wholly owned by Mr. Wu
“High-tech Enterprise”	a high and new technology enterprise (高新技術企業) that meets the criteria set forth in the Administrative Measures for Certification of High and New Technology Enterprises (高新技術企業認定管理辦法) and the Catalogue of High and New Technology Areas Specifically Supported by the State (國家重點支持的高新技術領域), issued on 14 April 2008 as a joint circular and amended on 29 January 2016 with effect from 1 January 2016
“HKFRSs”	Hong Kong Financial Reporting Standards (including Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by Hong Kong Institute of Certified Public Accountants
“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 dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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“Hong Kong Offer Shares”	the 7,500,000 Shares (subject to reallocation as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus) being offered by our Company for subscription pursuant to the Hong Kong Public Offer
“Hong Kong Public Offer”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price, on and subject to the terms and conditions of this prospectus and the Application Forms, as further described in the section headed “Structure and Conditions of the Global Offering” in this prospectus
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriter(s)”	the underwriter(s) of the Hong Kong Public Offer
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 25 February 2020 relating to the Hong Kong Public Offer and entered into by our Company, our executive Directors, Mr. Wu, Jiawei Resources Seychelles, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Co-Lead Managers and the Hong Kong Underwriters as further described in the paragraph headed “Underwriting — Underwriting arrangements and expenses” in this prospectus
“Independent Third Party(ies)”	individual(s) or company(ies) who or which, as far as our Directors are aware after having made all reasonable enquiries, is/ are not a connected person(s) of our Company
“International Placing Shares”	the 67,500,000 Shares (subject to reallocation as described in the section headed “Structure and Conditions of the Global Offering” in this prospectus) being initially offered by our Company for subscription at the Offer Price pursuant to the International Placing, together with, where relevant, any additional Shares to be issued pursuant to the exercise of the Over-allotment Option
“International Placing”	the conditional offering of the International Placing Share(s) by the International Underwriters for cash at the Offer Price plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% of the Offer Price, details of which are described in the section headed “Structure and Conditions of the Global Offering” in this prospectus, on and subject to the terms and conditions stated in this prospectus and in the International Underwriting Agreement

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“International Sanctions”	all applicable laws and regulations related to economic sanctions, export controls, trade embargoes and wider prohibitions and restrictions on international trade and investment related activities, including those adopted, administered and enforced by the U.S. Government, the European Union and its member states, the United Nations or the Government of Australia
“International Underwriter(s)”	the underwriter(s) of the International Placing
“International Underwriting Agreement”	the international underwriting agreement relating to the International Placing to be entered into by our Company, our executive Directors, Mr. Wu, Jiawei Resources Seychelles, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Co-Lead Managers and the International Underwriters on or about the Price Determination Date
“Jiata International”	Jiata International Limited (賽特國際有限公司), a private company limited by shares incorporated in Hong Kong on 6 August 2001, which had been beneficially owned by Mr. Wu from the date of its incorporation to the date of its dissolution on 26 February 2016
“Jiawei Resources Seychelles”	Jiawei Resources Holding Limited, a limited liability company incorporated in Seychelles on 24 April 2017 and has been wholly owned by Mr. Wu since its incorporation
“Jiaya Group”	JIAYA GROUP LTD., a limited liability company incorporated in the BVI on 14 May 2003 and principally engaged in the trading of copper- and cobalt-based metallurgical products, which had been beneficially owned by Mr. Wu from its incorporation to 13 March 2008, and has been a wholly-owned subsidiary of Seraphim BVI from 14 March 2008 to the date of its dissolution on 31 May 2019
“Jiayuan Metal”	Guangdong Jiayuan Metal Co., Ltd.* (廣東佳遠金屬有限公司), a limited liability company established in the PRC on 21 August 2009 and principally engaged in the trading of metallurgical products other than tantalum- and niobium-based metallurgical products and metal ores, which had been wholly owned by Guangdong Jiana from 21 August 2009 to 23 August 2015, had been owned by Zhiyuan New Material from 24 August 2015 to 4 July 2016, and was wholly owned by Fogang Jiata from 5 July 2016 to the date of dissolution on 18 June 2019 (Jiayuan Metal was disposed of by Seraphim BVI through its disposal of Fogang Jiata on 16 January 2019)

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“Jiayuan Metal Disposal Agreement”	the equity transfer agreement dated 30 June 2016 and entered into between Zhiyuan New Material and Fogang Jiata in relation to the disposal of Jiayuan Metal by Zhiyuan New Material to Fogang Jiata. For details, please refer to the paragraph headed “History, Reorganisation and Corporate Structure — Acquisition and disposal of Jiayuan Metal” in this prospectus
“Joint Bookrunners” or “Joint Lead Managers”	Cinda International, Sun International and Orient Securities (Hong Kong) Limited, a licenced corporation under the SFO to carry on type 1 (dealing in securities) and type 4 (advising on securities) regulated activities for the purpose of SFO
“Joint Global Coordinators”	Cinda International and Sun International
“kg”	kilogramme(s)
“km”	kilometre(s)
“Latest Practicable Date”	19 February 2020, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information in this prospectus
“Listing”	the listing of the Shares on the Main Board
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about 12 March 2020, on which the Shares are listed on the Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“M&A Provisions”	the Provisions on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定), jointly issued by the State-owned Assets Supervision and Administration Commission (國務院國有資產監督管理委員會), MOFCOM, SAT, SAIC, CSRC and SAFE on 8 August 2006 and amended by MOFCOM on 22 June 2009
“MACRO-LINK Cayman”	MACRO-LINK International Mining Limited, a limited liability company incorporated in the Cayman Islands on 12 September 2007 and owned as to 96.33% by MACRO-LINK International, 1.67% by Mr. Chung Shan Kwang and 2% by Ms. To Shong as at the Latest Practicable Date



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“MACRO-LINK Group”	the group of companies including MACRO-LINK International, MACRO-LINK Industrial and MACRO-LINK Holding and several companies principally engaged in the mining industry and is controlled by Mr. Fu Kwan and Ms. Xiao Wenhui via XiZang ChangShi
“MACRO-LINK Holding”	MACRO-LINK Holding Co., Ltd.* (新華聯控股有限公司), a limited liability company established in the PRC on 15 June 2001, which indirectly held the majority equity interest in various companies principally engaged in industries including real estate, finance, mining, petroleum and chemical engineering, among others, and was owned as to 93.40% by XiZang ChangShi, 2.83% by Mr. Fu Kwan and 3.77% by other individual shareholders, each of which held less than 10% equity interest as at the Latest Practicable Date
“MACRO-LINK Industrial”	MACRO-LINK Industrial Investment Limited (新華聯實業投資有限公司), a limited liability company incorporated in Hong Kong on 16 May 2013 and owned as to 100% by MACRO-LINK Holding as at the Latest Practicable Date
“MACRO-LINK International”	MACRO-LINK International Investment Co, Ltd., a limited liability company incorporated in the BVI on 21 October 2003 and owned as to 100% by MACRO-LINK Industrial as at the Latest Practicable Date
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange, which is independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, adopted on 19 February 2020, a summary of which is set out in the paragraph headed “1. Memorandum of Association” in Appendix V to this prospectus
“MIIT”	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“MJM”	MACROLINK JIAYUAN MINING Sarl, a limited liability company incorporated in the Democratic Republic of the Congo on 4 March 2008 and principally engaged in the trading of metallurgical products other than tantalum- and niobium-based metallurgical products, which had been owned as to 99% and 1% by Seraphim BVI and an Independent Third Party, respectively, from its incorporation to May 2017, had been a wholly-owned subsidiary of Seraphim BVI since May 2017 until Seraphim BVI disposed of its entire interest in November 2017

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“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Wu”	Mr. Wu Lijue (吳理覺), the founder of our Group, the chairman of our Board, our executive Director, our chief executive officer and one of our Controlling Shareholders
“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)
“Novel Coronavirus”	COVID-19 virus, a coronavirus identified as the cause of an outbreak of respiratory illness that was first detected in Wuhan, China
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“OFAC”	the United States Department of Treasury’s Office of Foreign Assets Control
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage, Stock Exchange trading fee and SFC transaction levy) at which the Offer Shares are to be subscribed for pursuant to the Global Offering to be determined as further described in the section headed “Structure and Conditions of the Global Offering” in this prospectus
“Offer Share(s)”	the Hong Kong Offer Shares and the International Placing Shares together with, where relevant, any additional Shares to be issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by our Company to the Joint Bookrunners (for themselves and on behalf of the International Underwriters) under the International Underwriting Agreement to require our Company to issue up to 11,250,000 additional Shares (representing 15% of the Offer Shares initially being offered under the Global Offering) at the Offer Price, to cover over-allocations of the International Placing, as further described in the section headed “Structure and Conditions of the Global Offering” in this prospectus
“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

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“PRC Government”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organisations of such government or, as the context requires, any of them
“PRC Legal Advisers”	King & Wood Mallesons, legal advisers to our Company as to PRC laws in connection with the Global Offering
“Price Determination Agreement”	the agreement to be entered into by the Joint Bookrunners (for themselves and on behalf of the Underwriters) and our Company on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or around Tuesday, 3 March 2020, and in any event, not later than Sunday, 8 March 2020, on which the Offer Price is fixed for the purposes of the Global Offering
“Regulation S”	Regulation S under the U.S. Securities Act
“Renminbi” or “RMB”	the lawful currency of the PRC
“Reorganisation”	the reorganisation of our Group as described in the paragraph headed “History, Reorganisation and Corporate Structure — Reorganisation” in this prospectus
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“Sanctioned Person(s)”	certain person(s) and identity(ies) listed on OFAC’s Specially Designated Nationals and Blocked Persons List or other restricted parties lists maintained by the United States, European Union, United Nations or Australia
“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 NPC (中華人民共和國全國人民代表大會常務委員會)
“SDN List”	the list of specially designated nationals and blocked persons published and maintained by OFAC
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong

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“Seraphim BVI”	Seraphim Group Limited (佳遠鈷業控股有限公司), previously known as Jiayuan Cobalt Holdings Limited, a limited liability company incorporated in the BVI on 26 October 2007, which had been owned as to 40% and 60% by Mr. Wu (via two BVI investment holding companies beneficially wholly owned by him) and MACRO-LINK Cayman, respectively, from 26 October 2007 to 9 August 2015, and has been owned as to 70% and 30% by Mr. Wu (via Goldwei BVI) and MACRO-LINK Cayman, respectively, from 10 August 2015 to 5 July 2018 and wholly owned by Mr. Wu (via Goldwei BVI) since 6 July 2018
“Seychelles”	the Republic of Seychelles
“SFO”	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) with nominal value of HK\$0.01 each in the share capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 19 February 2020, a summary of the principal terms of which is set forth in the paragraph headed “Other information — 12. Share Option Scheme” in Appendix VI to this prospectus
“Shareholder(s)”	holder(s) of the Share(s)
“State Council”	the 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 the Stabilising Manager and Jiawei Resources Seychelles on or around the Price Determination Date, pursuant to which Jiawei Resources Seychelles will agree to lend up to 11,250,000 Shares to the Stabilising Manager to cover any over-allocation under the International Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sun International” or “Stabilising Manager”	Sun International Securities Limited, a licenced corporation under the SFO to carry on type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 4 (advising on securities) regulated activities for the purpose of SFO, being one of the Joint Global Coordinators, Joint Bookrunners, Joint Lead Managers, Underwriters and the stabilising manager of the Global Offering
“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

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“Tax Adviser”	Ernst & Young Tax Services Limited, tax adviser to our Company on transfer pricing
“Track Record Period”	the financial periods comprising FY2016, FY2017, FY2018 and 8M2019
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “USD”	U.S. dollars, the lawful currency of the United States
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“WHITE Application Form(s)”	the application form(s) for use by the public who require(s) such Hong Kong Offer Shares to be issued in the applicant’s or applicants’ own name(s)
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Xinjia Seychelles”	Xinjia Group Limited (新佳集團有限公司), a limited liability company incorporated in Seychelles on 21 June 2017 and a wholly-owned subsidiary of our Company as at the Latest Practicable Date
“Xite Hong Kong”	Xite Group Limited (稀特集團有限公司), a limited liability company incorporated in Hong Kong on 29 June 2017 and an indirect wholly-owned subsidiary of our Company as at the Latest Practicable Date
“XiZang ChangShi”	ChangShi Investments Limited* (長石投資有限公司), a limited liability company established in the PRC on 5 June 2006 and owned as to 59.76% by Mr. Fu Kwan, 33.46% by Ms. Xiao Wenhui and 6.78% by other individual shareholders, each of which held less than 10% equity interest as at the Latest Practicable Date

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“YELLOW Application Form(s)”	the application form(s) for use by the public who require(s) such Hong Kong Offer Shares to be deposited directly into CCASS
“Zhiyuan New Material”	Guangdong Zhiyuan New Material Co., Ltd.* (廣東致遠新材料有限公司), previously known as Yingde Jiata New Material Co., Ltd.* (英德佳特新材料有限公司), a limited liability company established in the PRC on 9 May 2006 and an indirect wholly-owned subsidiary of our Company as at the Latest Practicable Date
“Zhiyuan New Material Guangzhou Branch”	Guangdong Zhiyuan New Material (Guangzhou) Co., Ltd.* (廣東致遠新材料有限公司廣州分公司), a branch of Zhiyuan New Material established on 15 September 2017 in Guangzhou which had not commenced any business as at the Latest Practicable Date
“8M2018”	the eight months ended 31 August 2018
“8M2019”	the eight months ended 31 August 2019
“sq.m.”	square metre(s)
“%”	per cent

Unless otherwise expressly stated or the context otherwise requires, in this prospectus,

- all references to times and dates refer to Hong Kong times and dates;
- the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “core connected person(s)”, “connected transaction(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the meanings ascribed to such terms under the Listing Rules;
- all data in this prospectus is as at the Latest Practicable Date;
- certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them; and
- all relevant information in this prospectus assumes no exercise of the Over-allotment Option.

The English names of the PRC laws, rules, regulations, nationals, entities, governmental authorities, institutions, facilities, certificates and titles etc. mentioned in this prospectus, including those marked with “\*”, are translations from their Chinese names and are for identification purpose only. If there is any inconsistency between the Chinese names and their English translations, the Chinese names shall prevail.