

DEFINITIONS

In this document, unless the context otherwise requires, the following expression shall have the following meanings.

“6M2023”	the six months ended 30 June 2023
“6M2024”	the six months ended 30 June 2024
“Accountants’ Report”	the report of the Reporting Accountants, 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
“Anhui Haicui”	Anhui Haicui Industrial Preparations Co., Ltd.* (安徽海萃工業製劑有限公司), a limited liability company established under the laws of the PRC on 13 August 2021, and is a direct wholly-owned subsidiary of our Company as at the Latest Practicable Date
“Anhui Huiyuan LP”	Anhui Huiyuan New Energy Industry Investment Fund Partnership (Limited Partnership)* (安徽徽元新能源產業投資基金合夥企業(有限合夥)), a limited partnership established under the laws of the PRC, and is a [REDACTED] holding approximately 2.76% equity interest in our Company as at the Latest Practicable Date
“Anhui Investment Group”	Anhui Provincial Investment Group Holding Co., Ltd. (安徽省投資集團控股有限公司), a state-owned company established under the laws of the PRC, which is wholly-owned by the SASAC of the People’s Government of Anhui Province (安徽省人民政府國有資產監督管理委員會), and is one of our Controlling Shareholders

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“Anhui Tech Import & Export”	Anhui Technology Import & Export Company Limited* (安徽省技術進出口股份有限公司), a limited company established under the laws of the PRC, which is held as to approximately 47.9% by Anhui International Trade Group (Holding) Co., Ltd.* (安徽國貿集團控股有限公司) in which Conch Holdings held approximately 55% as at the Latest Practicable Date
“Anhui Zhongan LP”	Anhui Zhongan Advanced Technology Equity Investment Partnership (Limited Partnership)* (安徽中安先進技術股權投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC, and is a [REDACTED] which ceased to hold any equity interest in our Company as at the Latest Practicable Date
“Articles” or “Articles of Association”	the amended and restated articles of association of our Company conditionally adopted on 31 August 2024, which will become effective on the [REDACTED], as amended or supplemented from time to time, a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board” or “Board of Directors”	the board of Directors of our Company
“Board of Supervisors”	the board of Supervisors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“CAGR”	compound annual growth rate

[REDACTED]

DEFINITIONS

“CCB Financial Asset Investment”	CCB Financial Asset Investment Co., Ltd. (建信金融資產投資有限公司), a limited liability company established under the laws of the PRC, and is a [REDACTED] holding approximately 3.97% equity interest in our Company as at the Latest Practicable Date
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“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 or supplemented from time to time
“Company” or “our Company”	Anhui Conch Material Technology Co., Ltd. (安徽海螺材料科技股份有限公司), a joint stock limited liability company established under the laws of the PRC which was converted from our Predecessor Company on 15 July 2022
“Conch Cement”	Anhui Conch Cement Company Limited (安徽海螺水泥股份有限公司), a joint stock limited company established under the laws of the PRC, with its A Shares listed on the Shanghai Stock Exchange (stock code: 600585) and H Shares listed on the Stock Exchange (stock code: 914)
“Conch Cement Group”	Conch Cement and its subsidiaries
“Conch Holdings”	Anhui Conch Holdings Company Limited* (安徽海螺集團有限公司), a limited liability company established under the laws of the PRC, which was owned as to 51% by Anhui Investment Group and 49% by Wuhu Conch Venture as at the Latest Practicable Date, and is one of our Controlling Shareholders

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“Conch Tech Innovation”	Anhui Conch Technology Innovation Material Co., Ltd.* (安徽海螺科創材料有限責任公司) (formerly known as Anhui Conch Investment Co., Ltd.* (安徽海螺投資有限責任公司)), a limited liability company established under the laws of the PRC, which was wholly-owned by Conch Holdings as at the Latest Practicable Date, and is one of our Controlling Shareholders holding approximately 48.62% equity interest in our Company as at the Latest Practicable Date
“Conch Tech Trading”	Anhui Conch New Material Technology Trading Co., Ltd.* (安徽海螺新材料科技貿易有限公司), a limited liability company established under the laws of the PRC on 14 April 2022 and is a direct wholly-owned subsidiary of our Company
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the case of our Company, means Conch Tech Innovation, Conch Holdings and Anhui Investment Group
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“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)
“Deed of Non-Competition”	a deed of non-competition dated 27 December 2024 entered into by Conch Tech Innovation and Conch Holdings in favor of our Company (for itself and as trustee for each of its subsidiaries as stated therein)
“Deed of Indemnity”	a deed of indemnity dated 27 December 2024 entered into by Conch Tech Innovation and Conch Holdings in favour of our Company (for itself and as trustee for each of its subsidiaries as stated therein)
“Director(s)” or “our Directors”	the director(s) of our Company

DEFINITIONS

“EIT Law” Enterprise Income Tax Law of the PRC* (中華人民共和國企業所得稅法), as amended or supplemented from time to time

“Exchange Participant(s)” a person (a) who, in accordance with the Listing Rules, may trade on or through the Hong Kong Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Hong Kong Stock Exchange as a person who may trade on or through the Hong Kong Stock Exchange

“Extreme Conditions” the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below

[REDACTED]

“FY or “financial year” financial year of our Company ended or ending 31 December

“FY2021” the financial year of our Company ended 31 December 2021

“FY2022” the financial year of our Company ended 31 December 2022

“FY2023” the financial year of our Company ended 31 December 2023

“GFA” gross floor area

[REDACTED]

“Group”, “our Group”, “we”, “our” or “us” our Company and our subsidiaries at the relevant time or, where the context refers to any time prior to our Company becoming the holding company of our present subsidiaries, such subsidiaries and the business carried on by such subsidiaries or (as the case may be) our predecessors, and “we”, “our” or “us” shall be construed accordingly

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“Guigang Conch”	Guigang Conch Taini New Material Technology Co., Ltd.* (貴港海螺台泥新材料科技有限公司), a limited liability company established under the laws of the PRC on 14 August 2020, and a subsidiary of our Company, which was held as to 60% by our Company and 40% by TCC (Guigang) Cement Limited (台泥(貴港)水泥有限公司) as at the Latest Practicable Date
“Guigang Conch Guizhou Branch”	A branch set up by Guigang Conch under the laws of the PRC on 7 November 2022
“Guigang Production Plant ”	refers to the owned production facility located in New Materials Science and Technology Park, Qintang District, Guigang City* (貴港市覃塘區新材料科技園) and referred to the paragraphs headed “Business — Production — Production facilities and capacities” in this document
“Guizhou Conch”	Guizhou Conch New Material Technology Co., Ltd.* (貴州海螺新材料科技有限公司) (formerly known as Guizhou Hongyi Technology Co., Ltd.* (貴州宏藝科技有限公司), a limited liability company established under the laws of the PRC on 5 July 2013 and was a direct wholly-owned subsidiary of our Company before it was deregistered on 23 November 2023
“Guizhou Production Plant”	refers to the owned production facility located in Building 1, Longli High-tech Industrial Park* (龍里高新技術產業園區第1棟) and referred to the paragraphs headed “Business — Production — Production facilities and capacities” in this document
“H Share(s)”	overseas [REDACTED] foreign share(s) in our ordinary share capital with a nominal value of RMB1.00 each, which are to be [REDACTED] for and [REDACTED] in Hong Kong dollars and for which an application has been made for [REDACTED] and [REDACTED] to [REDACTED] on the Stock Exchange

[REDACTED]

DEFINITIONS

[REDACTED]

“HKICPA”

Hong Kong Institute of Certified Public Accountants

[REDACTED]

“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

[REDACTED]

DEFINITIONS

[REDACTED]

“Hubei Xintongling”

Hubei Xintongling Equity Investment Co., Ltd.* (湖北鑫統領股權投資有限公司), a limited liability company established under the laws of the PRC, which was owned as to 60% by Mr. Feng (our non-executive Director) and 40% by Mr. Ming Jinlong (明金龍), and is a Shareholder holding approximately 24.10% equity interest in our Company as at the Latest Practicable Date

“Huludao Haizhong”

Huludao Haizhong New Material Technology Co., Ltd.* (葫蘆島海中新材料科技有限公司), a limited liability company established under the laws of the PRC on 10 October 2022, and a subsidiary of our Company, which was held as to 68% by our Company, 30% by North Cement Company Limited (北方水泥有限公司) and 2% by Hainan Qingyuan Corporate Management Centre (Limited Partnership)* (海南清源企業管理中心(有限合夥)) as at the Latest Practicable Date

“Huludao Production Plant”

refers to the owned production facility located in Beigang Industrial Park, Huludao Economic Development Zone* (葫蘆島經濟開發區北港工業園區) and referred to the paragraphs headed “Business — Properties — Owned properties” in this document

“IASB”

International Accounting Standards Board

DEFINITIONS

“IFRSs”	IFRS Accounting Standards, which include standards, amendments and interpretations promulgated by IASB or its predecessor body, the International Accounting Standards Committee
“Independent Third Party(ies)”	any entity(ies) or person(s) who is not a connected person of our Company or an associate of any such entity(ies) or person(s) within the meanings ascribed thereto under the Listing Rules

[REDACTED]

DEFINITIONS

“Kegai Ceyuan LP”	Kegai Ceyuan (Chongqing) Private Equity Investment Fund Partnership (Limited Partnership)* (科改策源(重慶)私募股權投資基金合夥企業(有限合夥)), a limited partnership established under the laws of the PRC, and a [REDACTED] which ceased to hold any equity interest in our Company as at the Latest Practicable Date
“Kunming Conch”	Kunming Conch New Material Technology Co., Ltd.* (昆明海螺新材料科技有限公司), a limited liability company established under the laws of the PRC on 15 September 2020 and is a direct wholly-owned subsidiary of our Company
“Kunming Production Plant”	refers to the owned production facility located in Industrial Base, Second Street, Yunnan Jinning Industrial Park* (雲南晉寧工業園區二街工業基地) and referred to the paragraphs headed “Business — Production — Production facilities and capacities” in this document
“Latest Practicable Date”	22 December 2024, being the latest practicable date for ascertaining certain information in this document before its publication
“Linyi Conch”	Linyi Conch New Material Technology Co., Ltd.* (臨沂海螺新材料科技有限公司) (formerly known as Linyi Hongyi Technology Development Co., Ltd.* (臨沂宏藝科技發展有限公司), Shandong Hongyi Technology Co., Ltd.* (山東宏藝科技股份有限公司), Shandong Hongyi Technology Co., Ltd.* (山東宏藝科技有限公司) and Linyi Hongyi Technology Development Co., Ltd.* (臨沂市宏藝科技開發有限公司)), a limited liability company established under the laws of the PRC on 27 May 1999 and is a direct wholly-owned subsidiary of our Company
“Linyi Haihong”	Linyi Haihong New Material Technology Co., Ltd.* (臨沂海宏新型材料科技有限公司) is a limited liability company established under the laws of the PRC and is a Shareholder holding approximately 16.87% equity interest in our Company as at the Latest Practicable Date

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“Linyi Production Plant” refers to the owned production facility located in Ligongzhuang Village, Fenghuangling Street in Hedong District, East Side of East Waihuan Road in Hedong District* (河東區東外環路東側，河東區鳳凰嶺街道李公莊村) and referred to the paragraphs headed “Business — Production — Production facilities and capacities” in this document

[REDACTED]

“Listing Committee” the listing sub-committee of the Stock Exchange

[REDACTED]

“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 market (excluding the options market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange

“Meishan Conch” Meishan Conch New Material Technology Co., Ltd.* (眉山海螺新材料科技有限公司) (formerly known as Sichuan Xintongling New Material Co., Ltd.* (四川鑫統領新材料有限公司) is a limited liability company established under the laws of the PRC on 30 July 2018 and is a direct wholly-owned subsidiary of our Company as at the Latest Practicable Date

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“Meishan Production Plant”	refers to the owned production facility located in Four sets including Room 1, Floor 1-3, Unit 1, Building 2, No. 519 Xinshi Street, Longzheng Town, five sets including Room 1, Floor 1, Unit 1, Building 4, No. 486 Xinshi Street, Longzheng Town and five sets including Room 1, Floor 1, Unit 1, Building 7, No. 486 Xinshi Street, Longzheng Town, Room 1, Floor 1-3, Unit 1, Building 12, No. 486 Xinshi Street, Longzheng Town, Room 1, Floor 1-5, Building 1, No. 519 Xinshi Street, Longzheng Town, two sets including Room 1, Floor 1, Building 14, No. 486 Xinshi Street, Longzheng Town* (龍正鎮新市街519號2幢1單元1-3層1號等4處，龍正鎮新市街486號4幢1單元1層1號等5處及龍正鎮新市街486號7幢1單元1層1號等5處，龍正鎮新市街486號12幢1單元1-3層1號，龍正鎮新市街519號1幢1-5層1號，龍正鎮新市街486號14幢1層1號等2處) and referred to the paragraphs headed “Business — Production — Production facilities and capacities” in this document
“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)
“Mr. Feng”	Mr. Feng Fangbo (馮方波), a non-executive Director
“Mr. Zhao”	Mr. Zhao Hongyi (趙洪義), a non-executive Director
“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)
“Ningbo Conch”	Ningbo Conch New Material Technology Co., Ltd.* (寧波海螺新材料科技有限公司), a limited liability company established under the laws of the PRC on 15 July 2019, and a subsidiary of our Company which was held owned as to 90% by our Company and 10% by Ningbo Industrial Investment Group Co., Ltd.* (寧波工業投資集團有限公司) as at the Latest Practicable Date
“Ningbo Production Plant”	refers to the owned production facility located in No. 2588 North Minghai Road, Ningbo Petrochemical Economic & Technological Development Zone* (寧波石化經濟技術開發區明海北路2588號) and referred to the paragraph headed “Business — Production — Production facilities and capacities” in this document

DEFINITIONS

“Nomination Committee”

the nomination committee of the Board

[REDACTED]

“PBOC”

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

“PRC” or “China”

the People’s Republic of China, excluding for the purposes of this document only, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

“PRC Company Law”

Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time

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“PRC Government” or “State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“PRC Legal Advisers”	Grandway Law Offices, the legal advisers to our Company as to the laws of the PRC
“Predecessor Company” or “our Predecessor Company”	Anhui Conch New Material Technology Co., Ltd.* (安徽海螺新材料科技有限公司), a limited liability company established under the laws of the PRC on 28 May 2018 and is the predecessor of our Company
“[REDACTED]”	the investments of the [REDACTED] in our Company, the particulars of which are set out in the paragraph headed “History and Corporate Development — [REDACTED]” in this document
“[REDACTED]”	the [REDACTED] of our Company, the particulars of which are set out in the paragraph headed “History and Corporate Development — [REDACTED]” in this document
[REDACTED]	
“document”	this document being issued in connection with the [REDACTED]

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“Qinghai Conch”	Qinghai Conch Jinyuan New Material Technology Co., Ltd.* (青海海螺金圓新材料科技有限公司), a limited liability company established under the laws of the PRC on 24 February 2022, and a subsidiary of our Company which was held as to 51% by our Company and 49% by Qinghai Huzhu Jinyuan Cement Co., Ltd.* (青海互助金圓水泥有限公司) as at the Latest Practicable Date
“Qinghai Production Plant”	refers to the owned production facility located in Factory Building for First Branch of Qinghai Huzhu Jinyuan Cement Co., Ltd.* (青海互助金圓水泥有限公司一分廠廠房) and referred to the paragraphs headed “Business — Production — Production facilities and capacities” in this document
“R&D”	research and development
[REDACTED]	
“Remuneration Committee”	the remuneration committee of the Board
“Reporting Accountants”	KPMG
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
“SAMR”	the State Administration for Market Regulation (國家市場監督管理總局), formerly known as the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), and where the context permits, include its local counterparts
“SASAC”	the State-owned Assets Supervision and Administration Commission (國有資產監督管理委員會)
“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

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“SFO” the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time

“Share(s)” ordinary share(s) in the capital of our Company, with a nominal value of RMB1.00 each, comprising our Unlisted Shares and our H Shares

“Shareholder(s)” holder(s) of Share(s)

[REDACTED]

“Sole Sponsor” China Securities (International) Corporate Finance Company Limited, a licensed corporation registered under the SFO permitted to carry on Type 1 and Type 6 regulated activities

“sq.m.” square metres

“STA” State Taxation Administration of the PRC (中華人民共和國國家稅務總局)

[REDACTED]

“State Council” State Council of the PRC (中華人民共和國國務院)

“Stock Exchange” or the “Hong Kong Stock Exchange” The Stock Exchange of Hong Kong Limited

“subsidiary(ies)” has the meaning ascribed to it in section 15 of the Companies Ordinance

“substantial shareholder(s)” has the meaning ascribed to it under the Listing Rules

“Supervisor(s)” supervisor(s) of our Company

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“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buybacks as amended, supplemented or otherwise modified from time to time
“Tongling Conch”	Tongling Conch New Material Technology Co., Ltd.* (銅陵海螺新材料科技有限公司), a limited liability company established under the laws of the PRC on 2 June 2020, and a subsidiary of our Company which was held as to 80% by our Company and 20% by Zhejiang Shangfeng Building Material Co., Ltd. (浙江上峰建材有限公司) as at the Latest Practicable Date
“Tongling Production Plant”	refers to the owned production facility located within Donglian Town* (東聯鎮境內) and referred to the paragraphs headed “Business — Production — Production facilities and capacities” in this document
“Toshkent Conch”	Toshkent Conch New Material Technology Co., Ltd.* (Toshkent Conch Yangi Material Texnologiya), a limited liability company established under the laws of Uzbekistan on 1 May 2024 and is a direct wholly-owned subsidiary of our Company
“Track Record Period”	FY2021, FY2022, FY2023 and 6M2024

[REDACTED]

“Unlisted Share(s)”	ordinary share(s) issued by our Company with a nominal value of RMB1.00 each, which is/are not listed on any stock exchange
“U.S.” or “United States”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia

[REDACTED]

DEFINITIONS

“Wuhu Conch Venture”	Wuhu Conch Venture Industrial Company Limited* (蕪湖海創實業有限責任公司), a limited liability company established under the laws of the PRC and an Independent Third Party
“Wuhu Industrial Fund”	Wuhu Industrial Investment Fund Co., Ltd.* (蕪湖產業投資基金有限公司), a company established under the laws of the PRC, and is a [REDACTED] holding approximately 1.84% equity interest in our Company as at the Latest Practicable Date
“Wuhu Longmen LP”	Wuhu Longmen Multiply Private Equity Investment Partnership (Limited Partnership)* (蕪湖龍門倍增私募股權投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC, and is a [REDACTED] holding approximately 1.84% equity interest in our Company as at the Latest Practicable Date
“Xiangyang Conch”	Xiangyang Conch New Material Technology Co., Ltd.* (襄陽海螺新材料科技有限公司) (formerly known as Hubei Xintongling Wanxiang Technology Co., Ltd.* (湖北鑫統領萬象科技有限公司) and Hubei Wanxiang Xingda Technology Co., Ltd.* (湖北萬象興達科技有限公司)), a limited liability company established under the laws of the PRC on 13 October 2008 and is a direct wholly-owned subsidiary of our Company
“Xiangyang Production Plant”	refers to the owned production facility located in Leiyang Avenue, Yicheng City* (宜城市雷雁大道) and referred to the paragraphs headed “Business — Production — Production facilities and capacities” in this document
“Xianyang Conch”	Xianyang Conch New Material Technology Co., Ltd.* (咸陽海螺新材料科技有限公司), a limited liability company established under the laws of the PRC on 23 March 2020 and is a direct wholly-owned subsidiary of our Company
“Xianyang Production Plant”	refers to the owned production facility located in Renewable Resources Industrial Park, Xizhangbao Town, Liquan County* (禮泉縣西張堡鎮再生資源產業園) and referred to the paragraph headed “Business — Production — Production facilities and capacities” in this document

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“Xintongling”	Xintongling Building Material Group Co., Ltd.* (鑫統領建材集團有限公司) (formerly known as Sichuan Xintongling Building Materials Technology Co., Ltd.* (四川鑫統領建材科技有限公司) and Sichuan Tongling Building Materials Technology Development Co., Ltd.* (四川統領建材科技發展有限公司)), a company established under the laws on the PRC, which was held as to 99% by Mr. Feng (our non-executive Director) and 1% by Ms. Li Yang (李楊)
“Xintongling Group”	Xintongling and its subsidiaries
“%”	per cent

In this document:

The English names of the PRC nationals, enterprises, entities, departments, facilities, certificates, regulations, titles and the like are translation and/or transliteration of their Chinese names and are included for identification purposes only. In the event of inconsistency between the Chinese names and their English translations and/or transliterations, the Chinese names shall prevail.

Certain amounts and percentage figures included in this document 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.

Unless otherwise expressly stated or the context otherwise requires, all data in this document is as at the Latest Practicable Date.

* For identification purposes only