
DEFINITIONS

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

“A Share(s)”	ordinary shares issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange and traded in Renminbi
“Accountants’ Report”	the accountants’ report of our Company, the text of which is set out in Appendix I to this Prospectus
“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
“ARS”	Argentine Peso, the lawful currency of Argentina
“Articles” or “Articles of Association”	the articles of association of our Company with effect upon the Listing Date (as amended from time to time), a summary of which is set out in Appendix V to this Prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors of the Company
“Business Day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CAC”	Cyberspace Administration of China (中華人民共和國國家互聯網信息辦公室)
“Capital Market Intermediary(ies)” or “CMI(s)”	the capital market intermediaries participating in the Global Offering and has the meaning ascribed thereto under the Listing Rules
“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 a general clearing participant
“China,” “mainland China,” or “the PRC”	the People’s Republic of China, unless the context requires otherwise, excluding, for the purposes of this Prospectus only, the regions of Hong Kong, Macau and Taiwan of the People’s Republic of China
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules

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“CNGR Hong Kong”	CNGR Hong Kong Material Science & Technology Co., Limited, a limited liability company established in Hong Kong on February 27, 2019, and a wholly-owned subsidiary of the Company
“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,” “the Company” or “our Company”	CNGR Advanced Material Co., Ltd. (中偉新材料股份有限公司), a joint stock company with limited liability established in the PRC on September 15, 2014, the A Shares of which have been listed on the Shenzhen Stock Exchange (stock code: 300919)
“Compliance Adviser”	Somerley Capital Limited
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Deng, Ms. Wu, Zhongwei Holding and Hongxin Chengda
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to 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”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s),” “the Director(s)” or “our Director(s)”	the director(s) of our Company
“DNI”	PT Debonair Nickel Indonesia, a limited liability company established in Indonesia on October 1, 2021 and a subsidiary of the Company
“EIT”	enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》)
“Employee Stock Ownership Scheme”	the employee stock ownership scheme adopted by the Shareholders in November 2022, the principal terms of which are set out in “Statutory and General Information — Share Schemes — Employee Stock Ownership Scheme” in Appendix VI to this Prospectus

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“ESG”	Environmental, Social and Governance
“Exchange Participant”	a person (a) who, in accordance with the Hong Kong 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”	extreme conditions as announced by the government of Hong Kong caused by a super typhoon or other natural disaster
“FINI”	“Fast Interface for New Issuance,” the online platform operated by HKSCC that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for all new listings
“Former SAWs”	the former State Administration of Work Safety of the PRC (中華人民共和國國家安全生產監督管理總局), currently known as the Ministry of Emergency Management of the PRC (中華人民共和國應急管理部)
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
“General Rules of HKSCC”	the General Rules of HKSCC published by the Stock Exchange and as amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Group,” “the Group,” “our Group,” “our,” “we” or “us”	our Company and its subsidiaries, or any one of them as the context may require, and where the context requires, the businesses operated by our Company and/or its subsidiaries and their predecessors (if any)
“Guangxi Zhongwei New Energy”	Guangxi Zhongwei New Energy Technology Company Limited* (廣西中偉新能源科技有限公司), a limited liability company incorporated under the laws of the PRC on February 8, 2021 and a subsidiary of the Company
“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Guizhou Zhongwei New Material”	Guizhou Zhongwei New Material Trading Company Limited* (貴州中偉新材料貿易有限公司), a limited liability company incorporated under the laws of the PRC on May 31, 2022 and a wholly-owned subsidiary of the Company
“Guizhou Zhongwei Resources Recycling”	Guizhou Zhongwei Resources Recycling Industrial Development Company Limited* (貴州中偉資源循環產業發展有限公司), a limited liability company incorporated under the laws of the PRC on October 8, 2016 and a subsidiary of the Company

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“Guizhou Zhongwei Xingyang”	Guizhou Zhongwei Xingyang Energy Storage Technology Company Limited* (貴州中偉興陽儲能科技有限公司), a limited liability company incorporated under the laws of the PRC on November 3, 2021 and a subsidiary of the Company
“H Share(s)”	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which are to be subscribed for and traded in Hong Kong dollars and to be listed and traded on the Hong Kong Stock Exchange
“H Share Registrar”	Tricor Investor Services Limited
“ HK eIPO White Form ”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name, submitted online through the designated website at www.hkeipo.hk
“ HK eIPO White Form Service Provider ”	the HK eIPO White Form service provider designated by our Company, as specified on the designated website at www.hkeipo.hk
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“ HKSCC EIPO ”	the application for Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your designated HKSCC Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by instructing your broker or custodian who is a HKSCC Participant to give electronic application instructions via HKSCC’s FINI system to apply for Hong Kong Offer Shares on your behalf
“HKSCC Operational Procedures”	the operational procedures of HKSCC, containing the practices, procedures and administrative or other requirements relating to HKSCC’s services and the operation and functions of the Systems, as from time to time in force
“HKSCC Participant”	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
“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 and cents respectively, the lawful currency of Hong Kong
“Hong Kong Offer Shares”	10,422,600 H Shares (subject to reallocation as described in the section headed “Structure of the Global Offering”) initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering

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“Hong Kong Public Offering”	the offering of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee), on and subject to the terms and conditions described in “Structure of the Global Offering — The Hong Kong Public Offering”
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated November 5, 2025 relating to the Hong Kong Public Offering entered into by, among others, our Company, the Overall Coordinators and the Hong Kong Underwriters, as further described in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Hong Kong Underwriting Agreement”
“Hongxin Chengda”	Tongren Hongxin Chengda Enterprise Management Consulting Partnership (L.P.)* (銅仁弘新成達企業管理諮詢合夥企業 (有限合夥)), a limited partnership incorporated under the laws of the PRC on May 14, 2019 and one of our Controlling Shareholders
“Hunan Zhongwei New Energy”	Hunan Zhongwei New Energy Technology Company Limited* (湖南中偉新能源科技有限公司), a limited liability company incorporated under the laws of the PRC on December 26, 2016 and a subsidiary of the Company
“Hunan Zhongwei Zhengyuan”	Hunan Zhongwei Zhengyuan New Material Trading Company Limited* (湖南中偉正源新材料貿易有限公司), a limited liability company incorporated under the laws of the PRC on November 23, 2016 and a wholly-owned subsidiary of the Company
“IFRSs”	the International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by IASB and the International Accounting Standards (IAS) and interpretations issued by the International Accounting Standards Committee (IASC)
“IIT Law”	the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》)
“Independent Third Party(ies)”	any person(s) or entity(ies), who/which, to the best of our Directors’ knowledge, information and belief, is/are not a connected person of the Company within the meaning of the Listing Rules
“International Offer Shares”	the 93,802,800 H Shares offered by our Company pursuant to the International Offering (subject to reallocation as described in

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	the section headed “Structure of the Global Offering”) together with any additional H Shares which may be allotted and issued by our Company pursuant to the exercise of the Over-allotment Option
“International Offering”	the conditional placing of the International Offer Shares by the International Underwriters at the Offer Price outside the United States in offshore transactions in reliance on Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from the registration requirements under the U.S. Securities Act, in each case on and subject to the terms and conditions of the International Underwriting Agreement, as further described in the section headed “Underwriting — International Offering”
“International Underwriters”	the group of international underwriters who are expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the underwriting agreement relating to the International Offering expected to be entered into on or about November 13, 2025 by our Company and the International Underwriters, as further described in the section headed “Underwriting — International Offering”
“Joint Bookrunners”	the joint bookrunners as named in the section headed “Directors and Parties Involved in the Global Offering”
“Joint Global Coordinators”	the joint global coordinators as named in the section headed “Directors and Parties Involved in the Global Offering”
“Joint Lead Managers”	the joint lead managers as named in the section headed “Director, and Parties Involved in the Global Offering”
“Joint Sponsors”	the joint sponsors as named in the section headed “Directors and Parties Involved in the Global Offering”
“Latest Practicable Date”	October 28, 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this Prospectus prior to its publication
“Listing”	listing of the H Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or about November 17, 2025, on which our H Shares are listed and from which dealings therein are permitted to take place on the Hong Kong Stock Exchange
“Listing Rules” or “Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Macau”	the Macau Special Administrative Region of the PRC

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“Main Board”	the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operates in parallel with the GEM of the Hong Kong Stock Exchange
“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)
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“Mr. Deng”	Mr. Deng Weiming (鄧偉明), one of our Controlling Shareholders and the spouse of Ms. Wu
“MSCI”	Morgan Stanley Capital International
“Ms. Wu”	Ms. Wu Xiaoge (吳小歌), one of our Controlling Shareholders and the spouse of Mr. Deng
“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)
“NNI”	PT Nadesico Nickel Industry, a limited liability company established in Indonesia on July 29, 2019 and a subsidiary of the Company
“Nomination Committee”	the nomination committee of the Board
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, Hong Kong Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%) at which the Offer Shares are to be subscribed for and issued pursuant to the Global Offering as described in the section headed “Structure of the Global Offering”
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares, together with any additional H Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option
“Overall Coordinators”	the overall coordinators as named in the section headed “Directors and Parties Involved in the Global Offering”
“Over-allotment Option”	the option granted by us to the International Underwriters, exercisable by the Overall Coordinators (on behalf of the International Underwriters) pursuant to the International Underwriting Agreement, to require our Company to allot and issue up to an aggregate of 15,633,800 additional H Shares at the Offer Price, representing approximately 15% of the Offer Shares initially available under the Global Offering, to cover over-allocations in the International Offering, if any, exercisable at any time from the date of the International Underwriting Agreement up to (and including) the date which is the 30th day from the last day for lodging of applications under the Hong Kong Public Offering

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“Overseas Listing Trial Measures”	The Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and five supporting guidelines (《境內企業境外發行證券和上市管理試行辦法》及五項配套指引) promulgated by the CSRC on February 17, 2023 and became effective on March 31, 2023
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	the 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
“PRC GAAP”	generally accepted accounting principles of the PRC
“PRC Legal Adviser”	CM Law Firm, the PRC legal adviser to our Company
“PRC Securities Law”	the Securities Law of the PRC (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
“Price Determination Date”	the date, expected to be on November 13, 2025 (Hong Kong time) on which the Offer Price is determined, or such later time as our Company and the Overall Coordinators (on behalf of the Underwriters) may agree, but in any event not later than 12:00 noon on November 13, 2025
“Prospectus”	this Prospectus being issued in connection with the Hong Kong Public Offering
“PT Zhongtsing”	PT Zhongtsing New Energy, a limited liability company established in Indonesia on May 4, 2021 and a subsidiary of the Company
“QIBs”	qualified institutional buyers within the meaning of Rule 144A under the U.S. Securities Act
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“Restricted Share Incentive Schemes”	the 2022 Restricted Share Incentive Scheme and 2023 Restricted Share Incentive Scheme
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“R&D”	research and development
“SAFE”	the 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 of the PRC (中華人民共和國國家市場監督管理總局)

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“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of the National People’s Congress of the PRC (中華人民共和國全國人民代表大會常務委員會)
“Securities and Futures Commission” or “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, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, including H Shares and A Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stabilizing Manager”	Morgan Stanley Asia Limited
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Strategy and ESG Committee”	the strategy and ESG committee of the Board
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code” or “Hong Kong 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
“Track Record Period”	the financial years ended December 31, 2022, 2023 and 2024 and the six months ended June 30, 2025
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and/or the International Underwriting Agreement, as the context may require
“UNGC”	United Nations Global Compact
“United States” or “U.S.”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“UN SDGs”	sustainable development goals of United Nations
“U.S. dollar(s),” “US\$” or “USD”	United States dollar, the lawful currency of the United States
“U.S. Securities Act”	The U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder

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“VAT”	value-added tax
“Zhongwei Holding”	Hunan Zhongwei Holding Group Company Limited* (湖南中偉控股集團有限公司), a limited liability company incorporated under the laws of the PRC on August 10, 2004 and one of our Controlling Shareholders
“Zoomwe Hong Kong”	Zoomwe Hong Kong New Energy Technology Co., Limited, a limited liability company established in Hong Kong on March 26, 2021 and a wholly-owned subsidiary of the Company
“2022 Restricted Share Incentive Scheme”	the 2022 restricted share incentive scheme adopted in April 2022, the principal terms of which are set out in “Statutory and General Information — Share Schemes — Restricted Share Incentive Schemes” in Appendix VI to this Prospectus
“2023 Restricted Share Incentive Scheme”	the 2023 restricted share incentive scheme adopted in June 2023, the principal terms of which are set out in “Statutory and General Information — Share Schemes — Restricted Share Incentive Schemes” in Appendix VI to this Prospectus
“%”	per cent

For ease of reference, the names of PRC laws and regulations, governmental authorities, institutions, nature persons or other entities (including our subsidiaries) 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.

Unless otherwise stated, 29,832,872 repurchased A Shares which are held as treasury shares by the Company as of the Latest Practicable Date have been included in the total number of issued shares of the Company as of the Latest Practicable Date and immediately after completion of the Global Offering.

* *For identification purpose only*