

DEFINITIONS

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

“2023 Restricted Share Incentive Scheme”	the 2023 restricted share incentive scheme of our Company, as approved by our Board and Shareholders in general meeting on November 10, 2023 and December 1, 2023, respectively, and the principal terms of which are set out in the section headed “Statutory and General Information—D. Restricted Share Incentive Scheme” in Appendix IV to this document
“A Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which are listed on the ChiNext Board of the Shenzhen Stock Exchange and traded in Renminbi
“Accountants’ Report”	the accountants’ report of our Company for the three years ended December 31, 2025 prepared by Ernst & Young, the text of which is set out in Appendix I to this document
“affiliate(s)”	with respect to any specified person, any other person(s), directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles of Association”	the articles of association of our Company conditionally adopted on April 2, 2026 with effect from the [REDACTED], a summary of which is set out in Appendix III to this document
“Audit Committee”	the audit committee of the Board
“Auxora Shenzhen”	Auxora (Shenzhen), Inc. (北極光電(深圳)有限公司), a limited liability company established in the PRC on November 14, 2003 and a wholly-owned subsidiary of our Company
“Board” or “Board of Directors”	the board of Directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
	[REDACTED]
“China,” “Chinese Mainland” or “PRC”	the People’s Republic of China, excluding, for the purpose of this document only, except where the context requires otherwise, Hong Kong, Macau and Taiwan, China

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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” or “our Company”	Suzhou TFC Optical Communication Co., Ltd. (蘇州天孚光通信股份有限公司), a joint stock company with limited liability established in the PRC on July 20, 2005, the A Shares of which have been listed on the ChiNext Board of the Shenzhen Stock Exchange (stock code: 300394)
“Company Law” or “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
“Controlling Shareholders”	has the meaning given to it under the Listing Rules and, unless the context otherwise requires, refers to Tianfu Renhe, Mr. Zou, Ms. Ou, Ms. Zou Yonghang and Mr. Zou Xinhang
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“EIT”	the enterprise income tax
“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

[REDACTED]

“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., our industry consultant
“Frost & Sullivan Report”	the report prepared by Frost & Sullivan
“Gao’an TFC”	Gao’an TFC Photoelectric Technology Co., Ltd. (高安天孚光電技術有限公司), a limited liability company established in the PRC on November 3, 2010 and a wholly-owned subsidiary of our Company

[REDACTED]

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“Group,” “our Group,” “the Group,” “we,” “our” or “us” our Company and its subsidiaries from time to time or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time

“Guide for New Listing Applicants” the Guide for New Listing Applicants issued by the Stock Exchange effective from January 1, 2024, and as amended, supplemented or otherwise modified from time to time

[REDACTED]

“H Share(s)” overseas [REDACTED] foreign shares 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 [REDACTED] on the Hong Kong Stock Exchange

“HK\$” or “Hong Kong dollar(s)” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

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

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[REDACTED]

“Takeovers Code”

the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“IFRS”

International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board

“Independent Third Party(ies)”

any entity or person who is not a connected person of our Company or an associate of such person within the meaning ascribed to it under the Listing Rules

[REDACTED]

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“Jiangxi TFC” Jiangxi TFC Technology Co., Ltd. (江西天孚科技有限公司), a limited liability company established in the PRC on August 8, 2016 and a wholly-owned subsidiary of our Company

[REDACTED]

“Joint Sponsors” the joint sponsors as named in the “Directors and Parties Involved in the [REDACTED]” section of this document

[REDACTED]

“JPY” Japanese Yen, the lawful currency of Japan

“Latest Practicable Date” April 3, 2026, being the latest practicable date for ascertaining certain information contained in this document before its publication

[REDACTED]

“Listing Rules” or “Hong Kong Listing Rules” the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time

“Macau” the Macau Special Administrative Region of the PRC

“Main Board” the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange

“MIIT” Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)

“Ministry of Finance” or “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. Zou” Mr. Zou Zhinong (鄒支農), our founder, chairman of our Board, chief engineer, executive Director and one of our Controlling Shareholders

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“Ms. Ou”	Ms. Ou Yang (歐洋), our co-founder, general manager, executive Director and one of our Controlling Shareholders
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Nomination Committee”	the nomination committee of the Board

[REDACTED]

“Overseas Listing Trial Measures”	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) promulgated by the CSRC on February 17, 2023 and effective from March 31, 2023, as amended, supplemented or otherwise modified from time to time
“PRC GAAP”	generally accepted accounting principles in Chinese Mainland
“PRC Legal Advisor”	Commerce & Finance Law Offices, our legal advisor as to PRC laws
“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

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[REDACTED]

“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Evaluation Committee”	the remuneration and evaluation committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAT”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“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 or supplemented from time to time
“SGD”	Singapore dollars, the lawful currency of Singapore
“Shanghai-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Stock Exchange, Shanghai Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shanghai
“Shenzhen-Hong Kong Stock Connect”	a securities trading and clearing links program developed by the Hong Kong Stock Exchange, Shenzhen Stock Exchange, HKSCC and China Securities Depository and Clearing Corporation Limited for mutual market access between Hong Kong and Shenzhen
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“Share(s)”	ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, comprising our A Shares and upon the [REDACTED] , our H Shares
“Shareholder(s)”	holder(s) of the Shares

[REDACTED]

“State Council”	State Council of the People’s Republic of China (中華人民共和國國務院)
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DEFINITIONS

“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategy Committee”	the strategy committee of the Board
“TFC Japan”	TFC Co., Ltd., a limited liability company incorporated in Japan on June 27, 2017 and a wholly-owned subsidiary of our Company
“TFC SG”	TFC Technology (SG) Pte. Ltd., a limited liability company incorporated in Singapore on June 9, 2023 and a wholly-owned subsidiary of our Company
“TFC Thailand”	TFC Technology (Thailand) Co., Ltd., a limited liability company incorporated in Thailand on August 5, 2022 and a non wholly-owned subsidiary of our Company
“THB”	Thai Baht, the lawful currency of Thailand
“Tianfu International Investment”	Tianfu International Investment Pte. Ltd., a limited liability company incorporated in Singapore on June 28, 2022 and a wholly-owned subsidiary of our Company
“Tianfu Renhe”	Suzhou Tianfu Renhe Investment Management Co., Ltd. (蘇州天孚仁和投資管理有限公司) (formerly known as Suzhou Tianfu Trade Co., Ltd. (蘇州天孚貿易有限公司)), a limited liability company established in the PRC on June 8, 2005 and one of our Controlling Shareholders
“Tianfu Zhixing”	Suzhou Tianfu Zhixing Technology Co., Ltd. (蘇州天孚之星科技有限公司), a limited liability company established in the PRC on March 8, 2022 and a wholly-owned subsidiary of our Company
“Track Record Period”	the financial years ended December 31, 2023, 2024 and 2025

[REDACTED]

“US\$,” “USD” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“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 from time to time, and the rules and regulations promulgated thereunder
“VAT”	value added tax

In this document, 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 given to such terms in the Listing Rules, unless the context otherwise requires.