
HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

Our Company was established in July 2005 as a limited liability company in the PRC. With ceramic sleeves as our founding product, we progressively expanded our product portfolio to encompass both passive and active optical components. Over the course of two decades, we have become a world-leading one-stop platform-based technology company in the optical interconnect industry, offering optical interconnect solutions spanning passive optical components, active optical components and integration services.

In February 2015, our A Shares were listed on the ChiNext Board of the Shenzhen Stock Exchange (stock code: 300394).

OUR KEY MILESTONES

The following table sets forth our Group’s key corporate and business development milestones:

<u>Year</u>	<u>Event</u>
2005	We were established as a limited liability company in the PRC.
2007	The first factory of our production facility located in our self-owned property in Suzhou, Jiangsu province, PRC commenced operations.
2010	Gao’an TFC, a subsidiary of our Company, was established. We established the first factory of our production facility in Gao’an, Jiangxi province, PRC.
2011	We were converted into a joint stock limited company and renamed as Suzhou TFC Optical Communication Co., Ltd. (蘇州天孚光通信股份有限公司).
2015	Our A Shares were listed on the ChiNext Board of the Shenzhen Stock Exchange (stock code: 300394).
2016	Jiangxi TFC, a subsidiary of our Company, was established.
2017	HongKong TFC High-Tech Co., Limited, our subsidiary in Hong Kong, was incorporated.
2018	We acquired TFC Communication USA, Inc., our subsidiary in the United States, to strengthen our customer service in overseas markets.
2020	We acquired full ownership of TFC Japan, our subsidiary in Japan. We acquired Auxora Shenzhen. Phase I of the second factory of our production facility in Gao’an, Jiangxi province, PRC was put into operation.
2022	TFC Thailand was established, marking the start of construction of our overseas production base.
2023	Our overseas headquarters in Singapore was established, forming a dual-headquarter structure in both Suzhou, PRC and Singapore.
2024	We started mass production of 1.6T optical engines.
2025	Our Thailand production base commenced operations. We completed the construction of Phase II of the second factory of our production facility in Gao’an, Jiangxi province, PRC.

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MAJOR SHAREHOLDING CHANGES OF OUR COMPANY

Incorporation of our Company

In July 2005, our Company was established as a limited liability company under the laws of the PRC, with an initial registered capital of RMB2,000,000. The registered capital was contributed by Tianfu Renhe and Mr. Zhu Guodong, who was an Independent Third Party as of the Latest Practicable Date.

Conversion into a joint stock limited company

In September 2011, our Company was converted from a limited liability company to a joint stock limited company. The net assets of our Company of RMB121,750,093.10 as of June 30, 2011 were converted into 59,100,000 Shares with a nominal value of RMB1.00 each.

Listing on the Shenzhen Stock Exchange

In February 2015, we completed an initial public offering and listed our A Shares on the ChiNext Board of the Shenzhen Stock Exchange (stock code: 300394), pursuant to which we offered an aggregate of 18,590,000 A Shares (comprising 15,240,000 newly issued A Shares and 3,350,000 existing Shares), representing approximately 25.0% of our Company’s share capital immediately following the A Share listing. Following the A Share listing, Tianfu Renhe remained as our Controlling Shareholder.

Private Placement of A Shares in 2018

In August 2018, our Company completed a private placement of A Shares, pursuant to which an aggregate of 12,101,910 A Shares were issued to two investors, each of whom was an Independent Third Party as of the Latest Practicable Date. The placement raised net proceeds of approximately RMB183 million, which were applied towards our development of high-speed optical components. Following the completion of the private placement, our Company’s total issued share capital increased to 197,951,910 A Shares.

Private Placement of A Shares in 2021

In February 2021, our Company completed a private placement of A Shares, pursuant to which an aggregate of 18,424,753 A Shares were issued to 16 investors, each of whom was an Independent Third Party as of the Latest Practicable Date. The placement raised net proceeds of approximately RMB777 million, which were applied towards our development of capacity of optical engines for 5G and data centers. Following the completion of the private placement, our Company’s total issued share capital increased to 216,992,663 A Shares.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

We had not carried out any major acquisitions, disposals or mergers during the Track Record Period and up to the Latest Practicable Date.

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OUR MAJOR SUBSIDIARIES

The following table sets forth details of our major subsidiaries:

<u>Name of company</u>	<u>Date and place of establishment</u>	<u>Equity interest attributable to our Group</u>	<u>Principal business activities</u>
Jiangxi TFC	August 8, 2016, PRC	100%	manufacturing
Tianfu Zhixing	March 8, 2022, PRC	100%	investment holding
Tianfu International Investment	June 28, 2022, Singapore	100%	investment holding
TFC SG	June 9, 2023, Singapore	100%	sales and procurement
TFC Thailand	August 5, 2022, Thailand	99.99%	manufacturing
TFC Japan	June 27, 2017, Japan	100%	R&D and manufacturing

OUR LISTING ON THE SHENZHEN STOCK EXCHANGE AND REASONS FOR THE [REDACTED] ON THE HONG KONG STOCK EXCHANGE

Since 2015, our Company has been listed on the Shenzhen Stock Exchange. Our Directors confirm that, as of the Latest Practicable Date, we had no instances of material non-compliance with the rules of the Shenzhen Stock Exchange and other applicable securities laws and regulations of the PRC in any material respect and, to the best of the knowledge of our Directors having made all reasonable enquiries, there was no material matter that should be brought to [REDACTED] attention in relation to our compliance record on the Shenzhen Stock Exchange. Based on public searches on the websites of the Shenzhen Stock Exchange, the CSRC and the Jiangsu Regulatory Bureau, there are no records of material non-compliance of our Company with the rules of the Shenzhen Stock Exchange and other applicable securities laws and regulations. Therefore, nothing has come to the PRC Legal Advisor’s attention that, for the two years ended December 31, 2024 and 2025 and up to the date of the submission of the [REDACTED] to the Hong Kong Stock Exchange, our Company had any instance of material non-compliance with the rules of the Shenzhen Stock Exchange and other applicable securities laws and regulations in relation to its listing on the Shenzhen Stock Exchange in any material respect. Based on the independent due diligence conducted by the Joint Sponsors, nothing has come to the Joint Sponsors’ attention that would cause them to disagree with our Directors’ confirmation with regard to the compliance record of our Company on the Shenzhen Stock Exchange.

Our Company seeks to be [REDACTED] on the Hong Kong Stock Exchange in order to provide additional capital for expanding our intelligent manufacturing system, the R&D of new products and cutting-edge technologies, strategic investments and acquisitions, and working capital and general corporate purposes. See the sections headed “Business—Our Strategies” and “Future Plans and [REDACTED]” in this document for more details.

[REDACTED]

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT

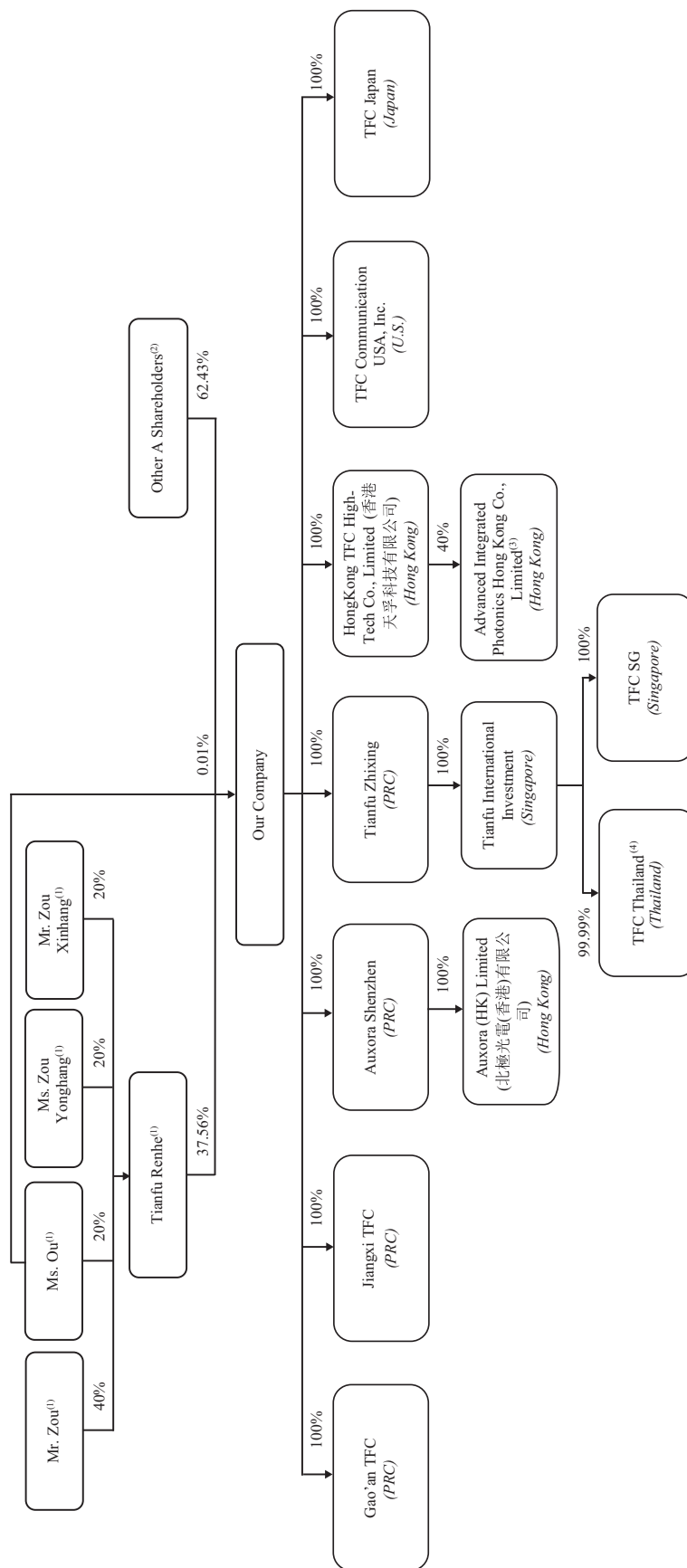
HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

[REDACTED]

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OUR SHAREHOLDING AND CORPORATE STRUCTURE

The following chart depicts our corporate and shareholding structure as of the Latest Practicable Date:

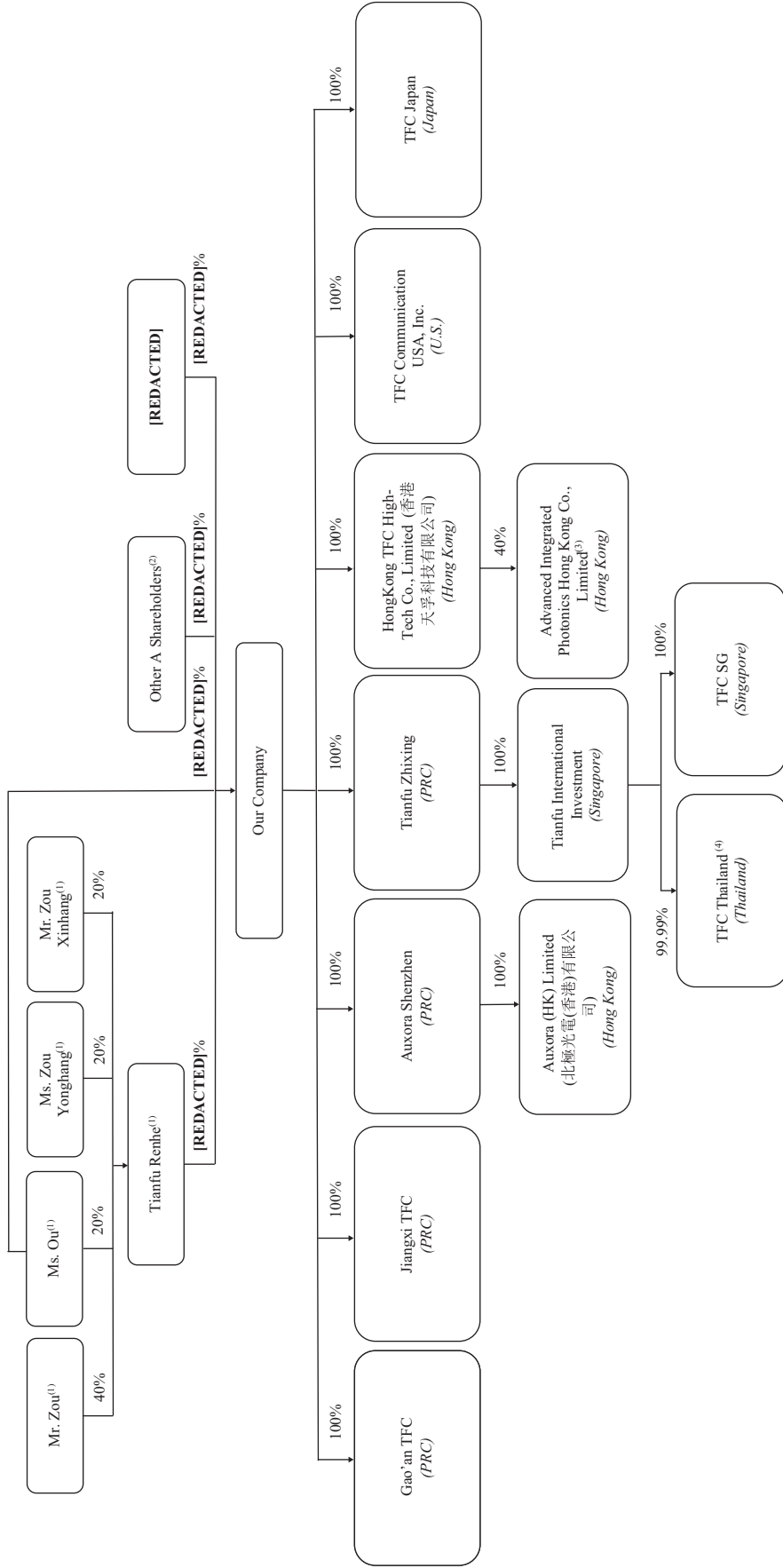


Notes:

- (1) Our Controlling Shareholders are Tianfu Renhe, Mr. Zou, Ms. Ou, Ms. Zou Yonghang and Mr. Zou Xinhang. Ms. Zou Yonghang is the daughter of Mr. Zou and Ms. Ou, and Mr. Zou Xinhang is the son of Mr. Zou and Ms. Ou. For further details of our Controlling Shareholders, see the section headed “Relationship with our Controlling Shareholders” in this document.
- (2) As of the Latest Practicable Date, approximately 0.15% and 0.01% of the issued share capital of our Company were directly held by Mr. Wang Chih-Hung, an executive Director and a deputy general manager of our Company, and Mr. Zhu Songgen, a non-executive Director and the employee representative Director of our Company, respectively.
- (3) As of the Latest Practicable Date, the remaining 60% of the issued share capital of Advanced Integrated Photonics Hong Kong Co., Limited was held by Stella Innovations Limited, which was in turn wholly owned by Mr. Set Sze Yun, an Independent Third Party.
- (4) As of the Latest Practicable Date, the remaining issued share capital of TFC Thailand was held as to less than 0.01% by each of Mr. Zhu Guodong, an Independent Third Party, Mr. Wang Chih-Hung, an executive Director and a deputy general manager of our Company, and Ms. Chen Jung-Chien, the spouse of Mr. Wang Chih-Hung, with each of them holding one share.

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The following chart depicts our corporate and shareholding structure immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]):



Notes (1) to (4): Please refer to the details on the preceding page.