
HISTORY AND CORPORATE STRUCTURE

OVERVIEW

Our history can be traced back to September 2009, when our Company was founded as a limited liability company under the laws of PRC by Mr. Du, an executive Director and chairman of the Board, under the name of Shenzhen POCO Magnetic Materials Co., Ltd. (深圳市鉑科磁材有限公司). For the biographical details of Mr. Du, see “Directors and Senior Management” in this document.

In September 2015, our Company was converted into a joint stock company with limited liability and renamed as POCO Holding Co., Ltd. (深圳市鉑科新材料股份有限公司). In December 2019, our A Shares were listed on the ChiNext Board of the Shenzhen Stock Exchange under the stock code 300811. As of the Latest Practicable Date, our Single Largest Group of Shareholders, which consist of Mr. Du and Moma Investment, held approximately 24.49% of our total issued share capital in aggregate. For further details of our Single Largest Group of Shareholders, see “Relationship with our Single Largest Group of Shareholders” in this document.

MILESTONES

The following is a summary of our Group’s key corporate and business development milestones:

Year	Event
2009	Our Company was established in Shenzhen, Guangdong Province, PRC.
2010	Our Huizhou production base commenced operation.
2015	Our Company was converted from a limited liability company into a joint stock limited company and renamed as POCO Holding Co., Ltd. (深圳市鉑科新材料股份有限公司).
2019	Our A Shares were listed on the Shenzhen Stock Exchange (stock code: 300811).
2020	We were recognized as a National Specialized and Sophisticated “Little Giant” Enterprise (國家級專精特新「小巨人」企業).
2021	We commenced investment in and construction of our Heyuan production base.
2022	We received the 23rd China Patent Excellence Award and were recognized as a national Manufacturing Single Champion Demonstration Enterprise.
2023	Our Heyuan production base commenced operation. We commenced mass production of AI chip inductors manufactured using our proprietary Cu-Fe co-sintering technology.
2024	We commenced investment in our Thailand production base.
2025	We received the Guangdong Province Science and Technology Progress Award — Second Prize (廣東省科技進步獎二等獎).

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<u>Year</u>	<u>Event</u>
2026	We entered into an agreement with the Administration Committee of Huizhou Huidong Industrial Park (惠州惠東產業園區管理委員會) to facilitate the development of the high-end alloy soft magnetic materials and magnetic components production base project.

OUR MAJOR SUBSIDIARIES

As of the Latest Practicable Date, the following entities were our major subsidiaries which had made a material contribution to our results of operations during the Track Record Period or are otherwise material to our business development:

<u>Name of subsidiary</u>	<u>Place of establishment/ incorporation</u>	<u>Date of establishment/ incorporation</u>	<u>Equity interest attributable to our Group</u>	<u>Principal business activities</u>
POCO Magnetic Materials	PRC	September 27, 2010	100.00%	Manufacturing of products
POCO Industrial . . .	PRC	February 21, 2008	100.00%	Manufacturing of products
POCO Heyuan	PRC	February 9, 2021	100.00%	Manufacturing of products
POCO New Inductor Technology	PRC	June 30, 2023	100.00%	Manufacturing of products
POCO New Materials Sales	PRC	February 8, 2025	100.00%	Sales of products
POCO Thailand	Thailand	November 6, 2024	100.00%	Manufacturing of products

Please refer to “— Corporate Structure” in this section and Note 1 of the Accountants’ Report set out in Appendix I to this document for information on our other subsidiaries. For changes in the registered capital of our subsidiaries, see “Statutory and General Information — A. Further Information about Our Group — 3. Changes in the Share Capital of Our Subsidiaries” in Appendix IV to this document.

MAJOR SHAREHOLDING CHANGES OF OUR COMPANY

Early Development and Conversion into a Joint Stock Company

Our Company, then known as Shenzhen POCO Magnetic Material Co., Ltd. (深圳市鉑科磁材有限公司), was established in the PRC on September 17, 2009 as a limited liability company with an initial registered capital of RMB10 million. Upon establishment, our Company was owned as to 50% by Mr. Du and as to 50% by Mr. Zhou. Between November 2012 and June 2015, our Company underwent several rounds of capital increases and equity transfers, upon completion of which our registered capital increased to RMB16.3 million.

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On September 6, 2015, our Company was converted from a limited liability company to a joint stock limited company, with 36,000,000 Shares subscribed to by the following shareholders:

Shareholder	Number of Shares	Percentage of Shareholding
Moma Investment ⁽¹⁾	16,055,485	44.60%
Mr. Zhou.	7,735,830	21.49%
Mr. Luo Zhimin ⁽²⁾	4,159,829	11.56%
Mr. Ruan Jialin ⁽²⁾	4,159,829	11.56%
Mr. Chen Chongxian ⁽³⁾	2,429,448	6.75%
Mr. Du	1,459,579	4.05%
Total	36,000,000	100.00%

Notes:

- (1) Moma Investment was owned as to 54.00% by Mr. Du, 36.00% by Mr. Sun Jinyong (孫金永) and 10.00% by Mr. Zhao Ye (趙野) at the relevant time and as of the Latest Practicable Date.
- (2) Mr. Luo Zhimin is an executive Director and Mr. Ruan Jialin is an executive Director, the vice general manager and secretary of the Board of our Company. For further details, see “Directors and Senior Management”.
- (3) To the best of the knowledge of our Directors, Mr. Chen Chongxian was an Independent Third Party as of the Latest Practicable Date.

Capital Increases in 2015

In September 2015, Shenzhen POCO Tiancheng Investment Management Enterprise (Limited Partnership) (深圳市鉞科天成投資管理企業(有限合夥)) (“**POCO Tiancheng**”) subscribed for 1,910,000 Shares of our Company at a consideration of RMB5,000,000. In October 2015, each of Guangfa Qianhe Investment Co., Ltd. (廣發乾和投資有限公司) (“**Guangfa Qianhe**”), Shenzhen Huibo Growth Venture Capital Co., Ltd. (深圳市匯博成長創業投資有限公司) (now known as Shenzhen Zhongxiaodan Venture Capital Investment Co., Ltd. (深圳市中小擔創業投資有限公司), “**Shenzhen Zhongxiaodan**”) and Mr. Fei Teng (費騰) subscribed for 2,614,379, 1,368,222 and 1,307,399 Shares of our Company at a consideration of RMB20,000,000, RMB10,466,900 and RMB10,001,600, respectively. The above consideration was determined based on arm’s length negotiations among the relevant parties taking into consideration our Company’s financial performance and development stage. Upon completion, our registered capital was increased to RMB43,200,000.

Listing on the Shenzhen Stock Exchange and Subsequent Change of Share Capital

On December 30, 2019, our A Shares were listed on the Shenzhen Stock Exchange under the stock code 300811. In connection with the A Shares listing (the “**A-Shares Listing**”), we issued an aggregate of 14,400,000 A Shares, accounting for approximately 25% of our enlarged share capital immediately following the completion of the A-Shares Listing. Immediately upon the completion of the A-Shares Listing, our registered capital was increased to RMB57,600,000. The shareholding

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structure of our Company immediately following the completion of our A-Shares Listing was as follows:

Shareholder	Number of Shares	Percentage of Shareholding
Moma Investment	16,055,485	27.87%
Mr. Zhou	7,735,830	13.43%
Mr. Luo Zhimin	4,159,829	7.22%
Mr. Ruan Jialin	4,159,829	7.22%
Guangfa Qianhe ⁽¹⁾	2,614,379	4.54%
Mr. Chen Chongxian	2,429,448	4.22%
POCO Tiancheng ⁽²⁾	1,910,000	3.32%
Mr. Du	1,459,579	2.53%
Shenzhen Zhongxiaodan ⁽¹⁾	1,368,222	2.38%
Mr. Fei Teng ⁽¹⁾	1,307,399	2.27%
Other A Shareholders	14,400,000	25.00%
Total	57,600,000	100.00%

Notes:

- (1) To the best of the knowledge of our Directors, each of Guangfa Qianhe, Shenzhen Zhongxiaodan and Mr. Fei Teng was an Independent Third Party.
- (2) POCO Tiancheng is a partnership established as an employee shareholding platform of our Company. As of the Latest Practicable Date, Mr. Ruan Jialin was the general partner and owned approximately 22.19% of the partnership interests in POCO Tiancheng; and the limited partners of POCO Tiancheng were 37 former and current employees of our Company. Save for Mr. Guo Jianjun (郭建軍), Mr. Wei Lanqiang (韋蘭強) and Mr. Zhang Jinbo (張金波), each being a connected person of our Company at the subsidiary level, and Ms. Yi Xiyan (易喜艷), being the spouse of Mr. Guo Jianjun, each of the limited partners is an Independent Third Party. None of the limited partners of POCO Tiancheng held more than 20% of the partnership interests therein. As of the Latest Practicable Date, POCO Tiancheng had disposed of and no longer hold any interests in our Company.

Public Issuance of 2022 Convertible Bonds and Subsequent Conversion and Redemption

In March 2022, our Company issued 4.3 million convertible bonds (the “2022 Convertible Bonds”) in the principal amount of RMB430 million with a maturity period of six years, which were listed on the Shenzhen Stock Exchange (bond code: 123139) with an initial conversion price of RMB76.50 per Share (subject to adjustment under the terms of issue) and were convertible into A Shares of our Company during the period between the first trading day after six months from the completion date of the issuance of the 2022 Convertible Bonds (i.e. September 19, 2022) and the maturity date thereof (i.e. March 10, 2028). The initial conversion price of the 2022 Convertible Bonds was determined with reference to the average trading price of our A Shares prior to the date of the offering circular of the 2022 Convertible Bonds and was subsequently adjusted to RMB76.00 per Share in light of various changes in our share capital. As of December 9, 2022, (i) a total of 5,615,914 A Shares were issued upon conversion of a portion of the 2022 Convertible Bonds and (ii) all other outstanding 2022 Convertible Bonds were redeemed by our Company pursuant to the terms of issue and were then delisted from the Shenzhen Stock Exchange. We raised net proceeds of approximately RMB419.2 million from the issuance of the 2022 Convertible Bonds, which were utilized for construction of our production base and for our general working capital.

Private Placing of A Shares in 2025

In February 2025, we placed a total of 6,721,935 A Shares to 12 investors at an issue price of RMB44.63 per A Share, which was determined with reference to the average price of our A Shares 20 trading days prior to the pricing date. The 12 investors comprised Bank of Communications Schroder Fund Management Co., Ltd. (交銀施羅德基金管理有限公司), Nuode Asset Management Co., Ltd. (諾德基金管理有限公司), Mr. Dong Xinzhì (董新志), Mr. Wang Wei (王瑋), Southwest

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Securities Co., Ltd. (西南證券股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 600369), Caitong Fund Management Co., Ltd. (財通基金管理有限公司), Mr. Dong Weiguo (董衛國) and five other investment funds or asset management products, each of which was, to the best knowledge of our Directors, an Independent Third Party. We raised net proceeds of approximately RMB294.3 million from the private placing, which were utilized for construction of our production facilities.

Other Shareholding Changes

Save for the aforementioned shareholding changes, since 2021, there have been several changes in the share capital of our Company as a result of the conversion of capital reserve into share capital, the grants of restricted shares under the 2021 restricted share incentive plan of our Company (which was completed in May 2025 upon the vesting of all restricted Shares granted to the grantees thereunder) and the grants of restricted shares and exercises of share options under the 2023 Share Incentive Plan. As of the Latest Practicable Date, the total share capital of our Company was RMB406,614,701, divided into 406,614,701 A Shares.

EMPLOYEE INCENTIVE PLANS

On April 17, 2023 and May 15, 2026, our Company adopted the 2023 Share Incentive Plan and the 2026 Restricted Share Incentive Plan (collectively, the “**Employee Incentive Plans**”), respectively, in order to motivate, attract and incentivize eligible participants and to align their interests with those of our Company and our Shareholders. The principal terms of the Employee Incentive Plans and the details of grants thereunder are set out in the section headed “Appendix IV — Statutory and General Information — D. Share Incentive Plans.”

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

During the Track Record Period and up to the Latest Practicable Date, we had not conducted any acquisitions, disposals or mergers that we consider material to us.

OUR A SHARE LISTING AND REASONS FOR THE [REDACTED]

Since December 2019, our A Shares have been listed on the Shenzhen Stock Exchange. Our Directors confirmed that, during the Track Record Period and up to the Latest Practicable Date, there had been no instances of any material non-compliance with the applicable rules of the Shenzhen Stock Exchange and other applicable PRC securities laws and regulations. To the best knowledge of our Directors, there are no material matters in relation to our compliance record on the Shenzhen Stock Exchange that should be brought to the attention of the Stock Exchange or [REDACTED] of the [REDACTED]. Based on the filings on the website of the Shenzhen Stock Exchange and the information available in the public domain, our PRC Legal Advisor is of the view that (i) during the Track Record Period and up to the Latest Practicable Date, there had been no instances of any material non-compliance of our Group with the applicable rules of the Shenzhen Stock Exchange and other applicable PRC securities laws and regulations and (ii) our Company has complied with all laws and regulations, in all material respects, applicable to the A-Shares Listing throughout the Track Record Period and up to the Latest Practicable Date.

Based on the independent due diligence conducted by the Sole Sponsor and our PRC Legal Advisor’s views as set out above, nothing has come to the Sole Sponsor’s attention that would cause it to disagree with our Directors’ confirmation with regard to the compliance records of our Company on the Shenzhen Stock Exchange.

We seek to [REDACTED] our H Shares on the [REDACTED] to raise additional capital for business growth and expansion, diversify our fundraising channels, reinforce our industry standing, enhance global brand awareness and competitiveness and optimize our capital structure and shareholder composition to support sustainable development and governance. See “Business — Our Strategies” and “Future Plans and Use of [REDACTED]” in this document for more details.

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[REDACTED]

Rule 19A.13A(2) of the Listing Rules provides that, where a new applicant is a PRC issuer with other listed shares at the time of listing, this will normally mean that the portion of H shares for which listing is sought that are held by the public, at the time of listing, must (a) represent at least 10% of the issuer’s total number of issued shares in the class to which H shares belong (excluding treasury shares); or (b) have an expected market value of not less than HK\$3,000,000,000.

Our A Shares are listed on the ChiNext Board of the Shenzhen Stock Exchange. So far as our Directors are aware, all [REDACTED] H Shares to be [REDACTED] pursuant to the [REDACTED], representing approximately [REDACTED]% of our total issued share capital immediately upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company from the Latest Practicable Date to the [REDACTED]), will be held by the public and counted towards the [REDACTED] for the purpose of Rule 19A.13A of the Listing Rules at the time of the [REDACTED]. Based on the above, it is expected that our Company will satisfy the [REDACTED] requirements as required under Rule 19A.13A(2)(a) of the Listing Rules.

[REDACTED]

Rule 19A.13C(2) of the Listing Rules provides that, where a new applicant is a PRC issuer with other listed shares at the time of listing, this will normally mean that the portion of H shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of listing, must: (a) represent at least 5% of the total number of issued shares in the class to which H shares belong at the time of listing (excluding treasury shares), with an expected market value at the time of listing of not less than HK\$50,000,000; or (b) have an expected market value at the time of listing of not less than HK\$600,000,000.

Assuming that the final [REDACTED] is fixed at the minimum [REDACTED] of HK\$[REDACTED] per [REDACTED], the [REDACTED] H Shares (representing approximately [REDACTED]% of our total issued share capital immediately upon completion of the [REDACTED], assuming the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company from the Latest Practicable Date to the [REDACTED]) with an expected [REDACTED] of approximately HK\$[REDACTED], [REDACTED], will not be subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise) at the time of the [REDACTED], and hence our Company will satisfy the [REDACTED] requirement under Rule 19A.13C of the Listing Rules.

Corporate Structure Immediately Before the [REDACTED]

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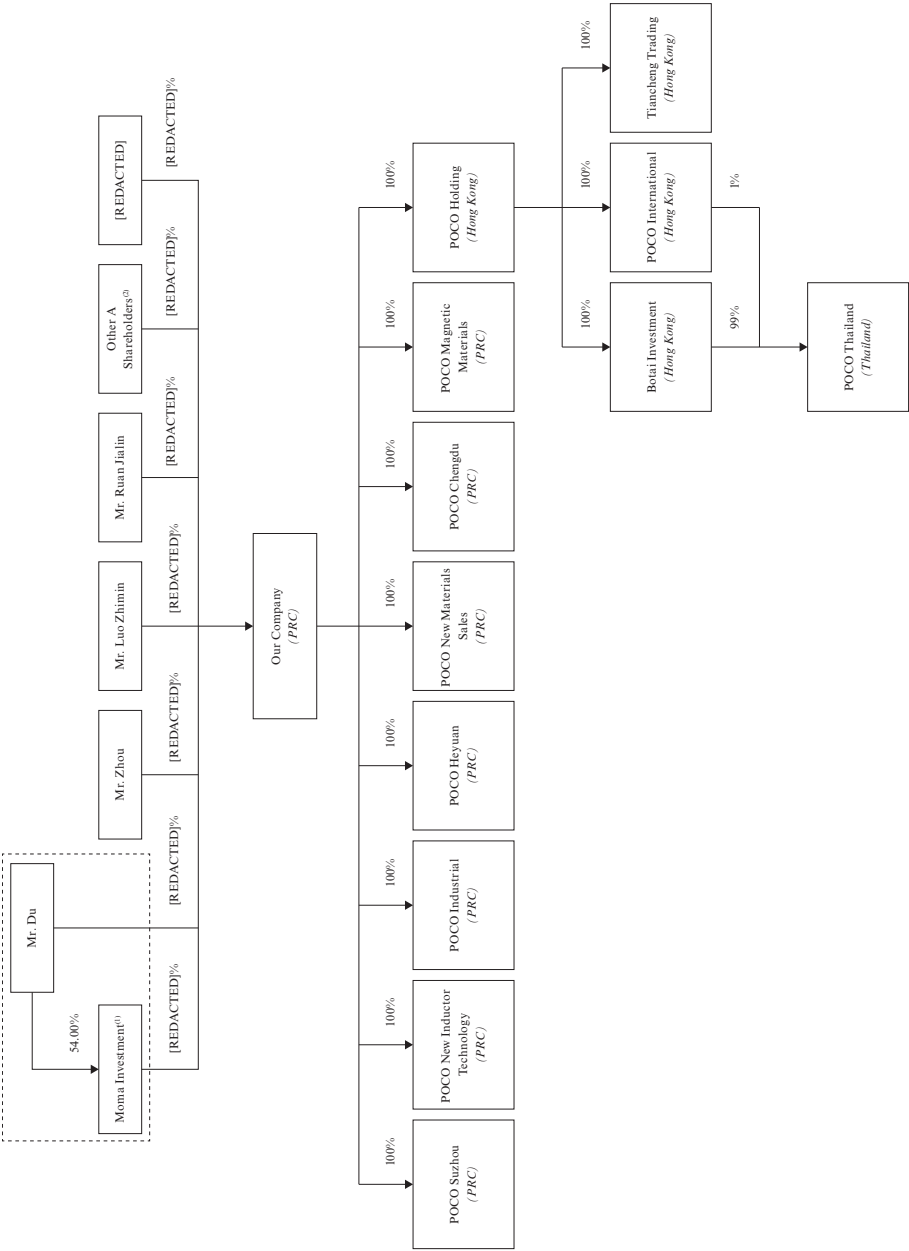
Notes:

- (1) As of the Latest Practicable Date, Moma Investment was owned as to 54.00% by Mr. Du, 36.00% by Mr. Sun Jinyong (孫金永) and 10.00% by Mr. Zhao Ye (趙野). To the best of the knowledge of our Directors, Mr. Sun Jinyong holds, through Moma Investment, an indirect interest in our Company that is disclosable under Part XV of the SFO (see “Substantial Shareholders” in this document for further details). Each of Mr. Sun Jinyong and Mr. Zhao Ye is an Independent Third Party.
- Mr. Du and Moma Investment constitute our Single Largest Group of Shareholders (see “Relationship with Our Single Largest Group of Shareholders” for further details). Having considered (i) the minority interests held by Mr. Sun Jinyong and Mr. Zhao Ye in Moma Investment, (ii) there does not exist any acting-in-concert or voting proxy or other similar arrangement between Mr. Du, Mr. Sun Jinyong and Mr. Zhao Ye, nor any other arrangement conferring control or influence on the Company upon Mr. Sun Jinyong and Mr. Zhao Ye, and (iii) Mr. Sun Jinyong and Mr. Zhao Ye are not involved in our management and operations, and do not hold any positions within our Group, Mr. Sun Jinyong and Mr. Zhao Ye are not considered as members of the Single Largest Group of Shareholders.
- (2) To the best of the knowledge of our Directors, none of such A Shareholders held more than 5% interests in our Company as of the Latest Practicable Date.

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Corporate Structure Immediately Following the [REDACTED]

The following chart sets forth the simplified shareholding and corporate structure of our Group immediately following the completion of the [REDACTED], assuming the [REDACTED] is not exercised and that no changes are made to the issued share capital of the Company between the Latest Practicable Date and [REDACTED].



Notes (1) — (2): See “— Corporate Structure Immediately Before the [REDACTED]” in this section.

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CAPITALIZATION OF OUR COMPANY

The following table sets out our shareholding structure as of the Latest Practicable Date and immediately after completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]), respectively:

Shareholder	As of the Latest Practicable Date		Immediately after completion of the [REDACTED] ⁽¹⁾			
	Number of A Shares	Approximate percentage of interest in total issued share capital	Number of A Shares	Number of H Shares	Approximate percentage of interest in relevant class of Shares	Approximate percentage of interest in total issued share capital
Moma Investment	91,261,463	22.44%	91,261,463	—	22.44%	[REDACTED]%
Mr. Zhou	43,833,615	10.78%	43,833,615	—	10.78%	[REDACTED]%
Mr. Luo Zhimin	22,888,578	5.63%	22,888,578	—	5.63%	[REDACTED]%
Mr. Ruan Jialin	22,182,978	5.46%	22,182,978	—	5.46%	[REDACTED]%
Mr. Du	8,308,510	2.04%	8,308,510	—	2.04%	[REDACTED]%
Other A Shareholders ⁽²⁾	218,139,557	53.65%	218,139,557	—	53.65%	[REDACTED]%
[REDACTED]	—	—	—	[REDACTED]	[REDACTED]%	[REDACTED]%
Total	406,614,701	100.00%	406,614,701	[REDACTED]	—	100.00%

Notes:

- (1) The calculation is based on the total number of [REDACTED] Shares, consisting of 406,614,701 A Shares and [REDACTED] in issue immediately after completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]).
- (2) To the best of the knowledge of our Directors, none of such A Shareholders held more than 5% interests in our Company as of the Latest Practicable Date.