

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

We are an industry-leading integrated one-stop precision manufacturing solution provider. We are focused on technological innovation and empowered by smart manufacturing. In terms of revenue in 2024, we are a global leading player in precision structural parts and modules integrated solutions for both consumer electronics and smart vehicles interaction systems. We have accumulated strong expertise and capabilities in consumer electronics and smart vehicles, with robust and comprehensive platform-based capabilities that include talent, technology, supply and smart manufacturing.

On December 21, 2006, the predecessor of our Company, Lens Technology (Hunan) Company Limited* (藍思科技(湖南)有限公司), was established as a limited liability company in Liuyang, Hunan Province. On June 29, 2011, our Company was converted into a joint stock company with limited liability and renamed as Lens Technology Co., Ltd. (藍思科技股份有限公司). Since March 18, 2015, our A Shares have been listed on the Shenzhen Stock Exchange (stock code: 300433.SZ).

KEY CORPORATE AND BUSINESS DEVELOPMENT MILESTONES

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

Year	Milestone
2003 . . .	Lens Shenzhen was established
2004 . . .	We cooperated with global leading consumer electronics brands and provided mobile phone cover glass and camera protective glass for the world’s first mobile phone series that sold over 100 million units
2006 . . .	Lens Technology was established in Hunan province and served as our primary R&D and production center
2007 . . .	Provided cover glass for the world’s first touch-enabled smartphones with full-sized screen
2010 . . .	We began automating and upgrading our production facilities, and began independently developing and processing sapphire materials to enable large-scale production and explore its applications in consumer electronics
2011 . . .	We worked with customers on 3D curved glass development, obtained key technology on 3D curved glass and achieved mass production
2012 . . .	Lens Hualian was established to drive precision ceramics production and application
2015 . . .	Our A Shares were listed on the Shenzhen Stock Exchange (stock code 300433.SZ)
2016 . . .	We started to engage in the research, development and manufacturing of intelligent robots and industrial robots, and we accelerated the upgrading of our automated production equipment
2017 . . .	Lens Vietnam was established, representing the beginning of our global production layout

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Year	Milestone
2018 . . .	We pioneered the application of function modules, 3D glass and intelligent B-pillars to the world’s first premium smart electric vehicle, and began cooperating with global well-known automotive brands for the development and manufacturing of smart cockpit products
2019 . . .	Lens System Integration was established to advance the intelligent transformation of the smart manufacturing system
2020 . . .	Lens Taizhou was established through acquisition and integration, significantly increasing our production capacity of precision metal and expanding our business scale
2021 . . .	Lens Xiangtan invested in the construction of the first phase of the smart device manufacturing project, entering the complete devise assembly business, and leveraging strengths in key areas such as glass, metal, and modules to drive vertical integration We were recognized as a “National Corporate Technology Center” by the relevant ministries, including the National Development and Reform Commission and the Ministry of Science and Technology
2023 . . .	We were added to the Ministry of Industry and Information Technology’s “Green Manufacturing List” Our Innovation Research Institute was established to focus on research and development of key products, technologies and bottlenecks in the industry based on market trends and demands
2024 . . .	We expanded our business to smart retail devices and, empowered by our vertical integration along the industry value chain, quickly delivered our smart retail devices products
2025 . . .	We were deeply involved in the research, development and production of key components and modules for humanoid robots, successfully delivering our first batch of humanoid robots; we also started providing solutions for AI glasses, achieving full-chain coverage from functional modules to complete device assembly

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OUR MAJOR SUBSIDIARIES

As of the Latest Practicable Date, we conducted our business operations through 30 subsidiaries. The following table sets forth the detailed information of the major subsidiaries of our Company that made a material contribution to our results of operations during the Track Record Period:

<u>Name of subsidiary</u>	<u>Place of incorporation/ establishment</u>	<u>Date of incorporation/ establishment</u>	<u>Equity interest attributable to our Group</u> (%)	<u>Principal activities</u>
Lens Shenzhen	PRC	September 18, 2003	100%	Sales of products and R&D
Lens Changsha	PRC	January 26, 2011	100%	R&D of metal surface treatment and heat treatment technologies, and manufacture and sales of products
Lens Xiangtan	PRC	July 23, 2012	100%	R&D, production, assembly and sales of electronic products and spare parts business
Shenzhen Lens Wang . .	PRC	June 17, 2022	100%	Supply chain management
Lens Dongguan	PRC	July 6, 2010	100%	R&D, production and sales of window protection screens
Lens Intelligent Control	PRC	March 18, 2017	100%	Manufacture of electronic components
Lens Taizhou	PRC	May 3, 2016	100%	R&D, production and sales of components of mobile phone back covers, and research and sales of other metal products
Lens Intelligent Robot .	PRC	July 22, 2016	60%	R&D of intelligent equipment and robot
Lens System Integration	PRC	March 22, 2019	100%	Provision of information system R&D and integration services, including the industrial Internet
Lens International	Hong Kong	November 5, 2010	100%	Trade and investment
Lens Vietnam	Vietnam	June 12, 2017	100%	Production of electronic components and maintenance of electronic and optical equipment

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CORPORATE DEVELOPMENT AND MAJOR SHAREHOLDING CHANGES

Incorporation of Our Company in December 2006

In December 2006, our Company was established with an initial registered share capital of USD6.0 million contributed by Lens Technology (HK), one of our Controlling Shareholders. The shareholding structure of our Company as of the date of its establishment was as follows:

<u>Name of the Shareholder</u>	<u>Registered share capital</u> (USD)	<u>Approximate percentage of shareholding</u> (%)
Lens Technology (HK)	6,000,000	100.00
Total	6,000,000	100.00

Conversion into a Joint Stock Company

Upon completion of several rounds of capital increase and share transfer, the registered capital of our Company reached RMB600,000,000. In June 2011, our Company was converted into a joint stock company with limited liability and was renamed as Lens Technology Co., Ltd. (藍思科技股份有限公司).

After the conversion, the shareholding structure of our Company was as follows:

<u>Name of the Shareholder</u>	<u>Number of Shares held</u>	<u>Approximate percentage of shareholding</u> (%)
Lens Technology (HK)	546,660,000	91.11
Changsha Qunxin	53,340,000	8.89
Total	600,000,000	100.00

Capital Increase in 2011

In September 2011, the registered capital of our Company was further increased to RMB606,000,000 through subscription by 35 individuals who were employees of the Group. The consideration for the share subscription was determined based on arm’s length negotiations among the relevant parties after taking into account, among others, our then audited net book value and the business operations and financial prospects of our Group.

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After the aforesaid transfers and capital increases, the shareholding structure of our Company was as follows:

<u>Name of the Shareholder</u>	<u>Number of Shares held</u>	<u>Approximate percentage of shareholding (%)</u>
Lens Technology (HK)	546,660,000	90.21
Changsha Qunxin	53,340,000	8.80
Other individual Shareholders	<u>6,000,000</u>	<u>0.99</u>
Total	<u>606,000,000</u>	<u>100.00</u>

Listing on the Shenzhen Stock Exchange in March 2015

As approved by the CSRC, our Company completed the initial public offering and listing of our A Shares on the Shenzhen Stock Exchange (stock code: 300433.SZ) in March 2015 (the “**A Share Listing**”), pursuant to which a total of 67,360,000 new A Shares were issued. Immediately following the A Share Listing, our registered share capital was increased to RMB673,360,000, and the shareholding structure of our Company was as follows:

<u>Name of the Shareholder</u>	<u>Number of A Shares held</u>	<u>Approximate percentage of shareholding (%)</u>
Lens Technology (HK)	546,660,000	81.18
Changsha Qunxin	53,340,000	7.92
Other A Shareholders	<u>73,360,000</u>	<u>10.90</u>
Total	<u>673,360,000</u>	<u>100.00</u>

Private Placement of A Shares in 2016

In April 2016, our Company conducted a private placement of A Shares (the “**2016 A Share Placement**”) to expand our sapphire production and 3D curved glass manufacturing capabilities. Pursuant to the 2016 A Share Placement, 53,840,924 new A Shares were issued and the offer price was RMB58.84 per A Share, which was determined based on various factors, including, among other things, the average trading price of our A Shares of the 20 trading days prior to the pricing date and the indicative investment interest of potential investors. The 53,840,924 new A Shares were eventually placed to three institutional investors who were Independent Third Parties, raising net proceeds of approximately RMB3,111.85 million, which have been fully utilized as of December 31, 2024. Immediately following the completion of the 2016 A Share Placement, our registered share capital was increased to RMB727,200,924 in April 2016.

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Issuance of 2017 Convertible Bonds, Conversion and Redemption

In December 2017, the Company conducted a public issuance of convertible bonds (the “**2017 Convertible Bonds**”) in the principal amount of RMB4.8 billion with a maturity period of six years to invest in, among others, projects for protective glass on the exterior of consumer electronics products. The 2017 Convertible Bonds were listed on the Shenzhen Stock Exchange on January 17, 2018 (bond code: 123003.SZ). The conversion period of the 2017 Convertible Bonds was from the first trading day after six months from the completion date of the issuance of the 2017 Convertible Bonds to the maturity date of the 2017 Convertible Bonds. The initial conversion price of the 2017 Convertible Bonds was RMB36.59 per Share, which was determined after taking into account, among other things, the average trading price prior to the date of the offering circular of the 2017 Convertible Bonds and was subject to the adjustment mechanism as disclosed in the offering circular.

On December 26, 2019, the Board resolved to exercise its conditional redemption rights to redeem all the outstanding 2017 Convertible Bonds at that time at face value plus accrued interests and all the then outstanding 2017 Convertible Bonds were converted into A Shares. The 2017 Convertible Bonds were delisted from the Shenzhen Stock Exchange on February 19, 2020. Immediately following the conversion, redemption and delisting of the 2017 Convertible Bonds, a total of 457,109,407 A Shares were converted from the 2017 Convertible Bonds and the Company’s registered share capital was increased to RMB4,383,857,357 in February 2020.

Private Placement of A Shares in 2020

In December 2020, our Company conducted a private placement of A Shares (the “**2020 A Share Placement**”) to, among others, invest in the touch function panel construction project. Pursuant to the 2020 A Share Placement, a total of 589,622,641 new A Shares were issued and the offer price was RMB25.44 per Share, which was determined based on various factors, including, among other things, the average trading price of our A Shares of the 20 trading days prior to the pricing date and the indicative investment interest of potential investors. The 589,622,641 new A Shares were eventually placed to 14 investors who are Independent Third Parties, raising net proceeds of approximately RMB14,909.15 million, out of which we have utilized approximately RMB11,629.43 million as of December 31, 2024. Immediately following the completion of the 2020 A Share Placement, our registered share capital was increased to RMB4,973,479,998 in December 2020.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

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

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

Since 2015, the A Shares of our Company have been listed on the Shenzhen Stock Exchange. As of the Latest Practicable Date, our Directors confirmed that we had no instances of non-compliance with the rules of the Shenzhen Stock Exchange and other applicable securities laws and regulations of the PRC in any material respects, and, to the best knowledge of our Directors having made all reasonable enquiries, there was no material matter that should be brought to the investors’ attention in relation to our compliance record on the Shenzhen Stock Exchange. Our PRC Legal Advisor advised us that during the Track Record Period and up to the Latest Practical Date, we have not been subject to any material administrative penalties or regulatory measures imposed by PRC securities regulatory authorities and we have complied with the relevant laws and regulations on A share listings applicable to us in all material respects. Based on the independent due diligence conducted by the Sole Sponsor, nothing has come to the Sole Sponsor’s attention that would cause them to disagree with our Directors’ confirmation with regard to the compliance records of the Company on the Shenzhen Stock Exchange.

Our Company seek its H Shares to be [REDACTED] on the Hong Kong Stock Exchange in order to further promote the Company’s internationalization strategy, enhance the Company’s international brand image, strengthen the Company’s core competitiveness, and improve the Company’s level of operation and management. See “Business — Our Strategies” and “Future Plans and Use of [REDACTED]” for more details.

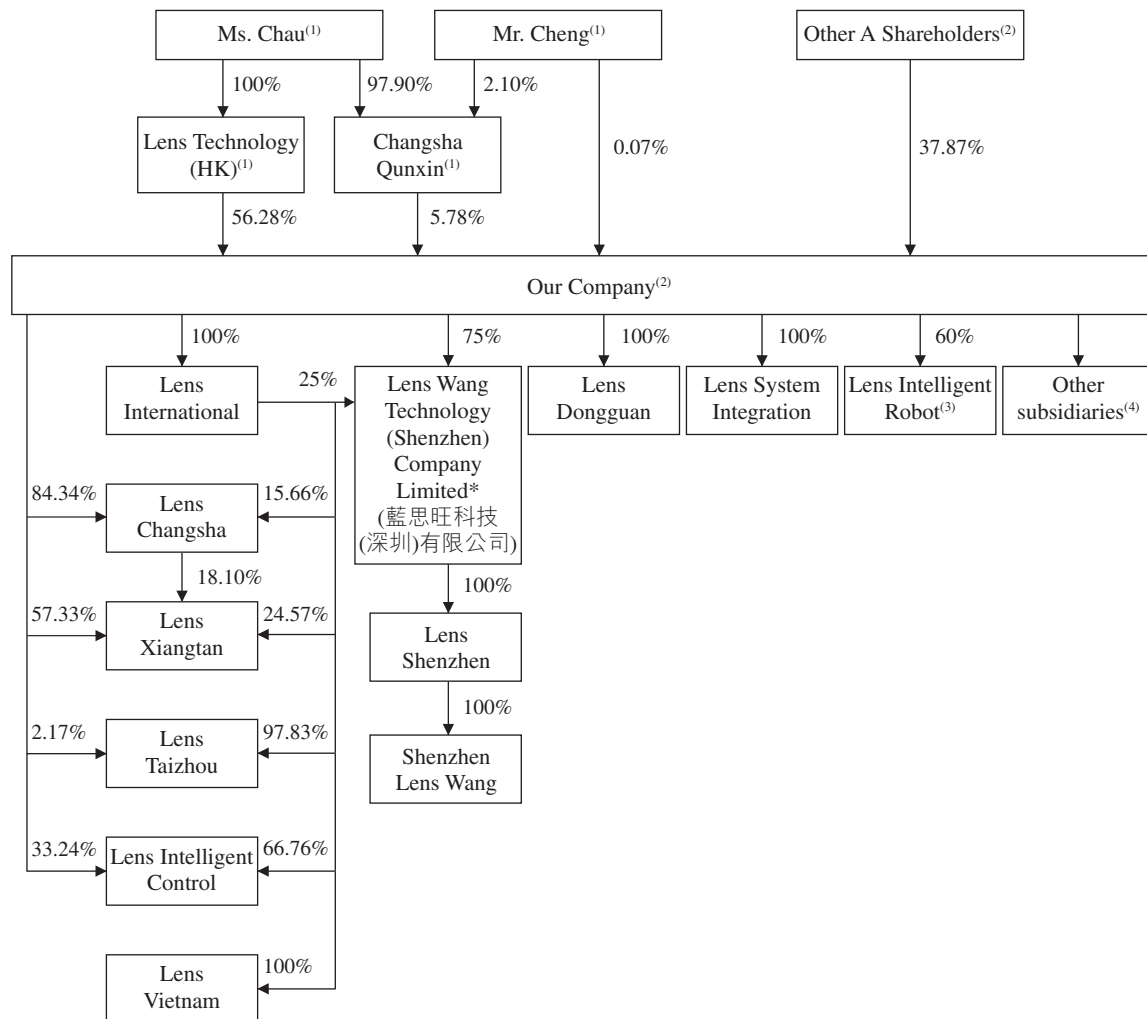
2023 RESTRICTED SHARE INCENTIVE PLAN

Our Company adopted the 2023 Restricted Share Incentive Plan on August 18, 2023. The purpose of the 2023 Restricted Share Incentive Plan is to improve our Group’s incentive mechanism and to attract and retain talents to achieve a sustained and healthy development of our Group in order to realize our Group’s long-term objectives. See “Appendix IV — Statutory and General Information — Share Incentive Scheme — 2023 Restricted Share Incentive Plan” of this Document for details.

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OUR CORPORATE STRUCTURE IMMEDIATELY PRIOR TO THE COMPLETION OF THE [REDACTED]

The following chart illustrates our corporate and shareholding structure immediately prior to the [REDACTED]:



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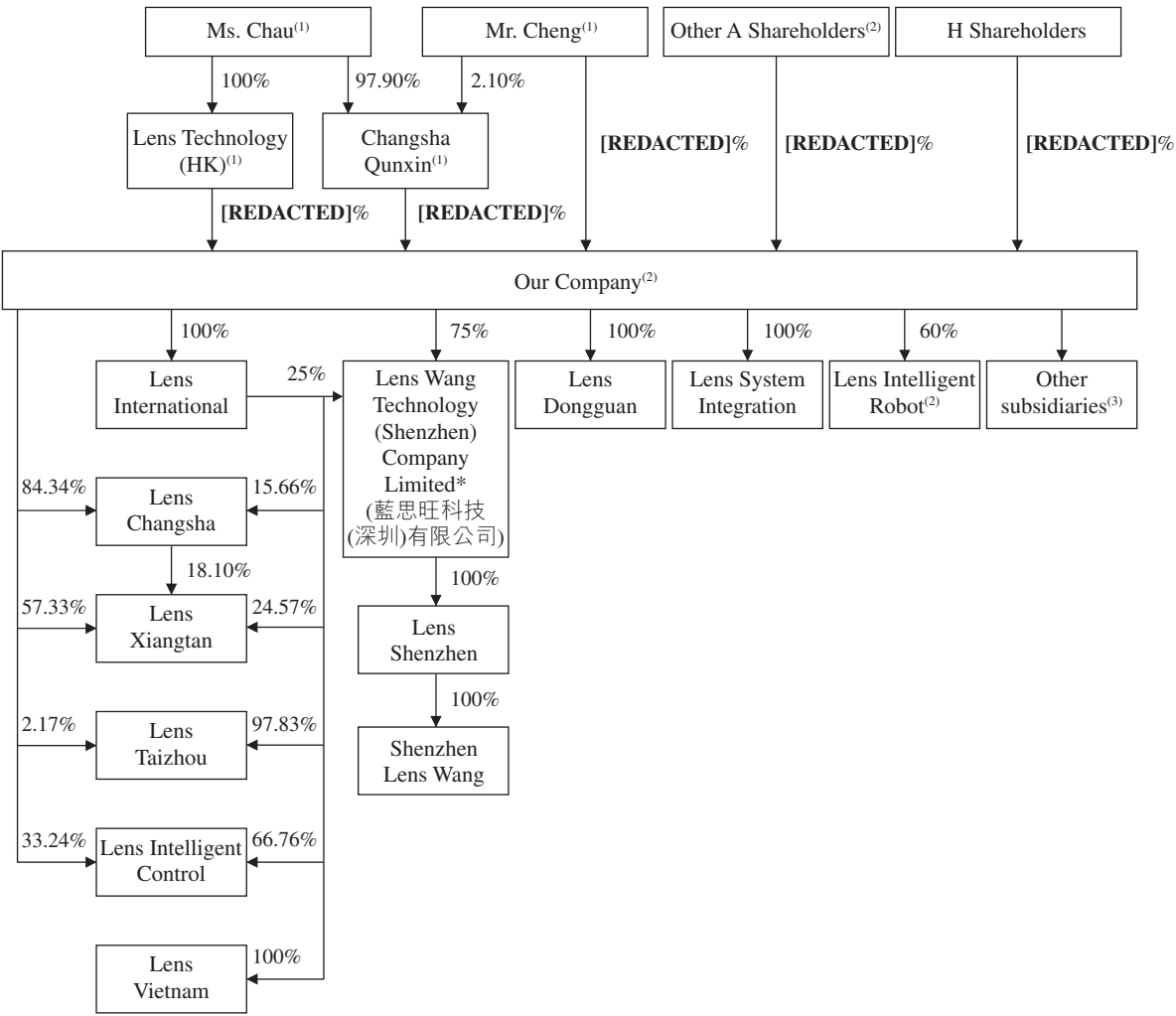
Notes:

- (1) As of the Latest Practicable Date, our Company was directly and indirectly (through Lens Technology (HK) and Changsha Qunxin) held as to approximately 62.13% by Ms. Chau and Mr. Cheng. Ms. Chau and Mr. Cheng are spouses. Lens Technology (HK) was wholly owned by Ms. Chau and Changsha Qunxin was owned as to 97.9% by Ms. Chau and 2.10% by Mr. Cheng. Accordingly, Ms. Chau, Mr. Cheng, Lens Technology (HK) and Changsha Qunxin constitute a group of Controlling Shareholders (as defined under the Hong Kong Listing Rules) before the [REDACTED]. For details of the background of Ms. Chau, Mr. Cheng, Lens Technology (HK) and Changsha Qunxin, see “Directors, Supervisors and Senior Management” and “Relationship with Our Controlling Shareholders.”
- (2) As of the Latest Practicable Date, 23,817,167 A Shares were held by the Company as treasury shares, which did not carry any Shareholders’ rights, including but not limited to voting rights at the Shareholders’ meeting and dividend rights.
- (3) As of the Latest Practicable Date, Lens Intelligent Robot was owned as to 60% by our Company, 20% by Mr. Qiu Huisheng, 15% by Mr. Gou Hua, 3% by Mr. Huang Weijian and 2% by Mr. Chen Quanqiang. The four individual shareholders of Lens Intelligent Robot were Independent Third Parties.
- (4) As of the Latest Practicable Date, other subsidiaries include (i) 15 wholly-owned subsidiaries established in the PRC, Japan, the United States, Mexico and Singapore, (ii) Lens Hualian, which was owned as to 51% by our Company and 49% by Hunan Hualian Ceramics Co., Ltd.* (湖南華聯瓷業股份有限公司), an Independent Third Party, respectively, (iii) Changsha Yong’an New Material Company Limited* (長沙永安新材料有限公司), which was owned as to 51% by our Company and 49% by Shenzhen Yong’an Precious Chemical Industry Company Limited* (深圳市永安精細化工有限公司), an Independent Third Party, respectively and (iv) Fortier Technology Co., Ltd., which was owned as to 98.06% by our Company, 0.97% by Mr. Chen Yunhua, one of our senior management, and 0.97% by Mr. Tan Hong Chien, an Independent Third Party, respectively. For further details of the subsidiaries of our Company, see Note 44 to “Appendix I — Accountants’ Report” of this Document.
- (5) Certain percentage figures included in the above chart have been subject to rounding adjustments.

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OUR CORPORATE STRUCTURE IMMEDIATELY FOLLOWING THE COMPLETION OF THE [REDACTED]

The following chart illustrates our corporate and shareholding structure immediately following the completion of the [REDACTED], assuming the [REDACTED] is not exercised:



Note: See notes (1) to (5) of “— Our Corporate Structure Immediately Prior to the Completion of the [REDACTED]” above for details.