BOARD OF DIRECTORS

Upon the [REDACTED], our Board will consist of nine Directors, comprising three executive Directors, two non-executive Directors and four independent non-executive Directors. Pursuant to the Articles of Association, our Directors are elected and appointed by the Shareholders for a term of three years and are eligible for re-election upon expiry of their terms of office.

The following table sets forth the key information about our Directors as of the Latest Practicable Date.

Name	Age[1]	Positions	Time of joining our Group	Time of appointment as a Director	Roles and responsibilities
Dr. ZHANG XINGANG[2]	[56]	Chairperson of the Board, executive Director and general manager	Founder	Founder	Providing strategic leadership and oversight of the management of the business strategy, corporate development and research and development of our Group
Mr. CHENG Shuo (程碩)	[39]	Executive Director, deputy general manager and Board secretary	December 2020	January 2024	Overseeing capital market operations, investor relations, corporate governance and information disclosure of our Group
Mr. WANG Yuxi (王昱璽)	[36]	Executive Director, deputy general manager and manager of the chip business unit	July 2013	September 2024	Overseeing the overall management of our chip business unit and production operations of our Group
Ms. ZHANG Xinying (張欣穎)[2]	[53]	Non-executive Director	January 2013	September 2016	Overseeing the management and strategic development of the Group
Mr. QIN Weixing (秦衛星)	[56]	Non-executive Director	September 2015	September 2015	Overseeing the management and strategic development of the Group
Dr. ZHANG Hai (張海)	[59]	Independent non-executive Director	January 2024	January 2024	Supervising and providing independent opinion and judgment to the Board
Dr. WANG Luping (王魯平)	[63]	Independent non-executive Director	December 2020	December 2020	Supervising and providing independent opinion and judgment to the Board
Dr. LI Xiaoming (李曉鳴)	[45]	Independent non-executive Director	April 2025	April 2025	Supervising and providing independent opinion and judgment to the Board
Mr. RUAN Tim (阮添士)	[40]	Independent non-executive Director	March 2026[(3)]	March 2026[(3)]	Supervising and providing independent opinion and judgment to the Board

Notes:

1. Ages are calculated based on the year of birth.
2. Ms. ZHANG Xinying is the sister of Dr. ZHANG XINGANG.
3. With effect from the [REDACTED] or such earlier date as required by the regulatory authorities.

Executive Directors

Dr. ZHANG XINGANG, aged [56], is the founder, the chairperson of our Board, an executive Director and the general manager of our Company. In March 2026, Dr. Zhang was re-designated as our executive Director. He is primarily responsible for providing strategic leadership and oversight of the management of the business strategy, corporate development and research and development of our Group.

Dr. Zhang possesses extensive experience in the semiconductor and optical chip industries, with a focus on research and development management and technological innovation, and has made significant contributions to the technological advancement and commercial development of our Company. Prior to founding and joining our Group, he served as the R&D director at Source Photonics Inc., a leading global provider of advanced technology solutions for communications and data connectivity. Source Photonics Inc. was formed through the merger of Fiberxon Inc. and LuminentOIC (an entity renamed after the acquisition of OIC by Luminent Inc).

Dr. Zhang obtained a bachelor's degree in materials science and engineering from Tsinghua University (清華大學) in the PRC in July 1993 and later obtained both his master's degree and Ph.D. in materials science from the University of Southern California in the United States in September 1997 and January 2001, respectively.

Mr. CHENG Shuo (程碩), aged [39], is an executive Director, deputy general manager, Board secretary and one of our joint company secretaries. He joined our Group in December 2020 and was appointed as the Board secretary with effect from March 2021. He was subsequently appointed as a Director and deputy general manager in January 2024 and was elected as an employee representative Director by our employee representative meeting in December 2025. In March 2026, Mr. Cheng was re-designated as our executive Director. He is primarily responsible for overseeing capital market operations, investor relations, corporate governance and information disclosure of our Group.

Mr. Cheng has extensive experience in corporate management. Between 2012 and 2016, he worked at several companies, including Lenovo (Beijing) Limited (聯想(北京)有限公司), a subsidiary of Lenovo Group Limited (stock code: 992.HK), Huawei Technologies Co., Ltd. (華為技術有限公司) and NewBornTown Network Technology (Beijing) Co., Ltd. (赤子城網絡技術(北京)有限公司), a wholly-owned subsidiary of Newborn Town Inc. (stock code: 9911.HK). Mr. Cheng subsequently transitioned to the financial sector, focusing on equity research in the telecommunications industry. He worked at Southwest Securities Co., Ltd. (西南證券股份有限公司) (stock code: 600369.SH) from 2017 to 2019 and at Guotai Junan Securities Co., Ltd. (國泰君安證券股份有限公司) (currently known as Guotai Haitong Securities Co., Ltd. (國泰海通證券股份有限公司), stock codes: 601211.SH and 2611.HK) as a lead analyst from 2019 until joining our Group.

Mr. Cheng obtained a bachelor's degree in telecommunications engineering and management from Beijing University of Posts and Telecommunications (北京郵電大學) in the PRC in June 2010 and a master's degree in broadband communications from University College London in the United Kingdom in October 2011.

Mr. WANG Yuxi (王昱璽), aged [36], is an executive Director, deputy general manager and manager of the chip business unit of our Company. Mr. Wang joined our Group in July 2013 and was appointed as a deputy general manager and a Director in August 2024 and September 2024, respectively. Mr. Wang was further re-designated as an executive Director in March 2026. He is primarily responsible for overseeing the overall management of chip business unit and production operations of our Group.

Mr. Wang has over 12 years of experience in the semiconductor industry, specializing in process engineering and production management. Since joining our Group as a production process engineer in July 2013, Mr. Wang has held various positions with increasing responsibilities. He served as the head of the chip testing section from July 2015 to June 2016 and the manager of the chip fabrication from July 2016 to June 2019. From July 2019 to May 2021, he served as the head of the marketing department and the field application engineering (FAE) manager. He was subsequently promoted to the manager of the chip business unit in June 2021.

Mr. Wang obtained a bachelor's degree in physics and a bachelor's degree in electrical engineering and automation from Shandong University of Technology (山東理工大學) in the PRC in July 2013.

Non-Executive Directors

Ms. ZHANG Xinying (張欣穎), aged [53], is a non-executive Director of our Company. She is primarily responsible for overseeing the management and strategic development of the Group.

Prior to her current role in our Group, Ms. Zhang served as a teacher at Xianyang High-tech No. 1 Middle School (咸陽市高新一中) from September 1997 to February 2023.

Ms. Zhang obtained a bachelor's degree in Chinese Language and Literature from Xianyang Normal University (咸陽師範學院) in the PRC in January 2009.

Mr. QIN Weixing (秦衛星), aged [56], is a non-executive Director of our Company. He joined our Group in September 2015 and has been serving as a Director since then and was re-designated as a non-executive Director in March 2026. He is primarily responsible for overseeing the management and strategic development of the Group.

From August 2005 to January 2022, Mr. Qin served as a supervisor of Xianyang Qintai Rubber Technology Co., Ltd. (咸陽秦泰橡膠科技有限公司). He served as the executive director and general manager of Xianyang Huahan Optoelectronic Sealing Products Co., Ltd. (咸陽華漢光電密封製品有限公司) from September 2011 to July 2025, and has been serving as the executive director and deputy general manager of the company since July 2025. In addition, Mr. Qin has served as the executive director and general manager of Hainan Fengshangqing Investment Co., Ltd. (海南峰尚清投資有限公司) since April 2023.

Mr. Qin obtained a diploma in rubber processing technology from Hualin Workers' Rubber College (樺林職工橡膠學院) in the PRC in June 1989.

Independent Non-Executive Directors

Dr. ZHANG Hai (張海), aged [59], is an independent non-executive Director of our Company. Dr. Zhang joined in our Group in January 2024 as an independent Director and was later re-designated as an independent non-executive Director in March 2026. He is primarily responsible for supervising and providing independent opinion and judgment to the Board.

Dr. Zhang served as an IT engineer at Quest Software Inc., a leading enterprise in technology and solutions that build the foundation for enterprise AI, from October 2000 to June 2003. Dr. Zhang has been serving at the Department of Energy and Power Engineering of Tsinghua University (清華大學) since August 2003, successively serving as a lecturer, an associate professor, and a professor since December 2010.

Dr. Zhang obtained a bachelor's degree and a master's degree in thermal engineering from Tsinghua University (清華大學) in the PRC in June 1988 and June 1993, respectively. He subsequently obtained a Ph.D. in mechanical engineering in August 1999 and a master's degree in electrical engineering in August 1999 from the University of Southern California in the United States.

Dr. WANG Luping (王魯平), aged [63], is an independent non-executive Director of our Company. Dr. Wang joined in our Group in December 2020 as an independent Director and was then re-designated as an independent non-executive Director in March 2026. He is primarily responsible for supervising and providing independent opinion and judgment to the Board.

Dr. Wang has been working at the School of Management of Xi'an Jiaotong University (西安交通大學管理學院) since June 1992, primarily engaged in teaching and research in the field of accounting. He initially served as a lecturer from June 1992 and was promoted to associate professor in July 1996. In addition to his academic tenure, Dr. Wang accumulated the experiences as an independent Director in several listed companies, including: (i) Caihong Display Devices Co., Ltd. (彩虹顯示器件股份有限公司) (stock code: 600707.SH) from May 2020 to December 2023; and (ii) Shaanxi Construction Machinery Co., Ltd. (陝西建設機械股份有限公司) (stock code: 600984.SH) since February 2024.

Dr. Wang obtained a bachelor's degree in hydraulic transmission and control in July 1985, a master's degree in technical economics in April 1999, and a Ph.D. in management science (finance and accounting track) in December 2006, all from Xi'an Jiaotong University (西安交通大學) in the PRC.

Dr. LI Xiaoming (李曉鳴), aged [45], is an independent non-executive Director of our Company. Dr. Li joined in our Group in April 2025 as an independent Director and was then re-designated as an independent non-executive Director in March 2026. She is primarily responsible for supervising and providing independent opinion and judgment to the Board.

Dr. Li has been serving as a lecturer at the School of Law of Xi'an Jiaotong University (西安交通大學) since October 2012 and has been serving as a professor since January 2024. She also previously served as a postdoctoral researcher in business administration at the School of Management of Xi'an Jiaotong University from October 2012 to December 2016. From December 2015 to December 2016, she served as a visiting scholar at the Indiana University Robert H. McKinney School of Law, where she subsequently served as a visiting professor from August to October 2017. From June to August 2019, she served as a research professor at the Faculty of Law of the Autonomous University of Barcelona. In addition to her academic tenure, Dr. Li has been a practicing lawyer. Previously, she served as a part-time lawyer at Shaanxi Handian Law Firm (陝西漢典律師事務所) from December 2011 to June 2018 and at Guangdong Xinda (Xi'an) Law Firm (廣東信達(西安)律師事務所) from June 2018 to August 2023. She is currently a part-time lawyer at Guizhou Guida (Xi'an) Law Firm (貴州貴達(西安)律師事務所), a position she has held since August 2023.

Dr. Li obtained a bachelor's degree in law in July 2002, a master's degree in law in June 2006, and a Ph.D. in law in June 2012, all from Xi'an Jiaotong University (西安交通大學) in the PRC.

Mr. RUAN Tim (阮添士), aged [40], was appointed as our independent (non-executive) Director in March 2026. He is primarily responsible for supervising and providing independent opinion and judgment to the Board.

Currently, Mr. Ruan has been serving as the chief financial officer and one of the joint company secretaries of Ocumension Therapeutics (stock code: 1477.HK) since January 2023 and September 2023, respectively, responsible for financial management and investor relations. Previously, he served as an executive director of the corporate finance department of Goldman Sachs (Asia) L.L.C. from November 2020 to January 2023, primarily responsible for affairs in debt and equity capital markets and M&A. From January 2018 to November 2020, he served as a vice president of the investment banking division of Morgan Stanley Asia Limited. From February 2016 to December 2017, he acted as an associate within the investment banking division of Nomura International (Hong Kong) Limited. From September 2013 to January 2016, he served as associate at Sullivan & Cromwell LLP.

Mr. Ruan graduated from The Hong Kong University of Science and Technology in November 2021 with a master's degree of science, majoring in biotechnology. He graduated from The University of New South Wales in May 2010 with bachelor's degree of laws and bachelor's degree of commerce majoring in finance.

SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of our business. The following table sets forth the key information about our senior management as of the Latest Practicable Date.

Name	Age*	Positions	Time of joining our Group	Time of appointment as senior management	Roles and responsibilities
Dr. ZHANG XINGANG	[56]	Chairperson of the Board, executive Director and general manager	Founder	Founder	Providing strategic leadership and oversight of the management of the business strategy, corporate development and research and development of our Group
Mr. CHENG Shuo (程碩)	[39]	Executive Director, deputy general manager and Board secretary	December 2020	March 2021	Overseeing capital market operations, investor relations, corporate governance and information disclosure of our Group
Mr. WANG Yuxi (王昱璽)	[36]	Executive Director, deputy general manager and manager of the chip business unit	July 2013	August 2024	Overseeing the overall management of chip business unit and production operations of our Group
Dr. PAN YEN-TING (潘彥廷)	[48]	Deputy general manager	March 2015	December 2020	Overseeing the product R&D and engineering management of our Group

Name	Age*	Positions	Time of joining our Group	Time of appointment as senior management	Roles and responsibilities
Mr. CHEN Wenjun (陳文君)	[45]	Deputy general manager	May 2021	May 2021	Overseeing the product sales and marketing of our Group
Mr. CHEN Zhenhua (陳振華)	[44]	Deputy general manager and finance director	February 2021	March 2021	Overseeing the overall financial affairs of our Group

Note: Ages are calculated based on the year of birth.

Dr. ZHANG XINGANG, aged [56], is the founder, the chairperson of our Board, an executive Director and the general manager of our Company. For his biography, see "— Board of Directors — Executive Directors" in this section.

Mr. CHENG Shuo (程碩), aged [39], is an executive Director, deputy general manager, Board secretary and one of our joint company secretaries. For his biography, see "— Board of Directors — Executive Directors" in this section.

Mr. WANG Yuxi (王昱璽) aged [36], is an executive Director, deputy general manager and manager of the chip business unit of our Company. For his biography, see "— Board of Directors — Executive Directors" in this section.

Dr. PAN YEN-TING (潘彥廷), aged [48], is the deputy general manager of our Company. He joined our Company in March 2015 and has been serving as a deputy general manager since December 2020. Currently, he is primarily responsible for overseeing the product R&D and engineering management of our Group.

Prior to joining our Company, Dr. Pan completed his postdoctoral research at National Taiwan University of Science and Technology (國立台灣科技大學) from December 2008 to July 2012. He served as a research and development engineer at Source Photonics Holdings Limited (索爾思光電股份有限公司) from August 2012 to March 2015.

Dr. Pan obtained a bachelor's degree in electrical engineering from National Taiwan Ocean University (國立台灣海洋大學) in June 2001 and further obtained his master's degree and Ph.D. in electronic engineering from National Taiwan University of Science and Technology (國立台灣科技大學) in June 2003 and November 2008, respectively.

Mr. CHEN Wenjun (陳文君), aged [45], is the deputy general manager of our Company. He joined our Company in May 2021 and has been serving as the deputy general manager since then. He is primarily responsible for overseeing the product sales and marketing of our Group.

From August 2015 to June 2018, Mr. Chen served as the Asia-Pacific director of marketing and sales at Mellanox Technologies, Ltd. From September 2018 to April 2021, he served as the deputy general manager of Broadex Technologies Co., Ltd. (博創科技股份有限公司), currently known as EverProX Technologies Co., Ltd. (長芯博創科技股份有限公司) (stock code: 300548.SZ).

Mr. Chen obtained a bachelor's degree in electronic information engineering from Hunan University of Commerce (湖南商學院) in the PRC in June 2003 and a master's degree in optical engineering from Huazhong University of Science and Technology (華中科技大學) in the PRC in December 2017, respectively. He is currently pursuing Ph.D. in electronic information at University of Electronic Science and Technology of China (電子科技大學) in the PRC since September 2025.

Mr. CHEN Zhenhua (陳振華), aged [44], is the deputy general manager and finance director of our Company. He joined our Group in February 2021 and was appointed as finance director and deputy general manager in March 2021 and January 2024, respectively. He is primarily responsible for overseeing the overall financial affairs of our Group.

Prior to joining our Company, Mr. Chen served as a project manager at Chongqing Qianjing Investment Consulting Co., Ltd. (重慶前景投資諮詢有限公司) from October 2007 to September 2008. From June 2009 to February 2020, he worked at Xi'an Manareco New Materials Co., Ltd. (西安瑞聯新材料股份有限公司) (stock code: 688550.SH), where he successively served as a securities officer, securities supervisor, deputy manager of the finance department, and manager of the finance department and manager of the securities and legal affairs department.

Mr. Chen obtained a bachelor's degree in accounting from Xi'an Jiaotong University (西安交通大學) in the PRC in July 2004 and a master's degree in accounting from Chongqing University (重慶大學) in the PRC in June 2009, respectively.

OTHER INFORMATION IN RELATION TO OUR DIRECTOR AND SENIOR MANAGEMENT

In July 2024, the Company received a decision on administrative regulatory measures from the Shaanxi Bureau of the China Securities Regulatory Commission (the "**Shaanxi CSRC**"), pursuant to which the Shaanxi CSRC ordered the Company to take rectification measures and conducted regulatory interviews with Dr. ZHANG XINGANG and Mr. CHEN Zhenhua (collectively, the "**2024 Regulatory Decision**"). The 2024 Regulatory Decision was issued in relation to (i) the recognition of revenue in advance in the Company's 2022 annual report arising from the technical judgment of the timing of revenue recognition (the "**Revenue Recognition Incident**") and (ii) the use of the proceeds originally allocated to the 10G and 25G Optical Chip Production Line Construction Project for the payment of personnel expenses (the "**UOP Incident**", together with the Revenue Recognition Incident, the "**Incidents**").

The Revenue Recognition Incident and the UOP Incident primarily arose from, respectively, a technical cut-off issue and accounting judgment, and an incomplete understanding of the permissible scope of the initial working capital reserve under the proceeds framework. The 2024 Regulatory Decision itself did not contain any finding of fraud, dishonesty or intentional misconduct on the part of the Company, Dr. ZHANG XINGANG and Mr. CHEN Zhenhua.

Our PRC Legal Adviser has advised that the 2024 Regulatory Decision constitutes administrative regulatory measures aimed at supervision and correction, which does not constitute administrative penalties or public censures under PRC laws and regulations. Furthermore, given that (i) the Incidents were unintentional and did not involve any fraud, dishonesty or intentional misconduct; (ii) the Incidents have been concluded and their quantitative impact was immaterial; (iii) the Company has promptly rectified such incidents and enhanced its internal controls to prevent recurrence; and (iv) as of the Latest Practicable Date, there had not been any further regulatory request, actions, or inquiries from the Shaanxi CSRC in relation to the Company, Dr. ZHANG XINGANG or Mr. CHEN Zhenhua, our Directors are of the view that the above incidents do not impugn the integrity or suitability of Dr. ZHANG XINGANG and Mr. CHEN Zhenhua to serve as a Director and/or a senior management member of our Company.

Save as disclosed above, to the best knowledge, information and belief of our Directors having made all reasonable inquiries, there is no other information in relation to his or her appointment which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

Save as disclosed above, none of our Directors and senior management held any directorships in any other company listed in Hong Kong or overseas during the three years immediately preceding the date of this document.

Save as disclosed above, none of our Directors and senior management is related to other Directors and senior management.

Our Company dissolved the supervisory board in June 2025. As advised by our PRC Legal Advisors, such dissolution was made in accordance with the requirements of the PRC Company Law and relevant rules including the Notice on Transitional Arrangements for the Implementation of Supporting System Rules for the New Company Law (《關於新〈公司法〉配套制度規則實施相關過渡期安排》) issued by the CSRC on December 27, 2024, and is in compliance with applicable PRC laws and the CSRC's regulatory requirements.

JOINT COMPANY SECRETARIES

Mr. CHENG Shuo (程碩) has been appointed as one of our joint company secretaries with the effect from the [REDACTED]. In addition, Mr. Cheng served as our executive Director, deputy general manager, Board secretary. For his biography, see "— Board of Directors — Executive Directors" in this section.

Ms. CHAN Ching Nga (陳靜雅) has been appointed as one of the joint company secretaries of our Company with effect from the [REDACTED].

Ms. Chan has over 20 years of experience in company secretarial and corporate governance fields and is currently a Senior Manager, Entity Solutions at Computershare Hong Kong Investor Services Limited. She obtained a master's degree in corporate governance from The Hong Kong Polytechnic University in October 2012. Ms. Chan is an associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

BOARD COMMITTEES

Our Company has established four committees under the Board in accordance with the relevant laws and regulations in Chinese mainland, the Articles of Association and the code of corporate governance practices under the Listing Rules, including the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee and the Strategy and ESG Committee.

Audit Committee

We have established an Audit Committee in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The primary duties of the Audit Committee are to review and supervise our financial reporting process, risk management, and internal control systems, and to oversee and evaluate the internal and external audit work. The Audit Committee comprises one non-executive Director and three independent non-executive

Directors, namely, Ms. ZHANG Xinying, Dr. WANG Luping, Dr. ZHANG Hai and Mr. RUAN Tim. Dr. WANG Luping is the chairperson of the Audit Committee. Mr. RUAN Tim holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules.

Nomination Committee

We have established a Nomination Committee in compliance with the Code on Corporate Governance set out in Appendix C1 to the Listing Rules. The primary duties of the Nomination Committee are to formulate selection criteria and procedures, and to review and recommend candidates for Directors and senior management. The Nomination Committee comprises one executive Director and two independent non-executive Directors, namely, Dr. ZHANG XINGANG, Dr. ZHANG Hai and Dr. LI Xiaoming. Dr. ZHANG Hai is the chairperson of the Nomination Committee.

Remuneration and Appraisal Committee

We have established a Remuneration and Appraisal Committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code set out in Appendix C1 to the Listing Rules. Its primary duties are to review and make recommendations to the Board on the remuneration packages of our Directors and senior management. The Remuneration and Appraisal Committee comprises one non-executive Director and two independent non-executive Directors, namely, Mr. QIN Weixing, Dr. ZHANG Hai and Dr. WANG Luping. Dr. ZHANG Hai is the chairperson of the Remuneration and Appraisal Committee.

Strategy and ESG Committee

We have established a Strategy and ESG Committee with its primary duties being to advise the Board on our long-term development strategies and major investments, and to review our ESG strategies, goals, and related reports. The Strategy and ESG Committee comprises one executive Director, one non-executive Director and one independent non-executive Director, namely, Dr. ZHANG XINGANG, Mr. QIN Weixing and Dr. ZHANG Hai. Dr. ZHANG XINGANG is the chairperson of the Strategy and ESG Committee.

CORPORATE GOVERNANCE CODE

We recognize the importance of incorporating elements of good corporate governance in our management structure and internal control procedures so as to achieve effective accountability. Our Company intends to comply with all code provisions in Part 2 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules after the [REDACTED] apart from code provision C.2.1 of Part 2 of the Corporate Governance Code, which provides that the roles of chairperson of the Board and chief executive should be separate and should not be performed by the same individual.

The roles of chairperson of the Board and general manager of our Company are currently performed by Dr. Zhang. In view of Dr. Zhang's substantial contribution to our Group since our establishment and his extensive experience, we consider that having Dr. Zhang acting as both our chairperson of the Board and general manager will provide strong and consistent leadership to our Group and facilitate the efficient execution of our business strategies. We consider it appropriate and beneficial to our business development and prospects that Dr. Zhang continues to act as both our chairperson of the Board and general manager after the [REDACTED], and therefore currently do not propose to separate the functions of chairperson of the Board and general manager. While this would constitute a deviation from code provision C.2.1 of Part 2 of the Corporate Governance Code, the Board believes that this structure will not impair the balance of power and authority between the Board and the management of our Company, given that: (i) there are sufficient checks and balances in the Board, as a decision to be made by our Board requires approval by at least a majority of our Directors, and our Board comprises four independent non-executive Directors, which is in compliance with the requirement under the Listing Rules; (ii) Dr. Zhang and the other Directors are aware of and undertake to fulfill their fiduciary duties as Directors, which require, among other things, that he acts for the benefit and in the best interests of our Company and will make decisions for our Group accordingly; and (iii) the balance of power and authority is ensured by the operations of the Board which comprises experienced and high caliber individuals who meet regularly to discuss issues affecting the operations of our Company. Moreover, the overall strategic and other key business, financial, and operational policies of our Group are made collectively after thorough discussion at both Board and senior management levels. The Board will continue reviewing the effectiveness of the corporate governance structure of our Group in order to assess whether the separation of the roles of chairperson of the Board and general manager is necessary.

MANAGEMENT PRESENCE

According to Rules 8.12 and 19A.15 of the Listing Rules, we must have sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong. Since the principal business operations of our Group are conducted in Chinese mainland, members of our senior management are, and are expected to continue to be, based in Chinese mainland. Further, as our executive Directors have a vital role in our Group's operations, it is crucial for them to remain in close proximity to our Group's central management located in Chinese mainland. Our Company does not and, for the foreseeable future, will not have a sufficient management presence in Hong Kong. We have applied for, and the Stock Exchange [has granted], a waiver from compliance with Rules 8.12 and 19A.15 of the Listing Rules. For further details, see "Waivers and Exemption — Waiver in Respect of Management Presence in Hong Kong."

BOARD DIVERSITY POLICY

Our Board has adopted a diversity policy to support our strategic goals and sustainable growth. We value diversity in areas such as gender, age, background, experience, and skills. Director candidates are selected based on merit and their alignment with our business needs, with diversity as an important consideration. We place particular emphasis on gender diversity. After the [REDACTED], we aim to gradually increase the number of female directors by identifying and maintaining a pool of qualified female candidates with diverse expertise. We promote gender balance in mid- to senior-level recruitment to build a pipeline of future female leaders. We will provide training to high-potential female employees in areas such as operations, management, finance, and compliance, to prepare them for leadership roles. Our Nomination Committee is responsible for reviewing this policy, developing and reviewing measurable objectives to ensure its implementation, and monitoring the progress made toward achieving such measurable objectives. The Board shall review the implementation and effectiveness of this policy and the measurable objectives at least annually.

COMPLIANCE ADVISOR

We have appointed Maxa Capital Limited as our Compliance Advisor pursuant to Rule 3A.19 of the Listing Rules. The Compliance Advisor will provide us with guidance and advice as to compliance with the Listing Rules and applicable Hong Kong laws. Pursuant to Rule 3A.23 of the Listing Rules, our Compliance Advisor will advise our Company in certain circumstances including:

(a) before the publication of any regulatory announcement, circular, or financial report;

(b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;

(c) where we propose to [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where the business activities, development or results of our Group deviate from any forecast, estimate or other information in this document; and

(d) where the Stock Exchange makes an inquiry to our Company regarding unusual movements in the [REDACTED] of its [REDACTED] or any other matters in accordance with Rule 13.10 of the Listing Rules.

Pursuant to Rule 3A.24 of the Listing Rules, the Compliance Advisor will, on a timely basis, inform our Company of any amendment or supplement to the Listing Rules that are announced by the Stock Exchange. The Compliance Advisor will also inform our Company of any new or amended law, regulation or code in Hong Kong applicable to us, and advise us on the applicable requirements under the Listing Rules and laws and regulations.

The term of appointment of our Compliance Advisor shall commence on the [REDACTED] and is expected to end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED].

REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

The Directors and senior management members who receive remuneration from our Company are paid in forms of fees, wages, salaries, bonuses, pension scheme contributions, and other benefits in kind. When reviewing and determining the specific remuneration packages for our Directors and members of the senior management of our Company, the Shareholders' meetings and the Board take into account factors such as educational background, professional experience, years of service, salaries paid by comparable companies, level of responsibilities, Company's operating conditions and desirability of performance-based remuneration. As required by the relevant PRC laws and regulations, our Company also participates in various defined contribution plans organized by relevant provincial and municipal government authorities and welfare schemes for employees of our Company, including medical insurance, injury insurance, unemployment insurance, pension insurance, maternity insurance and housing provident fund.

Under the arrangement currently in force, we estimate the total compensation before taxation to be accrued to our Directors for the year ending December 31, 2026 to be RMB6.6 million.

For the years ended December 31, 2023, 2024 and 2025, the total amount of remuneration (including fees, wages, salaries, bonuses and pension scheme contributions) and other benefits in kind (if applicable) paid to our Directors were RMB2.6 million, RMB4.4 million and RMB5.5 million, respectively. For details on the remuneration of each Director during the Track Record Period, please refer to Note 13 to the Accountants' Report in Appendix I to this document.

For the years ended December 31, 2023, 2024 and 2025, the total emoluments paid to the five highest paid individuals (excluding one, one and one Director) by us amounted to RMB5.2 million, RMB4.6 million and RMB6.8 million, respectively. For details on the remuneration of the five highest-paid employees during the Track Record Period, please refer to Note 14 to the Accountants' Report in Appendix I to this document.

During the Track Record Period, no remuneration was paid by our Company to, or receivable by, our Directors or the five highest paid individuals as an inducement to join or upon joining our Company or as compensation for loss of office in connection with the management positions of our Company or any of our subsidiaries.

During the Track Record Period, none of our Directors waived any remuneration. Save as disclosed above, during the Track Record Period, no other amounts shall be paid or payable by us or any of our subsidiaries to our Directors or the five highest paid individuals.

CONFIRMATIONS FROM OUR DIRECTORS

Rule 3.09D of the Listing Rules

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on March 5, 2026, and (ii) understands his or her obligations as a director of a [REDACTED] under the Listing Rules.

Rule 3.13 of the Listing Rules

Each of the independent non-executive Directors has confirmed (i) that his or her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (ii) that he or she have no past or present financial or other interest in the business of our Company or its subsidiaries or any connection with any core connected person of our Company under the Listing Rules as of the Latest Practicable Date, and (iii) that there are no other factors that may affect his or her independence at the time of his/her appointments.

Rule 8.10 of the Listing Rules

Each of our Directors (other than our independent non-executive Directors) confirms that as of the Latest Practicable Date, save as disclosed in this document, he or she did not have any interest in a business which competes or is likely to compete, directly or indirectly, with our business and requires disclosure under Rule 8.10 of the Listing Rules.

From time to time our non-executive Director and independent non-executive Directors may serve on the boards of both private and public companies within the broader semi-conductor industry. However, as these Directors are not members of our executive management team, we do not believe that their interests in such companies as a director would render us incapable of carrying on our business independently from the other companies in which such Directors may hold directorships from time to time.