OVERVIEW

Leveraging over decades of industry experience which can be traced back to 1982, the predecessor of our Company (then known as Digital China Management Systems Limited (神州數碼管理系統有限公司)) was established in December 2001 under the laws of the PRC. Over the years of development, we have become a leading provider of digital and intelligent manufacturing solutions for manufacturing enterprises.

In May 2011, our Company was converted into a joint stock limited company and renamed as Digiwin Software Co., Ltd. (鼎捷軟件股份有限公司). Since January 27, 2014, our A Shares have been listed on the ChiNext Market of the Shenzhen Stock Exchange with the stock code 300378. In September 2024, our Company was renamed as DIGIWIN CO., LTD. (鼎捷數智股份有限公司). As of the Latest Practicable Date, the issued share capital of our Company was RMB271,551,830 comprising 271,551,830 A Shares of nominal value of RMB1.00 each.

OUR KEY MILESTONES

The following is a summary of our Group's key business development milestones:

Year	Milestones
1982	Commenced development of software by Datasys' predecessor
2001	The predecessor of our Company, Digital China Management Systems Limited, was established
2003	We introduced our ERP software products, Yizhu (易助) and Yifei (易飛), establishing a comprehensive product and service system
2008	We initiated our Asia-Pacific market expansion through the establishment of our subsidiary in Vietnam
2009	We were renamed as Digiwin Software Co., Ltd. (鼎捷軟件有限公司)
	We acquired Datasys
2014	Our A Shares were listed on the ChiNext Market of the Shenzhen Stock Exchange
2016	We established "Intelligence+" strategy, launching smart manufacturing initiatives
2019	We established our subsidiary in Thailand, completing our Southeast Asia service network
2021	We released an integrated suite of product control software comprising MES, APS, WMS and QMS, completing intelligent manufacturing product matrix
2022	We launched Athena Digital Intelligence Platform, forming the data-driven technology foundation
2024	We were renamed as DIGIWIN CO., LTD. (鼎捷數智股份有限公司)
2025	We launched AI intelligent suites for industrial software, achieving large scale AI implementation and full product intelligence

OUR MAJOR SUBSIDIARIES

The following table sets forth detailed information of the major subsidiaries of our Company that made a material contribution to our results of operations during the Track Record Period:

Name of subsidiary	Place of establishment	Date of establishment	Equity interests attributable to our Group	Principal business activities
Datasys	Taiwan	June 4, 2007	100%	Development and sale of software
Guangzhou Digiwin	PRC	March 25, 2003	100%	Development and sale of software
Jiangsu Digiwin	PRC	March 25, 2010	100%	Development and sale of software
Shenzhen Digiwin	PRC	June 28, 2011	100%	Development and sale of software

For details of our subsidiaries, see "— Corporate Structure" in this section and Note 1 of the Accountants' Report set out in Appendix I to this document. For changes in the registered capital of our subsidiaries, see "Statutory and General Information — Further Information about Our Group — Changes in the Share Capital of Our Subsidiaries" in Appendix VI to this document.

COMPANY CORPORATE DEVELOPMENT AND MAJOR SHAREHOLDING CHANGES

Early Development and Conversion into a Joint Stock Company

On December 26, 2001, the predecessor of our Company (then known as Digital China Management Systems Limited (神州數碼管理系統有限公司)) was established under the laws of the PRC as a limited liability company and was wholly owned by Digital China Management Systems (BVI) Limited ("**DCMS**"), a then associate of Digital China Holding Limited (神州數碼控股有限公司) ("**Digital China**") (a company listed on the Stock Exchange (stock code: 00861)).

Pursuant to equity transfer agreements dated October 15, 2010 entered into among DCMS and 22 equity transferees, DCMS transferred its entire equity interests in our Company to such 22 transferees (including, among others, Top Partner and Xin'ai Consulting) at a total consideration of RMB88,836,878 as determined after relevant parties' arm's length negotiations with reference to our registered capital and net assets as of September 30, 2010. The shareholding structure of our Company immediately following such equity transfers was as follows:

Shareholders	Shareholding percentage
Top Partner[(1)]	11.48%
Xin'ai Consulting[(2)]	0.10%
Other Shareholders[(3)]	88.42%
Total	**100%**

(1) As of the Latest Practicable Date, Top Partner is a company with limited liability established under the laws of Hong Kong and was owned by nine individuals (including Mr. Yeh Tzu-chen, Dr. Sun Ur-bane and his relatives and other Independent Third Parties) with none of them holding more than 30.00%.

(2) As of the Latest Practicable Date, Xin'ai Consulting is a company with limited liability established under the laws of PRC and was wholly owned by Dr. Sun Ur-bane.

(3) Including Digital China Software (BVI) Limited ("**DC Software**") and Talent Gain Developments Limited ("**Talent Gain**"), which were both controlled by Digital China, and 18 other then Shareholders (including 12 entities controlled by our then management members and core employees, and six then investors).

On May 30, 2011, our Company (then known as Digiwin Software Co., Ltd. (鼎捷軟件有限公司)) was converted from a limited liability company to a joint stock limited company with its Chinese name changed to 鼎捷軟件股份有限公司.

Listing on the ChiNext Market of the Shenzhen Stock Exchange

On January 27, 2014, our A Shares were listed on the ChiNext Market of the Shenzhen Stock Exchange under the stock code 300378 (the "**A Share Listing**"). In connection with our A Share Listing, we issued an aggregate of 30,000,000 A Shares, accounting for approximately 25.26% of our then enlarged share capital, raising net proceeds of approximately RMB597.86 million. The shareholding structure of our Company immediately following the completion of our A Share Listing was as follows:

Shareholder	Number of Shares	Percentage shareholding
Top Partner	10,188,056	8.58%
Xin'ai Consulting	88,539	0.07%
Other A Shareholders(1)(2)	108,508,086	91.35%
Total	**118,784,681**	**100%**

(1) Including DC Software, Talent Gain, and 18 other then A Shareholders (including 12 entities controlled by our then management members and core employees, and six then investors).

(2) Pursuant to a share transfer agreement dated July 4, 2020 entered into among DC Software, Talent Gain and FII, DC Software transferred all of its Shares to FII. FII became our Shareholder since then and held approximately 15.13% of our Shares immediately after such share transfer.

On the same date when FII first became our Shareholder, FII, Top Partner, Mr. Yeh Tzu-chen, Xin'ai Consulting and Dr. Sun Ur-bane entered into the Acting-in-Concert Arrangement. Since then, the Concert Party Group became our single largest shareholder group. For details, see "— Acting-in-Concert Arrangement" below in this section.

Share Capital Changes Subsequent to Our A Share Listing

Capitalization Issue

Our capital reserve was converted into paid-in capital from time to time for the purpose of dividend distribution to our Shareholders.

Pursuant to a resolution adopted at our general meeting held on May 20, 2014, our capital reserve was converted into paid-in capital on the basis of three new Shares for every ten Shares. Consequently, our Company issued 35,635,405 new A Shares to our then existing Shareholders.

Pursuant to a resolution adopted at our general meeting held on April 23, 2015, our capital reserve was converted into paid-in capital on the basis of three new Shares for every ten Shares. Consequently, our Company issued 46,326,025 new A Shares to our then existing Shareholders.

Pursuant to a resolution adopted at our general meeting held on April 18, 2016, our capital reserve was converted into paid-in capital on the basis of three new Shares for every ten Shares. Consequently, our Company issued 60,223,833 new A Shares to our then existing Shareholders.

Repurchase of A Shares and Capital Increase Relating to the A-share Incentive Plans

For the purpose to attract, retain and motivate the employees of our Company, and to align the interests of our Company, our Shareholders and the employees of our Company, our Company adopted the 2016 Restricted Share Incentive Plan, the 2017 Share Option and Restricted Share Incentive Plan and the 2021 Share Option and Restricted Share Incentive Plan (collectively, the "**A-Share Incentive Plans**").

As part of the arrangement in relation to the A-Share Incentive Plans, from 2016 to 2025, our Company completed rounds of capital increase upon the granting of restricted Shares and exercising of share options, and repurchased and canceled restricted Shares in respect of certain employees who became ineligible under the A-Share Incentive Plans.

As of the Latest Practicable Date, there were no outstanding restricted Shares granted under the A-Share Incentive Plans, and the restricted Shares granted pursuant to the A-Share Incentive Plans had either been released from the restriction period and had become A Shares without restrictions on sale or been canceled. As of the Latest Practicable Date, there was no outstanding Share options under the A-Share Incentive Plans.

Public Issuance of 2025 Convertible Bonds

In December 2025, our Company conducted a public issuance of 2025 Convertible Bonds in the principal amount of RMB827,664,200 at a par value of RMB100 with an objective to fund, among others, Digiwin Intelligence Ecosystem Empowerment Platform Project (鼎捷數智化生態賦能平臺項目) and the working capital of our Company. On December 31, 2025, the 2025 Convertible Bonds were listed on the Shenzhen Stock Exchange (bond code: 123263) with an initial conversion price of RMB43.54 per A Share, which is subject to continuous adjustments with reference to our Company's distribution and dividend payments as well as changes in share capital of our Company. The coupon rate is 0.10% for the first year, 0.30% for the second year, 0.60% for the third year, 1.00% for the fourth year, 1.50% for the fifth year and 2.00% for the sixth year.

The conversion period (the "**Conversion Period**") is from the first trading day after six months from the completion date of the issuance of the 2025 Convertible Bonds, namely, June 19, 2026, to the maturity date (the "**Maturity Date**") of the 2025 Convertible Bonds, namely, December 14, 2031. The 2025 Convertible Bonds and A Shares issuable upon conversion pursuant to an exercise of the conversion right by bondholders are not subject to any restrictions on transfer or lock-up arrangement. The holders of the 2025 Convertible Bonds will not have any special rights attached thereto which are not generally available to other Shareholders upon the [**REDACTED**].

All outstanding 2025 Convertible Bonds as at the Maturity Date will be redeemed by our Company within five trading days of the Maturity Date, at a price of 110% of their face value (including the final installment of interest). During the Conversion Period, our Company has the right to redeem part or all of the 2025 Convertible Bonds at its principal amount together with accrued and unpaid interest, if, during the Conversion Period, (i) the closing price of the A Shares is not less than 130% of the conversion price for at least 15 trading days in aggregate within any period of 30 consecutive trading days or (ii) the aggregate principal amount underlying the outstanding 2025 Convertible Bonds falls below RMB30,000,000.

As of the Latest Practicable Date, the aggregate principal amount underlying the outstanding 2025 Convertible Bonds was RMB827,664,200 and none of the outstanding 2025 Convertible Bonds have been redeemed or converted. Upon full conversion of the outstanding 2025 Convertible Bonds assuming an aggregate principal amount of RMB827,664,200 at the conversion price of RMB43.54 per Share, which was the prevailing conversion price as of the Latest Practicable Date, the aggregate number of A Shares that may be issued upon conversion of the 2025 Convertible Bonds would be approximately 19,009,283 A Shares, representing [**REDACTED**]% of the issued share capital of our Company immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised, no additional Shares are issued pursuant to the conversion of 2025 Convertible Bonds and no changes in the number of treasury Shares after the Latest Practicable Date). Assuming full conversion of all outstanding 2025 Convertible Bonds, the shareholding of our Shareholders immediately following completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised and no changes in the number of treasury Shares after the Latest Practicable Date) will be diluted by a maximum of approximately [**REDACTED**]%.

To the best knowledge and belief of our Company, as of the Latest Practicable Date, holders of the 2025 Convertible Bonds who are also core connected persons of our Company as defined under the Listing Rules include Ms. Chang Yuan-yi (our executive Director), Mr. Liu Bo (our executive Director), Mr. Pan Tai-ho (a director of certain subsidiaries in our Group), Mr. Lin Jianwei (a director of certain subsidiaries in our Group), who each holds a principal amount underlying the outstanding 2025 Convertible Bonds of RMB1,312,100, RMB1,128,100, RMB674,500 and RMB306,600, respectively. Assuming a conversion price of RMB43.54 per A Share, which was the prevailing conversion price as of the Latest Practicable Date, the number of A Shares which may be issued upon conversion of the outstanding 2025 Convertible Bonds held by Ms. Chang Yuan-yi, Mr. Liu Bo, Mr. Pan Tai-ho and Mr. Lin Jianwei would be approximately 30,135 A Shares, 25,909 A Shares, 15,491 A Shares and 7,041 A Shares, respectively, representing approximately 0.01%, 0.01%, 0.01% and 0.00% of the total issued share capital of our Company as of the Latest Practicable Date and approximately [**REDACTED**]%, [**REDACTED**]%, [**REDACTED**]% and [**REDACTED**]% of the total issued share capital of our Company upon the [**REDACTED**] (assuming the [**REDACTED**] is not exercised, no additional Shares are issued pursuant to the conversion of 2025 Convertible Bonds and no changes in the number of treasury Shares after the Latest Practicable Date).

ACTING-IN-CONCERT ARRANGEMENT

Pursuant to an acting-in-concert agreement on July 4, 2020 and a supplemental agreement on December 8, 2023 among the members of the Concert Party Group (namely, FII, Top Partner, Mr. Yeh Tzu-chen, Xin'ai Consulting and Dr. Sun Ur-bane), the Concert Party Group agreed, subject to compliance with laws and regulations, among others, (i) to act in concert at Board meetings and the shareholders' meetings of our Company in accordance with the consensus achieved among them and, (ii) in the event that they are unable to reach consensus on any matter presented, the parties shall vote in concurrence with FII on the proposals. Pursuant to the aforesaid supplemental agreement, the Acting-in-Concert Arrangement shall be effective from the date of execution until the expiry of 36 months from December 11, 2023.

As at the Latest Practicable Date, the Concert Party Group were collectively interested in approximately 20.06% of the total issued share capital of our Company and were collectively entitled to exercise approximately 20.12% of the voting rights in our Company (excluding 1,570,330 A Shares held by our Company as treasury Shares). Immediately following the completion of the [**REDACTED**], the Concert Party Group will collectively be entitled to exercise approximately [**REDACTED**] of the voting rights in our Company (excluding 1,570,330 A Shares held by our Company as treasury Shares and assuming the [**REDACTED**] is not exercised, no additional Shares are issued pursuant to the conversion of 2025 Convertible Bonds and no changes in the number of treasury Shares after the Latest Practicable Date).

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 H SHARE [REDACTED]

In January 2014, our A Shares were listed on the ChiNext Market of the Shenzhen Stock Exchange under the stock code of 300378. Our Directors confirmed that, and our PRC Legal Advisor is of the view that, during the Track Record Period and up to the Latest Practicable Date, we had complied with all laws and regulations applicable to the A Share Listing in all 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 [**REDACTED**] attention in relation to our compliance record on the Shenzhen Stock Exchange. Nothing has come to the Sole Sponsor's attention that would reasonably cause it to cast doubt on our Directors' confirmation with regard to the compliance record of our Company on the Shenzhen Stock Exchange in all material respects.

We seek to list our H Shares on the Stock Exchange to further advance our internationalization strategy, optimize our overseas business presence, establish an international capital operations platform, and further enhance our corporate governance standards and core competitiveness, in line with our overall development strategy and operational needs. See "Business — Our Strategies" and "Future Plans and Use of [**REDACTED**]" in this document for more details.

PUBLIC FLOAT

Rule 19A.13A(2) of the Listing Rules requires that there must be an open market in the securities for which listing is sought. 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.

Assuming that [**REDACTED**] H Shares are [**REDACTED**] and [**REDACTED**] in the [**REDACTED**] and none of which will be [**REDACTED**] to any core connected person of our Company, all such [**REDACTED**] H Shares will be counted towards the public float, representing approximately [**REDACTED**]% of our total issued share capital immediately upon [**REDACTED**] (excluding the treasury Shares and assuming the [**REDACTED**] is not exercised, no additional Shares are issued pursuant to the conversion of 2025 Convertible Bonds and no changes in the number of treasury Shares after the Latest Practicable Date). Accordingly, at the time of [**REDACTED**], we will be able to satisfy and maintain a sufficient public float as required under Rule 19A.13A(2) of the Listing Rules where at least 10% of our Company's total number of issued shares (excluding treasury Shares) will be held by the public.

FREE FLOAT

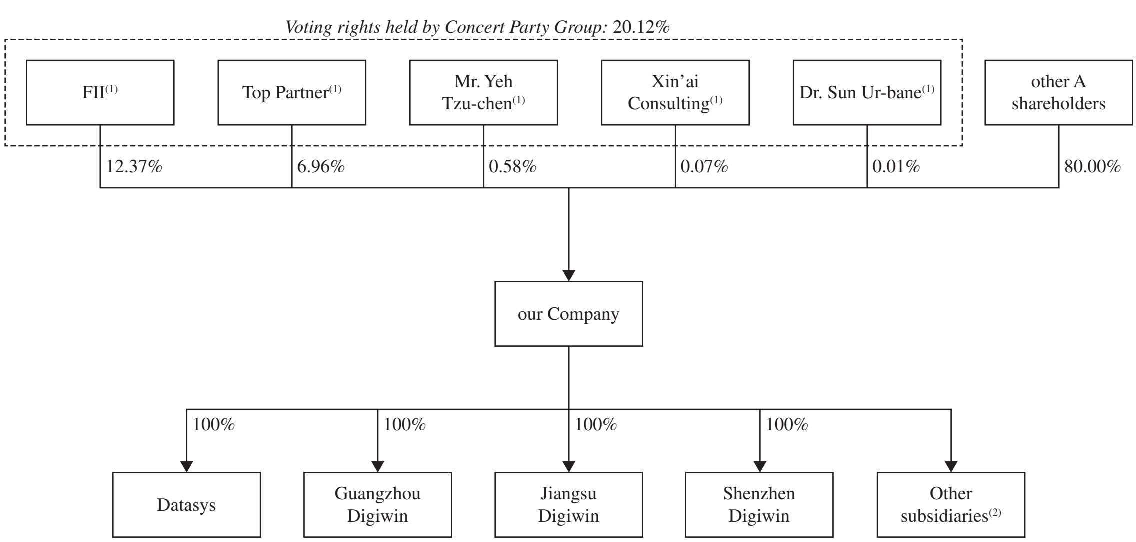
Under Rule 19A.13C(2) of the Listing Rules, a PRC issuer with other listed shares at the time of listing must ensure that the portion of H shares for which listing is sought that are held by the public and that are not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise) at the time of listing (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 capitalization of not less than HK$600,000,000.

Based on an [**REDACTED**] of HK$[**REDACTED**] per H Share, being the low-end of the indicative [**REDACTED**], our Company will satisfy the free float requirement under Rule 19A.13C(2) of the Listing Rules.

CORPORATE STRUCTURE

Corporate Structure Immediately Before the [REDACTED]

The following chart illustrates a simplified shareholding structure of our Group immediately prior to the completion of the [**REDACTED**] (including our 1,570,330 treasury Shares and assuming no additional Shares are issued pursuant to the conversion of 2025 Convertible Bonds and no changes in the number of treasury Shares after the Latest Practicable Date):



(1) Pursuant to the Acting-in-Concert Arrangement, FII, Top Partner, Mr. Yeh Tzu-chen, Dr. Sun Ur-bane and Xin'ai Consulting, agreed, among others, (i) to act in concert at Board meetings and the shareholders' meetings of our Company in accordance with the consensus achieved among them and, (ii) in the event that they are unable to reach consensus on any matter presented, the parties shall vote in concurrence with FII on the proposals. For details, see "Acting-in-Concert Arrangement" above in this section.

As of the Latest Practicable Date, FII is a company established under the laws of PRC and listed on the Shanghai Stock Exchange (stock code: 601138). Top Partner is a company with limited liability established under the laws of Hong Kong and was owned by nine individuals (including Mr. Yeh Tzu-chen, Dr. Sun Ur-bane and his relatives and other Independent Third Parties) with none of them holding more than 30.00%. Xin'ai Consulting is a company with limited liability established under the laws of PRC and was wholly owned by Dr. Sun Ur-bane.

(2) As of the Latest Practicable Date, our other subsidiaries consist of 28 subsidiaries established in various jurisdictions. For information on our other subsidiaries, see Note 1 of the Accountants' Report set out in Appendix I to this document. Among the other 28 subsidiaries, there are 18 wholly-owned subsidiaries and 10 non-wholly-owned subsidiaries. Details of such non-wholly-owned subsidiaries as of the Latest Practicable Date are set out below:

(i) Smart Internet (Shenzhen) Technology Co., Ltd. (智互聯(深圳)科技有限公司) was held as to approximately 98.81% by our Company, approximately 0.59% by Mr. Yeh Tzu-chen (our executive Director) and approximately 0.59% by Xu Qingfang (許慶芳) (an Independent Third Party), respectively.

(ii) Digiwin Software Vietnam Joint Stock Company ("**Digiwin Vietnam**"), a company incorporated in Vietnam, was held as to approximately (i) 86.88% by Digiwin Software HongKong Limited, our wholly-owned subsidiary, (ii) 2.82% by Mr. Yeh Tzu-chen (our executive Director), (iii) 1.64% by Cheng Chia-Lin (鄭家麟), (iv) 1.22% by Chen, Chien-Yung (陳建勇), (v) 0.99% by Hsu, Chih-Hao (許智豪), (vi) 0.64% by Huang, Pao-Jung (黃寶容), (vii) 0.64% by Pan, Tai-Ho (潘泰龢) (a director of certain subsidiaries in our Group), (viii) 0.64% by Chen, Tzu-Ting (陳慈婷), (ix) 0.64% by Chen, Hsiu-Chun (陳秀春), (x) 0.64% by Liu, Ching-Chu (劉敬助), (xi) 0.51% by Chung, Chao-An (鍾招安), (xii) 0.38% by Wong, Shu-Mei (翁淑美), (xiii) 0.38% by Giang Gia Minh (梁家銘), (xiv) 0.32% by Hsieh, Tsung-Che (謝宗哲), (xv) 0.26% by Wang, Cheng (王誠), (xvi) 0.26% by Luu Quoc Hoa (盧國和), (xvii) 0.17% by Tseng, Yu-Wen (曾郁雯), (xviii) 0.13% by Hsu, Mei-Hui (許美惠), (xix) 0.13% by Do Ngoc Phuong (杜玉芳), (xx) 0.13% by Do Boi Nhi (杜珮兒), (xxi) 0.13% by Ly Gia Linh (李嘉玲), (xxii) 0.13% by Nguyen Xuan Phong (阮春豐), (xxiii) 0.06% by Lu, Hsiang-Tse (呂向澤), (xxiv) 0.06% by Tran Chi Dung (陳志勇), (xxv) 0.06% by Du Chi Sam (何志森), (xxvi) 0.06% by Luong Vinh Kien (梁永堅), and (xxvii) 0.06% by Nguyen Thanh Quynh (阮清瓊), respectively. Save as otherwise disclosed, each of the minority shareholders of Digiwin Vietnam is an Independent Third Party.

(iii) Digiwin Software (Thailand) Co., Ltd., a company incorporated in Thailand, was held as to (i) 49% by DigiWin Software HongKong Limited, our wholly-owned subsidiary, (ii) 31% by Chu, Chiu-Peng (朱秋鵬), (iii) 20% by Viwat Charoenthangvitaya (王興義), and (iv) approximately 0.0003% Cheng, Chia-Lin (鄭家麟), respectively, with each of the minority shareholders being an Independent Third Party.

(iv) Nanjing Digi-Hua was owned as to approximately (i) 51.58% by Shanghai Digiwin Network Technology Co., Ltd. (上海鼎捷數智網絡科技有限公司), our wholly-owned subsidiary, (ii) 19.34% by Ziwo Enterprise Management (Shanghai) Partnership (Limited Partnership) (子我企業管理(上海)合夥企業(有限合夥)) (an entity controlled by Mr. Yeh Tzu-chen), (iii) 6.57% by Nanjing Runxin Xietong SME Development Fund Partnership (Limited Partnership) (南京潤信協同中小企業發展基金合夥企業(有限合夥)), (iv) 6.17% by Shanghai Fintech Technology Equity Investment Fund (Limited Partnership) (上海金融科技股權投資基金(有限合夥)), (v) 4.73% by Zixia Enterprise Management (Tianjin) Partnership (Limited Partnership) (子夏企業管理(天津)合夥企業(有限合夥)), (vi) 2.63% by Nanjing Pugao Industrial Investment Fund Partnership (Limited Partnership) (南京浦高產業投資基金合夥企業(有限合夥)), (vii) 2.25% by Suzhou Fangguang Phase III Venture Capital Partnership (L.P.) (蘇州方廣三期創業投資合夥企業(有限合夥)), (viii) 1.97% by Changzhou Qitai No. 5 Venture Capital Partnership (Limited Partnership) (常州啟泰五號創業投資合夥企業(有限合夥)), (ix) 1.31% by Changzhou Kechuang Nursery Enterprise Equity Investment Fund (L.P.) (常州科創苗圃企業股權投資基金(有限合夥)), (x) 1.31% by Jiaxing Huisen Haoshi Phase I Equity Investment Partnership (Limited Partnership) (嘉興匯森皓石一期股權投資合夥企業(有限合夥)), (xi) 1.23% by Hangzhou Jiayan Xiao'an Information Technology Co., Ltd. (杭州嘉言小安信息科技有限公司), and (xii) 0.90% by Changzhou Fangguang Phase III Equity Investment Partnership (Limited Partnership) (常州方廣三期股權投資合夥企業(有限合夥)), respectively. Save as otherwise disclosed, each of the minority shareholders of Nanjing Digi-Hua is an Independent Third Party. As of the Latest Practicable Date, completion of the proposed capital increase of Nanjing Digi-Hua to be subscribed for by certain new investors was still in progress and remained subject to shareholders' approval and regulatory filings. Upon completion of the capital increase, Nanjing Digi-Hua will cease to be a subsidiary of the Company and will instead be accounted for as an associate, and will no longer be consolidated into our Company's financial statements. For further details, see "Summary — Recent Development" in this document.

(v) Shenzhen Yisida Software Technology Co., Ltd. (深圳市易思達軟件技術有限公司) was held as to 60% by Nanjing Pinwei Intelligent Technology Co., Ltd. (南京品微智能科技有限公司) (a wholly-owned subsidiary of Nanjing Digi-Hua), 14% by Tang Junhua (唐軍華) (an Independent Third Party), 14% by Chen Yangzong (陳揚宗) (an Independent Third Party) and 12% by Mo Xinjun (莫新軍) (an Independent Third Party), respectively.

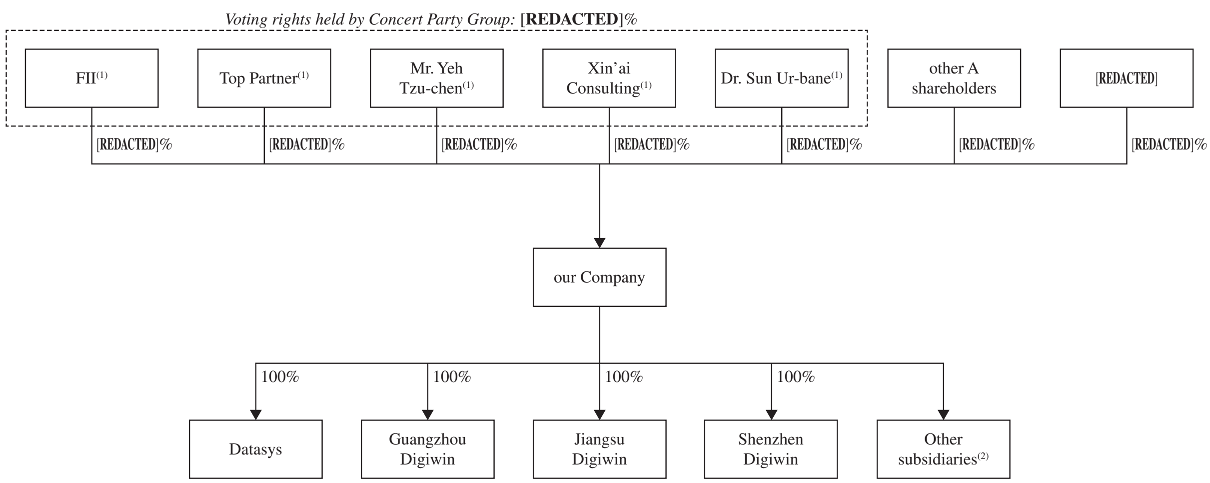
(vi) Chongqing Dinghua Shuke Technology Co., Ltd. (重慶鼎華數科科技有限公司), was held as to (i) 45% by Nanjing Digi-Hua, (ii) 40% by Chongqing Jiuyun Technology Co., Ltd. (重慶九允科技有限公司), and (iii) 15% by Chongqing Dijite Technology Co., Ltd. (重慶迪吉特科技有限公司), respectively, with each of the minority shareholders being an Independent Third Party.

(vii) DigiHua Intelligent Systems CO., LTD. (鼎華智能系統股份有限公司), a company incorporated in Taiwan, was held as to approximately (i) 92.93% by Nanjing Digi-Hua, our non wholly-owned subsidiary, (ii) 0.88% by Li, Ming-Jung (李銘榮), (iii) 0.59% by Lin, Po-Yang (林柏仰), (iv) 0.44% by Fan, Chen-Chih (范振智), (v) 0.22% by Chen, Chien-Chung (陳建仲), (vi) 0.18% by Tsai, Ming-Chieh (蔡明傑), (vii) 0.15% by Lin, Yao-Ching (林瑤青), (viii) 0.10% by Hsiao, Sheng-Lun (蕭聖倫), (ix) 0.10% by Lin, Chia-Jen (林家任), (x) 0.07% by Hsieh, Chung-Wei (謝仲為), (xi) 0.06% by Chen, Chung-Yi (陳仲義), (xii) 0.02% by Chen, Tsai-Ming (陳在明), (xiii) 0.02% by Hsu, Liang-Pin (許良彬), (xiv) 0.02% by Lai, Sheng-Hung (賴聖紘), and (xv) 4.22% as treasury shares, respectively, with each of the minority shareholders being an Independent Third Party.

(viii) Nanjing Pinwei Intelligent Technology Co., Ltd. (南京品微智能科技有限公司), Suzhou Pinxin Intelligent Equipment Co., Ltd. (蘇州品芯智能裝備有限公司) and Wuxi Pinwei Intelligent Technology Co., Ltd. (無錫品微智能科技有限公司) were wholly owned by Nanjing Digi-Hua, our non-wholly-owned subsidiary.

Corporate Structure Immediately After the [REDACTED]

The following chart illustrates a simplified shareholding structure of our Group immediately following the completion of the [**REDACTED**] (including our 1,570,330 treasury Shares and assuming the [**REDACTED**] is not exercised, no additional Shares are issued pursuant to the conversion of 2025 Convertible Bonds and no changes in the number of treasury Shares after the Latest Practicable Date):



(1)-(2) See "Corporate Structure — Corporate Structure Immediately Before the [**REDACTED**]" above.