OVERVIEW

Our Board comprises nine Directors, including three executive Directors, three non-executive Directors and three independent non-executive Directors, namely:

Name	Age	Position	Date of joining our Group	Date of first appointment as Director	Roles and responsibilities	Relationship with other Directors and members of senior management
Mr. Yeh Tzu-chen (葉子禎)	59	Chairman of the Board, executive Director and general manager	December 28, 2009	May 20, 2014	Overall management, strategic planning and decision-making for key business and operational matters of our Group	None
Ms. Chang Yuan-yi (張苑逸)	47	Executive Director, deputy general manager and chief financial officer	December 28, 2009	April 27, 2021	Decision-making for key business and operational matters and leading the overall financial and legal management of our Group	None
Mr. Liu Bo (劉波)	50	Executive Director and deputy general manager	December 26, 2001	August 28, 2017	Strategic planning and operational management of research and development and key business matters of our Group	None
Dr. Sun Ur-bane (孫藹彬)	77	Non-executive Director	December 26, 2001	December 26, 2001	Providing advice on the operation and management of our Group	None
Mr. Shen Tao-pang (沈道邦)	57	Non-executive Director	November 26, 2025	November 26, 2025	Providing advice on the operation and management of our Group	None
Dr. Jie Xiaoxiao (揭曉小)	41	Non-executive Director	August 7, 2020	August 7, 2020	Providing advice on the operation and management of our Group	None
Dr. Liu Yan (劉焱)	45	Independent non-executive Director	May 18, 2023	May 18, 2023	Providing independent advice on the operations and management of our Group	None
Mr. Tsou Ching-wen (鄒景文)	59	Independent non-executive Director	May 18, 2023	May 18, 2023	Providing independent advice on the operations and management of our Group	None
Mr. Chin Vincent (錢榮澤)	55	Independent non-executive Director	April 22, 2026	April 22, 2026	Providing independent advice on the operations and management of our Group	None

DIRECTORS

Executive Directors

Mr. Yeh Tzu-chen (葉子禎), aged 59, is our chairman of the Board, Director and general manager. Mr. Yeh joined our Group in December 2009, and was appointed as our general manager in May 2014 and chairman of the Board in May 2020. Mr. Yeh was redesignated as our executive Director in April 2026. He is primarily responsible for the overall management, strategic planning and decision-making for key business and operational matters of our Group.

Mr. Yeh joined the predecessor of Datasys in December 1993, where he successively served as the manager of the systems department, the manager of the southern region division, the general manager of the business group, the vice president and president. Mr. Yeh has been serving as the president of Datasys since December 2009 and as the chairman of the board of Datasys since May 2020. Mr. Yeh also serves as the chairman of the board or director of a number of other subsidiaries of our Group.

Apart from experience in our Group, Mr. Yeh also has been serving as the chairman of the board of Suzhou Dingxinrong Technology Co., Ltd. (蘇州鼎信榮科技有限責任公司) since May 2022, and a director of Yanhuei (Hong Kong) Limited (顏回(香港)有限公司) since May 2020.

Mr. Yeh obtained a bachelor's degree and a master's degree in industrial engineering from Tunghai University (東海大學) in Taiwan in June 1989 and June 1991, respectively. In November 2021, he was appointed as an executive vice president of the Shanghai Association of Taiwan Investment Enterprises (上海市臺灣同胞投資企業協會) and the chairman of its Science and Innovation Industry Working Committee (科創行業工委會).

Ms. Chang Yuan-yi (張苑逸), aged 47, is our Director, deputy general manager and chief financial officer. Ms. Chang joined our Group in December 2009. She has been our Director since April 2021 and was redesignated as an executive Director in April 2026. She has also been our deputy general manager since March 2015, served as the secretary of our Board from May 2015 to January 2022, and has been our chief financial officer since December 2020. She is primarily responsible for the decision-making for key business and operational matters and leading the overall financial and legal management of our Group.

Within our Group, since April 2019, she has been serving as a director of Digiwin Software Vietnam Joint Stock Company. Since July 2021, she has been serving as a director of Guangzhou Digiwin. Since December 2022, she has been serving as a director of Nanjing Digi-Hua Smart-tech. Co., Ltd.

Apart from experience in our Group, Ms. Chang served as an assistant manager of Ernst & Young Limited from November 2001 to June 2007 and a manager of PricewaterhouseCoopers Taiwan from June 2007 to September 2008. Ms. Chang worked at Datasys from September 2008 to December 2009, during which she served as a project manager.

Ms. Chang obtained a bachelor's degree in accounting from National Taipei University (國立臺北大學) in Taiwan, China in June 2001. Ms. Chang obtained the board secretary qualification certificate issued by the Shenzhen Stock Exchange in October 2012. In June 2021, she was awarded the "Shanghai March 8 Red Banner Holder" (上海市三八紅旗手) by the Shanghai Women's Federation (上海市婦女聯合會). In May 2025, she was awarded the "Shanghai Model Worker" (上海市勞動模範) by the Shanghai Women's Federation and the Shanghai Municipal Human Resources and Social Security Bureau (上海市人力資源和社會保障局). In May 2023, she was appointed as a vice president of the All-China Association of Taiwan Investment Enterprises (全國臺灣同胞投資企業聯誼會).

Mr. Liu Bo (劉波), aged 50, is our Director and deputy general manager. Mr. Liu joined our Group in December 2001. He has been our Director since August 2017 and was redesignated as an executive Director in April 2026. He has also been our deputy general manager since March 2022. He is primarily responsible for strategic planning and operational management of research and development and key business matters of our Group.

Within our Group, since September 2020, he has been serving as a director of Guangzhou Digiwin. Since March 2022, he has been serving as a deputy general manager of our Company.

Apart from experience in our Group, Mr. Liu served as a director of Zhongshan Longding Home Technology Co., Ltd. (中山市龍鼎家居科技有限公司) from January 2017 to October 2023.

Mr. Liu obtained a diploma in computer and applications from Anhui Normal University (安徽師範大學) in the PRC in July 1999. Mr. Liu has been serving as a member of the Jing'an District Committee of the Chinese People's Political Consultative Conference, Shanghai (上海市靜安區政協委員) since January 2022. In August 2025, he was awarded the Jing'an District "Jingying" High-level Talent (靜安區「靜英」高層次人才) by the Talent Work Leading Group Office of the Jing'an District Committee of the Communist Party of China (中共靜安區委人才工作領導小組辦公室).

Non-executive Director

Dr. Sun Ur-bane (孫藹彬), aged 77, is our Director. Dr. Sun joined our Group as our Director in December 2001 and was redesignated as a non-executive Director in April 2026. He is primarily responsible for providing advice on the operation and management of our Group.

Dr. Sun has been serving as our Director since December 2001. Dr. Sun also served as chairman of the Board of our Company from June 2010 to May 2020 and as a director of Digiwin Software (Hong Kong) Limited (香港鼎捷軟件有限公司), our subsidiary, from October 2009 to November 2023.

Apart from experience in our Group, Dr. Sun co-founded the predecessor of Datasys in April 1982 and served as its chairman until April 2009.

Dr. Sun obtained a bachelor's degree in physics from National Taiwan Normal University (國立臺灣師範大學) in Taiwan in July 1971, a master's degree in management science from Tamkang University (淡江大學) in Taiwan in June 1975, and a doctoral degree in information management from National Central University (國立中央大學) in Taiwan in January 1999.

Mr. Shen Tao-pang (沈道邦), aged 57, is our Director. He has been our Director since November 2025 and was redesignated as a non-executive Director in April 2026. He is primarily responsible for providing advice on the operation and management of our Group.

From February 2013 to June 2016, Mr. Shen served as the chief financial officer and spokesperson at Inotera Memories, Inc. (華亞科技股份有限公司). From June 2016 to June 2024, Mr. Shen served as the chief financial officer, chief accounting officer and spokesperson at HTC Corporation (宏達國際電子股份有限公司) (a company listed on the Taiwan Stock Exchange (stock code: 2498)). Since June 2024, Mr. Shen has served at FII (a company listed on the Shanghai Stock Exchange (stock code: 601138)), initially as the chief financial officer from June 2024 and subsequently as the finance director since August 2025. Since June 2025, Mr. Shen has been serving as the corporate representative director of AMAX Holding Co., Ltd. (艾瑪斯科技控股股份有限公司) (a company listed on the Taiwan Stock Exchange (stock code: 6933)).

Mr. Shen obtained a bachelor's degree in aerospace engineering sciences in May 1990 and a master's degree in business administration in May 1993, both from the University of Colorado in the United States.

Dr. Jie Xiaoxiao (揭曉小), aged 41, is our Director. She has been our Director since August 2020 and was redesignated as a non-executive Director in April 2026. She is primarily responsible for providing advice on the operation and management of our Group.

From January 2009 to August 2010, Dr. Jie served as an analyst at New China Fund Management Co., Ltd. (新華基金管理股份有限公司). From April 2016 to July 2018, Dr. Jie served as a senior analyst at China Chengxin International Credit Rating Co., Ltd. (中誠信國際信用評級有限責任公司). Since July

2018, Dr. Jie has been serving at FII (富士康工業互聯網股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 601138)), initially as the director of investor relations from July 2018 and subsequently as the securities affairs representative since August 2023.

Dr. Jie obtained a bachelor of commerce degree from University of Auckland in New Zealand in May 2007 and a master's degree in finance from University of Sydney in Australia in October 2008. She further obtained a doctoral degree in business administration (finance) from Renmin University of China (中國人民大學) in the PRC in June 2016. Dr. Jie obtained a board secretary qualification certificate issued by the Shanghai Stock Exchange in September 2019.

Independent Non-Executive Directors

Dr. Liu Yan (劉焱), aged 45, has been our independent Director since May 2023, and was redesignated as an independent non-executive Director in April 2026. She is primarily responsible for providing independent advice on the operations and management of our Group.

Dr. Liu has been the chairperson of the Audit Committee of our Board since joining our Group, primarily responsible for reviewing financial statements and relevant disclosures, supervising and evaluating internal and external audit work and internal control. Prior to joining us, Dr. Liu worked at Liaoning University (遼寧大學) from July 2005 to June 2015, with her last position as an associate professor. Since July 2015, she has been serving as an associate professor in the department of accounting at the SHU-UTS SILC Business School of Shanghai University (上海大學悉尼工商學院), where she concurrently serves as the deputy director of the department of accounting and the deputy director of the Case Centre. At Shanghai University, Dr. Liu's principal teaching subjects include accounting, financial statement analysis, financial management, financial accounting theory and practice and management accounting. Her research and publications have focused on corporate finance, information disclosure by listed companies in capital markets, and the theory and practice of accounting standards, with a particular emphasis on internal control and audit committee effectiveness. In addition, Dr. Liu has authored or co-authored a number of management case studies analyzing the financial reporting, revenue recognition, valuation, corporate governance and/or internal control practices of listed companies.

In addition to the foregoing and her experience as our chairperson of the Audit Committee since May 2023, Dr. Liu has also accumulated extensive accounting or related financial management experience through her directorships and memberships of the audit committees of the following listed companies:

Company name	Position	Responsibilities	Date of appointment and resignation
Shanghai Balance Automotive Equipment Co., Ltd. (上海巴蘭仕汽車檢測設備股份有限公司) (a company listed on the Beijing Stock Exchange (stock code: 920112))	Independent non-executive director and chairperson of the audit committee	Reviewing financial statements and relevant disclosures, supervising and evaluating internal and external audit work and internal control	February 2017 to April 2025
Zhejiang Haiyan Power System Resources Environmental Technology Co., Ltd. (浙江海鹽力源環保科技股份有限公司) (a company listed on the Science and Technology Innovation Board of the Shanghai Stock Exchange (stock code: 688565))	Independent non-executive director and chairperson of the audit committee	Reviewing financial statements and relevant disclosures, supervising and evaluating internal and external audit work and internal control	Since October 2025

Dr. Liu obtained a bachelor's degree in accounting from Northeastern University (東北大學) in the PRC in July 2003 and a master's degree in accounting from Harbin Institute of Technology (哈爾濱工業大學) in the PRC in July 2005. She further obtained a doctoral degree in accounting from Liaoning University in the PRC in June 2014. Dr. Liu obtained the Independent Director Qualification Certificate issued by the Shanghai Stock Exchange in March 2017.

Mr. Tsou Ching-wen (鄒景文), aged 59, has been our independent Director since May 2023, and was redesignated as an independent non-executive Director in April 2026. He is primarily responsible for providing independent advice on the operations and management of our Group.

Apart from experience with us, Mr. Tsou is currently serving as the chairman of the board of Taiwan Powder Technologies Co., Ltd. (台耀科技股份有限公司) and a director and general manager of Tai-Ling Biotech Inc. (台霖生物科技股份有限公司). He has also served as a director and general manager of Phonic Corporation (全域股份有限公司) (a company listed on the Taiwan Stock Exchange (stock code: 3067)) since January 2020.

Mr. Tsou obtained a bachelor's degree in materials science and engineering from National Tsing Hua University (國立清華大學) in Taiwan in June 1987 and a master's degree in business administration (MBA) from Wharton School of the University of Pennsylvania in the United States in June 1996. Mr. Tsou obtained an Independent Director Qualification Certificate issued by the Shenzhen Stock Exchange in May 2023.

Mr. Chin Vincent (錢榮澤), aged 55, was appointed as an independent non-executive Director in April 2026. He is primarily responsible for providing independent advice on the operations and management of our Group.

Mr. Chin founded Consultants VC Limited in July 2018 and has been serving as its chief executive officer since inception, providing professional management consulting services to corporate clients covering areas including corporate finance and legal affairs, corporate governance, internal controls and risk management, financial regulation, compliance and strategy. He accumulated extensive practical experience in the preparation, review and analysis of financial statements and internal controls through providing financial and internal control due diligence and pre-listing advisory services to numerous issuers. Since November 2024, he has been serving as an independent non-executive director of Guangdong Tianyu Semiconductor Co., Ltd. (廣東天域半導體股份有限公司) (a company listed on the Stock Exchange (stock code: 2658)), where he has been actively involved in the review of financial reports and has been responsible for providing independent opinions on material matters relating to the financial statements, including reviewing the listed issuer's annual and interim financial statements and management accounts, and assessing the consistency between the management accounts and the financial statements.

In addition, the Hong Kong Government appointed Mr. Chin to public positions in the Securities and Futures Appeals Tribunal from April 2011 to April 2019. Mr. Chin also served as a member of the Disciplinary Panel of the Hong Kong Institute of Certified Public Accountants from 2015 to 2022. During his tenure in these positions, he, among others, reviewed listed companies' financial disclosures and internal control deficiencies and participated in cases involving disciplinary actions against auditors in connection with the preparation or audit of financial statements of listed companies. Through these experiences, he accumulated experience in reviewing matters relating to listed issuers' financial statements and internal control from both judicial and regulatory perspectives and gained an in-depth understanding of auditing standards and financial reporting.

Mr. Chin obtained a bachelor's degree in arts in June 1994 and a master's degree in arts in October 2001 both from the University of Cambridge in the United Kingdom, and a master's degree in laws from Peking University (北京大學) in the PRC in June 2004, and a China-MBA degree from Shanghai Jiao Tong University (上海交通大學) in the PRC in January 2018.

Mr. Chin was a barrister-at-law in private practice in Hong Kong from September 2000 to August 2009 and a solicitor in Hong Kong from September 2009 to July 2022.

Mr. Chin has been a member of the Institute of Certified Management Accountants of Australia since January 2020, a member of the Institute of Public Accountants Australia since March 2020, an international affiliate of the Hong Kong Institute of Certified Public Accountants since January 2025, and a member of the Institute of Financial Accountants in the United Kingdom since October 2025. Mr. Chin presently serves as honorary legal advisor of the Hong Kong Securities and Futures Professional Association and an executive committee member of the New Zealand Chamber of Commerce in Hong Kong.

SENIOR MANAGEMENT

Our senior management team is responsible for the day-to-day management and operation of our business. The following table sets forth information regarding the members of the senior management of our Company:

Name	Age	Position	Date of joining our Group	Date of appointment as a senior management	Roles and responsibilities	Relationship with other Directors and members of senior management
Mr. Yeh Tzu-chen (葉子禎)	59	Chairman of the Board, executive Director and general manager	December 28, 2009	May 20, 2014	Overall management, strategic planning and decision-making for key business and operational matters of our Group	None
Ms. Chang Yuan-yi (張苑逸)	47	Executive Director, deputy general manager and chief financial officer	December 28, 2009	March 26, 2015	Decision-making for key business and operational matters and leading the overall financial and legal management of our Group	None
Mr. Liu Bo (劉波) . . .	50	Executive Director and deputy general manager	December 26, 2001	March 29, 2022	Strategic planning and operational management of research and development and key business matters of our Group	None
Mr. Pan Tai-ho (潘泰龢)	45	Deputy general manager	December 28, 2009	March 29, 2022	Strategic planning and operational management of research and development and key business matters of our Group	None
Mr. Lin Jianwei (林健偉)	38	Secretary of our Board and deputy general manager	November 26, 2018	January 13, 2022	Capital operation, investment management and corporate governance matters of our Group	None

For the biographies of Mr. Yeh Tzu-chen, Ms. Chang Yuan-yi, and Mr. Liu Bo, see "— Directors — Executive Directors" in this section.

Mr. Pan Tai-ho (潘泰龢), aged 45, has been our deputy general manager since March 2022. Mr. Pan joined our Group as a systems planner in December 2009. He is primarily responsible for strategic planning and operational management of research and development and key business matters of our Group.

Mr. Pan worked at Dingxin Computer Co., Ltd. from January 2005 to December 2009, during which he served as a systems planner in the northern region business department.

Within our Group, Mr. Pan has been serving as a director of Smart Internet (Shenzhen) Technology Co., Ltd. (智互聯(深圳)科技有限公司) since April 2021, a director of Digiwin Software (Thailand) Co., Ltd. since June 2021, a director of Digiwin Software Vietnam Joint Stock Company since April 2023, and a director of Datasys since November 2023.

Mr. Pan obtained a bachelor's degree in business administration from Chinese Culture University (中國文化大學) in Taiwan, China in June 2002.

Mr. Lin Jianwei (林健偉), aged 38, has been the secretary of our Board since January 2022 and our deputy general manager since April 2026. Mr. Lin joined our Group in November 2018. He is primarily responsible for capital operation, investment management and corporate governance matters of our Group.

From November 2018 to December 2020, he served as a capital markets project manager of our Company. From January 2021 to December 2021, he served as the director of the Investment and Financing Management Center and the Securities Office of our Company. Since January 2022, he has been serving as the Board secretary of our Company. Since October 2022, he has been serving as a supervisor of Shuzhi Space (Shaoxing) Industrial Manufacturing Co., Ltd. (數智空間(紹興)工業製造有限公司). Since December 2022, he has been serving as a director of Nanjing Digi-Hua Smart-tech. Co., Ltd.

Prior to joining our Group, from August 2015 to August 2016, Mr. Lin served as an assistant general manager of the Financial Development Department at Shanghai Dongsheng Equity Investment Co., Ltd. (上海東勝股權投資有限公司). From December 2016 to November 2018, he served as a senior manager of the Investment Banking Department at Shanghai Renjian Investment Co., Ltd. (上海仁建投資有限公司).

Mr. Lin obtained a bachelor's degree in accounting and finance from Aberystwyth University in the United Kingdom in July 2013, a bachelor's degree in finance from Beijing Normal University at Zhuhai (北京師範大學珠海分校) in the PRC in July 2014, and a master's degree in international accounting and financial management from University of Glasgow in the United Kingdom in December 2014. Mr. Lin obtained the board secretary qualification certificate issued by the Shenzhen Stock Exchange in December 2021. In April 2024, he was awarded the 20th New Fortune Golden Board Secretary (新財富金牌董秘), and in June 2025, he was awarded the 21st New Fortune Golden Board Secretary by New Fortune (新財富). In December 2025, he received a 4A rating in the "2025 Board Secretary Performance Evaluation" (2025董事會秘書履職評價) by the China Association for Public Companies (中國上市公司協會).

JOINT COMPANY SECRETARIES

Mr. Lin Jianwei (林健偉), the secretary of our Board, was appointed as one of our joint company secretaries in April 2026. For Mr. Lin's biography, see "— Senior Management" in this section.

Mr. Wong Keith Shing Cheung (王承鏱) was appointed as one of our joint company secretaries in April 2026. Mr. Wong has been a senior manager of Company Secretarial Services of Tricor Services Limited (a member of Vistra Group) since December 2025. Mr. Wong is mainly responsible for managing the company secretarial and compliance work for companies listed on the Hong Kong Stock Exchange.

Mr. Wong has over 15 years of experience in compliance, audit, corporate governance and company secretarial field, providing company secretarial and compliance services to listed companies as well as private and offshore companies. He has been advising on matters related to clients' corporate governance, ensuring compliance with the Listing Rules of the Hong Kong Stock Exchange, the Hong Kong Companies Ordinance, and offshore company ordinances. Mr. Wong has previously served as the company secretary or joint company secretary of several companies listed on the Hong Kong Stock Exchange, including Shougang Fushan Resources Group Limited (stock code: 639), Strawbear Entertainment Group (stock code: 2125), Antengene Corporation Limited (stock code: 6996), InnoCare Pharma Limited (stock code: 9969), Linklogis Inc. (stock code: 9959), Keymed Biosciences Inc. (stock code: 2162), CANbridge Pharmaceuticals Inc. (stock code: 1228), Shanghai Conant Optical Co., Ltd. (stock code: 2276), and Arrail Group Limited (stock code: 6639).

Mr. Wong obtained a bachelor's degree in finance, accounting and management from University of Nottingham in the United Kingdom in July 2009. He is a Chartered Secretary, a Chartered Governance Professional, associate of both the Hong Kong Chartered Governance Institute and the Chartered Governance Institute in the United Kingdom as well as a fellow of the Hong Kong Institute of Certified Public Accountants.

OTHER INFORMATION

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 April 22, 2026, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

Each of the independent non-executive Directors confirms (i) 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 has 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, and (iii) that there are no other factors that may affect his or her independence at the time of his or her appointment.

Each of our Directors confirms that he or she does not have any interest in a business apart from the business of our Group which competes or is likely to compete, whether directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

Except as disclosed above, none of our Directors and members of senior management held any other directorships in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date.

Except as disclosed above, to the best knowledge, information and belief of our Directors having made all reasonable inquiries, there was no information relating to our Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there were no other matters with respect to the appointment of our Directors that need to be brought to the attention of the Shareholders.

BOARD COMMITTEES

Audit Committee

Our Board has established the Audit Committee with written terms of reference 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 "**Corporate Governance Code**"). The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls system of our Group and provide advice and comments to the Board. The Audit Committee comprises Dr. Liu Yan, Mr. Tsou Ching-wen and Mr. Chin Vincent, with Dr. Liu Yan as the chairperson. Dr. Liu Yan and Mr. Chin Vincent have the appropriate professional experience as required under Rules 3.10(2) and 3.21 of the Listing Rules.

Remuneration and Appraisal Committee

Our Board has established the Remuneration and Appraisal Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The primary duties of the Remuneration and Appraisal Committee are to review and make recommendations to the Board on the terms of remuneration packages to our Directors and other senior management. The Remuneration and Appraisal Committee comprises Mr. Chin Vincent, Dr. Liu Yan, Mr. Tsou Ching-wen and Mr. Yeh Tzu-chen, with Mr. Chin Vincent as the chairperson.

Nomination Committee

Our Board has established the Nomination Committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and the Corporate Governance Code. The primary duties of the Nomination Committee are to make recommendations to our Board on the appointment of Directors and other senior management. The Nomination Committee comprises Mr. Tsou Ching-wen, Mr. Chin Vincent, Dr. Liu Yan and Mr. Yeh Tzu-chen, with Mr. Tsou Ching-wen as the chairperson.

Strategy Committee

Our Board has established the Strategy Committee with written terms of reference. The Strategy Committee comprises Mr. Yeh Tzu-chen, Dr. Sun Ur-bane, Ms. Chang Yuan-yi, Mr. Liu Bo, Mr. Shen Tao-pang and Mr. Tsou Ching-wen, with Mr. Yeh Tzu-chen as the chairperson.

CORPORATE GOVERNANCE

We aim to achieve high standards of corporate governance which are crucial to our development and safeguard the interests of our Shareholders. In order to accomplish this, we expect to comply with all applicable code provisions of the Corporate Governance Code upon [**REDACTED**] save for the below.

Pursuant to code provision C.2.1 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from the requirement that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Our Company deviates from this provision because Mr. Yeh Tzu-chen performs both the roles of the chairman of our Board and general manager of our Company. Our Board believes that, in view of his experience, personal profile and understanding of our business operations, Mr. Yeh Tzu-chen is the Director best suited to identify strategic opportunities and vesting the roles of both chairman and general manager in Mr. Yeh Tzu-chen can promote the effective execution of strategic initiatives and facilitate the flow of information between management and the Board.

Our Board considers that the balance of power and authority will not be impaired due to this arrangement. In addition, all major decisions are made in consultation with members of the Board, including the relevant Board committees, and independent non-executive Directors. Our Board will reassess the division of the roles of chairman and the general manager from time to time, and may recommend dividing the two roles between different people in the future, taking into account the circumstances of our Group as a whole.

BOARD DIVERSITY

Our Company has adopted a board diversity policy which sets out the approach to achieve diversity of the Board. We recognize and embrace the benefits of having a diverse Board and see increasing diversity at the Board level, including gender diversity, as an essential element in maintaining our competitive advantage and enhancing our ability to attract, retain and motivate employees from the widest possible pool of available talent. In reviewing and assessing suitable candidates to serve as a Director, the Nomination Committee will consider a number of aspects, including, but not limited to, gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry and regional experience.

Our Board currently consists of three female and six male Directors ranging from 41 to 77 years old with a balanced mix of knowledge and skills, including, but not limited to, overall management and strategic development, accounting and corporate governance in addition to industry experience in digital and intelligent manufacturing solutions. They obtained degrees in various majors including industrial engineering, physics, materials science and engineering, business administration and accounting. Taking into account our existing business model and specific needs, as well as the diverse background of our Directors, the composition of our Board satisfies the board diversity policy.

Our Nomination Committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for adoption.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors receive remuneration in the form of directors' fees, salaries, allowances and benefits in kind, discretionary bonuses, retirement scheme contributions, and share-based payments. We determine the remuneration of our Directors based on their responsibilities, qualifications, position and seniority.

The aggregate amount of remuneration of our Directors for the years ended December 31, 2023, 2024 and 2025 were RMB19.5 million, RMB11.2 million and RMB8.0 million, respectively. None of our Directors waived or agreed to waive any emolument during the same periods.

Under the arrangements in force as of the date of this document, we estimate the aggregate remuneration payable to, and benefits in kind receivable by, our Directors by our Group in respect of the year ending December 31, 2026, to be approximately RMB15.6 million.

The five highest paid individuals of our Group for the years ended December 31, 2023, 2024 and 2025 included 3, 3 and 3 Directors, respectively. During the same periods, the aggregate amount of remuneration of the remaining 2, 2 and 2 highest paid individuals who are not Directors were RMB8.1 million, RMB4.4 million, and RMB6.4 million, respectively.

During the Track Record Period, no remuneration was paid to, or received by, our Directors or the five highest paid individuals as an inducement to join or upon joining us. No compensation was paid to, or received by, our Directors, former directors, former supervisors or the five highest paid individuals for the loss of office as a director or supervisor of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group.

Save as disclosed above, no other payments have been made or are payable by our Group to our Directors in respect of the Track Record Period.

COMPLIANCE ADVISOR

We have appointed Rainbow Capital (HK) 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 requirements under the Listing Rules and applicable Hong Kong laws. Pursuant to Rule 3A.23 of the Listing Rules, the compliance advisor will, amongst other things, advise our Company in the following circumstances:

(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 use the [**REDACTED**] of the [**REDACTED**] in a manner different from that detailed in this document or where our 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 of our Company concerning unusual movements in the price or trading volume of our listed securities or any other matters under Rule 13.10 of the Listing Rules.

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**].