DIRECTORS AND SENIOR MANAGEMENT

OVERVIEW

Upon [REDACTED], our Board will consist of nine Directors, including six executive Directors and three independent non-executive Directors. Our Board is responsible, and has general authority for, the management and operation of our Company. Our Directors are appointed for a term of three years and shall be subject to re-election upon expiry of their term of office.

Our senior management consists of four members who are responsible for the day-to-day management of our Company's business.

DIRECTORS

Name	Age	Time of joining our Group	Time of Appointment as Director	Position(s)	Roles and responsibilities	Relationship with other Director(s) and/or senior management
Mr. Zou Xiaowu (鄒小武)	38	November 2015	December 2015	Executive Director, chairman of our Board	Overseeing the overall strategic planning, business direction and management of our Company	Nil
Ms. Wu Ying (武瑩)	42	December 2015	August 2023	Executive Director and general manager	Managing the overall strategic planning and business direction of our Company	Nil
Mr. Zheng Zhengdong (鄭正東)	45	October 2023	May 2024	Executive Director and chief financial officer	Managing the overall strategic planning, business direction and financial management of our Company	Nil
Ms. Wang Ping (王萍)	40	August 2017	March 2019	Executive Director and Board secretary	Managing the overall strategic planning and business direction of our Company	Nil
Ms. Yang Ya (楊婭)	37	December 2015	May 2025	Executive Director and deputy general manager	Managing the overall strategic planning and business direction of our Company	Nil
Mr. Qin Peng (秦鵬)	42	December 2015	May 2025	Executive Director and general manager of technical centre	Managing the overall strategic planning, business direction and technology development of our Company	Nil
Mr. Li Changcheng (李長城)	57	November 2023	November 2023	Independent non-executive Director	Supervising and providing independent judgement to the Board	Nil
Mr. Meng Wei (孟煒)	45	March 2026	March 2026	Independent non-executive Director	Supervising and providing independent judgement to the Board	Nil
Mr. Liu Zhen (劉振)	41	March 2026	March 2026	Independent non-executive Director	Supervising and providing independent judgement to the Board	Nil

Executive Directors

Mr. Zou Xiaowu (鄒小武), aged 38, has been serving as our Director and the chairman of our Board since December 2015, and was re-designated as an executive Director in March 2026, with effect from the [REDACTED]. Mr. Zou joined our Group in November 2015 as the chief executive officer of Xi'an Diangao. He was the general manager of our Company from December 2015 to July 2023. Following our Company's strategic adjustments, he stepped down from this role to concentrate on exploring industry opportunities and identifying new business ventures for our

Company. Mr. Zou is primarily responsible for overseeing the overall strategic planning, business direction and management of our Company. He currently holds directorship and managerial positions in a number of subsidiaries of our Company.

Mr. Zou has over 17 years of experience in internet marketing industry. Prior to joining our Company, he worked in NDP Media Corp from December 2012 to August 2019 and worked in Ndpmedia Corporation from February 2014 to July 2016. The experience in internet marketing and mobile internet marketing in both companies has provided Mr. Zou with insights into the spectrum of the digital advertising ecosystem, positioning him to guide our strategic direction and business development in the global digital marketing landscape.

The business licences of Ndpmedia Corporation and NDP Media Corp were deregistered as they had already ceased operation based on a comprehensive assessment of market environment and future strategy implementation following the development of our Company. Further, Mr. Zou was a director of Grid Ads (XLZZ) Limited when it was dissolved. Mr. Zou confirmed that these companies were solvent at the time of their respective deregistration and their respective deregistration had not resulted in any liability or obligation against him. The following table sets out further details of the deregistered companies.

Name of the Company	Place of incorporation	Date of Dissolution	Method of Dissolution	Nature of Business
Ndpmedia Corporation	California	22 July 2016	Dissolution	Internet marketing
NDP Media Corp	Republic of Seychelles	19 August 2019	Dissolution	Mobile internet marketing
Grid Ads (XLZZ) Limited	Hong Kong	28 June 2024	Deregistration	Advertising and marketing research

Mr. Zou obtained his bachelor's degree in industrial engineering from the University of Science and Technology Beijing (北京科技大學) in the PRC in July 2008, and his master's degree in industrial engineering from the University of Arizona in the United States in May 2010.

Ms. Wu Ying (武瑩), aged 42, has been our Director and general manager since August 2023 and July 2023 respectively, and is mainly responsible for managing the overall strategic planning and business direction of our Company. Ms. Wu was re-designated as an executive Director in March 2026, with effect from the [REDACTED]. She previously served as a senior vice president of our Company from December 2015 to February 2019 and a deputy general manager of our Company from March 2019 to July 2023. She currently holds directorship and managerial positions in a number of subsidiaries of our Company.

Ms. Wu has over 21 years of experience in business development, sales and management, including substantial experience in the telecommunications industry. Prior to joining our Company, she served as a solution sales manager of Huawei Technologies Co., Ltd. (華為技術有限公司), a telecommunications equipment provider from July 2005 to July 2010, was responsible for market expansion and sales of optical transmission products. Subsequently, from August 2010 to July 2015, she served as the senior product manager for Europe, the United States and the Commonwealth of Independent States regions at Hmn Smart Co., Ltd. (華海智匯技術有限公司), formerly known as Huawei Marine Networks Co., Ltd. (華為海洋網絡有限公司) and primarily engaging in turnkey engineering for global submarine optical cable projects, where she was responsible for market expansion and sales. She also served as a senior business development manager in THE Cloud WORLD (Xi An) Network Technology Co., Ltd. (雲廣天下(西安)網絡科技有限公司), a company primarily engaged in internet advertising marketing, from August 2015 to November 2015, where she was responsible for corporate business.

Ms. Wu obtained her bachelor's degree in automation from Tianjin University (天津大學) in the PRC in June 2005, and her executive master of business administration from the Cheung Kong Graduate School of Business (長江商學院) in the PRC in November 2024.

Mr. Zheng Zhengdong (鄭正東), aged 45, has been serving as the chief financial officer and the Director of our Company since June 2024 and May 2024 respectively. Mr. Zheng was re-designated as an executive Director in March 2026, with effect from the [REDACTED]. Mr. Zheng is primarily responsible for managing the overall strategic planning, business direction and financial management of our Company. He currently holds directorship and managerial positions in a number of subsidiaries of our Company.

Mr. Zheng has over 20 years of experience in financial management and corporate finance across various industries. Prior to joining our Company, he served as a finance manager of Changqing Industrial Group Co., Ltd. (長慶實業集團有限公司), a company primarily engaged in production and sales of petroleum, from July 2005 to April 2016, where he was responsible for financial accounting and financial reporting. Further, he served as the finance manager of Shenzhen Capstone Industrial Co., Ltd. (深圳大通實業股份有限公司), a company primarily engaged in, among others, advertising marketing, from May 2016 to March 2020, as finance director from March 2020 to December 2020 and as deputy general manager from December 2020 to April 2021. Subsequently, he served as the chief financial officer of Xiaobaitu Dental Medical Technology Group Company (小白兔口腔醫療科技集團股份公司), a company primarily engaged in dental medical services, from June 2021 to June 2023, where he was responsible for finance, investment and financing management.

Mr. Zheng obtained his bachelor's degree in accounting from Northwest University (西北大學) in the PRC, in July 2005. He subsequently completed a master's degree in business administration at Hong Kong Asia Business College (香港亞洲商學院), an institution located in Hong Kong, in July 2022 through an online course. Since September 2021, he has been an international certified public accountant, certified by Enterprise Financial Management Association of China (中國企業財務管理協會). Since December 2023, he has been a senior accountant, accredited by Shaanxi Provincial Department of Human Resources and Social Security (陝西省人力資源和社會保障廳).

Ms. Wang Ping (王萍), aged 40, has served as the head of the securities department since August 2017, and our Director and Board secretary since March 2019. Ms. Wang was re-designated as an executive Director in March 2026, with effect from the [REDACTED]. Ms. Wang is responsible for managing the overall strategic planning and business direction of our Company.

Ms. Wang has over 17 years of experience in financial management, securities affairs and investment banking. She previously served as a financial manager in Tianjin Chengke Transmission Mechanical and Electrical Engineering Co., Ltd. (天津成科傳動機電技術股份有限公司), a company primarily engaged in research and development, design and manufacturing of intelligent belt conveyors and related supporting equipment, from March 2009 to September 2012, where she was responsible for the preparation of financial statements, financial management, and led the preparation work for its quotation on NEEQ. She then served as a senior manager at CITIC Securities Co., Limited (中信證券股份有限公司), a company providing diversified securities and financial services, from September 2012 to August 2017, where she was involved in quotation services in NEEQ and investment banking business.

Ms. Wang obtained her bachelor's degree in business administration from Tianjin University of Finance and Economics (天津財經大學) in the PRC in June 2008. Ms. Wang obtained the qualification of board secretary of Shenzhen Stock Exchange, as certified by the Shenzhen Stock Exchange, in July 2020.

Ms. Yang Ya (楊婭), aged 37, has been serving as our general manager of integrated marketing business unit since December 2015, and our employee representative Director and deputy general manager since May 2025. She was re-designated as an executive Director in March 2026, with effect from the [REDACTED]. Ms. Yang is responsible for managing the overall strategic planning and business direction of our Company. She currently holds directorship and managerial positions in a number of subsidiaries of our Company.

Ms. Yang has over 13 years of experience in marketing and customer management. Prior to joining our Company, she served as a marketing consultant at Beijing Huaqing Yuanjian Technology Development Co., Ltd. Xi'an Branch (北京華清遠見科技發展有限公司西安分公司) (formerly known as Beijing Huaqing Yuanjian Technology Information Co., Ltd. Xi'an Branch (北京華清遠見科技信息有限公司西安分公司)) a company primarily engaged in marketing, from March 2013 to January 2014, where she was responsible for market expansion. She then served as a senior key client manager at Beijing Co-Mall Internet Technology Co., Ltd (北京科碼先鋒互聯網技術股份有限公司) (formerly known as Beijing Co-Mall Software Technology Co., Ltd. (北京科碼先鋒軟件技術有限公司)), a company primarily engaged in business marketing, from January 2014 to August 2015, where she was responsible for developing and maintaining customer relationships.

Further, Ms. Yang was a director of Driveiw Limited when it was dissolved. Ms. Yang confirmed that it was solvent at the time of deregistration and its deregistration had not resulted in any liability or obligation against her. The following table sets out its further details.

Name of the Company	Place of incorporation	Date of Dissolution	Method of Dissolution	Nature of Business
Driveiw Limited	Hong Kong	28 June 2024	Deregistration	Software and network design and development; sales

Ms. Yang obtained her bachelor's degree in English from Xi'an Physical Education University (西安體育學院) in the PRC in July 2013. She then obtained her master's degree in business administration from Xi'an Jiaotong University (西安交通大學) in the PRC, in June 2023.

Mr. Qin Peng (秦鵬), formerly named Zhu Qinpeng (朱秦鵬), aged 42, has been serving as the general manager of our technology centre since July 2024, and has been acting as our Director since May 2025. Mr. Qin was re-designated as an executive Director in March 2026, with effect from the [REDACTED]. Prior to his current roles, he held several key positions in Xi'an Diangao, in particular, he served as the technical director from December 2015 to November 2018, responsible for core technology research and development and technical team management. Subsequently, he served as the deputy director of product development from December 2018 to November 2021, responsible for managing the full R&D process and team building. Mr. Qin then served as the director of product development from December 2021 to June 2024, responsible for departmental management and the coordination of related projects. Mr. Qin is primarily responsible for managing the overall strategic planning, business direction and technology development of our Company. He currently holds directorship in a number of subsidiaries of our Company.

Mr. Qin has over 20 years of experience in software development and technology management. He served as a software engineer at DIGITAL China Financial Service Holding Limited (神州數碼融信軟件有限公司) (formerly known as Digital China Financial Software Ltd. (北京神州數碼融信軟件有限公司)), a company primarily engaged in software development, from September 2006 to September 2008, where he was responsible for software coding, testing and deployment. Subsequently, he served as a development manager at SI-TECH Information Technology Co., Ltd (北京思特奇信息技術股份有限公司) (formerly known as Beijing Digital China Si-Tech Information. Technology Co., Ltd. (北京神州數碼思特奇信息技術股份有限公司)), a company primarily engaged in software project management, from September 2011 to December 2014, where he was responsible for project development progress, team management, quality management and project delivery. From October 2023, Mr. Qin also serves as a director of Bidease Group Inc. ("**Bidease**") to represent the interests of our Company and/or our Group.

Further, Mr. Qin was a branch responsible person of Xi'an Huojiyun Network Technology Co., Ltd. Changsha Branch (西安火積雲網絡科技有限公司長沙分公司) when it was deregistered. Mr. Qin confirmed that it was solvent at the time of deregistration and its deregistration had not resulted in any liability or obligation against him. The following table sets out its further details.

Name of the Company	Place of incorporation	Date of Deregistration	Method of Dissolution	Nature of Business
Xi'an Huojiyun Network Technology Co., Ltd. Changsha Branch (西安火積雲網絡科技有限公司長沙分公司)	PRC	7 August 2025	Deregistration	Mobile internet advertising services

Mr. Qin obtained his bachelor's degree in computer science and technology from Baoji University of Arts and Sciences (寶雞文理學院) in the PRC, in July 2006.

Independent Non-executive Directors

Mr. Li Changcheng (李長城), aged 57, has been serving as an independent Director of our Company since November 2023. He was re-designated as an independent non-executive Director in March 2026, with effect from the [REDACTED].

Mr. Li has over 28 years of experience in legal education and research. He commenced his tenure at Capital University of Economics and Business (首都經濟貿易大學), where he has been engaged in teaching and research since July 1998, and currently serves as an associate professor and a manager of the Legal Artificial Intelligence Research Centre. His responsibilities include teaching undergraduate and postgraduate courses such as Civil and Commercial Law and Legal Practice, as well as conducting research related to the field of legal artificial intelligence. Further, he has been serving as a part-time lawyer at Jurisino Law Group (北京市時代九和律師事務所) since June 2006.

Mr. Li obtained his master's degree in jurisprudence from Peking University (北京大學) in the PRC in July 1998. Mr. Li was qualified as a part-time lawyer by Beijing Municipal Bureau of Justice (北京市司法局) in August 1994. Furthermore, he holds the qualification for serving as an independent director of listed companies, obtained from the Shenzhen Stock Exchange, in November 2023.

Mr. Meng Wei (孟煒), aged 45, has been serving as an independent Director of our Company since March 2026, and was re-designated as an independent non-executive Director in March 2026, with effect from the [REDACTED].

Mr. Meng has over 11 years of experience in management, auditing and financial oversight. He subsequently held the position of project manager at Yunnan Bingteng Business Service Co., Ltd. (雲南並騰商務服務有限責任公司) (formerly known as Yunnan Rongxin Certified Public Accountants Co., Ltd. (雲南融欣會計師事務所有限公司)) a firm primarily engaged in audit services, from May 2011 to September 2015, where he was responsible for managing and executing audit projects. Following this, he served as the provincial financial manager at Kunming Wanda Cinema Co., Ltd. (昆明萬達電影城有限公司), a company primarily engaged in the cinema chain business, from March 2016 to October 2016, where he was responsible for overall financial management. He then served as the chief financial officer at Yunnan Aiwei Medical Investment Co., Ltd. (雲南艾維醫療投資有限公司) (formerly known as Yunnan Huashan Medical Investment Co., Ltd. (雲南華山醫療投資有限公司)) a company primarily engaged in project investment and management, from October 2016 to May 2019, where he was responsible for overall financial management. Since June 2019, he has been serving as the chief financial officer at Yunnan Qihan Real Estate Development Co., Ltd. (雲南啟翰房地產開發有限公司), a company primarily engaged in real estate development and sales, where he is responsible for overall financial management.

Mr. Meng obtained his bachelor's degree in economics from Changchun University of Science and Technology (長春理工大學) in the PRC, in July 2003. He subsequently completed a master's degree in economic management at Yunnan Agricultural University (雲南農業大學) in the PRC, in

June 2009. Furthermore, he holds the professional qualification of Certified Public Accountant of the PRC, granted by the Certified Public Accountant Examination Committee of the Ministry of Finance (財政部註冊會計師考試委員會) in December 2009.

Mr. Liu Zhen (劉振), aged 41, has been serving as an independent Director of our Company since March 2026, and was re-designated as an independent non-executive Director in March 2026, with effect from the [REDACTED].

Mr. Liu has over 16 years of experience in management consulting, project incubation and wealth management. Prior to joining our Company, he served as a consultant at IBM (China) Company Limited Beijing Branch (國際商業機器(中國)有限公司北京分公司) a company primarily engaged in management consulting, from August 2008 to July 2010, where he was responsible for consulting. He then served as a senior manager at Aviden Information Technology (Beijing) Co., Ltd. (艾維登信息科技(北京)有限公司) (formerly known as Atos Information Technology (China) Co., Ltd. (源訊信息技術(中國)有限公司)) a company primarily engaged in management consulting, from November 2010 to July 2014, where he was responsible for management consulting. He subsequently held the position of product planning director at Shanghai Saike E-commerce Shanghai Sai Ke E-Commerce Ltd. (上海賽可電子商務有限公司), a company primarily engaged in automotive O2O sales and services, from July 2014 to April 2015, where he was responsible for strategic management. Following this, he served as a consulting adviser at Beijing Shili Information Technology Co., Ltd. (北京時利信息技術有限公司), a company primarily engaged in information technology services and ancillary consulting, from July 2015 to March 2018, where he was responsible for management consulting. He then served as a consulting adviser at Xi'an Shaobopai Enterprise Management Consulting Partnership (Limited Partnership) (西安少伯派企業管理諮詢合夥企業(有限合夥)), a company primarily engaged in project incubation and post-investment management, from March 2018 to May 2024, where he was responsible for pre-investment project assessment and post-investment management. Since June 2024, he has been serving as a financial planner at AIA International Limited (友邦保險(國際)有限公司), a company primarily engaged in wealth management, where he is responsible for identifying customers' financial and protection needs in order to promote or arrange suitable insurance products for customers.

Mr. Liu obtained his bachelor's degree in international economics and trade from Beijing Wuzi University (北京物資學院) in the PRC, in July 2005. He subsequently completed a second bachelor's degree in software engineering at Peking University (北京大學) in the PRC, in July 2008.

SENIOR MANAGEMENT

Name	Age	Time of joining the Group	Time of Appointment as a senior manager	Position(s)	Roles and responsibilities	Relationship with other Director(s) and/or senior management
Ms. Wu Ying (武瑩)	42	December 2015	March 2019	Executive Director and general manager	Managing the overall strategic planning and business direction of our Company	Nil
Mr. Zheng Zhengdong (鄭正東)	45	October 2023	June 2024	Executive Director and chief financial officer	Managing the overall strategic planning, business direction and financial management of our Company	Nil
Ms. Wang Ping (王萍)	40	August 2017	March 2019	Executive Director and Board secretary	Managing the overall strategic planning and business direction of our Company	Nil
Ms. Yang Ya (楊婭)	37	December 2015	May 2025	Executive Director and deputy general manager	Managing the overall strategic planning and business direction of our Company	Nil

Ms. Wu Ying (武瑩), aged 42, has been our general manager since July 2023. Ms. Wu was our deputy general manager from March 2019 to July 2023. See "Directors and Senior Management — Directors — Executive Directors".

Mr. Zheng Zhengdong (鄭正東), aged 45, has been serving as our chief financial officer since June 2024. See "Directors and Senior Management — Directors — Executive Directors".

Ms. Wang Ping (王萍), aged 40, has been serving as our Board secretary since March 2019. See "Directors and Senior Management — Directors — Executive Directors".

Ms. Yang Ya (楊婭), aged 37, has been serving as our deputy general manager since May 2025. See "Directors and Senior Management — Directors — Executive Directors".

CONFIRMATION FROM OUR DIRECTORS

Rule 8.10 of the Listing Rules

Our executive Director, Mr. Qin Peng, was appointed as a director of Bidease on 1 October 2023. As at the Latest Practicable Date, Bidease was a company indirectly held as to 22.91% of equity interests by our Company through Click Tech Limited, with the remaining equity interests held by Independent Third Parties. Bidease is principally engaged in the provision of programmatic advertising services, connecting with upstream traffic demand sources such as mobile app developers, while sourcing advertising inventories from major global programmatic media.

As such, Bidease might from time to time directly or indirectly compete with the business of our Company. Notwithstanding the above, we believe that we are capable of performing our business independently of, and at arm's length from Bidease based on the following grounds:

(i) we have appointed three independent non-executive Directors upon the [REDACTED], comprising one-third of our Board, in order to promote the interests of our Company and our Shareholders as a whole;

(ii) notwithstanding that our Group operates in the same industry as Bidease, each of our Group and Bidease exhibits significant business delineation with different business models. Our Group's business primarily serves Chinese brand advertisers targeting overseas markets for global expansion. In contrast, Bidease specialises in providing programmatic advertising services to established brands within their native markets. The two entities therefore maintain distinct customer structures and regional market focuses;

(iii) our Company has established relevant corporate governance measures to avoid conflicts of interest between our Group and any Director. In the event that a Director (such as Mr. Qin Peng) is interested in a matter to be discussed or decided at a Board meeting, he/she shall abstain from voting in relation to such matter;

(iv) Mr. Qin Peng was appointed as a director of Bidease to merely represent the interests of our Company and/or our Group. Despite the directorship of Mr. Qin Peng in Bidease, he does not participate in the daily operations of Bidease; and

(v) the experience of Mr. Qin Peng, gained through his role at Bidease, which operates in the same industry as our Company, would be highly beneficial to our Company as it provides industry insights to our Company.

Save as disclosed above in "Directors and Senior Management — Confirmation from Our Directors — Rule 8.10 of the Listing Rules", "Substantial Shareholders" and "Appendix V — Statutory and General Information — D. Disclosure of Interests", each of our Directors confirms with respect to him/her that:

(i) he/she does not hold other positions in our Company or other members of our Group as at the Latest Practicable Date;

(ii) he/she did not hold other long positions or short positions in the Shares, underlying Shares, debentures of our Company or any associated corporation (within the meaning of Part XV of the SFO) as at the Latest Practicable Date;

(iii) he/she had no other relationship with any Directors, senior management or substantial shareholders of our Company as at the Latest Practicable Date;

(iv) he/she did not hold any other directorships in the three years prior to the Latest Practicable Date in any public companies of which the securities are listed on any securities market in Hong Kong and/or overseas;

(v) he/she does not have any interest in any business which competes or is likely to compete, either directly or indirectly, with our Group, which would require disclosure under Rule 8.10 of the Listing Rules; and

(vi) to the best knowledge, information and belief of our Directors, having made all reasonable enquiries, there are no other matters concerning our Director's appointment that need to be brought to the attention of our Shareholders and the Stock Exchange or shall be disclosed pursuant to Rules 13.51(2) of the Listing Rules as at the Latest Practicable Date.

Rule 3.09D of the Listing Rules

Each of our Directors confirmed that he or she (i) obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 16 March 2026; and (ii) understands the requirements under the Listing Rules that are applicable to him or her as a director of a [REDACTED] issuer under the Listing Rules and the possible consequences of making a false declaration or giving false information to the Stock Exchange.

Rule 3.13 of the Listing Rules

Each of our independent non-executive Directors confirmed (i) his or her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he or she had no past or present financial or other interest in the business of our Company or our subsidiaries or any connection with any core connected person of our Company under the Listing Rules as at 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 appointment.

JOINT COMPANY SECRETARIES

Ms. Wang Ping is an executive Director, Board secretary and a joint company secretary of our Company. For her biographical details, see "Directors and Senior Management — Directors — Executive Directors".

Mr. Wong Chun Yu (黃震宇) is a joint company secretary of our Company. He is responsible for company secretarial matters of our Group. Mr. Wong obtained a Bachelor of Business Administration (Law) degree and a Bachelor of Laws degree from The University of Hong Kong in 2017. Mr. Wong Chun Yu was admitted as a solicitor of the High Court of Hong Kong in June 2021.

BOARD COMMITTEES

Our Board delegates certain responsibilities to various committees. In accordance with the relevant PRC laws and regulations and the Corporate Governance Code, Appendix C1 to the Listing Rules (the "**Corporate Governance Code**"), our Company has established four Board committees, namely the Strategy Committee, the Audit Committee, the Remuneration and Appraisal Committee and the Nomination Committee.

Strategy Committee

We have established a Strategy Committee in order to monitor the strategy and business plans of our Company. Our Strategy Committee consists of three Directors, namely Mr. Zou, Mr. Li Changcheng and Mr. Meng Wei. Mr. Zou serves as the chairman of the Strategy Committee. The primary duties of our Strategy Committee include, but not limited to, reviewing our vision, mission and value propositions, researching and recommending to our Board our long-term development and major investment strategies and reviewing our market positioning, strategic implementation, adjustment plans and feasibility analysis reports for major project investments.

Audit Committee

We have established an Audit Committee with written terms of reference in compliance with, among others, Rule 3.21 of the Listing Rules and paragraph D.3 of part 2 of the Corporate Governance Code. Our Audit Committee consists of three Directors, namely Mr. Meng Wei, Mr. Li Changcheng and Mr. Liu Zhen, Mr. Meng Wei serves as the chairman of the Audit Committee, who is an independent non-executive Director with the appropriate accounting and related financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules. The primary duties of our Audit Committee include, but not limited to, (i) monitoring the work of external auditors; (ii) monitoring and evaluating internal audit work of our Company; (iii) reviewing and making recommendations to the financial reports of our Company; (iv) evaluating the effectiveness of internal control work; and (v) performing other duties and responsibilities as assigned by our Board.

Remuneration and Appraisal Committee

We have established a Remuneration and Appraisal Committee with written terms of reference in compliance with, among others, Rule 3.25 of the Listing Rules and paragraph E.1 of part 2 of the Corporate Governance Code. Our Remuneration and Appraisal Committee consists of three Directors, namely Mr. Li Changcheng, Mr. Meng Wei and Mr. Liu Zhen. Mr. Li Changcheng is the chairman of our Remuneration and Appraisal Committee. The primary duties of our Remuneration and Appraisal Committee include, but not limited to, (i) making recommendations to our Board on our remuneration proposals of our Directors and members of senior management; (ii) ensuring that no director or any of his/her contacts is involved in determining his/her own remuneration; (iii) reviewing and/or approving matters relating to [REDACTED] under Chapter 17 of the Hong Kong Listing Rules; and (iv) performing other duties and responsibilities as assigned by our Board.

Nomination Committee

We have established a Nomination Committee with written terms of reference in compliance with, among others, paragraph B.3 of part 2 of the Corporate Governance Code. Our Nomination Committee consists of three Directors, namely Mr. Liu Zhen, Ms. Wang Ping and Mr. Li Changcheng. Mr. Liu Zhen is the chairman of our Nomination Committee. The primary duties of our Nomination Committee include, but not limited to, (i) reviewing and making recommendations to the Board on the composition and number of our Board and senior management; (ii) identifying individuals suitably qualified to become a member of our Board and senior management and making recommendations to our Board on the selection of individuals nominated for directorships and senior management; (iii) making recommendations to the selection of other senior management appointed by our Board; and (iv) performing other duties and responsibilities as assigned by our Board.

BOARD DIVERSITY POLICY

In order to enhance the effectiveness of our Board and to maintain the high standard of corporate governance, we have adopted a board diversity policy (the "**Board Diversity Policy**") effective upon the [REDACTED], which sets out the objective and approach to achieve and maintain diversity of our Board. Pursuant to the Board Diversity Policy, we seek to achieve Board diversity through the consideration of a number of factors when selecting the candidates to our Board, including but not limited to gender, age, cultural background and educational background, professional experience, skills, regional and industry experience, ethnicity, knowledge and length of service. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to our Board.

Our Board currently consists of three female Directors and six male Directors with a balanced mix of knowledge and skills in addition to industry experience relevant to our Group's operations and business. They obtained degrees in various majors including industrial engineering, automation, computer science and technology and business administration. Upon [REDACTED], we have three independent non-executive Directors with different industry backgrounds, representing one-third of the members of our Board. Furthermore, our Board has a diverse age and gender representation. Taking into account our existing business model and specific needs as well as the different background of our Directors, the composition of our Board satisfies our Board Diversity Policy.

Our Nomination Committee is responsible for selecting individuals to be nominated as Directors based on the Board Diversity Policy. After [REDACTED], our Nomination Committee will monitor and evaluate the implementation of the Board Diversity Policy from time to time to ensure its continued effectiveness, and when necessary, make any revisions that may be required and recommend any such revisions to our Board for consideration and approval. The Nomination Committee will also include in annual reports the biographical details of each Director and a summary of the Board Diversity Policy, including any measurable objectives set for implementing the Board Diversity Policy and the progress on achieving these objectives.

COMPLIANCE ADVISER

We have appointed Lego Corporate Finance Limited as our compliance adviser (the "**Compliance Adviser**") upon the [REDACTED] pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Adviser will advise us when we consult the Compliance Adviser in the following circumstances:

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

(ii) where a transaction, which might be a notifiable or connected transaction under the Listing Rules, is contemplated by our Group, including share issues and share repurchases;

(iii) where our Group proposes to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where our Group's business activities, developments or results of operation deviate from any forecast, estimate or other information in this document; and

(iv) where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the Shares 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 Adviser 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 Adviser will also inform our Company of any new or amended laws and regulations in Hong Kong applicable to us, and advise us on all other applicable requirements under the Listing Rules, laws, rules, code and guidelines.

The terms of appointment of the Compliance Adviser shall commence on the [REDACTED] and end on the date on which our Group complies with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED] and such appointment may be subject to extension by mutual agreement.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Our Company aims to achieve high standards of corporate governance which are crucial to our development and safeguard the interests of our Shareholders. To accomplish this, we expect to comply with the Corporate Governance Code after the [REDACTED].

REMUNERATION POLICY

We offer our executive Directors and senior management members, who are also our Company's employees, compensation in the form of salaries, retirement benefit scheme contributions, discretionary bonus, housing provident fund, social insurance and other benefits in kind. Our independent non-executive Directors receive compensation with reference to their respective positions and duties, including being a member or the chairman of Board committees.

The aggregate amounts of emoluments paid or payable to our then-directors and supervisors (including salaries, allowances and benefits in kind, discretionary bonuses, retirement scheme contributions and share-based payments) was RMB5.7 million, RMB6.3 million and RMB17.6 million in 2023, 2024 and 2025, respectively.

The five individuals whose emoluments were the highest in the Group include two, two and one then-directors or supervisors for 2023, 2024 and 2025 respectively. The total remuneration for the remaining individuals who are not the then-director(s) or supervisor(s) among the five highest paid individuals (including salaries, other emoluments, discretionary bonuses, share-based payments and retirement scheme contributions) amounted to RMB3.8 million, RMB4.9 million and RMB18.3 million for 2023, 2024 and 2025 respectively. Further details on the remuneration of the five individuals whose remuneration were the highest in the Group during the Track Record Period are set out in the Accountants' Report.

During the Track Record Period, no remuneration was paid to, or receivable by, our Directors or the five highest paid individuals of our Group as an inducement to join or upon joining our Company or as a compensation for loss of office in the Track Record Period. Further, none of our Directors had waived any remuneration during the same period.

The remuneration of our Directors and senior management is determined with reference to factors including but not limited to the responsibility, risk and commitment of our Directors and senior management, the performance evaluation structure and results and the salaries paid by comparable companies.

Save as disclosed above and in "Financial Information," "Appendix I — Accountants' Report" and "Appendix V — Statutory and General Information", no other payments have been paid, or are payable, by our Company or any of our subsidiaries to our Directors or the five highest paid individuals during the Track Record Period.