BOARD OF DIRECTORS

Our Board consists of eight Directors, comprising three executive Directors, two non-executive Directors and three independent non-executive Directors. Our Directors serve a term of three years and are eligible for re-election upon expiry of their respective term of office. Our Board is responsible for, and has general powers for, the management and conduct of our business. The following table sets forth key information regarding our Directors:

Name	Age	Position(s)	Date of appointment as Director	Date of joining our Group	Role and responsibilities	Relationship with other Directors and senior management
Ms. Xin Yingmei (辛穎梅). . . .	[59]	Executive Director, chairlady of our Board and chief executive officer	December 18, 2012	December 18, 2012	Responsible for the overall strategic planning, business direction and management of our Group	None
Mr. Zhang Liusong (張柳松) . . .	[44]	Executive Director, deputy general manager and chief technology officer	December 28, 2020	February 10, 2020	Responsible for the overall management of our Group's product R&D and new technology pre-research	None
Mr. Ye Fei (葉飛).	[38]	Executive Director, Board secretary and joint company secretary	October 10, 2025	April 6, 2021	Responsible for the overall business operations, capital operations and investor relations of our Group	None
Mr. Shi Xin (史新).	[43]	Non-executive Director	September 22, 2021	September 22, 2021	Responsible for providing guidance on overall strategic planning, corporate governance and business direction of our Group	None
Mr. Lu Yin (陸垠).	[48]	Non-executive Director	January 29, 2021	January 29, 2021	Responsible for providing guidance on overall strategic planning, corporate governance and business direction of our Group	None
Mr. Shi Seng Peng (徐成平) . . .	[52]	Independent non-executive Director	May 18, 2026	Upon [REDACTED](1)	Responsible for providing independent advice on the operations and management of our Group	None
Ms. Dong Xiaolin (董曉林) . . .	[63]	Independent non-executive Director	October 10, 2025	Upon [REDACTED](1)	Responsible for providing independent advice on the operations and management of our Group	None

Name	Age	Position(s)	Date of appointment as Director	Date of joining our Group	Role and responsibilities	Relationship with other Directors and senior management
Mr. Chan Choo Tee (陳祖帝). . . .	[59]	Independent non-executive Director	October 10, 2025	Upon [REDACTED][(1)]	Responsible for providing independent advice on the operations and management of our Group	None

Note:

(1) The appointment of each of Mr. Shi Seng Peng, Ms. Dong Xiaolin and Mr. Chan Choo Tee as an independent non-executive Director will take effect from the [**REDACTED**].

Executive Directors

Ms. Xin Yingmei (辛穎梅), aged [59], is the executive Director, chairlady of our Board and chief executive officer of our Group. She was appointed as a Director on December 18, 2012, being responsible for the overall strategic planning, business direction and management of our Group. Since July 26, 2018, Ms. Xin has also been serving as the director Skytech Zumoo.

Ms. Xin is a co-founder of Nanjing Skytech, the then holding company of our Company, and serves as the chairlady of Nanjing Skytech. Ms. Xin has also been serving as the chairlady of the board, executive director and chief executive officer of Sinosoft Technology. For details of the historical changes in control of our Company, please refer to "History, Development and Corporate Structure" in this document. For details of the management independence of our Company notwithstanding Ms. Xin's concurrent positions as chairlady and/or non-executive director, please refer to "Relationship with Our Controlling Shareholders" in this document. In addition, Ms. Xin currently serves as a director and general manager of Skytech Investment (one of our Controlling Shareholders), director of Jiangsu Skytech Investment Management Co., Limited (江蘇擎天科技投資管理有限公司) (an investment shareholding platform), and as chairlady of the board of Jiangsu Skytech Industrial Internet Co., Limited (江蘇擎天工業互聯網有限公司), a company principally engaged in digital carbon management solutions.

Ms. Xin is a senior engineer. Ms. Xin has won several awards for her achievements including "National March 8th Red-Banner Holder Pacesetter" (全國三八紅旗手標兵), "National Key Personnel in the Promotion of the Software Industry" (推動中國軟件產業發展功勛人物), "National Outstanding Entrepreneur in the Software Industry" (中國軟件產業傑出企業家) and "Jiangsu Province Outstanding Entrepreneur in the Software Industry" (江蘇省優秀軟件企業家). Ms. Xin was accredited as a professorate senior engineer by Professional Senior Qualification Accreditation Committee of Jiangsu Province (江蘇省高級專業技術資格評審委員會) on November 25, 2010. Ms. Xin obtained her master's degree in business administration from Nanjing University (南京大學) in the PRC in September 2008.

Mr. Zhang Liusong (張柳松), aged [44], joined our Group in February 2020 and has served as deputy general manager and our chief technology officer since then. Mr. Zhang was appointed as our Director on December 28, 2020. Mr. Zhang is responsible for the overall management of our Group's product R&D and new technology pre-research.

From June 2007 to February 2020, Mr. Zhang served successive roles as an R&D officer, project manager and R&D manager of Nanjing Skytech, where he was responsible for the development of tax management and big data application systems.

Mr. Zhang obtained a master's degree in computer application technology from Nanjing Tech University (南京工業大學) in the PRC in June 2008.

Mr. Zhang possesses professional qualifications, having obtained the Oracle Database OCP Certification (the now retired Oracle Database 10g Administrator Certified Professional certification) in November 2008. He has been certified as an engineer by the Nanjing Professional Titles Working Leading Group (南京市職稱工作領導小組辦公室) since August 2011. In addition, Mr. Zhang obtained the senior certification of Information Systems Project Manager from the Jiangsu Department of Human Resources and Social Security (江蘇省人力資源和保障廳) in March 2016.

Mr. Ye Fei (葉飛), aged [38], is an executive Director, the Board secretary and our joint company secretary. He joined our Group as the Board secretary in April 2021 and was appointed as our joint company secretary and Director in October 10, 2025. Mr. Ye is primarily responsible for overall capital operations and investor relations of our Group. Mr. Ye currently also serves as a director of our subsidiaries, namely Guangzhou Skytech, Shandong Skytech and Skytech Zumoo, since October 2021, January 2025 and February 2025, respectively.

Mr. Ye has accumulated over 15 years' experience in strategic planning and capital operations. Prior to joining our Group, Mr. Ye worked at the marketing headquarters of Xuzhou Construction Machinery Group Co., Limited (徐州工程機械集團有限公司) from July 2011 to May 2014 ("**XCMG**", a company listed on the Shenzhen Stock Exchange with stock code 000425.SZ) where he last served as a market analysis manager, being responsible for market research and strategic management of XCMG products. From May 2014 to August 2017, Mr. Ye served successive roles of marketing analysis manager and subsequently as investment director of Nanjing Sample Technology Group Company Limited (南京三寶科技集團有限公司) (the controlling shareholder of Nanjing Sample Technology Co., Ltd., a company listed on the Stock Exchange with stock code 1708.HK), a technology supply chain company principally engaged in "Internet + Internet of Things" technologies, with a strong focus on "smart transportation" and "smart logistics", being responsible for innovative investment cooperation, post-investment management and ecological cooperation opportunities.

From August 2017 to May 2020, Mr. Ye served the roles of assistant to the president and director of investment and financing at Jiangsu Yide Group Co., Ltd. (江蘇一德集團有限公司) (formerly known as Jiangsu Yide Enterprise Investment Development Co., Ltd. (江蘇一德企業投資發展有限公司)), a company principally engaged in investment operations in industry-city integration, cultural tourism and technology industries, being responsible for strategic investments in emerging industries, investment cooperation, post-investment management and equity financing. From May 2020 to April 2021, he served the roles of assistant to the chairperson and director of investment and financing at Jiangsu Linghao Network Technology Co., Ltd. (江蘇零浩網絡科技有限公司), a company principally engaged in digital and new energy logistics operation services, being responsible for investment cooperation, equity financing, investor relations, IPO preparation and other corporate finance decisions.

Mr. Ye obtained his bachelor's double degree in business administration and English studies from China Petroleum University (中國石油大學) in the PRC in July 2011.

Non-executive Directors

Mr. Shi Xin (史新), aged [43], is a non-executive Director of our Company. Mr. Shi joined our Group on September 22, 2021 as a Director until he was re-designated as a non- executive Director on June 30, 2025. Mr. Shi is primarily responsible for providing guidance on overall strategic planning, corporate governance and business direction of our Group.

Prior to his current role in our Group, from July 2005 to August 2006, Mr. Shi was a software implementation engineer at Guangdong Yuanguang Software Company Limited (廣東遠光軟件股份有限公司) (now known as YGSOFT Inc. (遠光軟件股份有限公司), a company listed on the Shenzhen Stock Exchange with stock code 002063). From July 2008 to April 2012, Mr. Shi served as a business analyst at IBM (Shenzhen) Systems Integration Co., Ltd.* (國際商業機器系統集成(深圳)有限公司). From August 2012 to June 2016, Mr. Shi served as a post-doctorate researcher and an investment manager at Shenzhen Innovative Investments Group Co., Ltd. (深圳市創新投資集團有限公司), a company principally engaged in investments in innovative small and medium-sized enterprises.

In addition to his directorship in our Group, since June 2021, Mr. Shi has been serving as a director of Guangdong Meiya Tourism Technology Group Co., Ltd. (廣東美亞旅遊科技集團股份有限公司) (listed on NEEQ, stock code: 874242), a company principally engaged in providing tourism technology services. Since July 2016, Mr. Shi has been serving as the executive general manager of Shenzhen Guozhong Venture Capital Management Co., Ltd. (深圳國中創業投資管理有限公司), a company principally engaged in venture capital investment and management of development funds, being responsible for equity investments and management. Mr. Shi currently also serves as a director of the following non-listed companies: (i) Sichuan Yuanhai International Travel Agency Co., Ltd. (四川遠海國際旅行社股份有限公司) since October 2017, (ii) Beijing Jiangrongxin Technology Co., Ltd. (北京江融信科技有限公司) since August 2019, (iii) Guangdong Yongsheng Animation Co., Ltd. (廣東詠聲動漫股份有限公司) since July 2021, and (iv) Shanghai Kuangtong Technology Co., Ltd. (上海曠通科技有限公司) since May 2023.

Mr. Shi obtained a bachelor's degree in information management and information systems from the University of Electronic Science and Technology of China (電子科技大學) in the PRC in July 2005. He further obtained a master's degree in management from Sun Yat-sen University (中山大學) in the PRC in July 2008, and subsequently a doctorate degree in management from Wuhan University (武漢大學) in the PRC in July 2012.

Mr. Lu Yin (陸垠), aged [48], is a non-executive Director of our Company. Mr. Lu joined our Group on January 29, 2021 as a Director until he was re-designated as a non-executive Director on June 30, 2025. Mr. Lu is primarily responsible for providing guidance on overall strategic planning, corporate governance and business direction of our Group.

Mr. Lu Yin has accumulated over 25 years of extensive managerial experience through positions held at multiple large-scale corporations. Prior to his current role in our Company, from February 2001 to June 2010, Mr. Lu held managerial positions in China International Capital Corporation Limited (中國國際金融股份有限公司) ("**CICC**") (a company listed both on the Shanghai Stock Exchange (stock code: 601995) and the Stock Exchange (stock code: 3908) and principally engaged in investment banking, equities, fixed-income, commodities and currency, asset management, wealth management and private equity businesses), where he last served as an executive director. From September 2010 to September 2011, Mr. Lu served as a director of the Financial Institutions Department of Global Banking in Asia Pacific at Citigroup Global Markets Asia Limited, where he was responsible for investment banking related businesses. From March 2012 to May 2016, Mr. Lu was the managing director of Guoxin International Investment Co., Ltd. (國新國際投資股份有限公司) and China Guoxin Holdings Co., Ltd. (中國國新控股股份有限公司), respectively, where he was responsible for managing financial investments.

Since March 2017, Mr. Lu has been serving as the managing director of CICC Capital Management Co., Ltd. (中金資本運營有限公司) ("**CICC Capital Management**"), a wholly-owned subsidiary of CICC. Since November 2018, Mr. Lu has been serving as the designated representative of the executive partner of CICC Qihong (which is one of our Pre-[**REDACTED**] Investors holding 7.3040% equity interests in our Company as of the Latest Practicable Date), a limited partnership established in the PRC which focuses on private equity investment and whose general partner is CICC Capital Management.

Over the years, Mr. Lu has accumulated a wealth of experience in equity investments and investment management. In addition to his directorship in our Group, Mr. Lu also holds various positions in the following investment management companies:

Name of company	Principal business	Position	Shareholding interest held	Period of service
Nanjing Honglu Equity Investment Partnership (Limited Partnership) (南京泓祿股權投資合夥企業(有限合夥))	Equity investments	General partner	50%	April 2019 to present
Gongqing Xicheng Sanhao Investment Partnership (Limited Partnership) (共青城熙誠叁號投資合夥(有限合夥))	Investments	General partner	N/A	August 2021 to present
Jiazi Qianyuan (Beijing) Investment Management Co., Ltd. (甲子乾元(北京)投資管理有限公司)	Investment management	Executive director, manager	50%	September 2021 to present
Xinjiang Zhongjin Jiazi Equity Investment Management Co., Ltd. (新疆中金甲子股權投資管理有限公司)	Investment management	Executive director, general manager	N/A	October 2021 to present
CICC Jiazi (Beijing) Investment Funds Management Co., Ltd. (中金甲子(北京)私募投資基金管理有限公司)	Private equity investment funds	Chairman, manager	N/A	November 2021 to present
Xinjiang Zongjin Equity Investment Management Co., Ltd. (新疆宗金股權投資管理有限公司)	Investment management	Executive director, general manager	N/A	December 2021 to present
CICC Xicheng (Beijing) Investment Fund Management Co., Ltd. (中金熙誠 (北京)投資基 金管理有限公司)	Investment fund management	Director, manager	N/A	December 2021 to present

Mr. Lu obtained a fund practitioner qualification certificate issued by the Asset Management Association of China in (中國證券投資基金業協會) in December 2019. Mr. Lu obtained a bachelor's degree in economics (majoring in insurance) from Peking University (北京大學) in the PRC in July 1999. Mr. Lu further obtained a master's degree in business (majoring in banking and finance) from the University of Sydney in Australia in March 2001.

Independent Non-executive Directors

Mr. Shi Seng Peng (徐成平), aged [52], was appointed as our independent non-executive Director on May 18, 2026, with effect from the [**REDACTED**]. Mr. Shi is responsible for providing independent advice to our Board on the operations and management of our Group.

Mr. Shi has over 22 years of experience in auditing, accounting, and financial management. From January 2004 to January 2006, Mr. Shi served as a senior auditor at KPMG. From May 2006 to May 2007, he served as the group accountant at First Media Pte Ltd, a company primarily engaged in design and media. From May 2007 to June 2008, he served as the senior finance manager at AETOS Security Management Pte Ltd, a company primarily engaged in the provision of security services. From June 2008 to May 2009, he served as a financial controller at Sinofabric Limited, a company primarily engaged in textile manufacturing. From May 2009 to March 2023, he served as the group finance manager at United Texmac Pte Ltd, a company primarily involved in the industrial machinery business.

Mr. Shi obtained a bachelor's degree in accountancy from RMIT University in Australia in September 2001. He has been a member of CPA Australia and is a Chartered Accountant of Singapore (CA Singapore) since January 2006 and July 2013, respectively.

Ms. Dong Xiaolin (董曉林), aged [63], was appointed as our independent non-executive Director on October 10, 2025, with effect from the [**REDACTED**]. Ms. Dong is responsible for providing independent advice to our Board on the operations and management of our Group.

In addition to her directorship in our Group, Ms. Dong has been serving as an external supervisor of Huishang Bank Corporation Limited (徽商銀行股份有限公司) (a company listed on the Stock Exchange, stock code: 3698.HK) since November 2018. In July 1986, Ms. Dong began working at Nanjing Agricultural University (南京農業大學), and successively served as an assistant lecturer, a lecturer and an associate professor. She has been serving as a professor and doctoral supervisor at the university since December 2008. Currently, Ms. Dong also holds a role as a director of Key Research Base of Philosophy and Society Science in Jiangsu Province — Rural Financial Development Research Center of Jiangsu Province in Nanjing Agricultural University (江蘇省哲學社會科學重點研究基地—南京農業大學江蘇農村金融發展研究中心), a member of Expert Committee of Nanjing Finance Promotion Council (南京市金融發展促進會專家委員會), and an external supervisor of Wuxi Rural Commercial Bank Co., Ltd. (無錫農村商業銀行股份有限公司).

Ms. Dong was a member of the Finance Institute of Nanjing City (南京市金融學會理事) from March 2010 to December 2023 and had served as an independent director of the following companies: Jiangsu Gaochun Rural Commercial Bank Co., Ltd. (江蘇高淳農村商業銀行股份有限公司) from February 2012 to February 2018, Jiangsu Donghai Rural Commercial Bank Co., Ltd. (江蘇東海農村商業銀行股份有限公司) from October 2014 to October 2017, Jiangsu Lishui Rural Commercial Bank Co., Ltd. (江蘇溧水農村商業銀行股份有限公司) from August 2018 to August 2021, Anhui Langxi Rural Commercial Bank Co., Ltd. (安徽郎溪農村商業銀行股份有限公司) from June 2018 to May 2021, and Nanjing Securities Co., Ltd (南京證券股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 601990.SH) from November 2018 to November 2024.

Ms. Dong obtained a doctorate degree majoring in agricultural economics management from Nanjing Agricultural University (南京農業大學) in the PRC in June 2005.

Mr. Chan Choo Tee (陳祖帝), aged [59], was appointed as our independent non-executive Director on October 10, 2025, with effect from the [**REDACTED**]. Mr. Chan is responsible for providing independent advice to our Board on the operations and management of our Group.

Mr. Chan has approximately 30 years of experience in banking and financial management and has held senior management roles across several global institutions. From May 1997 to April 2007, Mr. Chan worked at Citigroup Private Bank (a division of multinational banking conglomerate Citigroup) and last held the positions of executive director and deputy head of the foreign exchange department. Mr. Chan was a managing director in Merrill Lynch (Asia Pacific) Limited from June 2007 to November 2013, taking the roles as head of foreign exchange, Asia Pacific ex-Japan, and head of wealth management product sales in Hong Kong. Mr. Chan worked as a managing director in Bank Julius Baer (Hong Kong) Limited (from November 2013 to May 2015), Standard Chartered

Bank Limited (from June 2015 to October 2016), and Nomura (Singapore) Limited (from October 2016 to January 2019) respectively, with the roles including head of foreign exchange and head of investment products and solutions within wealth management divisions.

With these positions he has held, Mr. Chan has received various management committee memberships, chairmanship of functional committees, and the bank's executive/responsible officer appointments with the Hong Kong Monetary Authority and the Securities and Futures Commission of Hong Kong. From February 2020 to March 2022, Mr. Chan was a partner at Omega Proprietary Trading Pte. Ltd. in Singapore, an active participant in the global equities and financial derivatives field. From April 2022 to May 2023, Mr. Chan served as a director and chief operations officer (market solutions) of Credit Suisse (Hong Kong) Limited. Mr. Chan has extensive experience in business set-up and management, platform & product development, team management and oversaw investment products related to suitability, governance, compliance and risk management.

Mr. Chan also served as an independent non-executive director of Sinosoft Technology from October 2021 to March 2024.

He obtained his bachelor's degree in business administration from the National University of Singapore in June 1991.

General

Save as disclosed in this section to this document, each of our Directors confirms that:

(a) he/she has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on September 26, 2025 and understands the requirements under the Listing Rules that are applicable to him/her as a director of a listed issuer under the Listing Rules and the possible consequences of making a false declaration or giving false information to the Stock Exchange;

(b) he/she did not hold and has not held any other positions in our Group and any other members of our Group as of the Latest Practicable Date;

(c) he/she did not and has not been a director of any other publicly listed company during the three years prior to the Latest Practicable Date and as of the Latest Practicable Date;

(d) he/she did not have any relationship with any other Directors, senior management, substantial shareholders and controlling shareholders of our Company as of the Latest Practicable Date;

(e) he/she did not have any interest in a business which competes or is likely to compete, either directly or indirectly, with our Company's business which would require disclosure under Rule 8.10 of the Listing Rules as of the Latest Practicable Date;

(f) he/she has not completed his/her respective education programs as disclosed in this section by way of attendance of long distance learning or online courses; and

(g) to his/her best knowledge, information and belief, having made all reasonable inquiries, there were no other matter with respect to his/her appointment that needs to be brought to the attention of our Company, the Stock Exchange and the Shareholders and there were no information relating to him/her that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

Each of our independent non-executive Directors confirms:

(a) his/her independence after taking into consideration each of the factors referred to under Rules 3.13(1) to 3.13(8) of the Listing Rules;

(b) he/she did not have any 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 as of the Latest Practicable Date; and

(c) there are no other factors which may affect his/her independence at the time of his/her appointment as our independent non-executive Director.

SENIOR MANAGEMENT

The following table sets forth the key information about our senior management:

Name	Age	Position(s)	Date of appointment as senior management	Date of joining our Group	Role and responsibilities	Relationship with Directors and other senior management
Ms. Xin Yingmei (辛穎梅)	[59]	Executive Director, chairlady of our Board and chief executive officer	December 18, 2012	December 18, 2012	Oversight of overall business operations and the formulation of strategies for our Group	None
Mr. Zhang Liusong (張柳松)	[44]	Executive Director, deputy general manager and chief technology officer	February 10, 2020	February 10, 2020	Overall management of our Group's product R&D and new technology pre-research	None
Mr. Ye Fei (葉飛)	[38]	Executive Director, the Board secretary and joint company secretary	October 10, 2025	April 6, 2021	Overall business operations, capital operations and investor relations of our Group	None
Mr. Qiu Bin (仇斌)	[39]	Deputy general manager and chief financial officer	April 11, 2022	April 11, 2022	Overall financial management and budgeting of our Group	None

Ms. Xin Yingmei (辛穎梅), aged [59], is an executive Director, the chairlady of our Board and chief executive officer of our Company. For the biography of Ms. Xin, please refer to "— Board of Directors — Executive Directors" in this section.

Mr. Zhang Liusong (張柳松), aged [44], is an executive Director, deputy general manager and chief technology officer of our Company. For the biography of Mr. Zhang, please refer to "— Board of Directors — Executive Directors" in this section.

Mr. Ye Fei (葉飛), aged [38], is an executive Director, the Board secretary and a joint company secretary of our Company. For the biography of Mr. Ye, please refer to "— Board of Directors — Executive Directors" in this section.

Mr. Qiu Bin (仇斌), aged [39], is the deputy general manager and chief financial officer of our Group. Mr. Qiu was appointed as our Director on November 26, 2024. Mr. Qiu subsequently resigned from his directorship on October 10, 2025 but maintained his other positions as senior management of our Group. Mr. Qiu is responsible for the overall financial management and budgeting of our Group. Since February 2025, Mr. Qiu has also been serving as a director in Skytech Zumoo.

Mr. Qiu has accumulated over 15 years of experience in financial management. Mr. Qiu worked in the finance department of PetroChina Sichuan Petrochemical Co., Ltd. (中國石油四川石化有限責任公司) (the parent company being a company listed on the Shanghai Stock Exchange (601857.SH) and the Stock Exchange (857.HK)) from July 2009 to February 2012, where he was responsible for financial processing and fund settlements. He served dual capacities as financial manager and internal control manager of China Resources Power Holdings Co., Ltd., Jiangsu Branch (華潤電力控股有限公司江蘇分公司) (a subsidiary of China Resources Power Holdings Company Limited (華潤電力控股有限公司), a company listed on the Stock Exchange (stock code: 836)) from March 2012 to May 2018 and responsible for financial management, internal audit and risk management. From May 2018 to December 2021, Mr. Qiu served as the vice president and chief financial officer of Suzhou Yingyan Youcheng Information Technology Co., Ltd. (蘇州盈衍友誠信息科技有限公司), a company principally engaged in the development of computer software and IT solutions.

Mr. Qiu obtained a bachelor's degree in economics from Guanghua School of Management of Peking University (北京大學光華管理學院) in the PRC in July 2009.

General

Save as disclosed in this section, each of our senior management members confirms that:

(a) he/she did not hold and has not held any other positions in our Group and any other members of our Group as of the Latest Practicable Date;

(b) he/she did not have any relationship with any Directors, other members of senior management, substantial shareholders or controlling shareholders of our Company as of the Latest Practicable Date;

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

(d) he/she has not completed his/her respective education programs as disclosed in this section by way of attendance of long distance learning or online courses.

JOINT COMPANY SECRETARIES

Our Company appointed Mr. Ye Fei (葉飛) and Mr. Ho Pok Man (何博文) ("**Mr. Ho**") as our joint company secretary of the Company (the "**Joint Company Secretary(ies)**") on October 10, 2025 and June 2, 2026, with the appointments taking effect on the [**REDACTED**]. For the biographical details of Mr. Ye Fei (葉飛), see "— Board of Directors" in this section for details.

Mr. Ho is currently a Senior Officer of the Listed Corporate Secretarial Department at SWCS Corporate Services Group (Hong Kong) Limited and is primarily responsible for company secretarial and compliance services for listed clients. He has approximately 10 years of experience in company secretarial and human resources professions.

Mr. Ho holds a Bachelor of Business Administration (Honours) from The Chinese University of Hong Kong and a Master of Science in Professional Accounting and Corporate Governance from City University of Hong Kong. He is an Associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

LEGAL PROCEEDINGS INVOLVING ONE OF OUR DIRECTORS

Ms. Xin, our executive Director, chairlady of our Board and chief executive officer, was also a director of Sinosoft Technology, a company listed on the Stock Exchange on July 9, 2013 under stock code 1297 which was delisted in March 2024. Ms. Xin is currently a party to an ongoing judicial supervision procedure in the PRC initiated by herself and other applicants to object to the Retrial Judgment (as defined below) related to Nanhua Skytech, seeking a legal determination on certain matters that occurred over 20 years ago during 2000-2005.

Nanhua Skytech was established in 2000, with Janful Limited ("**Janful**"), an Independent Third Party, holding its 66.7% equity interest and Nanjing Skytech, a company controlled by Ms. Xin, holding the remaining 33.3%. Due to disagreements arising from the cooperation between the parties, multiple lawsuits were initiated among Janful, Nanjing Skytech and Nanhua Skytech since 2004. In 2005, Nanhua Skytech was ordered by an arbitral tribunal to be dissolved. In 2012, Janful (through Nanhua Skytech) commenced litigation against Nanjing Skytech and Nanhua Skytech's then-directors, including Ms. Xin, alleging breaches of non-compete obligations.

In 2015, the Nanjing Intermediate People's Court rendered its judgment and partially supported Nanhua Skytech's claims, with the view that Ms. Xin breached her non-compete obligations during the period from March 2000 to April 2005, and ordered the defendants to pay joint and several damages and costs totaling approximately RMB27.91 million. This was upheld by the Jiangsu High People's Court in 2016 (the "**Jiangsu High Court 2016 Judgment**"). In 2019, the Supreme People's Court reviewed the case and stated in its ruling No. (2016) Zui Gao Fa Min Shen 2295 that "*the original judgment failed to examine essential facts, such as which specific businesses were conducted by Xin Yingmei... and Nanjing Skytech, whether there was a competitive relationship between the various businesses, and whether there was a substantive violation of the cooperation contracts and articles of association involved in the case*". The Supreme People's Court ordered a retrial and suspended the enforcement of the Jiangsu High Court 2016 Judgment. However, the subsequent retrial judgment issued by the Jiangsu High People's Court in October 2024 affirmed the Jiangsu High Court 2016 Judgment (the "**Retrial Judgement**"), leading to the current Supervision Procedure (as defined below). In November 2024, Ms. Xin, Nanjing Skytech, and other two former directors of Nanhua Skytech (collectively, the "**Applicants**") initiated a judicial supervision procedure (the "**Supervision Procedure**") with the Jiangsu Provincial People's Procuratorate. The Applicants are challenging the Retrial Judgment. The Applicants contend that the Retrial Judgment contains material errors in fact-finding and legal application, particularly as it failed to follow the prior guidance issued by the Supreme People's Court. On December 3, 2024, following a substantive review in accordance with applicable laws and regulations, the Jiangsu Provincial People's Procuratorate formally accepted the application for supervision of civil cases.

As of the Latest Practicable Date, the procedure remains ongoing, and the Applicants are seeking a protest from the Procuratorate to trigger a further retrial of the Retrial Judgment. As our Company was established in 2012 after the dissolution of Nanhua Skytech in 2005, which has been legally dissolved for over 20 years, the outcome of the Retrial Judgement has no impact on our Group's business operations and financial position. The above arbitration and litigation proceedings had been disclosed, in accordance with the progress of the cases at the relevant times, in the document of Sinosoft Technology and in the announcements published during the period when Sinosoft Technology was listed on the Stock Exchange.

COMPLIANCE ADVISER

We have appointed Rainbow Capital (HK) Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance adviser will advise us on the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues, sales or transfers of treasury shares and share repurchases;
- 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, developments or results deviate from any forecast, estimate or other information in this document; and
- where the Stock Exchange makes an inquiry of us under Rule 13.10 of the Listing Rules.

Pursuant to Rule 3A.24 of the Listing Rules, Rainbow Capital (HK) Limited will, in a timely manner, inform us of any amendment or supplement to the Listing Rules and new or amended laws and regulations in Hong Kong applicable to us.

The terms of the appointment shall commence on the [**REDACTED**] and end on the date which we distribute our annual report of our financial results for the first full financial year commencing after the [**REDACTED**] and such appointment shall be subject to extension by mutual agreement.

BOARD COMMITTEES

We have established the following committees on our Board in accordance with the relevant PRC laws and regulations and the Corporate Governance Code as set out in the Appendix C1 to the Listing Rules (the "**Corporate Governance Code**"): an audit committee, a remuneration committee and a nomination committee. The committees operate in accordance with the terms of reference established by our Board.

Audit Committee

We have established an audit committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The Audit Committee consists of Mr. Shi Seng Peng, Mr. Chan Choo Tee and Ms. Dong Xiaolin, with Mr. Shi Seng Peng being the chairperson of the committee. Mr. Shi Seng Peng holds the appropriate professional qualifications/the appropriate accounting or related financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules.

The primary duties of the Audit Committee are to assist our Board in providing an independent view of the effectiveness of our financial reporting process, internal control and risk management systems, overseeing the audit process, and performing other duties and responsibilities as assigned by our Board, which includes amongst other things:

- proposing to our Board the appointment and replacement of external auditors and monitoring the independence of external auditors and evaluating their performance;
- examining the financial reporting system, the risk management and internal control system of our Company, overseeing their rationality, efficiency and implementation and making recommendations to our Board;
- liaising between our internal audit department and external auditors;

- reviewing our financial information and related disclosures; and
- other duties conferred by our Board.

Remuneration Committee

We have established a remuneration committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The Remuneration Committee consists of Mr. Chan Choo Tee, Ms. Dong Xiaolin and Mr. Ye Fei, with Mr. Chan Choo Tee being the chairperson of the committee.

The primary duties of the Remuneration Committee are to develop remuneration policies of our Directors, evaluate the performance, make recommendations on the remuneration packages of our Directors and senior management and evaluate and make recommendations on employee benefits, which include amongst other things:

- making recommendations to our Board on the policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- reviewing and approving the management's remuneration proposals with reference to our Board's corporate goals and objectives;
- making recommendations to our Board on the remuneration packages of individual executive Directors and senior management;
- making recommendations to our Board on the remuneration of non-executive Directors;
- considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in our Group;
- reviewing and approving compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- ensuring that no Director or any of their associates is involved in deciding that Director's own remuneration;
- reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules; and
- other duties conferred by our Board.

Nomination Committee

We have established a nomination committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and the Corporate Governance Code. The Nomination Committee consists of Ms. Xin Yingmei, Ms. Dong Xiaolin and Mr. Chan Choo Tee, with Ms. Xin Yingmei being the chairperson of the committee.

The primary duties of the Nomination Committee are to make recommendations to our Board in relation to the appointment and removal of Directors which includes, amongst other things:

- reviewing the structure, size and composition (including the skills, knowledge and experience) of our Board at least annually and making recommendations to our Board regarding any proposed changes to complement our corporate strategy;

- identifying individuals suitably qualified to become our Board members and select or make recommendations to our Board on the selection of individuals nominated for directorships;

- assessing the independence of independent non-executive Directors;

- making recommendations to our Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive; and

- other duties conferred by our Board.

CORPORATE GOVERNANCE

Our Company is committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders.

Our Directors recognize the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of our Group to achieve effective accountability. Our Company intends to comply with all applicable code provisions in the Corporate Governance Code after the [**REDACTED**] save for the below.

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

BOARD DIVERSITY

We seek to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. We have adopted a board diversity policy (the "**Board Diversity Policy**") to enhance the effectiveness of our Board and to maintain a high standard of corporate governance. Pursuant to the Board Diversity Policy, in reviewing and assessing suitable candidates to serve as a Director, the Nomination Committee will consider a range of diversity perspectives with reference to our Company's business model and specific needs, including but not limited to gender, age, language, cultural and educational background, professional qualifications, skills, knowledge, industry, regional experience and length of service. Furthermore, our Nomination Committee is responsible for reviewing the diversity of our Board, reviewing the Board Diversity Policy from time to time, developing and reviewing measurable objectives for implementing the Board Diversity Policy, and monitoring the progress on achieving these measurable objectives in order to ensure that the Board Diversity Policy remains effective.

Our Directors have a balanced mixed of knowledge and skills, including but not limited to information systems, banking and finance and investment management. They obtained degrees in various majors including economics, business administration, computer sciences and agricultural economy management. Furthermore, our Board has a relatively wide range of ages, ranging from [38] years old to [63] years old, and consists of six male members and two female members. Our Company has reviewed the membership, structure and composition of our Board, and is of the opinion that the structure of our Board is reasonable, and the experience and skills of the Directors in various aspects and fields can enable our Company to maintain a high standard of operation.

Our Company will (i) disclose the biographical details of each Director and (ii) report on the implementation of the Board Diversity Policy (including whether we have achieved board diversity) in its annual corporate governance report. In particular, our Company will take opportunities to increase the proportion of female members of our Board when selecting and recommending suitable candidates for Board appointments to help enhance gender diversity in accordance with stakeholder expectations and recommended best practices. Our Company also intends to promote gender diversity when recruiting staff at the mid to senior level so that our Company will have a pipeline of female senior management and potential successors to our Board. We believe that such merit-based selection process with reference to our Board Diversity Policy and the nature of our business will be in the best interests of our Group and our Shareholders as a whole.

COMPENSATION OF DIRECTORS AND MANAGEMENT

We offer our executive Directors and senior management members, who are also employees of our Group, emolument in the form of salaries and other benefits, retirement benefit scheme contributions and discretionary bonus. Our Directors' remuneration is determined with reference to the relevant Director's experience and qualifications, level of responsibility, performance and the time devoted to our business, and the prevailing market conditions. Our independent non-executive Directors receive emolument based on their responsibilities (including being members or the chairperson of Board committees).

The aggregate amounts of remuneration (including salaries and other benefits, retirement benefit scheme contributions and performance-related bonus) which were paid or payable to our Directors for the three financial years ended December 31, 2023, 2024 and 2025 were RMB2.1 million, RMB2.9 million and RMB2.5 million, respectively.

It is estimated that the aggregate amount of remuneration (including salaries and other benefits, retirement benefit scheme contributions and performance-related bonus) payable to our Directors for the financial year ending December 31, 2026 would be approximately RMB2.0 million under arrangements in force as of the date of this document.

For the three financial years ended December 31, 2023, 2024 and 2025, there were two, three and three Directors among the five highest paid individuals, respectively. The aggregate amounts of remuneration (including salaries and other benefits, retirement benefit scheme contributions and performance-related bonuses) which were paid or payable by our Group to our five highest paid individuals (excluding Directors) for the three financial years ended December 31, 2023, 2024 and 2025 were RMB1.7 million, RMB1.3 million and RMB1.2 million, respectively.

During the Track Record Period, (i) no remuneration was paid to our Directors or the five highest paid individuals as an inducement to join, or upon joining our Group, (ii) no compensation was paid to, or receivable by, our Directors, past Directors or the five highest paid individuals for the loss of office as a director of any member of our Group or any other office in connection with the management of the affairs of any member of our Group, and (iii) none of our Directors waived or agreed to waive any emoluments.

Except as disclosed above, no other payment has been paid, or is payable, by our Group to our Directors or the five highest paid individuals of our Group during the Track Record Period.

For additional information on Directors' remuneration during the Track Record Period as well as information on the five highest paid individuals, see Note 13 to the Accountants' Report.