## OVERVIEW

The Board consists of nine Directors, comprising five executive Directors and four independent non-executive Directors. The Directors are appointed for a term of three years and are eligible for re-election upon expiry of their term of office.

## DIRECTORS

The following table sets forth the information about the Directors:

| Name | Age | Position | Time of joining the Group | Date of appointment as a Director | Roles and responsibilities |
|---|---|---|---|---|---|
| Ms. Gao Xiuhuan (高秀環) . . . . . . | 61 | Executive Director and chairperson of the Board | April 1994 | May 9, 2013 | Overall development strategy, talent incentive, corporate culture and risk management of the Group |
| Mr. Liu Zhichao (劉志超) . . . . . . | 51 | Executive Director and president | August 2002 | May 6, 2022 | Overall business operation and management of the Group |
| Mr. Zhu Zhaohui (祝朝暉) . . . . . . | 58 | Executive Director | April 2002 | May 6, 2016 | Development strategy and industry research of the Group |
| Mr. Zhao Zhiyong (趙志勇) . . . . . . | 54 | Executive Director | October 2007 | May 8, 2025 | Legal affairs, compliance and internal control of the Group |
| Mr. Xi Shuyang (郗沭陽) . . . . . . | 55 | Executive Director | April 2000 | May 8, 2025 | Production safety and infrastructure management of the Group |
| Mr. Sun Weiguo (孫衛國) . . . . . . | 58 | Independent non-executive Director | May 2013 | May 6, 2022 | Supervising and providing independent opinion and judgment to the Board |
| Mr. Li Chengrong (李成榕) . . . . . . | 69 | Independent non-executive Director | May 2025 | May 8, 2025 | Supervising and providing independent opinion and judgment to the Board |
| Mr. Xie Huisheng (謝會生) . . . . . . | 47 | Independent non-executive Director | May 2025 | May 8, 2025 | Supervising and providing independent opinion and judgment to the Board |
| Mr. Wu Haifeng (吳海峰) . . . . . . | 41 | Independent non-executive Director | June 2026 | June 8, 2026 | Supervising and providing independent opinion and judgment to the Board |

None of the Directors and senior management of the Company is related to other Directors or senior management of the Company. Save as disclosed in this section, (i) none of the Directors held any directorships in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years immediately preceding the date of this document; (ii) to the best knowledge, information and belief of the Directors having made all reasonable inquiries, there were no other matters with respect to the appointment of the Directors that need to be brought to the attention of the Shareholders and there was no information relating to the Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Executive Directors**

**Ms. Gao Xiuhuan (高秀環)**, aged 61, is an executive Director and the chairperson of the Board. Ms. Gao joined the Group in April 1994, successively serving as the assistant to the general manager, Board secretary, manager of the quality management department, head of the quality and information center, management representative of the quality system, director of information and human resources, and vice president until April 2016. She was appointed as a Director in May 2013, and has been the chairperson of the Board since March 2018. Ms. Gao was redesignated as an executive Director on June 8, 2026 with effect from the [**REDACTED**]. She is primarily responsible for the overall development strategy, talent incentive, corporate culture and risk management of the Group.

Prior to joining the Group, Ms. Gao served as a teacher at North China Electric Power University (華北電力大學) from July 1987 to September 1991. Ms. Gao has been a director, the chairperson of the board of directors and general manager of Sifang Electric since April 2016.

Ms. Gao obtained a bachelor's degree, a master's degree and a doctoral diploma in power system and its automation from North China Electric Power University (華北電力大學) in the PRC in July 1985, July 1987 and July 1994, respectively. She also completed a special international MBA (SIMBA) program jointly organized by the Guanghua School of Management of Peking University (北京大學光華管理學院) in the PRC and Duke University in the United States in October 2004. Ms. Gao was qualified as a senior engineer in December 1998. Ms. Gao is a delegate to the Beijing Women's Congress (北京市婦女代表大會) and the vice president of the Beijing Federation of Industry and Commerce (北京市工商業聯合會).

**Mr. Liu Zhichao (劉志超)**, aged 51, is an executive Director and the president. Mr. Liu joined the Group in August 2002, successively serving as the department manager of the research and development center, deputy general manager of new energy business, deputy general manager of power grid business, head of the research and development center, head of the solutions and product center, deputy dean of the research institute, and the assistant to the president until February 2019. Mr. Liu has been the president since February 2019. He was appointed as a Director in May 2022 and was redesignated as an executive Director on June 8, 2026 with effect from the [**REDACTED**]. He is primarily responsible for the overall business operation and management of the Group.

Outside the Group, Mr. Liu has been a director of Sifang Electric since April 2020.

Mr. Liu obtained a bachelor's degree in power system and its automation from Hubei Institute of Technology (湖北工學院, now known as Hubei University of Technology (湖北工業大學)) in the PRC in June 1997, and a master's degree in power system and its automation from Wuhan University of Hydraulic and Electrical Engineering (武漢水利電力大學) in the PRC in June 2000. Mr. Liu was qualified as a professor-level senior engineer in April 2017. Mr. Liu also serves as the president of the Relay Protection and Automation Equipment Branch of the China Electrical Equipment Industry Association (中國電器工業協會繼電保護及自動化設備分會) and a member of the Advisory Working Committee of the 12th Council of the Chinese Society for Electrical Engineering (中國電機工程學會第十二屆理事會諮詢工作委員會).

**Mr. Zhu Zhaohui (祝朝暉)**, aged 58, is an executive Director. Mr. Zhu joined the Group in April 2002, successively serving as the research and development director, vice president and executive vice president. During his tenure as the vice president, he also successively served as the investment director, head of the production center and head of the procurement center. Mr. Zhu was appointed as a Director in May 2016 and was redesignated as an executive Director on June 8, 2026 with effect from the [**REDACTED**]. He is primarily responsible for the development strategy and industry research of the Group.

Prior to joining the Group, Mr. Zhu worked at Guodian Nanjing Automation Co., Ltd. (國電南京自動化股份有限公司, a company listed on the Shanghai Stock Exchange with stock code 600268) and its predecessor, Nanjing Electric Automation Equipment General Factory (南京電力自動化設備總廠) from August 1990 to March 2002. Mr. Zhu has been a director of Sifang Electric since November 2015.

Mr. Zhu obtained a bachelor's degree in power system and its automation from Shanghai Jiao Tong University (上海交通大學) in the PRC in July 1990. Mr. Zhu was qualified as an engineer in September 1996.

**Mr. Zhao Zhiyong (趙志勇)**, aged 54, is an executive Director. Mr. Zhao joined the Group in October 2007, successively serving as the deputy general manager and general manager of the power plant business unit, head of the procurement center, assistant to the president, human resources director, and vice president until May 2025. Mr. Zhao was appointed as a Director in May 2025 and was redesignated as an executive Director on June 8, 2026 with effect from the [**REDACTED**]. He is primarily responsible for the legal affairs, compliance and internal control of the Group.

Prior to joining the Group, Mr. Zhao served as the general manager of Beijing Jisi Electric Co., Ltd. (北京吉思電氣有限公司) from February 2001 to September 2007, an engineer of Beijing Tsinghua Nanzi Control Technology Co., Ltd. (北京清華南自控製技術有限公司) from January 2000 to September 2000 and an engineer of Beijing Longyuan Electric Engineering Technology Co., Ltd. (北京龍源電力工程技術有限公司) from July 1997 to December 1999. Mr. Zhao has been a director of Sifang Electric since February 2025.

Mr. Zhao obtained a bachelor's degree in electrical engineering and its automation and a master's degree in power system and its automation from Tsinghua University (清華大學) in the PRC in July 1995 and June 1997, respectively. Mr. Zhao was qualified as a senior engineer in October 2023.

**Mr. Xi Shuyang (郗沭陽)**, aged 55, is an executive Director. Mr. Xi joined the Group in April 2000, successively serving as a legal counsel, the deputy head and head of the listing office, Board secretary, head of the administration center, and vice president until May 2025. Mr. Xi was appointed as an employee representative Director in May 2025 and was redesignated as an executive Director on June 8, 2026 with effect from the [**REDACTED**]. He is primarily responsible for the production safety and infrastructure management of the Group.

Prior to joining the Group, Mr. Xi successively worked at Oriental Century Securities Investment Consulting Co., Ltd. (東方世紀證券投資顧問有限公司) and Huada Investment Co., Ltd. (華達投資有限責任公司) from 1998 to 2000. Previously, he served as the deputy office director and director of the legal affairs division of BOE Technology Group Co., Ltd. (京東方科技集團股份有限公司, a company listed on the Shenzhen Stock Exchange with stock code 000725) from July 1993 to July 1998. Mr. Xi served as a director of Sifang Electric from March 2021 to February 2022 and has been its supervisor since February 2022.

Mr. Xi obtained a bachelor's degree in economic law from Nanjing University (南京大學) in the PRC in July 1993.

**Independent Non-Executive Directors**

**Mr. Sun Weiguo (孫衛國)**, aged 58, is an independent Director. Mr. Sun served as an independent Director from May 2013 to May 2019 and was reappointed as an independent Director in May 2022. He was redesignated as an independent non-executive Director on June 8, 2026 with effect from the [**REDACTED**]. He is responsible for supervising and providing independent opinion and judgment to the Board.

Mr. Sun has been a partner of Zhongshen Zhonghuan Certified Public Accountants (Special General Partnership) (中審眾環會計師事務所(特殊普通合夥)) since January 2022. Prior to that, he served as a partner of Beijing Crowe Certified Public Accountants (Special General Partnership) (北京國富會計師事務所(特殊普通合夥)) from November 2020 to December 2021 and a partner of Ruihua Certified Public Accountants (Special General Partnership) (瑞華會計師事務所(特殊普通合夥)) from September 2011 to October 2020. Previously, Mr. Sun worked at Beijing Zhongheyi Asset Appraisal Co., Ltd. (北京中和誼資產評估有限公司) from January 2010 to August 2011, Beijing Zhongpingjian Certified Public Accountants Co., Ltd. (北京中平建會計師事務所有限公司, now known as Beijing Zhongpingjian Huahao Certified Public Accountants Co., Ltd. (北京中平建華浩會計師事務所有限公司)) from May 2005 to November 2005 and Wulian United Certified Public Accountants Co., Ltd. Ningxia Branch (五聯聯合會計師事務所有限公司寧夏分所) from January 1996 to April 2005.

Mr. Sun obtained a bachelor's degree in accounting from Shanghai University of Finance and Economics (上海財經大學) in the PRC in July 1990. He has been a member of the Chinese Institute of Certified Public Accountants since August 2011.

**Mr. Li Chengrong (李成榕)**, aged 69, has been an independent Director since May 2025 and was redesignated as an independent non-executive Director on June 8, 2026 with effect from the [**REDACTED**]. He is responsible for supervising and providing independent opinion and judgment to the Board.

Mr. Li taught at North China Electric Power University (華北電力大學) from September 1984 to March 2022, successively serving as a lecturer, associate professor, division chief, professor, and the vice president of the university.

Mr. Li obtained a bachelor's degree in theoretical electrical engineering and a master's degree in power system and its automation from North China Electric Power Institute (華北電力學院, now known as North China Electric Power University (華北電力大學)) in the PRC in January 1982 and September 1984, respectively, and a doctoral degree in high voltage engineering from Tsinghua University (清華大學) in the PRC in August 1989. Mr. Li is a national-level candidate of the inaugural New Century Hundred-Thousand-Ten Thousand Talents Engineering Project (首批新世紀百千萬人才工程國家級人選) and an expert entitled to special government allowances granted by the State Council.

**Mr. Xie Huisheng (謝會生)**, aged 47, has been an independent Director since May 2025 and was redesignated as an independent non-executive Director on June 8, 2026 with effect from the [**REDACTED**]. He is responsible for supervising and providing independent opinion and judgment to the Board.

Mr. Xie has been the director and partner of Beijing Celue Law Firm (北京策略律師事務所) since November 2010. Mr. Xie has also been an independent director of Grand Industrial Holdings Co., Ltd. (遠大產業控股股份有限公司, a company listed on the Shenzhen Stock Exchange with stock code 000626) since June 2021 and DaoYouDao Technology Group Co., Ltd. (道有道科技集團股份公司, a company quoted on the National Equities Exchange and Quotations with stock code 832896) since December 2022. He served as an independent director of State Power Rixin Technology Co., Ltd. (國能日新科技股份有限公司, a company listed on the Shenzhen Stock Exchange with stock code 301162) from March 2020 to December 2025.

Mr. Xie obtained a bachelor's degree in laws from Anhui University (安徽大學) in the PRC in June 2003 and a master's degree in laws from Peking University (北京大學) in the PRC in January 2010. He also obtained a master's degree in business administration from Tsinghua University (清華大學) in the PRC in July 2019. Mr. Xie obtained the PRC legal professional qualification in March 2000. Mr. Xie was recognized as Beijing Outstanding Lawyer (北京市優秀律師) from 2012 to 2014.

**Mr. Wu Haifeng (吳海峰)**, aged 41, has been an independent Director since June 8, 2026. He was redesignated as an independent non-executive Director on the same date with effect from the [**REDACTED**]. He is responsible for supervising and providing independent opinion and judgment to the Board.

Mr. Wu served as a lecturer of the University of New South Wales Business School from 2017 to 2018, and has been working at The Chinese University of Hong Kong, Shenzhen (香港中文大學(深圳)) since then, with his current positions as a researcher of its Shenzhen Finance Institute (深圳高等金融研究院), and the director of Sustainable Finance Research Center (可持續金融研究中心) and the director of Golden Bull Asset Management Research Center (金牛資產管理研究中心) of its Shenzhen Institute of Data Economy (深圳數據經濟研究院).

Mr. Wu obtained a doctor of philosophy from the University of New South Wales in Australia in December 2013.

## SENIOR MANAGEMENT

The Company's senior management team is responsible for the day-to-day management and operation of its business. The following table provides information about members of the senior management of the Company:

| Name | Age | Position | Time of joining the Group | Time of appointment as a member of senior management | Roles and responsibilities |
|---|---|---|---|---|---|
| Mr. Liu Zhichao (劉志超) . . . . . . | 51 | Executive Director and president | August 2002 | February 18, 2019 | Overall business operation and management of the Group |
| Ms. Qin Hongxia (秦紅霞) . . . . . . | 55 | Vice president | July 1996 | January 7, 2016 | Research and development, operation and delivery management of the Group |
| Mr. Yang Jun (楊軍) . . . . . . . . . . | 53 | Vice president | September 1999 | January 6, 2020 | Power sales management in the southern region and smart grid business of the Group |
| Mr. Fu Rao (付饒) . . . . . . . . . . | 48 | Vice president and chief financial officer | January 2019 | January 4, 2019 | Financial and information management of the Group |
| Mr. Qian Jinwen (錢進文) . . . . . . | 42 | Vice president, Board secretary and joint company secretary | May 2018 | May 6, 2022 | Strategic planning, public relations, securities affairs and investment management of the Group |

| Name | Age | Position | Time of joining the Group | Time of appointment as a member of senior management | Roles and responsibilities |
|---|---|---|---|---|---|
| Mr. Liu Shu (劉樹) . . . . . . . . . . | 45 | Vice president | September 2009 | May 8, 2025 | Energy storage and power electronics business and international business of the Group |
| Mr. Gao Feng (高峰) . . . . . . . . . . | 49 | Vice president | April 2000 | May 8, 2025 | Power generation and utilization business, marketing and design of the Group |
| Mr. Xu Gang (徐剛) . . . . . . . . . . | 50 | Vice president | February 2000 | May 8, 2025 | Product planning and lifecycle management, engineering service and quality management of the Group |

**Mr. Liu Zhichao (劉志超)** is an executive Director and the president. For details of his biography, see "— Directors — Executive Directors" above.

**Ms. Qin Hongxia (秦紅霞)**, aged 55, is a vice president. She is primarily responsible for the research and development, operation and delivery management of the Group.

Ms. Qin joined the Group in July 1996, successively serving as the manager of the equipment research and development department, deputy head of the stability control business division, head of the direct current transmission business division, head of the research and development center, dean of the research institute, and head of the quality and technology management center until December 2014. She has been the chief engineer since January 2015 and a vice president since January 2016. Ms. Qin also serves as the director of the technical committee and the director of the research and development management committee.

Ms. Qin served as a director of Sifang Electric from November 2015 to February 2019, and has been a supervisor and the chairperson of the board of supervisors of Sifang Electric since March 2019.

Ms. Qin obtained a bachelor's degree and a master's degree in power system and its automation from Xi'an Jiaotong University (西安交通大學) in the PRC in July 1993 and June 1996, respectively. Ms. Qin was qualified as a professor-level senior engineer in April 2017.

**Mr. Yang Jun (楊軍)**, aged 53, is a vice president. He is primarily responsible for the power sales management in the southern region and smart grid business of the Group.

Mr. Yang joined the Group in September 1999, successively serving as the general manager of the engineering technology center, general manager of the sales center, and assistant to the president until January 2020. He has been a vice president since January 2020.

Prior to joining the Group, Mr. Yang worked at Lide Company of North China Electric Power University (Beijing) (華北電力大學(北京)立德公司).

Mr. Yang obtained a bachelor's degree in relay protection and automatic telecontrol technology from North China Electric Power University (華北電力大學) in the PRC in July 1996. Mr. Yang was qualified as a senior engineer in September 2020.

**Mr. Fu Rao (付饒)**, aged 48, is a vice president and the chief financial officer. Mr. Fu joined the Group in January 2019 as the chief financial officer, and was appointed as a vice president in May 2026. He is primarily responsible for the financial and information management of the Group.

Prior to joining the Group, Mr. Fu served as the finance director of ABB Beijing Drive Systems Co., Ltd. (北京ABB電氣傳動系統有限公司) from July 2008 to December 2018. Prior to that, he served as a business plan analyst of China HP Co., Ltd. (中國惠普有限公司) and a management accountant of Michelin Shenyang Tire Company Ltd. (米其林瀋陽輪胎有限公司).

Mr. Fu obtained a bachelor's degree in financial management from Shenyang University (瀋陽大學) in the PRC in July 2000 and a master's degree in business administration from the University of Aberdeen in the United Kingdom in November 2003. Mr. Fu has been a fellow of the Association of Chartered Certified Accountants since February 2006.

**Mr. Qian Jinwen (錢進文)**, aged 42, is a vice president, the Board secretary and a joint company secretary. He is primarily responsible for the strategic planning, public relations, securities affairs and investment management of the Group.

Mr. Qian joined the Group in May 2018, successively serving as the head of the strategic development department, and manager of the securities department until April 2024. He has been the Board secretary since May 2022, the head of the Board office since February 2025 and a vice president since May 2025.

Prior to joining the Group, Mr. Qian served as the investment director of Sifang Electric from July 2017 to April 2018. Prior to that, he served as the investment director of Chinese Academy of Science Hatch Innovation Investment Co., Ltd. (國科科技創新投資有限責任公司) from October 2016 to June 2017. From October 2015 to September 2016, Mr. Qian worked at Beijing Synergetic Innovation Fund Partnership (Limited Partnership) (北京協同創新投資基金合夥企業(有限合夥)). Previously, Mr. Qian worked at Xinjiang Goldwind Science & Technology Co., Ltd. (新疆金風科技股份有限公司, now known as Goldwind Science & Technology Co., Ltd. (金風科技股份有限公司), a company listed on the Shenzhen Stock Exchange with stock code 002202 and the Stock Exchange with stock code 2208) from July 2010 to March 2014 and Beijing NAURA Microelectronics Base Equipment and Process Research Center Co., Ltd. (北京北方微電子基地設備工藝研究中心有限責任公司, now known as Beijing NAURA Microelectronics Equipment Co., Ltd. (北京北方華創微電子裝備有限公司)) from August 2006 to April 2010.

Mr. Qian obtained a bachelor's degree in inorganic non-metallic materials engineering and a master's degree in materials science from Tianjin University (天津大學) in the PRC in June 2004 and June 2006, respectively.

**Mr. Liu Shu (劉樹)**, aged 45, is a vice president. He is primarily responsible for the energy storage and power electronics business and international business of the Group.

Mr. Liu joined the Group in September 2009, successively serving as the manager of the main circuit and structural design department, head of the direct current transmission and power electronics business division, general manager of the direct current transmission and power electronics business unit, and assistant to the president until May 2025. He has been a vice president since May 2025.

Prior to joining the Group, Mr. Liu served as the manager of the research and development department of Beijing Huadian Qingneng Power Electronics Co., Ltd. (北京華電清能電力電子有限公司, now known as Zhongke Wenhui (Beijing) Technology Co., Ltd. (中科文匯(北京)科技有限公司)) from January 2006 to August 2009.

Mr. Liu obtained a bachelor's degree in electrical engineering and its automation and a master's degree in electrical engineering from Tsinghua University (清華大學) in the PRC in July 2003 and January 2006, respectively. Mr. Liu was qualified as a professor-level senior engineer in May 2019.

**Mr. Gao Feng (高峰)**, aged 49, is a vice president. He is primarily responsible for the power generation and utilization business, marketing and design of the Group.

Mr. Gao joined the Group in April 2000, successively serving as the deputy head and head of the automation division of the research and development center, product line manager of the fault information system, deputy head of the power plant business marketing center, deputy general manager of power plant business, deputy head of the production center, deputy head of the operation planning center, general manager of the engineering technology center, general manager of the power generation and utilization business unit, general manager of the industry sales center, general manager of the international business unit, dean of the design institute, and assistant to the president until May 2025. He has been a vice president since May 2025. Mr. Gao also served as a supervisor from May 2010 to May 2016.

Mr. Gao obtained a bachelor's degree in industrial electrical automation and a master's degree in control theory and control engineering from Xi'an Jiaotong University (西安交通大學) in the PRC in July 1997 and March 2000, respectively. Mr. Gao was qualified as a senior engineer in October 2007. He is a member of the Intelligent Distributed Energy Specialized Committee of the Chinese Association of Automation (中國自動化學會智能分佈式能源專業委員會).

**Mr. Xu Gang (徐剛)**, aged 50, is a vice president. He is primarily responsible for the product planning and lifecycle management, engineering service and quality management of the Group.

Mr. Xu joined the Group in February 2000, successively serving as a research and development engineer, the manager of the equipment general software research and development department, deputy head and head of the research and development center, head of the product center, general manager of the engineering service center, and assistant to the president until May 2025. He has been a vice president since May 2025. Mr. Xu also serves as the director of the quality management department, director of the engineering services management committee, the deputy director of the technical committee and the deputy director of the research and development management committee.

Mr. Xu obtained a bachelor's degree in industrial automation instrumentation and a master's degree in power system and its automation from Tianjin University (天津大學) in the PRC in June 1997 and March 2000, respectively. Mr. Xu was qualified as a senior engineer in October 2007.

## JOINT COMPANY SECRETARIES

**Mr. Qian Jinwen (錢進文)** has been appointed as a joint company secretary. See "— Senior Management" above for his biography.

**Ms. Ho Sze Wah Cecilia (何詩華)** has been appointed as a joint company secretary. Ms. Ho is a Manager of Global Entity Compliance at Computershare Hong Kong Investor Services Limited. Ms. Ho has over 14 years of experience in company secretarial services and corporate governance for both Hong Kong and multinational corporations. Prior to joining Computershare, Ms. Ho worked at an international law firm, an investment bank and a hospitality group. Ms. Ho obtained a master's degree in professional accounting and corporate governance from City University of Hong Kong and a bachelor's degree in business administration and management from De Montfort University. She is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

## OTHER INFORMATION

### Rule 3.09D of the Listing Rules

Each of the Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules in May 2026, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

**Rule 3.13 of the Listing Rules**

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

**Rule 8.10(2) of the Listing Rules**

Each of the Directors (other than the independent non-executive Directors) confirms that as of the Latest Practicable Date, he or she was not interested in any business, apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business under Rule 8.10(2) of the Listing Rules.

**Further Information about Mr. Xi Shuyang**

Mr. Xi Shuyang, an executive Director, served as a director of Shanghai Hongshen Technology Development Co., Ltd. (上海泓申科技發展有限公司, "**Shanghai Hongshen**"), a company in which the Company held 30% equity interest as a financial investor prior to its deregistration.

Compulsory liquidation proceedings were initiated against Shanghai Hongshen on August 17, 2020, following an application filed by certain of its shareholders to the court on the grounds that Shanghai Hongshen failed to timely carry out voluntary liquidation after the expiry of its statutory business term. The compulsory liquidation proceedings were concluded and declared completed by the court on December 30, 2021, and Shanghai Hongshen was subsequently deregistered on February 26, 2025.

Mr. Xi Shuyang served as a director of Shanghai Hongshen solely in his capacity as a representative of the Company on the board of directors of Shanghai Hongshen, and was never responsible for its day-to-day management. Mr. Xi Shuyang has confirmed that there is no wrongful act on his part leading to the liquidation of Shanghai Hongshen, and that he is not aware of any actual or potential claim has been or will be made against him as a result of the liquidation of Shanghai Hongshen.

## MANAGEMENT AND CORPORATE GOVERNANCE

**Board Committees**

***Audit Committee***

The 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. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls system of the Group and provide advice and comments to the Board. The Audit Committee comprises Mr. Sun Weiguo, Mr. Xie Huisheng and Mr. Li Chengrong, with Mr. Sun Weiguo (being the independent non-executive Director with appropriate accounting or related financial management expertise) as the chairperson.

***Nomination Committee***

The 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 the Board on the appointment of Directors and management of Board succession. The Nomination Committee comprises Mr. Li Chengrong, Mr. Sun Weiguo and Ms. Gao Xiuhuan, with Mr. Li Chengrong as the chairperson.

### *Remuneration and Appraisal Committee*

The 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, bonuses and other compensation payable to the Directors and other senior management. The Remuneration and Appraisal Committee comprises Mr. Xie Huisheng, Mr. Sun Weiguo and Ms. Gao Xiuhuan, with Mr. Xie Huisheng as the chairperson.

### *Strategy and ESG Committee*

The Board has established the Strategy and ESG Committee with written terms of reference. The primary duties of the Strategy and ESG Committee are to make recommendations to the Board on the Group's long-term development strategies, major decisions, ESG governance and sustainable development. The Strategy and ESG Committee comprises Ms. Gao Xiuhuan, Mr. Liu Zhichao, Mr. Zhu Zhaohui, Mr. Zhao Zhiyong, Mr. Xi Shuyang, Mr. Li Chengrong and Mr. Wu Haifeng, with Ms. Gao Xiuhuan as the chairperson.

## Corporate Governance Code

The Company is committed to achieving high standards of corporate governance with a view to safeguarding the interests of the Shareholders. To accomplish this, the Company intends to comply with the code provisions in Part 2 of the Corporate Governance Code after the [**REDACTED**].

## Board Diversity

The Company has adopted a board diversity policy which sets out the approach to achieve diversity of the Board. The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level, including gender diversity, as an essential element in maintaining its competitive advantage and enhancing its 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.

The Board currently consists of one female and eight male Directors ranging from 41 to 69 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 relevant industry experience. They obtained degrees in various majors including electronic engineering, accounting and business administration. Taking into account the Group's existing business model and specific needs, as well as the diverse background of the Directors, the composition of the Board satisfies the board diversity policy.

The Nomination Committee is responsible for reviewing the structure and diversity of the Board and selecting individuals to be nominated as Directors. The Nomination Committee will monitor and evaluate the implementation of the board diversity policy from time to time to ensure its ongoing effectiveness, and will propose any necessary amendments as required, recommending such amendments to the Board for consideration and approval. The Nomination Committee will also include a summary of the board diversity policy in the annual reports of the Company after the [**REDACTED**].

## EMOLUMENTS

The Directors and senior management of the Company receive their emoluments in the form of basic annual payments and performance-related annual payments, including fees, salaries, share-based compensation and other benefits in kind.

For the years ended December 31, 2023, 2024 and 2025, the total emoluments of the Directors amounted to RMB8.7 million, RMB7.2 million and RMB9.1 million, respectively. None of the Directors waived or agreed to waive any emolument during the same year.

Under the arrangements in force as of the date of this document, the Company estimates the total emoluments payable to, and benefits in kind receivable by, the Directors by the Group for the year ending December 31, 2026 to be approximately RMB8.8 million.

The five highest paid individuals of the Group for the years ended December 31, 2023, 2024 and 2025 included one, one and one Director, respectively. During the same year, the aggregate amount of emoluments of the five highest paid individuals were RMB16.3 million, RMB11.7 million and RMB10.9 million, respectively.

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

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

## COMPLIANCE ADVISOR

The Company has appointed Somerley Capital Limited as the Compliance Advisor pursuant to Rule 3A.19 of the Listing Rules. The Compliance Advisor will provide the Company 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 the Company 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, is contemplated, including share issues, sales or transfers of treasury shares and share repurchases;

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

(iv) where the Stock Exchange makes an inquiry of the Company under Rule 13.10 of the Listing Rules.

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