

## **DIRECTORS AND SENIOR MANAGEMENT**

### **DIRECTORS AND SENIOR MANAGEMENT**

Our Board of Directors consists of nine Directors, comprising three executive Directors, three non-executive Directors and three independent non-executive Directors. The following table sets out information concerning our Directors and senior management:

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Date of appointment/ redesignation as executive/ non-executive/ independent non-executive Director/senior management</b>	<b>Date of joining our Group</b>	<b>Role and responsibilities</b>	<b>Relationships with other Directors or senior management</b>
<b>Executive Directors</b>						
Dr. Zhang Fangliang (章方良)	51	Chairman, executive Director and chief executive officer	Appointed as a Director on May 21, 2015 and redesignated as the executive Director on August 24, 2015	August 15, 2002	Development, positioning and strategy planning of our Group overseeing the sanction risk control committee, and serving as chairman of the nomination committee	brother-in-law of Mr. Chen Zhiqiang
Ms. Wang Ye (王燁)	47	Executive Director and chief operating officer	Appointed as a Director on May 21, 2015 and redesignated as the executive Director on August 24, 2015	August 15, 2002	Our Group’s strategies and overall operational management and serving as a member of the remuneration committee	N/A
Mr. Meng Jiange (孟建革)	47	Executive Director and vice president of finance	August 24, 2015	April 1, 2010	Our Group’s financial strategies and financial management	N/A

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<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of appointment/ redesignation as executive/ non-executive/ independent non-executive Director/senior management</u>	<u>Date of joining our Group</u>	<u>Role and responsibilities</u>	<u>Relationships with other Directors or senior management</u>
<b>Non-executive Directors</b>						
Dr. Wang Luquan (王魯泉)	46	Non-executive Director	Appointed as a Director on May 21, 2015 and redesignated as a non-executive Director on August 24, 2015	August 15, 2002	Our Group’s strategies and operational management	N/A
Mr. Huang Zuie-Chin (also known as James Zuie Huang) (黃瑞璿)	50	Non-executive Director	August 24, 2015	October 10, 2011	Our Group’s strategies and operational management	N/A
Mr. Pan Yuexin (潘躍新)	57	Non-executive Director	August 24, 2015	August 24, 2015	Our Group’s strategies and operational management	N/A
<b>Independent Non-executive Directors</b>						
Mr. Guo Hongxin (郭宏新)	52	Independent non-executive Director	August 24, 2015	August 24, 2015	Providing independent advice to our Board, serving as a member of our audit committee and chairman of the remuneration committee	N/A
Mr. Dai Zumian (戴祖勉)	38	Independent non-executive Director	August 24, 2015	August 24, 2015	Providing independent advice to our Board, serving as a chairman of our audit committee and a member of the remuneration committee and the nomination committee	N/A

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<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of appointment/ redesignation as executive/ non-executive/ independent non-executive Director/senior management</u>	<u>Date of joining our Group</u>	<u>Role and responsibilities</u>	<u>Relationships with other Directors or senior management</u>
Ms. Zhang Min (張敏)	42	Independent non-executive Director	August 24, 2015	August 24, 2015	Providing independent advice to our Board, and serving as a member of our audit committee and nomination committee	N/A
<b>Senior Management (other than Dr. Zhang, Ms. Wang and Mr. Meng, all of whom are executive Directors)</b>						
Dr. Zhu Li (朱力)	66	Vice president of strategy	March 1, 2010	March 1, 2010	Responsible for the strategic planning, technological development and external coordination of our Group	N/A
Dr. Chou Chuan-Chu (周傳初)	61	Department head of the preclinical drug development service business segment	January 1, 2014	October 1, 2012	Responsible for the management of the preclinical drug development services segment	N/A
Mr. Chen Zhiqiang (陳志強)	46	Senior vice president of public relation department	January 1, 2014	August 15, 2004	Responsible for public relations	brother-in-law of Dr. Zhang
Mr. Zhang Chifa (張遲發)	40	Department head of the industry synthetic biology product segment	January 1, 2014	June 5, 2005	Responsible for management of the research and development center and the industrial synthetic biology product segment	N/A

### Executive Directors

**Dr. Zhang Fangliang (章方良)**, aged 51, is the co-founder, chairman, an executive Director and chief executive officer of our Company. He was appointed as a Director on May 21, 2015 and redesignated as an executive Director on August 24, 2015. He is primarily responsible for the development, positioning and strategy planning of our Group. He is one of the founders and a director of GS Corp. Dr. Zhang is currently the director of all of our Company’s subsidiaries (except for GS Japan), namely, GS China, Nanjing Jinsikang, BSJ Nanjing, BSJ Hubei, Shanghai Jingrui, BSJ Cayman, BSJ BVI, BSJ US, BSJ HK, Legend Nanjing, Legend Cayman, Legend BVI, Legend HK, GS

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BVI, GS HK, GS International and GS USA. As at the Latest Practicable Date and before the transfer of GS Cayman to Mr. Tsui Po, Dr. Zhang was also the director of GS Cayman. During the Track Record Period, Dr. Zhang was also the director of Nanjing Jinsida. Dr. Zhang is the chairman of our nomination committee and oversees the sanction risk control committee.

Dr. Zhang has nearly 20 years of experience in the biotechnology industry. Prior to joining our Group, from 1995 to 2002, he worked as a postdoctoral research fellow and an associate principal scientist at Schering-Plough. Dr. Zhang worked in the tumor biology department during his postdoctoral research at Schering-Plough. Dr. Zhang was also one of the key team members for an anti-cancer drug, farnesyl transferase inhibitor. After Dr. Zhang's postdoctoral studies, he was recruited to the department of central nervous system and cardiovascular system at Schering-Plough. He became one of the project leaders focusing on G-protein coupled receptors and led a group of scientists to discover the drug target for a billion-dollar drug. As a result of this discovery, Dr. Zhang won a Presidential Award at Schering-Plough in 2001. From 2002 to the present, Dr. Zhang worked as the chief executive officer of our Group, where he was involved in a variety of key biotechnological research projects and provided guidance and directions to those biotechnological research projects. Dr. Zhang was also awarded the National Thousand Talents Program Distinguished Expert\* (國家千人計劃特聘專家) in 2010 and the Jiangsu Province High-Level Creative Talent Strategic Award\* (江蘇省高層次創新創業人才引進計劃獎) in 2011. Dr. Zhang has published more than 15 biotechnology related scientific papers in international peer-reviewed journals and has been the inventor for more than five patents in relation to biotechnological products and/or services.

Dr. Zhang obtained a Bachelor of Engineering degree from Chengdu College of Geology\* (成都地質學院) (currently known as Chengdu University of Technology\* (成都理工大學)) in the PRC in July 1984 and a Master of Science degree from Nanjing University in the PRC in July 1987. He also obtained a Doctor of Philosophy degree from Duke University in the U.S. in September 1995.

Dr. Zhang has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Our Company's corporate governance practices are principally based on principles and code provisions as set out in the Corporate Governance Code ("CG Code") in Appendix 14 to the [REDACTED] Rules.

CG Code provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Dr. Zhang is the chairman and the chief executive officer of our Company. As Dr. Zhang is one of the co-founders of our Group and has been operating and managing our Group since 2002, our Board believes that it is in the best interest of our Group to have Dr. Zhang taking up both roles for effective management and business development. Therefore, our Directors consider that the deviation from the CG Code provision A.2.1 is appropriate in such circumstance.

As of the Latest Practicable Date, Dr. Zhang is one of our Controlling Shareholders which owns approximately 40.59% of the issued share capital in GS Corp which in turn owns approximately 75.71% of GS Cayman and in turn owns the entire issued share capital of our Company. Immediately following the completion of the [REDACTED] and the [REDACTED] (without taking into account any Shares which may be issued upon the exercise of the [REDACTED] and the options that have been or may be granted under the Share Option Schemes), Dr. Zhang will hold approximately [REDACTED]% of our total issued share capital indirectly through GS Corp (which is owned as to approximately 40.59% by Dr. Zhang and GS Corp owning approximately [REDACTED]% of the issued share capital of our Company).

**Ms. Wang Ye (王燁)**, aged 47, is the co-founder, an executive Director and chief operating officer of our Company. She was appointed as a Director on May 21, 2015 and redesignated as an executive Director on August 24, 2015 and is primarily responsible for our Group's strategies and overall operational management. Ms. Wang is currently the director of all of our Company's subsidiaries (except for GS Japan, BSJ HK, Legend HK and our PRC subsidiaries), namely, BSJ Cayman, BSJ BVI, BSJ US, Legend Cayman, Legend BVI, GS BVI, GS HK, GS International and GS USA. As at the Latest

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Practicable Date and before the transfer of GS Cayman to Mr. Tsui Po, Ms. Wang was also the director of GS Cayman. Ms. Wang is also a member of our remuneration committee.

She joined GS Corp in August 2002 and served as the sales account manager until January 2005. In our Group, she worked as the sales and marketing director from February 2005 to August 2009, vice-president of operations from September 2009 to August 2011 and executive vice-president of operations from September 2011 to March 2014. She has been the chief operating officer of GS Corp since April 2014. Prior to joining our Group, she worked as the environmental monitoring engineer at Shenzhen Futian Environment Protection Surveillance Station\* (深圳市福田區環境保護監測站) from July 1993 to July 2000.

Ms. Wang obtained a Bachelor of Science in Microbiology and a Master of Science degree from Wuhan University\* (武漢大學) in the PRC in July 1990 and in August 1993, respectively. She also obtained a Master of Science in Computer Sciences degree from Bridgeport University in the United States in December 2003. She obtained an Executive Master of Business Administration degree from the China Europe International Business School\* (中歐國際工商學院) in the PRC in August 2014.

Ms. Wang has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Ms. Wang holds approximately 8.91% of our total issued share capital indirectly through GS Corp (which is owned as to approximately 11.76% by Ms. Wang and GS Corp owned approximately 75.71% of the issued share capital of GS Cayman which in turn owned the entire issued share capital of our Company). As at the Latest Practicable Date, she is also interested in 70,075,000 options granted to her under the [REDACTED] Share Option Scheme, entitling her to receive 70,075,000 Shares upon full exercise and subject to vesting. Immediately after the completion of the [REDACTED] and the [REDACTED] (without taking into account any Shares which may be issued upon the exercise of the [REDACTED] or [REDACTED] pursuant to the options which have been or may be granted under the Share Option Schemes), Ms. Wang will be interested in [REDACTED] underlying [REDACTED] under the [REDACTED] Share Options granted.

**Mr. Meng Jiange (孟建革)**, aged 47, was appointed as an executive Director of our Company on August 24, 2015 and is primarily responsible for our Company's finance matters. He was appointed as the vice president of finance of our Group in April 2010 when he joined our Group.

Mr. Meng has over 25 years of experience in finance and accounting. Prior to joining our Group, from July 1990 to October 1997, Mr. Meng worked at CCCC Guangzhou Dredging Co., Ltd.\* (中交廣洲航道局有限公司). From January 1999 to May 2000, Mr. Meng worked as the national finance manager at Guangdong Whirlpool Home Appliance Group (廣東惠而浦家電集團). From May 2000 to July 2004, Mr. Meng worked at Schering-Plough China (先靈葆雅中國公司) as a branch finance manager and the accounting and IT manager in the head office. From September 2004 to December 2007, Mr. Meng worked as the Asia finance controller of Saint-Gobain Grains and Powder Division. From March 2008 to March 2010, Mr. Meng worked as the chief financial officer of Quay Magnesium.

Mr. Meng graduated from Changsha Communications Institute\* (長沙交通學院) (currently known as Changsha University of Science Technology\* (長沙理工大學)) in the PRC with a Bachelor of Engineering degree in July 1990.

Mr. Meng has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Mr. Meng is interested in 3,000,000 options granted to him under the [REDACTED] Share Option Scheme entitling him to receive 3,000,000 Shares upon full exercise and

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subject to vesting. Immediately after the completion of the [REDACTED] and the [REDACTED] (without taking into account any Shares which may be issued upon the exercise of the [REDACTED] or [REDACTED] pursuant to the options which have been or may be granted under the Share Option Schemes), Mr. Meng will be interested in [REDACTED] underlying [REDACTED] under the [REDACTED] Share Options granted.

### Non-executive Directors

**Dr. Wang Luquan (王魯泉)**, aged 46, is a co-founder and a non-executive Director of our Company. He was appointed as a Director on May 21, 2015 and redesignated as a non-executive Director of our Company on August 24, 2015 and is primarily responsible for our Group’s strategies and operational management. From 2003 to 2014, Dr. Wang was the president of GS Corp and is still currently a director of GS Corp. Dr. Wang is currently the director of two of our Company’s subsidiaries, namely, GS HK and GS USA. As at the Latest Practicable Date and before the transfer of GS Cayman to Mr. Tsui Bo, Dr. Wang was also the director of GS Cayman.

Dr. Wang has nearly 24 years of experience in the biotechnology industry. Prior to joining our Group, from 1991 to 1996, he worked as a graduate research assistant, and from 1995 to 1996, a bioinformatics staff, at Rutgers University in the United States. From 1996 to 2003, Dr. Wang was a senior principal scientist at Schering-Plough Research Institute.

Dr. Wang obtained a Bachelor of Science in Biochemistry degree from Shandong University (山東大學) in the PRC in July 1991 and a Doctor of Philosophy degree from Rutgers University in the United States in October 1996.

Dr. Wang has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

As at the Latest Practicable Date, Dr. Wang holds approximately 17.59% of our total issued share capital indirectly through GS Corp (which is owned as to approximately 23.235% by Dr. Wang and GS Corp owned approximately 75.71% of the issued share capital of GS Cayman which in turn owned the entire issued share capital of our Company). As at the Latest Practicable Date, Dr. Wang is also interested in 2,000,000 options granted to him under the [REDACTED] Share Option Scheme, entitling him to receive 2,000,000 Shares upon full exercise and subject to vesting. Immediately after the completion of the [REDACTED] and the [REDACTED] (without taking into account any Shares which may be issued upon the exercise of the [REDACTED] or [REDACTED] pursuant to the options which have been or may be granted under the Share Option Schemes), Dr. Wang will be interested in [REDACTED] underlying [REDACTED] under the [REDACTED] Share Options granted.

**Mr. Huang Zuie-Chin (also known as James Zuie Huang) (黃瑞璿)**, aged 50, was appointed as a non-executive Director of our Company on August 24, 2015 and is primarily responsible for our Group’s strategies and operational management. Mr. Huang was the designated director of GS Cayman by KPCB China Fund from October 2011 as part of the [REDACTED] investment in 2009, and as at the Latest Practicable Date and before the transfer of GS Cayman to Mr. Tsui Bo, Mr. Huang was the director of GS Cayman.

Mr. Huang has 20 years of experience in the pharmaceutical and biotech industry. He joined Kleiner Perkins Caufield & Byers China (凱鵬華盈中國基金) (“KPCB China”) as a managing partner in 2011 and is responsible for the firm’s life science practice. Prior to joining KPCB China, he joined Vivo Ventures as a managing partner in 2007. From 2002 to 2007, he served as the president of Anesiva, a biopharmaceutical company. He also worked as the vice-president of the business development unit at Tularik Inc. from 2000 to 2002, the director of sales unit at GlaxoSmithKline LLC from 1995 to 2000, the



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senior management of marketing unit at Bristol-Meyers Squibb from 1992 to 1995 and the project manager of the research and development unit at ALZA Corp from 1987 to 1990.

Mr. Huang graduated from University of California, Berkeley in the United States with a Bachelor of Science degree in chemical engineering in May 1988. He obtained a Master of Business Administration degree from the Stanford Graduate School of Business in the United States in June 1992.

Mr. Huang is a director of CASI Pharmaceuticals, Inc. (Nasdaq: CASI), which is listed on Nasdaq in the United States, since April 2013. Save as disclosed above, Mr. Huang has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

**Mr. Pan Yuexin (潘躍新)**, aged 57, appointed as a non-executive Director of our Company on August 24, 2015 and is primarily responsible for our Group's strategies and operational management.

Mr. Pan graduated from the Zhejiang Branch of the Open University of China (中央廣播電視大學浙江分校) with a Chinese language and literature diploma in July 1985. Mr. Pan graduated from the Chinese Academy of Social Sciences\* (中國社會科學院) with a business law post-graduate degree in July 1987,

Mr. Pan has been a partner of Jun He Law Offices (君合律師事務所) from October 1992 to May 2003 and July 2009 to February 2013, and a partner of Shanghai Ridingsheng Equity Investment Services Ltd. (上海日鼎盛股權投資服務有限公司) since March 2013.

Mr. Pan was the committee member and secretary general of the Education Committee of the All China Lawyers Association, PRC (中華全國律師協會) from 2001 to 2003. He was also the director of the Hainan and Shanghai branches of Jun He Law Offices (君合律師事務所) from October 1992 to May 2003, deputy director of the Education Committee of the Shanghai Bar Association (上海市律師協會) from 2000 to 2003.

Mr. Pan was an independent non-executive director of Jiangling Motors Co., Ltd. (江鈴汽車股份有限公司, SZSE:000550), which is listed on the Shenzhen Stock Exchange, from 2005 to 2009, Sinochem International Corporation (中化國際貿易股份有限公司, SHA:600500), which is listed on the Shanghai Stock Exchange, from 2002 to 2003, Shanghai Tunnel Engineering Co., Ltd. (上海隧道工程股份有限公司, SHA:600820), which is listed on the Shanghai Stock Exchange, from 2009 to 2015, Great Wall Movie and Television Co., Ltd. (長城影視股份有限公司, SZSE:002071), which is listed on the Shenzhen Stock Exchange, from 2011 to 2014, and Simei Media Co., Ltd (思美傳媒股份有限公司, SZSE:002712) from 2009 to 2012 before it was listed on the Shenzhen Stock Exchange in 2014.

Save as disclosed above, Mr. Pan has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

### Independent Non-executive Directors

**Mr. Guo Hongxin (郭宏新)**, aged 52, was appointed as an independent non-executive Director of our Company on August 24, 2015. Mr. Guo is the chairman of our remuneration committee and a member of our audit committee.

From July 1983 to March 1998, Mr. Guo was working at the Nanjing School of Chemical Engineering. Since April 1998, he has been the chairman of the board of Sunpower Group Ltd which was listed on the Singapore Exchange SESDAQ in March 2005 and has been listed on the Singapore Exchange Mainboard since August 2007 (SPWG: Singapore Exchange).

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Mr. Guo obtained a Diploma in Chemical Thermal Engineering from Nanjing Chemical Engineering College (南京化工動力專科學校) (currently known as Nanjing Normal University) in the PRC in July 1983. Mr. Guo obtained a senior engineering qualification from Nanjing University of Chemical Technology\* (南京化工大學) (currently known as Nanjing Tech University (南京工業大學)) in the PRC in March 1997. He also obtained a Doctor of Philosophy in Geotechnical Engineering degree from the Chinese Academy of Sciences (中國科學院) in the PRC in January 2010. He also obtained an Executive Master of Business Administration degree from Tsinghua University (清華大學) in the PRC in July 2014.

Save as disclosed above, Mr. Guo has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

**Mr. Dai Zumian (戴祖勉)**, aged 38, was appointed as an independent non-executive Director of our Company on August 24, 2015. Mr. Dai is the chairman of our audit committee, and a member of our remuneration committee and nomination committee.

Mr. Dai is a member of the Chinese Institute of Certified Public Accounts as well as a fellow of Association of Chartered Certified Accountants. From July 1999 to August 2006, he gained over seven years' experience in auditing. His experience in audit includes those gained at PricewaterhouseCoopers Zhongtian Certified Public Accountants (普華永道中天會計師事務所) from February 2005 to August 2006.

Mr. Dai was the qualified accountant and company secretary of Hisense Kelon Electrical Holdings Limited (海信科龍電器股份有限公司, HKSE: 921, SZSX:000921), which is listed on the Main Board of Hong Kong Stock Exchange and the Shenzhen Stock Exchange, from September 2006 to August 2007. Mr. Dai served as the chief financial officer in Shanghai Golden Monkey Food Joint Stock Co., Ltd. (上海金絲猴食品股份有限公司) from February 2009 to April 2012 and in Xiezhong International Holdings Limited (協眾國際控股有限公司, HKSE: 3663), which is listed on the Main Board of Hong Kong Stock Exchange, since May 2012.

Mr. Dai graduated from Shanghai University of Finance and Economics\* (上海財經大學) in the PRC with a Bachelor of International Business Administration degree in June 1999. He also holds an Executive Master of Business Administration degree from China Europe International Business School (中歐國際工商學院) in the PRC in October 2013.

Save as disclosed above, Mr. Dai has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

**Ms. Zhang Min (張敏)**, aged 42, was appointed as an independent non-executive Director of our Company on August 24, 2015. Ms. Zhang is a member of our audit committee and nomination committee.

Ms. Zhang is currently the chief executive officer of China Lodging Group (Nasdaq: HTHT), which is listed on Nasdaq in the United States. She served as the chief financial officer and president from 2008 to 2015 and from January 2015 to May 2015, respectively. Between 2013 and 2015, Ms. Zhang also assumed the role of the chief strategy officer of China Lodging Group. Ms. Zhang is also a director of Synutra International, Inc. (Nasdaq: SYUT), which is listed on Nasdaq in the United States, since February 2011, and China Quanjude (Group) Co., Ltd\* (中國全聚德(集團)股份有限公司, SZSE: 002186), which is listed on the Shenzhen Stock Exchange, since August 2014.

Ms. Zhang obtained both her Bachelor in International Business Management and Master in Economics degrees from the University of International Business and Economics (對外經濟貿易大學) in



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the PRC in June 1994 and July 1997, respectively. She also obtained a Master in Business Administration degree from Harvard Business School in the United States in June 2003.

Save as disclosed above, Ms. Zhang has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information in respect of our Directors that is discloseable pursuant to Rules 13.51(2)(a) to (v) of the [REDACTED] Rules and there is no other matter that needs to be brought to the attention of our Shareholders.

Please see the section headed “Statutory and General Information — 7. Further Information About Our Directors and Substantial Shareholders — B. Directors’ Service Contracts” in Appendix V to this document for information regarding particulars of the Directors’ service contracts and emoluments and information regarding their respective interest (if any) in the Shares within the meaning of Part XV of the SFO.

As of the Latest Practicable Date, save as the interests of Dr. Zhang, Dr. Wang and Ms. Wang in the Shares which are disclosed herein, none of the Directors have any interest in the Shares within the meaning of Part XV of the SFO.

### **Senior Management**

Dr. Zhang, please see the section headed “Executive Directors” for details.

Ms. Wang, please see the section headed “Executive Directors” for details.

Mr. Meng, please see the section headed “Executive Directors” for details.

**Dr. Zhu Li (朱力)**, aged 66, has been the vice president of strategy of our Group since 2010. He is responsible for in-license and new business development and is involved in corporate business strategy.

Dr. Zhu worked at Clontech Laboratories, Inc. in California, America as a director of molecular biology from 1990 to 2000. Dr. Zhu worked at Cathay Biotech, Inc. as a vice president of research from July 2006 to December 2008.

Dr. Zhu obtained a Bachelor of Science of Biology degree from the East China Normal University (華東師範大學) in June 1982 and a Doctor of Philosophy from Stanford University in September 1990.

Dr. Zhu has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

In relation to the [REDACTED] Share Options that are granted to Dr. Zhu, please refer to the section headed “Statutory and General Information — 8. [REDACTED] Share Option Scheme — (c) Outstanding Options Granted” in Appendix V of this document.

**Dr. Chou Chuan-Chu (周傳初)**, aged 61, was appointed as the senior vice president of Corporate Development Division of our Company in October 2012 when Dr. Chou joined our Group. In January 2014, Dr. Chou was appointed as the department head of the preclinical drug development services segment of our Group.

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Prior to joining our Group, Dr. Chou served at Schering-Plough as a research fellow from 1988 to 2009. From 2010 to 2011, Dr. Chou was the external collaboration leader of cardiovascular projects of the Global Scientific Strategy Division at Merck & Co. (formerly Schering-Plough).

Dr. Chou received a Bachelor of Science in forestry degree in June 1976 and Master of Science in biochemistry degree in June 1980 from National Taiwan University (國立臺灣大學) in Taiwan. Dr. Chou received a Doctor of Philosophy in Biology degree from the University of California, Los Angeles in the United States in June 1986.

Dr. Chou has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

In relation to the [REDACTED] Share Options that are granted to Dr. Chou, please refer to the section headed “Statutory and General Information — 8. [REDACTED] Share Option Scheme — (c) Outstanding Options Granted” in Appendix V of this document.

**Mr. Chen Zhiqiang (陳志強)**, aged 46, was appointed the senior vice president of our Company in January 2014 and is primarily responsible for our Company’s public relations.

Mr. Chen joined our Group in August 2004, and was since appointed as the senior vice president of our internal safety center of our Company and was appointed as the senior vice president of our public relation department in January 2014. Prior to joining our Group, from February 1993 to March 2004, he worked for the Wuhan Railway Bureau\* (武漢鐵路局) as a trainee and as an electrician.

He graduated from a Diploma in Computing Communications and Technology at Hubei Radio & TV University\* (湖北廣播電視大學) in July 1992.

He is the brother-in-law of Dr. Zhang.

Mr. Chen has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

In relation to the [REDACTED] Share Options that are granted to Mr. Chen, please refer to the section headed “Statutory and General Information — 8. [REDACTED] Share Option Scheme — (c) Outstanding Options Granted” in Appendix V of this document.

**Mr. Zhang Chifa (張遲發)**, aged 40, was appointed as the department head of the industrial synthetic biology product segment of our Group in January 2014 and is primarily responsible for management of the research and development center and the industrial synthetic biology product segment of our Group. Mr. Zhang joined our Group in June 2005. Mr. Zhang was the manager of the gene unit from June 2005 to July 2009 and vice president of operations covering some of the departments of the life sciences research service segment and the life sciences research catalog product segment of our Group from August 2009 to January 2014.

Prior to joining our Group, Mr. Zhang worked as the laboratory technician at Daye Special Steel Co., Ltd. (大冶特鋼股份有限公司) from October 1996 to September 1999. He worked as the manager of sequencing unit at Shanghai Boya Biotechnology Co., Ltd. (上海博亞生物技術有限公司) from October 1999 to May 2003 and the production manager at Shanghai Connaught Biotechnology Co., Ltd.\* (上海華諾生物技術有限公司) from June 2003 to March 2005.

He graduated from a Diploma in Chemical Process at Huangshi Technical College\* (黃石高等專科學校) (currently known as Hubei Polytechnic University\* (湖北理工大學)) in June 1995.

Mr. Zhang has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

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In relation to the [REDACTED] Share Options that are granted to Mr. Zhang, please refer to the section headed “Statutory and General Information — 8. [REDACTED] Share Option Scheme — (c) Outstanding Options Granted” in Appendix V of this document.

Save as disclosed above, none of our Directors and Senior Management members has been a director of any public company, the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Save as disclosed here, there is no information which needs to be disclosed under Rule 13.51(2) of the [REDACTED] Rules.

### Company Secretary

**Ms. Wong Wai Ling (黃慧玲)**, was appointed as our company secretary with effect from August 24, 2015. She has over 10 years of experience in providing company secretarial services in Hong Kong. Ms. Wong is assistant vice president of SW Corporate Services Group Limited and is responsible for assisting listed companies in professional company secretarial work. Prior to joining SW Corporate Services Group Limited, she worked in a corporate service provider and the company secretarial department of an international accounting firm. Ms. Wong has been awarded a Bachelor of Arts degree in Marketing and Public Relations from The Hong Kong Polytechnic University and Master of Corporate Governance degree from The Open University of Hong Kong. Ms. Wong is an associate of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators in the United Kingdom.

### Management Presence in Hong Kong

Rule 8.12 of the [REDACTED] Rules requires that a new applicant applying for a [REDACTED] on the Main Board of the Stock Exchange shall have a sufficient management presence in Hong Kong. That is, at least two of its executive directors must ordinarily reside in Hong Kong. None of our executive Directors are Hong Kong permanent residents or ordinarily reside in Hong Kong. Our Company has applied to Stock Exchange for a waiver from the strict compliance with the requirement under Rule 8.12 of the [REDACTED] Rules in relation to the requirement of management presence in Hong Kong. For details, please see the section headed “Waivers and Exemptions from Strict Compliance with the [REDACTED] Rules and Exemptions from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance — Management Presence in Hong Kong” in this document.

## BOARD COMMITTEES

### Audit Committee

We have established an audit committee pursuant to a Board resolution passed on August 24, 2015 in compliance with the Corporate Governance Code and the Corporate Governance Report as set out in Appendix 14 to the [REDACTED] Rules. The primary function of the audit committee includes, among other things, review and supervise our financial reporting process as well as internal control system and perform other duties and responsibilities as assigned by the Board.

The audit committee currently comprises Mr. Dai Zumian, Ms. Zhang Min and Mr. Guo Hongxin and is chaired by Mr. Dai Zumian.

### Remuneration Committee

We have established a remuneration committee pursuant to a Board resolution of our Directors passed on August 24, 2015 in compliance with the Corporate Governance Code and Corporate

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## DIRECTORS AND SENIOR MANAGEMENT

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Governance Report as set out space in Appendix 14 to the [REDACTED] Rules. The primary function of the remuneration committee includes, among other things, making recommendations to the Board on our Company’s policy for human resource management as well as establishing and reviewing policies and structure in relation to remuneration for our directors and senior management.

The remuneration committee currently comprises Ms. Wang, Mr. Guo Hongxin and Mr. Dai Zumian and is chaired by Mr. Guo Hongxin.

### Nomination Committee

We have established a nomination committee pursuant to a Board resolution passed on August 24, 2015 in compliance with the Code on Corporate Code and Corporate Governance Report as set out in Appendix 14 to the [REDACTED] Rules. The primary function of the nomination committee includes, among other things, advising the Board on the appointment, removal or re-appointment of Directors.

The nomination committee currently comprises of Dr. Zhang, Ms. Zhang Min and Mr. Dai Zumian and is chaired by Dr. Zhang.

### Sanctions Risk Control Committee

We have established a Sanctions Risk Control Committee on August 24, 2015. The Sanctions Risk Control Committee is headed by our chief executive officer, with our chief operational officer, vice-president of finance, head of our legal department, head of our international business department and head of our technical support department as members.

Our Sanctions Risk Control Committee will be responsible for (i) effectively monitoring the activities that may be subject to economic sanctions, (ii) providing guidance on the compliance with the relevant policies and procedures in relation to economic sanctions, (iii) providing guidance on the compliance with contractual covenants including those made in connection with our [REDACTED] and [REDACTED], and (iv) ensuring the establishment of effective policies in relation to economic sanctions.

## SHARE OPTION SCHEMES

We have conditionally adopted the [REDACTED] Share Option Scheme and [REDACTED] Share Option Scheme. The principal terms of the Share Option Schemes are summarized in the sections headed “Statutory and General Information — 8. [REDACTED] Share Option Scheme” and “Statutory and General Information — 9. [REDACTED] Share Option Scheme” in Appendix V of this document. The purpose of the Share Option Schemes is to enable us to grant options to selected participants as incentives or rewards for their contribution to us. Our Directors consider the Share Option Schemes, with its broad basis of participation, will enable us to reward our employees, our Directors and other selected participants for their contributions to us.

## COMPLIANCE ADVISOR

We have appointed Haitong International Capital Limited as our compliance advisor pursuant to Rule 3A.19 of the [REDACTED] Rules. Pursuant to Rule 3A.23 of the [REDACTED] Rules, the compliance advisor is engaged to provide advice to us under following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) if a transaction which might be a notifiable or connected transaction under Chapters 14 or 14A of the [REDACTED] Rules, is contemplated, including shares and share repurchases;

## **DIRECTORS AND SENIOR MANAGEMENT**

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- (c) if we propose to use the net [REDACTED] of the [REDACTED] in a manner different from that provided in this Document or when our business activities, developments or results deviate from any forecast, estimate or other information in this Document; and
- (d) if the Stock Exchange makes an inquiry of us regarding any unusual events such as unusual movements in the [REDACTED] or [REDACTED] volume of our Shares.

The term of appointment shall commence on the [REDACTED] Date and end on the date on which we distribute our annual report in respect of the financial results for the first full financial year commencing after the [REDACTED] Date.

## **REMUNERATION AND COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT**

Our Directors receive compensation in the form of fees, salaries, bonuses, other allowances and benefits in kind, including the Company's contribution to the pension scheme on their behalf. We determine the salaries of our Directors based on each Director's responsibilities, qualification, position and seniority.

The aggregate remuneration (including salaries, allowances and benefits in kind, performance related bonuses, equity-settled share option expenses and pension scheme contributions) paid to our Directors for the years ended December 31, 2012, 2013 and 2014 and the six months ended June 30, 2015 were approximately US\$1.5 million, US\$1.3 million, US\$3.0 million and US\$1.0 million, respectively.

The aggregate remuneration (including salaries, allowances and benefits in kind, performance related bonuses, equity-settled share option expenses and pension scheme contributions) paid to our senior management for the years ended December 31, 2012, 2013 and 2014 and the six months ended June 30, 2015 were approximately US\$1.7 million, US\$1.8 million, US\$3.6 million and US\$1.4 million, respectively.

The aggregate remuneration (including salaries, allowances and benefits in kind, performance related bonuses, equity-settled share option expenses and pension scheme contributions) paid to our Company's five highest paid individuals for the years ended December 31, 2012, 2013 and 2014 and the six months ended June 30, 2015 were approximately US\$1.7 million, US\$1.6 million, US\$3.6 million and US\$1.3 million, respectively.

During the Track Record Period, no remuneration was paid by us to, or receivable by, our Directors or the five highest-paid individuals as an inducement to join or upon joining our Company. No compensation was paid by us to, or receivable by, our Directors, former Directors, or the five highest-paid individuals for each of the Track Record Period for the loss of any office in connection with the management of the affairs of any subsidiary of our Company.

Save as disclosed above, no other payments have been made or are payable in respect of the years ended December 31, 2012, 2013 and 2014 by any member of our Group to any of our Directors. Under the arrangements currently in force, we estimate the aggregate remuneration, excluding discretionary bonus, of our Directors for the year ending December 31, 2015 to be approximately US\$1.2 million.

For additional information on Directors' remunerations during the Track Record Period as well as information on the highest paid individuals, please refer to notes 8 and 9 in the Accountants' Report as set out in Appendix I to this document.

## **DIRECTORS AND SENIOR MANAGEMENT**

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### **[REDACTED] SHARE OPTION SCHEME**

We have adopted the [REDACTED] Share Option Scheme on July 15, 2015, the purpose of which is to incentivize and reward eligible participants by reason of their contribution or potential contribution to the Company and/or any of our subsidiaries. Please see the section headed “Statutory and General Information — 8. [REDACTED] Share Option Scheme” for a description of our [REDACTED] Share Option Scheme.