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## DIRECTORS AND SENIOR MANAGEMENT

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### DIRECTORS AND SENIOR MANAGEMENT

The Board consists of seven Directors, comprising two executive Directors, two non-executive Directors and three independent non-executive Directors. The following table provides certain information about the Directors:

<u>Name</u>	<u>Age</u>	<u>Position(s)</u>	<u>Date of joining the Group</u>	<u>Date of appointment as a Director</u>	<u>Roles and responsibilities</u>
CHEN, Dongsheng (陳東升) . . . . .	60	Independent non-executive Director	April 2018	Date of this prospectus <sup>(2)</sup>	Providing independent opinion and judgment to the Board. Chairman of the Remuneration Committee, Chairman of the Corporate Governance Committee, member of the Audit Committee.
KOH, Tuck Lye (許達來) . . . . .	46	Non-executive Director	August 2013	August 6, 2013	Providing professional opinion and judgment to the Board. Member of the Audit Committee.
LEE, Ka Kit (李家傑) . . . . .	55	Independent non-executive Director	April 2018	Date of this prospectus <sup>(2)</sup>	Providing independent opinion and judgment to the Board. Chairman of the Nomination Committee, member of the Corporate Governance Committee.
LEI, Jun (雷軍) . . . . .	48	Executive Director, Founder, Chairman and Chief Executive Officer	March 2010	May 3, 2010	Overall responsible for the Company's strategy, company culture and key products. Overseeing the senior management team. Member of the Remuneration Committee.
LIN, Bin (林斌) . . . . .	50	Executive Director, Co-founder and President	May 2010	May 3, 2010	Responsible for the Company's smartphone business. Member of the Nomination Committee.
LIU, Qin <sup>(1)</sup> (劉芹) . . . . .	45	Non-executive Director	May 2010	May 3, 2010	Providing professional opinion and judgment to the Board.
WONG, Shun Tak (王舜德) . . . . .	57	Independent non-executive Director	April 2018	Date of this prospectus <sup>(2)</sup>	Providing independent opinion and judgment to the Board. Chairman of the Audit Committee, member of the Nomination Committee, member of the Remuneration Committee, member of the Corporate Governance Committee.

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*Notes:*

- (1) Liu Qin was formerly known as Liu Ya (劉雅).
- (2) The appointment of Chen Dongsheng (陳東升), Lee Ka Kit (李家傑) and Wong Shun Tak (王舜德), as independent non-executive Directors will take effect from the date of this prospectus.

Save as disclosed below, (1) none of the Directors had held any other directorships in listed companies during the three years immediately prior to the Latest Practicable Date, (2) there is no other information in respect of the Directors to be disclosed pursuant to Rules 13.51(2)(a) to (v) of the Listing Rules, and (3) there is no other matter that needs to be brought to the attention of the Shareholders.

### EXECUTIVE DIRECTORS

**Lei Jun (雷軍)**, aged 48, is an executive Director, the Founder, the Chairman and the Chief Executive Officer. Lei Jun is overall responsible for the Company's strategy, company culture and key products. He oversees the senior management team. Lei Jun currently holds directorships in various subsidiaries, Consolidated Affiliated Entities and operating entities of the Group.

Lei Jun is a renowned angel investor in mainland China. Lei Jun joined Kingsoft Corporation Limited (HKEx Stock Code: 3888) in 1992 and has held various senior positions in Kingsoft, including as the chairman of the board since July 2011, non-executive director since August 2008 and the chief executive officer between 1998 and December 2007. From July 2011 to March 2018, Lei Jun was the chairman of Cheetah Mobile Inc. (NYSE ticker: CMCM). From July 2011 to August 2016, Lei Jun was the chairman of YY Inc. (Nasdaq ticker: YY).

Lei Jun received a bachelor's degree in computer science from Wuhan University (武漢大學) on July 1, 1991. He has been a member of the board of Wuhan University since November 2003. Lei Jun has also been serving as vice chairman of All-China Federation of Industry and Commerce (中華全國工商業聯合會) since November 2017 and vice president of China Association for Quality (中國質量協會) since December 2017.

**Lin Bin (林斌)**, aged 50, is an executive Director, a Co-founder and the President. He is responsible for the Company's smartphone business. Lin Bin currently holds directorships in various major subsidiaries of the Group.

Before joining the Group in 2010, Lin Bin had served as an engineering director at Google Inc. between 2006 and 2010. Before this, he had worked at Microsoft Corporation from 1995 to 2006, including as an engineering director at Microsoft (China) Limited from 2003 to 2006. Prior to this, Lin Bin worked as Network Engineer at ADP Inc. since May 1993.

Lin Bin has held numerous visiting and adjunct professorships, including visiting professor at Zhejiang University in 2002, visiting professor at Tongji University in 2002, adjunct professor at Nankai University from 2002 to 2005 and adjunct professor at Sun Yat-sen (中山大學) University from 2005 to 2008. He currently sits on the Board of Advisors of the Tufts University School of Engineering.

Lin Bin received a bachelor's degree of science in radio electronics from Sun Yat-sen University (中山大學) in July 1990, and a Master of Science from Drexel University in June 1992.

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### Non-executive Directors

**Koh Tuck Lye (許達來)**, aged 46, is a non-executive Director and currently holds directorships in various subsidiaries of the Company. Koh Tuck Lye has served as a co-founder and the chief executive officer of Shunwei Capital since April 2011. From June 2009 to March 2011, he served as managing director in investment at Beijing C.V. Starr Investment Advisors Limited (北京世威史帶投資顧問有限公司). Prior to this, Koh Tuck Lye served as vice president responsible for private investments in greater China at GIC Special Investments (Beijing) Company Ltd. Koh Tuck Lye also served as a director at Kingsoft from August 2006 to May 2008.

Koh Tuck Lye received a bachelor's degree in mechanical engineering from National University of Singapore on July 23, 1996, and a master of science in industrial engineering (engineering management) from Stanford University on September 23, 1999. Koh Tuck Lye was also accredited as a chartered financial analyst by Association for Investment Management and Research (now known as the CFA Institute) on October 11, 2000.

**Liu Qin (劉芹)**, aged 45, is a non-executive Director and currently holds directorships in various major subsidiaries of the Company. Liu Qin co-founded and has served as managing director of Morningside Venture Capital Limited (“MSVC”) since June 2007. The funds under MSVC’s management had been the earliest investors of the Group. Before co-founding MSVC, Liu Qin served various roles including as a business development director for investment at Morningside IT Management Services (Shanghai) Co. Ltd. (晨興信息科技諮詢(上海)有限公司) from July 2000 to November 2008. Liu Qin has been a director of YY Inc. (Nasdaq ticker: YY) since June 2008, and a director of Xunlei Limited (Nasdaq ticker: XNET) since September 2005.

Liu Qin received a bachelor's degree in industrial electrical automation from University of Science and Technology Beijing (北京科技大學) in July 1993, and a master's degree in business administration from China Europe International Business School (中歐國際工商學院) on April 22, 2000.

### Independent Non-executive Directors

**Chen Dongsheng (陳東升)**, aged 60, has been appointed as an independent non-executive Director with effect from the date of this prospectus. Chen Dongsheng has served as the chairman of Taikang Insurance Group Inc. (泰康保險集團股份有限公司) (formerly known as Taikang Life Insurance Co., Ltd (泰康人壽保險股份有限公司)) (“**Taikang**”) since July 1996. He is currently the chief executive officer of Taikang and holds various directorships within the Taikang group. Prior to this, Chen Dongsheng served as the chairman and the general manager of China Guardian Auctions Co., Ltd (中國嘉德國際拍賣有限公司) from May 1993. Prior to this, Chen Dongsheng worked as the deputy editor of the *Management World (monthly)*, published by the Development Research Center of the State Council of China.

Chen Dongsheng has accumulated extensive corporate governance experience during his leadership in the Taikang group, as he oversaw the reform of the group’s corporate governance structure and its continuous optimization. Key corporate governance initiatives implemented during Chen Dongsheng’s tenure include (i) formalizing the structure, functions and accountability of the corporate governance bodies within the Taikang group, (ii) introducing board executive, audit, nomination and remuneration committees, the members of which are selected by election, and (iii) appointing independent directors.

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Chen Dongsheng received a bachelor's degree in political economics on July 30, 1983, and a PhD in political economics on June 30, 1996, both from Wuhan University (武漢大學).

**Lee Ka Kit (李家傑)**, *GBS, JP, DBA (Hon)*, aged 55, has been appointed as an independent non-executive Director with effect from the date of this prospectus. Lee Ka Kit has served as an executive director of Henderson Land Development Company Limited (HKEx Stock Code: 0012) since 1985 and as its vice chairman since 1993, primarily responsible for the development of the People's Republic of China business of Henderson Land Group. He has also served as an executive director and the vice chairman of Henderson Investment Limited (HKEx Stock Code: 0097) since 1993, as well as the vice chairman of Henderson Development Limited. Lee Ka Kit currently holds directorships in The Bank of East Asia, Limited (HKEx Stock Code: 0023), as a non-executive director since May 2013 and member of the remuneration committee since April 2016, and The Hong Kong and China Gas Company Limited (HKEx Stock Code: 0003), as a non-executive director since March 1990.

Lee Ka Kit acquired extensive experience in dealing with corporate governance issues through his positions as director and member of board committee in numerous Hong Kong listed companies. Lee Ka Kit's experience includes (i) reviewing, monitoring and making recommendations as to the companies' policies, practices and compliance, and (ii) implement measures to ensure effective communication between the board and shareholders. As a result, Lee Ka Kit has undergone training and experience in implementing relevant Listing Rule requirements and director's duties.

Lee Ka Kit has been appointed as a Justice of the Peace in 2009 and was awarded the Gold Bauhinia Star in 2015 by the Government of the Hong Kong Special Administrative Region.

Lee Ka Kit was awarded an Honorary University Fellowship by The University of Hong Kong in September 2009 and an Honorary Degree of Doctor of Business Administration by Edinburgh Napier University on July 3, 2014.

**Wong Shun Tak (王舜德)**, aged 57, has been appointed as an independent non-executive Director with effect from the date of this prospectus. Prior to joining our Group, Wong Shun Tak has served as the chief financial officer of Rokid Corporation Ltd since July 2014 and the independent non-executive director, chairman of the nomination committee, chairman of the remuneration committee and member of the audit committee of Kingsoft since July 2014. Wong Shun Tak had also served at Kingsoft as executive director and chief financial officer from December 2011 to July 2012, and as independent non-executive director, chairman of the audit committee and member of the remuneration committee from April 2007 to September 2011. Between August 2007 and September 2011, Wong Shun Tak served as vice president of finance and corporate controller of Alibaba Group Holding Ltd (NYSE ticker: BABA). Prior to this, Wong Shun Tak served as the chief financial officer of Goodbaby Children Products Group from August 2003 to August 2007, and as the vice president of finance (product division) in IDT International Limited (HKEx Stock Code: 167) from September 2001 to July 2003. Wong Shun Tak has extensive experience in financial control, operations, strategic planning and implementation, private equity investments and exit strategies.

Wong Shun Tak has developed extensive corporate governance experience through his various senior positions in Hong Kong listed companies, including as independent non-executive director and as chairman or member of various board committees. He has accumulated experience in (i) reviewing, monitoring and making recommendations as to the companies' policies, practices and compliance,

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(ii) assess independence of independent non-executive directors, (iii) effective communication between the board and shareholders, (iv) understanding requirements of the Listing Rules, and (v) understanding the director's duty to act in the best interest of the company and the shareholders as a whole.

Wong Shun Tak received a Bachelor of Social Science from University of East Asia, Macau on September 13, 1986, a master's degree in science, majoring in finance, from the University of Lancaster on December 3, 1987 and a master's degree in accountancy from Charles Stuart University in Australia on April 15, 1994. Wong Shun Tak was accredited a Certified Public Accountant by The Hong Kong Institute of Certified Public Accountants on January 1, 1996 and has been a fellow of The Hong Kong Institute of Certified Public Accountants since April 21, 2005. Wong Shun Tak was also accredited as a Certified Public Accountant by CPA Australia on April 20, 1994, and was advanced to the status of a Fellow of CPA Australia on September 22, 2005.

### SENIOR MANAGEMENT

The following table provides information about members of the senior management of the Group:

<u>Name</u>	<u>Age</u>	<u>Position(s)</u>	<u>Date of joining the Group</u>	<u>Roles and responsibilities</u>
CHEW, Shou Zi (周受資) . . . . .	35	Senior Vice President, Chief Financial Officer	July 2015	Responsible for the Company's finance, investments, and human resources functions.
HONG, Feng (洪鋒) . . . .	41	Co-founder, Senior Vice President (Internet Services)	December 2010	Responsible for the MIUI platform, as well as the Company's mobile internet and online finance businesses.
JAIN, Manu Kumar . . . . .	37	Vice President, Managing Director of Xiaomi India	October 2014	Responsible for the Company's business in India.
LEI, Jun (雷軍) . . . . .	48	Founder, Chairman and Chief Executive Officer	March 2010	Overall responsible for the Company's strategy, company culture and key products. He oversees the senior management team.
LI, Wanqiang (黎萬強) . . . . .	41	Co-founder, Senior Vice President, Chief Brand Officer	March 2010	Responsible for the Company's branding, marketing and communication strategy.
LIN, Bin (林斌) . . . . .	50	Co-founder, President	May 2010	Responsible for the Company's smartphone business.
LIU, De (劉德) . . . . .	44	Co-founder, Senior Vice President (Ecosystem)	September 2010	Responsible for the Company's IoT and lifestyle products business.
QI, Yan (祁燕) . . . . .	68	Senior Vice President (Internal Operations and Public Affairs)	January 2013	Responsible for the Company's administrative and regulatory affairs.

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<u>Name</u>	<u>Age</u>	<u>Position(s)</u>	<u>Date of joining the Group</u>	<u>Roles and responsibilities</u>
SHANG, Jin (尚進) . . . . .	42	Vice President (Interactive Entertainment)	September 2014	Responsible for the Company's gaming and livestreaming businesses.
WANG, Chuan (王川) . . . . .	49	Co-founder, Senior Vice President (TV Business)	November 2012	Responsible for the Company's smart TV business.
WANG, Lingming (汪凌鳴) . . . . .	43	Vice President (Sales and Services)	March 2017	Responsible for developing and executing the Company's mainland China sales strategy, as well as leading customer service, logistics and after-sales functions.
WANG, Xiang (王翔) . . . . .	57	Senior Vice President (Global Business)	July 2015	Responsible for the Company's global business and operations in all regions outside mainland China; global IP strategy and legal functions.
ZHANG, Feng (張峰) . . . . .	48	Vice President (Supply Chain)	September 2016	Responsible for managing all crucial aspects of the supply chain processes for the Company's smartphone business.

Save as disclosed below, none of the senior managers had held any other directorships in listed companies during the three years immediately prior to the Latest Practicable Date, there is no other information in respect of the senior managers to be disclosed pursuant to Rule 13.51(2)(a) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

**Chew Shou Zi (周受資)**, aged 35, is a Senior Vice President and the Chief Financial Officer of the Company and oversees the finance, investments and human resources functions of the Group. Before joining the Group in July 2015, Chew Shou Zi was a partner at DST Investment Management Ltd. and worked there from August 2011 to June 2015. Prior to DST Investment Management Ltd., Chew Shou Zi worked at Goldman Sachs International from July 2006 to July 2008.

Chew Shou Zi received a Bachelor of Science in Economics from University College London on August 1, 2006 and a Master of Business Administration from Harvard Business School on March 8, 2011.

**Hong Feng (洪鋒)**, aged 41, is a Co-founder and a Senior Vice President (Internet Services). He is responsible for the MIUI platform, as well as the Company's mobile internet and online finance businesses. Prior to joining the Group in December 2010, Hong Feng held various positions at Google Inc. from May 2005 to December 2010, including as senior product manager. From May 2001 to May 2005 Hong Feng worked at Siebel Systems (which was subsequently acquired by Oracle America, Inc.) as lead software engineer.

Hong Feng received a bachelor's degree in computer and application from Shanghai Jiao Tong University (上海交通大學) in July 1999, and a Master of Science degree from Purdue University on May 5, 2001.

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**Jain Manu Kumar**, aged 37, is a Vice President and the Managing Director of Xiaomi India. He is responsible for the Company's business in India. Jain Manu Kumar joined the Group in October 2014 and heads Xiaomi's business in India. Prior to January 2014, he worked at Jabong.com. Between June 2007 and December 2011, Jain Manu Kumar served in McKinsey & Company and held the position of Engagement Manager at the time of leaving.

Jain Manu Kumar received a bachelor's degree in mechanical engineering from Indian Institute of Technology Delhi on August 9, 2003, and a Post-Graduate Diploma in Management from Indian Institute of Management Calcutta in 2007.

**Lei Jun (雷軍)**, aged 48, is the Founder, the Chief Executive Officer, the Chairman and an executive Director. For further details, please see the paragraphs headed "—Executive Directors" in this section.

**Li Wanqiang (黎萬強)**, aged 41, is a Co-founder, a Senior Vice President and the Chief Brand Officer. He is responsible for the Company's branding, marketing and communication strategy. Before joining the Group in March 2010, Li Wanqiang held several positions in Kingsoft between June 2000 and January 2010, including as the general manager.

Li Wanqiang received a bachelor's degree in industrial design from Xi'an Polytechnic University (西安工程大學) (formerly known as the Northwest Textile Institute (西北紡織工學院)), on July 3, 2000.

**Lin Bin (林斌)**, aged 50, is a Co-founder, the President and an executive Director. For further details, please see the paragraphs headed "—Executive Directors" in this section.

**Liu De (劉德)**, aged 44, is a Co-founder and the Senior Vice President (Ecosystem), responsible for the Company's IoT and lifestyle products business. In October 2002 Liu De co-founded Beijing Xinfengrui Industrial Design Co., Ltd. (北京新鋒銳工業設計公司) and had served as its executive director.

Liu De received a bachelor's degree in industrial design on July 1, 1996 and a master's degree in mechanical design and theory on March 27, 2001, both from the Beijing Institute of Technology (北京理工大學). Liu De was awarded a master's degree in industrial design from Art Center College of Design, Pasadena, California, US, on April 24, 2010.

**Qi Yan (祁燕)**, aged 68, is the Senior Vice President (Internal Operations and Public Affairs), responsible for the Company's administrative and regulatory affairs. Before joining the Group in January 2013, Qi Yan served as the chief executive officer of Aigo Electronic Technology Co., Ltd. (愛國者電子科技有限公司) from September 2010 to December 2012, and the chief executive officer of Aigo Digital Technology Co., Ltd. (愛國者數碼科技有限公司) from September 2004 to September 2010. Qi Yan had served as the head of organizational section of the Beijing Municipal Committee of China National Democratic Construction Association (中國民主建國會) ("CNDCA") since May 1993, and was further appointed as the deputy secretary-general in December 1993, before she retired in January 1999. Between December 1993 and January 1997, Qi Yan also served as the principal of the Beijing Jianhua Experimental School (北京市建華實驗學校).

Qi Yan has served as an independent non-executive director of HC INTERNATIONAL, INC. (慧聰網有限公司) (HKEx Stock Code: 2280) since November 2017. She has also served as a director of

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Beijing Power Future Technology Co., Ltd. (北京動力未來科技股份有限公司) (National Equities Exchange and Quotations Stock Code: 839032) since November 2015.

Qi Yan received a master's degree in applied sociology from the Graduate School of Academy of Social Sciences (中國社會科學院研究生院) on June 30, 1998.

**Shang Jin (尚進)**, aged 42, is the Vice President (Interactive Entertainment), responsible for the Company's gaming and livestreaming businesses. Before joining the Group in September 2014, Shang Jin co-founded and served as the chief executive officer of Beijing Kylin Culture Co., Ltd. (北京麒麟網文化股份有限公司) (formerly known as Beijing Kylin Information Technology Co, Ltd. (北京麒麟網信息科技有限公司)) between July 2007 and February 2014. Before this, Shang Jin served as vice general manager of Beijing AmazGame Age Internet Technology Co., Ltd. (北京暢遊天下網絡技術有限公司) (subsequently listed as part of the group of Changyou.com Limited, Nasdaq ticker: CYOU) from February 2005. From November 1999 to February 2005, Shang Jin worked at Kingsoft, including as project manager, technology officer and division deputy manager.

Shang Jin has served as a director of Ourpalm Co., Ltd (北京掌趣科技股份有限公司) (Shenzhen Stock Exchange Stock Code: 300315) since February 2018.

In 2010, Shang Jin was awarded Zhongguancun's leading talent and in 2011 was named one of the top 10 most influential leaders in the gaming industry of the year. Shang Jin received a bachelor's degree in physics from Dalian University of Technology (大連理工大學), in July 1998.

**Wang Chuan (王川)**, aged 49, is a Co-founder and the Senior Vice President (TV Business). He is responsible for the Company's smart TV business. Wang Chuan co-founded Beijing Duokan in February 2010, where he currently serves as the chief executive officer. Wang Chuan also serves as the chairman of Beijing Leishitiandi Electron Technology Co., Ltd. (北京雷石天地電子技術有限公司), since he joined in June 2006.

Wang Chuan has served as a director of Xunlei Limited (Nasdaq ticker: XNET) since March 2014 and its chairman of the board since December 2017. He has also served as a director of IQIYI, INC. (Nasdaq ticker: IQ) since November 2014, and as an independent non-executive director of Zhejiang Huace Film and TV Co., Ltd. (浙江華策影視股份有限公司) (Shenzhen Stock Exchange Stock Code: 300133).

Wang Chuan received a bachelor's degree in computer science and engineering from Beijing University of Technology (北京工業大學) on July 10, 1993.

**Wang Lingming (汪凌鳴)**, aged 43, is the Vice President (Sales and Services), responsible for developing and executing the Company's mainland China sales strategy, as well as leading customer service, logistics and after-sales functions.

Prior to joining the Group in March 2017, Wang Lingming served as vice president at Telephone World Communication Group Co., Ltd. (話機世界通信集團股份有限公司). From 2009 to October 2013, Wang Lingming served as the vice president of Beijing Benywave Technology Co., Ltd (北京百納威爾科技有限公司) ("Benywave"). Benywave wholly owns Beijing Tianyu Langtong Communication Equipment Co., Ltd. (北京天宇朗通通信設備股份有限公司).

Wang Lingming received a bachelor's degree in international trade and commerce from Zhejiang Gongshang University (浙江工商大學), on July 1, 1997. He was appointed as a mentor of

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undergraduate of Zhejiang Gongshang University in April 2017, and an entrepreneurship mentor of Institute of Entrepreneurship of Zhejiang Gongshang University (浙江工商大學創業學院) in April 2017.

**Wang Xiang (王翔)**, aged 57, is the Senior Vice President (Global Business), responsible for the Company's global business and operations in all regions outside mainland China, global IP strategy and legal functions. Wang Xiang has over 20 years of experience in the semiconductor and communications industry. He previously served various roles at Qualcomm Wireless Semi Conductor Technologies Limited (a group member of QUALCOMM, Inc. (Nasdaq ticker: QCOM) (“Qualcomm”)) between July 2002 and June 2015, including as the global senior vice president and the greater China president, overseeing the business of Qualcomm in the greater China region. Between April 1992 and November 2000, Wang Xiang served as manager at Motorola China Electronics Ltd. (摩托羅拉(中國)電子有限公司) (now known as Motorola Systems (China) Co., Ltd. (摩托羅拉系統(中國)有限公司)).

Wang Xiang received a bachelor's degree in radio electronics with a major in semiconductor physics and devices from Beijing University of Technology (北京工業大學) on July 14, 1984.

**Zhang Feng (張峰)**, aged 48, is the Vice President (Supply Chain), responsible for managing all crucial aspects of the supply chain processes for the Company's smartphone business. In 2013, Zhang Feng joined and served as the general manager at Jiangsu Zimi Electronic Technology Co., Ltd. (江蘇紫米電子技術有限公司), which developed power banks for the Company and became one of the Group's ecosystem partners. He held various positions in the Inventec group between September 1993 and February 2012, including as the director of research and development and the general manager of the group's Nanjing branch.

Zhang Feng received a bachelor's degree in radio electronics from Shanghai University of Science and Technology (上海科學技術大學) (now known as Shanghai University (上海大學)) in July 1991.

### JOINT COMPANY SECRETARIES

**Steve Lin (林冠男)**, has been appointed as our joint company secretary with effect from April 30, 2018. Steve Lin joined our Group in February 2018 as the Director of Corporate Finance. Steve Lin has over 13 years of experience in business consulting and investment banking. Prior to joining the Group, he worked at McKinsey&Company from July 2005 to August 2008, Macquarie Capital Securities Limited from September 2008 to August 2010 and Deutsche Bank Group from September 2010 to February 2018.

Steve Lin received his master's degree in electrical and computer engineering from the University of California, Santa Barbara in March 2005 and bachelor's degree in engineering from the College of Electrical Engineering and Computer Science of National Taiwan University in June 2003.

**So Ka Man (蘇嘉敏)**, has been appointed as our joint company secretary with effect from April 30, 2018. So Ka Man is a director of corporate services division of Tricor Services Limited. So Ka Man has over 15 years of experience in the corporate secretarial field and has been providing professional corporate secretarial services to listed companies as well as multi-national, private and offshore companies. From August 2000 to December 2003, So Ka Man worked at Tengis Limited (currently known as Tricor Tengis Limited), and joined Tricor Services Limited in January 2004. She is currently the company secretary of other companies listed on the Stock Exchange.

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So Ka Man received a Bachelor of Arts in Accountancy from Hong Kong Polytechnic University in November 1996. She is a Chartered Secretary and an Associate of both of The Hong Kong Institute of Chartered Secretaries (“HKICS”) and The Institute of Chartered Secretaries and Administrators in the United Kingdom. She is also a holder of the Practitioner’s Endorsement from HKICS.

### DIRECTORS’ REMUNERATION

For the details of the service contracts and appointment letters that we have entered into with the Directors, see the section headed “Statutory and General Information—Further Information about Our Directors—Particulars of Directors’ service contracts and appointment letters” in Appendix IV.

The aggregate amount of remuneration (including basic salaries, housing allowances, other allowances and benefits in kind, contributions to pension plans and discretionary bonuses) for the Directors for the years ended December 31, 2015, 2016 and 2017 was nil, nil and nil, respectively.

For the financial years ended December 31, 2015, 2016 and 2017, the aggregate amount of remuneration (including basic salaries, housing allowances, other allowances and benefits in kind, contributions to pension plans and discretionary bonuses) for the five highest paid individuals who are neither a Director nor chief executive of the Group were RMB251.34 million, RMB281.63 million and RMB196.07 million, respectively.

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

During the Track Record Period, no remuneration was paid to the Directors or the five highest paid individuals as an inducement to join or upon joining the Group. No compensation was paid to, or receivable by, the Directors or past Directors during the Track Record Period for the loss of office as 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. None of the Directors waived any emoluments during the Track Record Period.

### CORPORATE GOVERNANCE

We have adopted certain corporate governance measures in compliance with the Corporate Governance Code set out in Appendix 14 to the Listing Rules (the “**Corporate Governance Code**”). We aim to achieve a high standard of corporate governance, which is crucial to safeguard the interests of the Shareholders. To accomplish this, we expect to comply with the Corporate Governance Code (other than as disclosed in “Chairman of the Board and Chief Executive”, below) after the Listing. Each of our audit committee, remuneration committee, nomination committee and corporate governance committee is chaired by an independent non-executive Director, and comprises a majority of independent non-executive Directors.

#### Audit Committee

We have established an audit committee 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, review and approve connected transactions and to advise the Board. The audit committee comprises one non-executive

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Director and two independent non-executive Directors, namely Chen Dongsheng, Koh Tuck Lye and Wong Shun Tak. Wong Shun Tak, being the chairman of the committee, is appropriately qualified as required under Rules 3.10(2) and 3.21 of the Listing Rules.

### **Remuneration Committee**

We have established a remuneration committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The primary duties of the remuneration committee are to review and make recommendations to the Board regarding the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management. The remuneration committee comprises Chen Dongsheng, Lei Jun and Wong Shun Tak. Chen Dongsheng is the chairman of the committee.

### **Nomination Committee**

We have established a nomination committee in compliance with the Corporate Governance Code and Chapter 8A of the Listing Rules. The primary duties of the nomination committee are to make recommendations to the Board regarding the appointment of Directors and Board succession. The nomination committee comprises Wong Shun Tak, Lee Ka Kit and Lin Bin. Lee Ka Kit is the chairman of the committee.

### **Corporate Governance Committee**

We have established a corporate governance committee in compliance with the Corporate Governance Code and Chapter 8A of the Listing Rules. The primary duties of the corporate governance committee are to ensure that the Company is operated and managed for the benefit of all shareholders and to ensure the Company's compliance with the Listing Rules and safeguards relating to the weighted voting rights structures of the Company.

The corporate governance committee comprises of three independent non-executive Directors, namely Chen Dongsheng, Lee Ka Kit and Wong Shun Tak. Chen Dongsheng is the chairman of the committee. For details of their experience in corporate governance related matters, please refer to the biographies of each of our independent non-executive Directors in the section headed “—Independent Non-Executive Directors” above.

In accordance with Rule 8A.30 of the Listing Rules and the Corporate Governance Code set out in Appendix 14 of the Listing Rules, the work of our corporate governance committee as set out in its terms of reference includes:

- (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;

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- (e) to review the Company's compliance with the code and disclosure in the Corporate Governance Report;
- (f) to review and monitor whether the Company is operated and managed for the benefit of all of its shareholders;
- (g) to confirm, on an annual basis, that the beneficiaries of weighted voting rights have been members of the Company's board of directors throughout the year and that no matters under Rule 8A.17 of the Listing Rules have occurred during the relevant financial year;
- (h) to confirm, on an annual basis, whether or not the beneficiaries of weighted voting rights have complied with Rules 8A.14, 8A.15, 8A.18 and 8A.24 of the Listing Rules throughout the year;
- (i) to review and monitor the management of conflicts of interests and make a recommendation to the Board on any matter where there is a potential conflict of interest between the Company, its subsidiary or consolidated affiliated entity and/or shareholder on one hand and any beneficiary of weighted voting rights on the other;
- (j) to review and monitor all risks related to the Company's WVR structure, including connected transactions between the Company and/or its subsidiary or consolidated affiliated entity on one hand and any beneficiary of weighted voting rights on the other and make a recommendation to the Board on any such transaction;
- (k) to make a recommendation to the Board as to the appointment or removal of the Compliance Adviser;
- (l) to seek to ensure effective and on-going communication between the Company and its shareholders, particularly with regards to the requirements of Rule 8A.35 of the Listing Rules;
- (m) to report on the work of the corporate governance committee on at least a half-yearly and annual basis covering all areas of its terms of reference, including disclosing, on a comply or explain basis, its recommendations to the Board in respect of the matters in items (i) to (k) above.

Pursuant to Rule 8A.32 of the Listing Rules, the Corporate Governance Report prepared by our Company for inclusion in our interim and annual reports after Listing will include a summary of the work of the corporate governance committee for the relevant period.

### **Role of our Independent Non-executive Directors**

Pursuant to Rule 8A.26 of the Listing Rules, the role of the independent non-executive directors of a listed company with WVR structure must include, but is not limited to, the functions described in code provisions A.6.2, A.6.7 and A.6.8 of the Corporate Governance Code. The functions of our independent non-executive Directors include:

- (a) participating in board meetings to bring an independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;
- (b) taking the lead where potential conflicts of interests arise;
- (c) serving on the audit, remuneration, nomination and other governance committees, if invited;

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## DIRECTORS AND SENIOR MANAGEMENT

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- (d) scrutinizing our Company's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting;
- (e) giving the Board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation;
- (f) making a positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments; and
- (g) attending general meetings and developing a balanced understanding of the views of our Shareholders.

### Chairman of the Board and Chief Executive

Pursuant to code provision A.2.1 of the Corporate Governance Code, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from the requirement that the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual. We do not have a separate chairman and chief executive officer and Lei Jun currently performs these two roles. The Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairman of the Board and the chief executive officer of the Company at a time when it is appropriate by taking into account the circumstances of the Group as a whole. For further information relating to the Company's corporate governance measures, please see the section headed "Relationship with the Controlling Shareholders—Corporate Governance Measures."

### COMPLIANCE ADVISOR

We have appointed Guotai Junan Capital Limited as the compliance advisor (the "**Compliance Advisor**") pursuant to Rule 8A.33 of the Listing Rules. The Compliance Advisor will provide us with guidance and advice as to compliance with the Listing Rules and applicable Hong Kong laws. Pursuant to Rules 3A.23 and 8A.34 of the Listing Rules, the Compliance Advisor will advise the Company in certain circumstances and/or matters including:

- (a) before the publication of any regulatory announcement, circular, or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- (c) where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where the business activities, development or results of the Group deviate from any forecast, estimate or other information in this prospectus;
- (d) where the Stock Exchange makes an inquiry to the Company regarding unusual movements in the price or trading volume of its listed securities or any other matters in accordance with Rule 13.10 of the Listing Rules;
- (e) the WVR structure;

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- (f) transactions in which any beneficiary of weighted voting rights in the Company has an interest; and
- (g) where there is a potential conflict of interest between the Company, its subsidiary and/or Shareholders (considered as a group) on one hand and any beneficiary of weighted voting rights in the Company on the other.

The term of appointment of the Compliance Advisor shall commence on the Listing Date. Pursuant to Rule 8A.33 of the Listing Rules, the Company is required to engage a compliance advisor on a permanent basis.

### DISCLOSURE UNDER RULE 8.10 OF THE LISTING RULES

Lei Jun and Koh Tuck Lye are founding partners of Shunwei Capital (“**Shunwei**”), which operates investment funds specializing in incubation, start-ups, early to mid-stage and growth capital investments in internet and technology industries. While Shunwei may acquire non-controlling interests in certain business that operate in technology and internet sectors similar to those in which our Group operates, Shunwei is a pure capital investment company, and generally has no management or shareholding control over any of its investee companies. We therefore do not believe that Shunwei competes in any material way with our Group.

Each of the Directors confirms that as of the Latest Practicable Date, save as disclosed in this prospectus, he or she did not have any interest in a business which materially competes or is likely to compete, directly or indirectly, with the business, and requires disclosure under Rule 8.10 of the Listing Rules.