
DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS AND SENIOR MANAGEMENT

Our Board consists of nine Directors, comprising three executive Directors, three non-executive Directors and three independent non-executive Directors.

The following table sets out certain information in respect of our Directors and senior management:

Directors

<u>Name</u>	<u>Age</u>	<u>Position/Title</u>	<u>Roles and Responsibility</u>	<u>Date of appointment</u>	<u>Time of Joining our Group</u>
TIAN Suning (田溯寧)	55	Chairman and Executive Director	Responsible for the overall strategic planning and business direction of the Group	June 26, 2018	May 2, 1995
DING Jian (丁健)	53	Executive Director	Participating in formulation of business plans, strategies and major decisions of the Group	June 26, 2018	May 2, 1995
GAO Nianshu (高念書)	55	Executive Director and chief executive officer	Responsible for the overall business operations and management of the Group	August 18, 2017	July 11, 2016
ZHANG Yichen (張懿宸)	55	Non-executive Director	Responsible for providing professional opinion and judgment to the Board	June 26, 2018	January 15, 2014
XIN Yuesheng (信躍升)	48	Non-executive Director	Responsible for providing professional opinion and judgment to the Board	June 26, 2018	August 31, 2016
ZHANG Liyang (張立陽)	32	Non-executive Director	Responsible for providing professional opinion and judgment to the Board	June 26, 2018	January 31, 2018
GAO Jack Qun Yao (高群耀)	60	Independent Non-executive Director	Responsible for supervising and offering independent judgment to the Board	August 2, 2018 ⁽¹⁾	August 2, 2018
ZHANG Ya-Qin (張亞勤)	52	Independent Non-executive Director	Responsible for supervising and offering independent judgment to the Board	August 2, 2018 ⁽¹⁾	August 2, 2018
GE Ming (葛明) . . .	67	Independent Non-executive Director	Responsible for supervising and offering independent judgment to the Board	August 2, 2018 ⁽¹⁾	August 2, 2018

Note:

(1) Appointment effective upon the Listing Date.

DIRECTORS AND SENIOR MANAGEMENT

Senior Management

<u>Name</u>	<u>Age</u>	<u>Position/Title</u>	<u>Roles and Responsibility</u>	<u>Date of appointment</u>	<u>Time of Joining our Group</u>
HUANG Ying (黃纓)	50	Senior vice president and chief financial officer	Responsible for the overall management of finance, tax, auditing and legal matters of the Group	April 6, 2017	April 2017
CHEN Wu (陳武)	51	Senior vice president, general manager of the business development and government affairs center	Responsible for the overall management of business development and government affairs of the Group	February 13, 2015	April 2011
LIANG Bin (梁斌)	48	Vice president, general manager of the business division for China Mobile	Responsible for the overall operations management of the business division for China Mobile of the Group	January 3, 2017	August 2002
SUN Mingjie (孫明潔)	54	Vice president and general manager of the operations management center	Responsible for the overall management of the operations management center of the Group	November 4, 2016	July 1996
OUYANG Ye (歐陽曄)	37	Vice president and chief technology officer	Responsible for the research, development and innovation of the products and technologies of the Group	July 11, 2018	July 2018

DIRECTORS

The Board currently consists of nine Directors, comprising three executive Directors, three non-executive Directors and three independent non-executive Directors. The functions and duties of the Board include convening shareholders' meetings, reporting on the Board's work at these meetings, implementing the resolutions passed on these meetings, determining business and investment plans, formulating our annual budget and final accounts, and formulating our proposals for profit distributions and for the increase or reduction of registered capital. In addition, the Board is responsible for exercising other powers, functions and duties in accordance with the Articles of Association.

Executive Directors

Dr. TIAN Suning (田溯寧), aged 55, co-founded our Group in 1994, and is the chairman and an executive Director of our Company. Dr. Tian has over 20 years of experience in the business of software products, provision of IT services and software solutions, and is primarily responsible for the overall strategic planning and business direction of our Group. Dr. Tian worked in China Netcom Group Corporation (Hong Kong) Limited as the chief executive officer from 1999 to May 2006, as a director from August 2000 to July 2007 and as the vice chairman from April 2005 to July 2007. Dr. Tian served as the deputy general manager at China Netcom Communications Group Corporation from April 2002 to May 2006. Dr. Tian is the founder and chairman of a private equity fund, China Broadband Capital Partners, L.P. since July 2006. Dr. Tian has been an independent non-executive director of Lenovo Group Limited (listed on the Stock Exchange, stock code: 0992) since August

DIRECTORS AND SENIOR MANAGEMENT

2007. Dr. Tian has been an independent non-executive director of China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司) (listed on the Shanghai Stock Exchange, stock code: 600016 and also listed on the Stock Exchange, stock code: 1988) since June 2018. He was an independent director of Shanghai Pudong Development Bank Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600000) from June 2016 to March 2018. He was also an independent non-executive director of Taikang Life Insurance Company Ltd. from July 2008 till July 2015. He was a non-executive director of Huayi Tencent Entertainment Company Limited (formerly known as China Jiu hao Health Industry Corporation Limited) (listed on the Stock Exchange, stock code: 0419) from January 2008 to February 2016, and served as an independent non-executive director of Mastercard Incorporated (listed on the New York Stock Exchange, NYSE: MA) from March 2006 to June 2016 and a deputy chairman and a non-executive director of PCCW Limited (listed on the Stock Exchange, stock code: 0008) between April 2005 and June 2007. Dr. Tian was awarded the New Century Talents - National Candidates (新世紀百千萬人才國家級人選) in 2004, which was issued by the Ministry of Human Resources and Social Security of the PRC. Dr. Tian obtained his Ph.D. degree in natural resource management from Texas Tech University in December 1993 and a Master of Ecology from Chinese Academy of Sciences in July 1988.

Mr. DING Jian (丁健), aged 53, is an executive Director and was appointed as a Director of our Company in June 2018. He joined our Group in January 2014. He has over 15 years of experience in investment in telecommunications, media and technology industries and is primarily responsible for participating in formulation of business plans, strategies and major decisions of our Group. He served as the chairman of the board of AsiaInfo-Linkage, Inc. between April 2003 and July 2010, and has also served as a co-chairman since July 2010. Mr. Ding is currently a managing director and general partner of GSR Ventures, a venture capital fund, a role in which he has served since June 2005. He has served as an independent director of Baidu, Inc. (listed on NASDAQ, NASDAQ: BIDU) since August 2005. Mr. Ding served as an independent director of Huayi Brothers Media Corporation (listed on the Shenzhen Stock Exchange, stock code: 300027) from March 2011 to August 2017. Mr. Ding obtained a Master of Library Science from the University of California, Los Angeles in September 1990.

Mr. GAO Nianshu (高念書), aged 55, is an executive Director and was appointed as a Director of our Company in August 2017. He joined our Group in July 2016 as the chief executive officer of our Company. He is primarily responsible for the overall business operations and management of our Group. Mr. Gao has over 20 years of work experience as senior management in large telecommunications companies. He served as a non-executive director of Phoenix Media Investment (Holdings) Limited (formerly known as Phoenix Satellite Television Holdings Limited) (listed on the Stock Exchange, stock code: 2008) between September 2006 and August 2016. Mr. Gao served as the general manager of both the data department and the market operations department of China Mobile Communications Corporation (中國移動通信集團公司) between September 2005 and July 2016. Mr. Gao served as the vice general manager of the billing business center and the market operations department, the general manager of the billing business center and the general manager assistant of Beijing Mobile Communication Company Limited (北京移動通信有限責任公司) between June 2002 and September 2005. Mr. Gao also served as a non-executive director of True Corporation Public Company Limited (listed on the Stock Exchange of Thailand, BKK: TRUE) between 2014 and 2016. Mr. Gao was presented with the award “Outstanding Entrepreneur in China’s Electronic Information Industry (中國電子信息行業卓越企業家)” issued by China Information Technology Industry Federation (中國電子信息行業聯合會) in January 2018. In January 2018, he also received the “2017 Outstanding Entrepreneur in China’s Software Industry (2017年中國軟件行業優秀企業家)” award from China Software Industry Association (中國軟件行業協會). In the 2017 Information and Communication

DIRECTORS AND SENIOR MANAGEMENT

Technology (“ICT”) Leaderboard & Excellence Program Award Ceremony (2017 ICT龍虎榜&優秀方案頒獎典禮) held by Communication World Omnimedia (通信世界全媒體) in December 2017, Mr. Gao was presented with the award “2017 Top Ten ICT Influencers” (2017年ICT十大影響人物). He was awarded the qualification as a senior engineer from Chinese Academy of Sciences in 1996. Mr. Gao obtained a bachelor’s degree in science of computing major from the department of mathematics in Jilin University in July 1986, a master’s degree in engineering from the Institute of Computing Technology, Chinese Academy of Sciences in August 1994, and an EMBA degree from Peking University in June 2005.

Non-executive Directors

Mr. ZHANG Yichen (張懿宸), aged 55, is a non-executive Director of our Company and was appointed as a Director in June 2018. Mr. Zhang joined our Group in January 2014. He has over 30 years of experience in the financial industry and is primarily responsible for providing professional opinion and judgment to the Board. Mr. Zhang began his career in 1987 and has previously worked for Greenwich Capital Markets, Bank of Tokyo New York Branch as head of proprietary trading, and Merrill Lynch, where he was the managing director of debt capital market for Greater China. Mr. Zhang returned to China in the mid-1990s and advised the Ministry of Finance of the PRC and other Chinese agencies on the development of the domestic government bond market. Mr. Zhang is the chairman and the chief executive officer of CITIC Capital Holdings Limited, a global alternative investment management and advisory company. Prior to his participation in founding CITIC Capital Holdings Limited, Mr. Zhang was an executive director of CITIC Limited (formerly known as CITIC Pacific Limited, whose shares are listed on the main board of the Stock Exchange (stock code: 0267)) from March 2000 to May 2002, and also the president of CITIC Pacific Communications Limited from March 2000 to May 2002. Mr. Zhang served as an independent director of Weibo Corporation from January 2014 to December 2015, whose securities are listed on NASDAQ (NASDAQ: WB). Since May 2002, Mr. Zhang has been serving as an independent director of Sina Corporation, whose securities are listed on NASDAQ (NASDAQ: SINA). Since June 2012, Mr. Zhang has been serving as the chairman of board and a non-executive director of Genertec Universal Medical Group Company Limited (formerly known as Universal Medical Financial & Technical Advisory Services Company Limited) (listed on the Stock Exchange, stock code: 2666). Mr. Zhang is a member of the 11th, 12th and 13th National Committee of the Chinese People’s Political Consultative Conference. Mr. Zhang obtained a Bachelor of Science degree in computer science and engineering from Massachusetts Institute of Technology, the USA in June 1986.

Mr. XIN Yuesheng (信躍升), aged 48, is a non-executive Director of our Company and was appointed as a Director in June 2018. Mr. Xin joined our Group in August 2016. He has over 26 years of experience in finance and investment and is primarily responsible for providing professional opinion and judgment to the Board. Mr. Xin currently serves as a senior managing director of CITIC Capital Holdings Limited and the managing partner of its private equity arm CITIC Capital Partners. He joined the firm in August 2002 and is responsible for the private equity investment business in China since 2004. Between December 1999 to August 2002, he served as a management consultant at McKinsey & Company in Shanghai and the Washington, D.C. to develop business strategies for global clients. From August 1992 to April 1996, Mr. Xin also served as a deputy manager for China Leasing Co., Ltd. (中國租賃有限公司), the largest leasing company in China and a subsidiary of CITIC Group Corporation Ltd. Mr. Xin served as a director of Focus Media Information Technology Co., Ltd. (分眾傳媒信息技術股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 002027) from March 2016 to

DIRECTORS AND SENIOR MANAGEMENT

November 2016. He obtained a Bachelor of Economics degree from Peking University in July 1992 and an MBA from Harvard Business School with honors in June 1999.

Mr. ZHANG Liyang (張立陽), aged 32, is a non-executive Director and was appointed as a Director of our Company in June 2018. Mr. Zhang joined our Group in January 2018. He is responsible for providing professional opinion and judgment to the Board. Mr. Zhang has over ten years of experience in business strategy and finance. He is currently a director of CITIC Capital Partners Advisory (Shanghai) Limited, responsible for private equity investments in telecommunications, media, technology and industrial sectors since June 2010. From August 2008 to June 2010, he worked for McKinsey & Company as a management consultant, providing strategic and operational advice for leading Chinese telecom and energy companies. Mr. Zhang obtained his MBA from Institut Européen d'Administration des Affaires (INSEAD) in December 2013 and a Bachelor of Engineering from Zhejiang University in June 2008.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. GAO Jack Qun Yao (高群耀), aged 60, has been appointed as an independent non-executive Director of our Company effective as of the Listing Date. Dr. Gao has extensive experience in IT, media, entertainment and venture capital. Dr. Gao is currently the adjunct professor of the business school of The Chinese University of Hong Kong since 2011. Dr. Gao has been the founding partner and the chief executive officer at Beijing Times Digiwork Films Technology Co., Ltd. (Smart Cinema) (北京雲途時代影業科技有限公司(移動電影院)) since April 2018. Dr. Gao has been a director of AGTech Holdings Limited (listed on the Stock Exchange, stock code: 8279) since May 2015. Dr. Gao was the interim chief executive officer of Legendary Entertainment LLC from January 2017 to October 2017, and was also a director of Legendary Entertainment LLC from January 2016 to October 2017. Dr. Gao served as a director at AMC Entertainment Holdings, Inc. (listed on the New York Stock Exchange, NYSE: AMC) from September 2015 to October 2017. Dr. Gao also served as the senior group vice president and the chief executive officer of the international investments and operations, Wanda Cultural Industry Group from June 2015 to October 2017. Dr. Gao was previously a director of Vantone Holdings Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600246) from June 2010 to April 2017. Dr. Gao also served as the corporate senior vice president of News Corporation (listed on NASDAQ, NASDAQ: NWS) from November 2006 to July 2014. Dr. Gao was an alternate director at Phoenix Media Investment (Holdings) Limited (鳳凰衛視投資(控股)有限公司) (formerly known as “Phoenix Satellite Television Holdings Limited (鳳凰衛視控股有限公司)”) (listed on the Stock Exchange, stock code: 2008) from December 2008 to June 2013. Dr. Gao served as the corporate vice president at Autodesk, Inc. (listed on NASDAQ, NASDAQ: ADSK) from June 2003 to November 2006. He was also the general partner of Walden International from May 2002 to April 2003. Dr. Gao served as the president and the general manager of Microsoft (China) Co. Ltd., a subsidiary of Microsoft Corporation (listed on NASDAQ, NASDAQ: MSFT) from December 1999 to May 2002. Dr. Gao obtained his bachelor's degree, master's degree and his Ph.D. degree in engineering from Harbin Institute of Technology in January 1982, December 1984 and December 1994, respectively.

Dr. ZHANG Ya-Qin (張亞勤), aged 52, has been appointed as an independent non-executive Director of our Company effective as of the Listing Date. Dr. Zhang has extensive experience in the technology and business operation of wireless and satellite communications, security, networking and digital video segments. Dr. Zhang has been an independent non-executive director of a number of companies, including Chinasoft International Limited (listed on the Stock Exchange, stock code: 354)

DIRECTORS AND SENIOR MANAGEMENT

since December 2008 and Tarena (listed on NASDAQ, NASDAQ: TEDU) since April 2014. Dr. Zhang served as an independent non-executive director of ChinaCache (listed on NASDAQ, NASDAQ: CCIH) from September 2010 to July 2017 and China Digital Video Holdings Limited (listed on the Stock Exchange, stock code: 8280) from January 2011 to June 2018. Dr. Zhang is currently the president of Baidu, Inc. (listed on NASDAQ, NASDAQ: BIDU), in charge of new business since September 2014. Before joining Baidu, Dr. Zhang served various positions at Microsoft Corporation (listed on NASDAQ, NASDAQ: MSFT) from January 1999 to September 2014, including: the corporate vice president of Microsoft Corporation, the chairman of Microsoft Asia-Pacific Research & Development Group responsible for driving Microsoft's overall research and development efforts in China and the Asia-Pacific region, the managing director and the chief scientist as well as an original founder of Microsoft Research Asia where he was in charge of Microsoft's mobile and embedded division in Microsoft's headquarters. Dr. Zhang is also a member of Committee 100, a group of leading Chinese-Americans to promote the political, science, social and economic exchanges between the US and China. Dr. Zhang was awarded a fellow of the Australian Academy of Technology and Engineering in December 2017, and he has also been a fellow of the Institute of Electrical and Electronics Engineers since 1997. Dr. Zhang obtained his bachelor's degree in radio electronics and master's degree in telecommunication and electrical systems from the University of Science and Technology of China (中國科技大學) in July 1983 and January 1986 respectively. In February 1990, Dr. Zhang obtained his Ph.D. degree in electrical engineering from George Washington University, Washington D.C.

Mr. GE Ming (葛明), aged 67, has been appointed as an independent non-executive Director of our Company effective as of the Listing Date. Mr. Ge has extensive experience in the field of auditing and advisory services and has assisted in the listing of various PRC companies on the Stock Exchange. Mr. Ge has been appointed as an independent non-executive director of Asia Investment Finance Group Limited (listed on the Stock Exchange, stock code: 33) since May 2017. Mr. Ge is an independent director of Focus Media Information Technology Co., Ltd. (分眾傳媒信息技術股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 002027) since January 2016. Mr. Ge served as a non-executive director of China Innovation Investment Limited (listed on the Stock Exchange, stock code: 1217) from June 2015 to February 2016 and also served as a non-executive director of China Trends Holdings Limited (listed on the Stock Exchange, stock code: 8171) from June 2015 to February 2016. Mr. Ge served as an independent director of Shanghai Zhenhua Heavy Industries Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600320) from April 2015 to November 2016. Mr. Ge is an independent non-executive director of Ping An Insurance (Group) Company of China, Ltd. (listed on the Stock Exchange, stock code: 2318) since June 2015 and an independent non-executive director of Chong Sing Holdings FinTech Group Limited (formerly known as "Credit China Holdings Limited" and "Credit China FinTech Holdings Limited") (listed on the Stock Exchange, stock code: 8207) since September 2014. Mr. Ge also served as an independent non-executive director of Shunfeng International Clean Energy Limited (formerly known as Shunfeng Photovoltaic International Limited) (listed on the Stock Exchange, stock code: 1165) from January 2011 to February 2013. From July 1992 to July 1995, Mr. Ge served as a deputy general manager at Ernst & Young Hua Ming; from July 1995 to August 2012, Mr. Ge served as the chairman at Ernst & Young Hua Ming; from August 2012 to September 2014, Mr. Ge served as a partner of management committee at Ernst & Young Hua Ming LLP and subsequently from September 2014 to January 2016, Mr. Ge served as a senior consultant at Ernst & Young Hua Ming LLP. Mr. Ge is a certified public accountant of the Chinese Institute of Certified Public Accountants since October 1983, and also a senior accountant as certified by the Ministry of Finance of the PRC. Mr. Ge is a vice president of the Mergers & Acquisitions Association of All-China Federation of Industry and Commerce (全國工商聯併購

DIRECTORS AND SENIOR MANAGEMENT

公會), an overseas member of the Society of Chinese Accountants and Auditors (香港華人會計師公會), and a member of the Hong Kong Chinese Enterprises Association (香港中國企業協會). Mr. Ge obtained his master's degree in western accounting from the Research Institute for Fiscal Science, Ministry of Finance of the PRC in July 1982.

GENERAL

Save as disclosed above, each of our Directors has confirmed that:

- (i) he does not and has not held any other directorships in listed companies during the three years immediately prior to the date of this prospectus;
- (ii) there is no other information in respect of our Directors to be disclosed pursuant to Rule 13.51(2) of the Listing Rules; and
- (iii) there is no other material matter relating to our Directors that needs to be brought to the investors' attention.

Save as Dr. Tian's interest in the International Business and the Network Security Business as described in the sub-section headed "Disclosure under Rule 8.10(2) of the Listing Rules" in this section below, the Directors do not have any interest in a business apart from our Group's business which competes or is likely to compete, directly or indirectly, with our Group's business and would require disclosure under Rule 8.10 of the Listing Rules.

SENIOR MANAGEMENT

The senior management team of our Group, in addition to the executive Directors listed above, is as follows:

Ms. HUANG Ying (黃纓), aged 50, is a senior vice president and the chief financial officer of our Group since April 2017. Ms. Huang joined our Group in April 2017 and is primarily responsible for the management of finance, tax, auditing and legal matters of our Group. Ms. Huang has over 20 years of work experience in financial management in the telecommunications industry, and has over ten years of experience in senior management roles. Prior to joining our Group, Ms. Huang successively served as the general finance department manager, the deputy general manager and other positions of the finance department of China Mobile Communications Corporation (中國移動通信集團公司) from July 2002 to March 2017. She successively served as a principal staff of the finance department at the general post office of the Ministry of Posts and Telecommunications and a deputy director at the corporate finance office of the planning and finance department of the State Post Bureau of the PRC and other positions from May 1995 to June 2002. In June 1990, Ms. Huang obtained a bachelor's degree in economics from Beijing University of Posts and Telecommunications, where she subsequently obtained a master's degree in economics in April 1995. She obtained an MBA degree from the University of Wisconsin in May 2006.

Mr. CHEN Wu (陳武), aged 51, is a senior vice president and the general manager of the business development and government affairs center of our Group since February 2015. Mr. Chen joined our Group in April 2011 and is primarily responsible for the overall management of business development and government affairs. Mr. Chen has over 15 years of work experience in business development and dealing with government affairs, and has over ten years of experience in senior management roles. He served as the director of telecommunications division of Cisco Systems (China)

DIRECTORS AND SENIOR MANAGEMENT

Networking Technology Co., Ltd. from August 2007 to April 2011. Prior to that, he served as the deputy general manager of Mobile Navi (Beijing) Co., Ltd. (北京移動納維信息科技服務有限公司) from January 2005 to August 2007. Mr. Chen also served as the general manager of the international department of Beijing Honglian 95 Information Industries Company Limited (北京鴻聯九五信息產業有限公司) from August 2003 to December 2004. Mr. Chen obtained a bachelor's degree in Japanese literature from Tianjin Foreign Studies University in July 1989, and further obtained an MBA degree from Nanyang Technological University, Singapore in June 2007.

Mr. LIANG Bin (梁斌), aged 48, is a vice president and the general manager of the business division for China Mobile of our Group since January 2017 and he joined our Group in August 2002. He is primarily responsible for the overall operations management of the business division for China Mobile. Mr. Liang has over 20 years of experience in the IT and telecommunications industry, and has over 15 years of experience in middle and senior management roles. He served as the president of the business division for China Telecom, the chairman and the president of the cloud information division, the vice president of the China Unicom division, the deputy general manager of the cable division and the general manager of the wireless division of our Group from August 2002 to December 2016. He also served as the research and development manager of Jiangsu Hongtu High Technology Co., Ltd. (江蘇宏圖高科技股份有限公司) and UTStarcom Holdings Corp. from September 1998 to September 2002. Mr. Liang graduated from Nanjing University of Posts and Telecommunications (formerly known as Nanjing College of Posts and Telecommunications) with a major in communications engineering in July 1991.

Ms. SUN Mingjie (孫明潔), aged 54, is a vice president and the general manager of the Group's operations management center since November 2016 and she joined our Group in July 1996. She is primarily responsible for the overall management of the operations management center. Ms. Sun has over 20 years of work experience in the IT and telecommunications industry, and has over ten years of experience in operations management and middle and senior management roles. Ms. Sun served as the vice president and the senior director of the business management center, the director of engineering of the northern district of the business division for China Mobile and other various positions in our Group from July 1996 to October 2016. Ms. Sun obtained a bachelor's degree in automatic control engineering from Harbin Shipbuilding Engineering Institute in July 1986 and a master's degree in engineering majoring in automatic control from Harbin Institute of Technology in March 1989.

Dr. OUYANG Ye (歐陽曄), aged 37, is a vice president and the chief technology officer of our Group and also is the chair of TC (Technology Committee) and the head of PRD (Product Research and Development) center of our Group since July 2018. Dr. Ouyang joined our Group in July 2018 and is primarily responsible for the research, development, and innovation of our Group's products and technologies. Dr. Ouyang has over 10 years of distinguished experience of technology research, development, and management in telecommunication space. Dr. Ouyang has been a Verizon Associate Fellow in Verizon since March 2016 (a Fellow title is Verizon's highest commendation for technical excellence and indicates Verizon's top tier scientist). He is one of the only 48 Fellows in Verizon's 170,000 employees globally. Between July 2013 and February 2016, he was a principal member of technical staff in Verizon. Dr. Ouyang led Verizon's artificial intelligence and big data analytics team for innovative research and development work in the space of the forefront of cutting edge wireless technologies, artificial intelligence and data science. Dr. Ouyang received many awards, including the "AAEOY (Asian American Engineer of the Year 2017)" award, the "USA Telecom Innovation Award" by Fierce in 2016 and 2017, the "Most Innovative Telco Big Data Analytics Platform Award"

DIRECTORS AND SENIOR MANAGEMENT

by USA Telco Data Analytics Summit 2017, and the “Best Paper Award” in the 2017 Institute of Electrical and Electronics Engineers (“IEEE”) International Conference on Big Data etc. Dr. Ouyang has distinguished experience as a scientist, a researcher, an innovator, and a research and development manager. He serves various roles in many international telecommunication standard bodies and technology organizations, including the chair of industry relations of the IEEE 5G, the corporate representative in the ETSI (European Telecommunications Standards Institute), the industry chair of IEEE Sarnoff, the workshop chair of IEEE ICNC (International Conference on Computing, Networking and Communication), the industry panel chair of IEEE ICII (International Conference on Industrial Internet), the chair of Executive Forum of IEEE Globecom, and the chair of the big data committee of IEEE WTS (Wireless Telecommunications Symposium) and IEEE WOCC (Wireless and Optical Communication Conference). Dr. Ouyang authored more than 20 academic papers, 30 patents, and five books or book chapters. Dr. Ouyang obtained a Ph.D. in Telecommunications from Stevens Institute of Technology in Hoboken, New Jersey, USA in February 2012, a Master of Science in Engineering Management from Tufts University in Medford, Massachusetts, USA in August 2007, another Master of Science in Data Science from Columbia University in New York, New York, USA in May 2018, and a Bachelor of Engineering in Information Engineering from Southeast University in Nanjing, Jiangsu, PRC in June 2003.

JOINT COMPANY SECRETARIES

Ms. HE Qiongxu (何瓊秀), aged 36, has been appointed as a company secretary of our Company effective from November 26, 2018 and will be a joint company secretary of our Company upon Listing. Ms. He served as the head of the legal department of Visual China Group Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 000681) from January 2016 to August 2016. She served as the legal director of 21Vianet Group, Inc. (listed on NASDAQ, NASDAQ: VNET) from September 2016 to May 2017. Ms. He joined our Group on June 6, 2017 as the legal director. Ms. He obtained a Master of Laws degree from China University of Political Science and Law in January 2013.

Ms. YU Wing Sze (余詠詩), aged 35, has been appointed as a joint company secretary of our Company effective upon Listing. She is primarily responsible for the overall company secretarial matters of our Group.

Ms. Yu is an associate member of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators in the United Kingdom. She holds a bachelor’s degree in professional accountancy from the Chinese University of Hong Kong. She has over 10 years of working experience in company secretarial profession. She is now working in TMF Hong Kong Limited, a leading global professional firm.

BOARD COMMITTEES

We have established the following committees in our Board of Directors: an audit committee, a remuneration committee, a nomination committee and a strategy and investment committee. The committees operate in accordance with terms of reference established by our Board of Directors.

Audit Committee

We have established the audit committee with written terms of reference in compliance with the Code on Corporate Governance Practices, as set out in Appendix 14 to the Listing Rules. The audit committee consists of three members: two independent non-executive Directors, being GE Ming, who

DIRECTORS AND SENIOR MANAGEMENT

will serve as chairman of the committee, and ZHANG Ya-Qin, and one non-executive Director, being ZHANG Liyang. The primary duties of the audit committee are to review and supervise the financial reporting process, risk management and internal control system of our Group.

Remuneration Committee

We have established a remuneration committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules. The remuneration committee consists of three members: two independent non-executive Directors, being GAO Jack Qunyao, who will serve as chairman of the committee, and ZHANG Ya-Qin, and one non-executive Director, being XIN Yuesheng. The primary duties of the remuneration committee are to evaluate and make recommendations to the Board on the remuneration policy covering the Directors and senior management of our Group.

Nomination Committee

We have established the nomination committee with written terms of reference in compliance with the Code on Corporate Governance Practices, as set out in Appendix 14 to the Listing Rules. The nomination committee consists of five members: two executive Directors, being TIAN Suning, who will serve as chairman of the committee, and GAO Nianshu, and three independent non-executive Directors, being GAO Jack Qunyao, ZHANG Ya-Qin and GE Ming. The primary duties of the nomination committee are to identify, screen and recommend to the Board appropriate candidates to serve as directors of the Company, to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

Strategy and Investment Committee

We have established a strategy and investment committee in order to monitor the strategy and business plans of our Company. The strategy and investment committee consists of four members: one non-executive Director, being XIN Yuesheng, who will serve as chairman of the committee, and three executive Directors, being TIAN Suning, DING Jian and GAO Nianshu. The primary duties of the strategy and investment committee are to review the execution of business plans and performance indicators of the Group, and to advise on and review budget proposals.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our directors and senior management receive compensation in the form of salaries, bonuses, contributions to pension schemes, long-term incentives (including share-based compensation), housing and other allowances and benefits in kind subject to applicable laws, rules and regulations. Certain Directors were also employees of our Group and our Group paid employee emoluments to them in their capacity as employees before and after their respective appointment of Directors in the three years ended December 31, 2015, 2016, 2017 and the six months ended June 30, 2018. The aggregate amount of compensation (including fees, salaries, bonuses, share, share options, contributions to pension schemes, long-term incentives, housing and other allowances) and benefits in kind paid to the Directors for the three years ended December 31, 2015, 2016 and 2017 and six months ended June 30, 2018 were approximately RMB5.7 million, RMB13.9 million, RMB21.9 million and RMB8.3 million, respectively. The aggregate amount of compensation and benefits in kind paid to the five highest paid individual employees of our Group for the three years ended December 31, 2015, 2016 and 2017 and six months ended June 30, 2018 were approximately RMB21.2 million, RMB25.7 million, RMB55.8 million and RMB26.8 million, respectively.

DIRECTORS AND SENIOR MANAGEMENT

Under the arrangements currently in force, we estimate the aggregate of the remuneration and benefits in kind (excluding share options and RSAs that may be granted to the Directors and discretionary bonus) payable to the Directors for the year ending December 31, 2018 to be RMB2.0 million. The executive Directors receive compensation in the form of salaries, bonuses, contributions to pension schemes, long-term incentives, housing and other allowances and benefits in kind subject to applicable laws, rules and regulations. Further details of the executive Director's compensation are summarized in the section headed "Statutory and General Information—C. Further Information About Our Directors and Substantial Shareholders—2. Particulars of Service Contracts and Appointment Letters" in Appendix IV to this prospectus.

During the Track Record Period, no remuneration was paid by us nor receivable by Directors or the five highest remuneration individuals as incentives for joining or as rewards upon joining our Company. Mr. WU Jun ("Mr. Wu") ceased to be the chief executive officer of the Company in July 2016 and the Director of the Company in May 2017. Mr. Wu was awarded a payment of approximately RMB1.3 million as compensation for loss of employment. Save as Mr. Wu, during the Track Record Period, no other compensation was paid by the Group to the Directors or any past directors of any members of the Group for loss of office as a Director of any member of our Group or of any other office in connection with the management of the affairs of any member of the Group.

During the Track Record Period, none of our Directors has waived any remuneration. Save as disclosed above under the heading "Compensation of Directors and Senior Management", during the Track Record Period, no other amounts shall be paid or payable by us or any of our subsidiaries to the Directors or the five highest remuneration individuals.

DIVERSITY

We are committed to promoting the culture of diversity in the Company. We have strived to promote diversity to the extent practicable by taking into consideration a number of factors in our corporate governance structure.

We have adopted the board diversity policy which sets out the objective and approach to achieve and maintain diversity of our Board in order to enhance the effectiveness of our Board. Pursuant to the board diversity policy, we seek to achieve Board diversity through the consideration of a number of factors, including but not limited to professional experience, skills, knowledge, gender, age, cultural and education background, ethnicity and length of service. Our Directors have a balanced mix of knowledge and skills, including knowledge and experience in the areas of business management, telecommunications, information technology, software solutions, finance, investment, auditing and accounting. They obtained degrees in various majors including business administration, natural resource management, library science, engineering, computer science, telecommunications, economics and accounting. Furthermore, our Board has a wide range of age, ranging from 32 years old to 67 years old. We have also taken, and will continue to take steps to promote gender diversity at all levels of our Company, including but without limitation at the Board and the management levels. In particular, two out of five of the existing senior management of our Company are female and, upon Listing, both of our joint company secretaries are female. While we recognize that the gender diversity at the Board level can be improved given its current composition of all-male directors, we will continue to apply the principle of appointments based on merits with reference to our diversity policy as a whole.

DIRECTORS AND SENIOR MANAGEMENT

We are also committed to adopting similar approach to promote diversity of the management (including but not limited to the senior management) of the Company to enhance the effectiveness of our corporate governance as a whole.

Our Nomination Committee is delegated by our Board to be responsible for compliance with relevant codes governing board diversity under the Corporate Governance Code. After the Listing, our Nomination Committee will review the board diversity policy from time to time to ensure its continued effectiveness and we will disclose in our corporate governance report about the implementation of the board diversity policy on an annual basis.

COMPLIANCE ADVISOR

We have appointed Anglo Chinese Corporate Finance, Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, our compliance advisor will advise us in the following circumstances: before the publication of any regulatory announcement, circular or financial report; where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases; where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where our business activities, developments or results deviate from any forecast, estimate or other information in this prospectus; and where the Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of our Shares, the possible development of a false market or any other matters.

The term of the appointment shall commence on the Listing Date and end on the date on which we distribute our annual report in respect of our financial results for the first full fiscal year commencing after the Listing Date and such appointment may be subject to extension by mutual agreement.

DISCLOSURE UNDER RULE 8.10(2) OF THE LISTING RULES

Apart from the businesses of our Group, Dr. Tian, chairman and an executive Director of our Company, is currently interested in entities operating software business serving telecom operators headquartered in Southeast Asia, Europe and other regions outside the PRC (the “**International Business**”) as well as network security related software products and services in the PRC (the “**Network Security Business**”). Dr. Tian, through PacificInfo, holds 100% equity interest in AsiaInfo International, which in turn, is the holding company of the International Business. Further, Dr. Tian, through China Cloud Tech, controls AsiaInfo Securities, which in turn, is the holding company of the Network Security Business.

DIRECTORS AND SENIOR MANAGEMENT

Set out below are the interests of Dr. Tian in the International Business and the Network Security Business which may potentially compete with our businesses for the purpose of Rule 8.10(2) of the Listing Rules as of the Latest Practicable Date.

<u>Name of relevant company</u>	<u>Nature of business</u>
<i>International Business</i>	
1. AsiaInfo Malaysia	To carry on business in information technology and its related services
2. AsiaInfo Denmark	Information technology solutions and services including developing and delivering software and services as well as buying, selling and providing general consulting regarding software and hardware products and all activities deemed to be related thereto by the executive board
3. AsiaInfo Thailand	Information technology solutions and services including developing and delivering software and services as well as buying, selling and providing general consulting regarding software and hardware products and all activities deemed to be related thereto by the executive board
<i>Network Security Business</i>	
1. AsiaInfo Chengdu	Provision of access control software, anti-virus and antimalware software, application security software, data loss prevention software, email security software, firewalls and intrusion prevention system

International Business

The International Business focuses on providing BSS/OSS solutions and other software solutions, including but not limited to, charging and billing, CRM and real-time business intelligence systems to telecom operators headquartered outside of the PRC. In contrast, the business of our Group focuses on telecom operators headquartered in the PRC. Our Company and the International Business have boards of directors that function independently of each other. Though Dr. Tian is the sole ultimate owner of International Business, Dr. Tian will not hold any directorship in the International Business upon Listing. Furthermore, the International Business has its own independent sales team for the international markets that function independently from our Group. Our business operated independently as an autonomous business unit during the Track Record Period, and our business will, upon Listing, continue to be independent and separate from the International Business. Based on the above, we believe the International Business is clearly delineated from the business of our Group in light of the separate geographical focus in terms of customer base and our Group is able to carry on businesses independently from the International Business.

The International Business was loss-making during the Track Record Period, and was no longer consistent with our long term strategies to strengthen our market position in the PRC telecom and enterprise software market. As such, we decided to dispose of the International Business. The International Business was subsequently acquired by an entity controlled by Dr. Tian.

In addition, AsiaInfo International, being the holding company of the International Business, entered into a deed of non-competition with AsiaInfo Technologies HK on June 8, 2016, pursuant to which AsiaInfo International has undertaken to AsiaInfo Technologies HK that, within 10 years from the date of the deed of non-competition, it, and any subsidiaries and branches controlled by it, shall not, whether directly or indirectly, engage in any business in the PRC which competes with the telecommunication software business and any other business of the same nature engaged by AsiaInfo Technologies HK and any of its subsidiaries and branches. Pursuant to the deed of non-competition,

DIRECTORS AND SENIOR MANAGEMENT

the maximum liquidated damages liable by AsiaInfo International for breach of the deed of non-competition is US\$80 million.

Network Security Business

The Network Security Business focuses on the provision of network security related software products and services to its customers. Prior to late 2015, we carried out the Network Security Business in-house primarily through AsiaInfo Chengdu. In late 2015, we disposed of AsiaInfo Chengdu to AsiaInfo Cayman as we consider that (i) the Network Security Business does not form part of our core business and the development of the Network Security Business is not in line with the overall strategic direction and development plans of our Group; and (ii) the operation, expansion and development of the Network Security Business will require significant management and internal resources and may divert our management's attention and time from the operation and development of our core businesses. After such disposal and in order to accommodate our customers' project schedules and business needs, we, as a transitional arrangement, entered into project development contracts for the provision of network security software products and services with customers from time to time, and subsequently outsourced all tasks under these agreements at the same price to AsiaInfo Chengdu (the "**Network Security Transitional Arrangement**"). We charged AsiaInfo Chengdu service fees which amounted to 2% of the contract amount of the Network Security Transitional Arrangement. We have ceased to enter into any new agreement with respect to the Network Security Transitional Arrangement starting 2018. Other than certain of the existing project development contracts in connection with the Network Security Transitional Agreement entered into by our Group and AsiaInfo Chengdu prior to 2018 which will still be ongoing and continuing, our Group will not be engaged in any Network Security Business upon Listing. We expect that these existing project development contracts under the Network Security Transitional Arrangement will be completed by the end of 2020. The Company was informed by the Controlling Shareholders and Dr. Tian that pursuant to a share transfer agreement entered into by China Cloud Tech as buyer (being a company controlled by Dr. Tian) and AsiaInfo Cayman as seller (the "**Transfer Agreement**"), AsiaInfo Cayman has conditionally agreed to transfer 70% of the total issued shares of AsiaInfo Securities held by it (the "**Relevant Shares**") to China Cloud Tech. In September 2018, China Cloud Tech has acquired and AsiaInfo Cayman has disposed of the effective control and all economic interests over the Relevant Shares, although the legal completion of the Transfer Agreement is still subject to satisfaction of certain conditions precedent. As a result, Dr. Tian (through China Cloud Tech) obtained indirect control over AsiaInfo Chengdu.

Our Company and the Network Security Business have boards of directors that function independently of each other. Though Dr. Tian ultimately controls the Network Security Business, Dr. Tian will not hold any directorship in the Network Security Business upon Listing. With the exception of certain services provided by us to AsiaInfo Chengdu (details of which are described in the section headed "Connected Transaction" of this prospectus), the Group and the Network Security Business are able to function independently of each other. In terms of products, the software products and services offered by the Network Security Business mainly include access control software, anti-virus and antimalware software, application security software, data loss prevention software, email security software, firewalls and intrusion prevention systems. In contrast, the core product offerings of our Group mainly include CRM, charging & billing and big data products to IoT and industry application products. Furthermore, the products and services rendered by the Network Security Business are designed to protect the usability, reliability, integrity and safety of customers' networks and data. In contrast, the products and services rendered by our Group are mainly designed to address telecom operators and large enterprises' most mission-critical business and operation needs. Based on

DIRECTORS AND SENIOR MANAGEMENT

the above, we believe the Network Security Business is clearly delineated from the business of our Group in light of the different business focus and customer base and our Group is able to carry on business independently from the Network Security Business.

Save as disclosed in this section of the prospectus, none of our Directors has interest in any business which competes or is likely to compete (either directly or indirectly) with our business and which is required to be disclosed under Rule 8.10(2).

After the Listing, our Company is required under Rule 8.10(2)(b) and (c) of the Listing Rules to (i) prominently disclose details as required under Rule 8.10(2)(a) of the Listing Rules of any such interests (including any interests acquired after the Listing) in our Company's annual reports; and (ii) prominently disclose in our Company's annual reports any change in details previously so disclosed in our Company's annual reports or this prospectus. In addition, our Directors are subject to fiduciary duties to our Company that require them to avoid actual and potential conflicts of interest and duty. Our Directors are also aware of their duty as directors not to profit themselves to the detriment of our Company.

Apart from the International Business and the Network Security Business controlled by Dr. Tian, our Controlling Shareholders are also interested in the E-public Service Business which may potentially compete with our business for the purpose of Rule 8.10(1) of the Listing Rules as of the Latest Practicable Date, details of which are set out in the section headed "Relationship with the Controlling Shareholders" of this prospectus.