
DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

The Board consists of eight Directors, including four executive Directors, one non-executive Director and three independent non-executive Directors. The Directors are elected for a term of three years and are subject to re-election. The following table sets forth certain information regarding the Directors.

Name	Age	Time of joining our Group	Date of appointment as a Director	Position	Roles and responsibilities
Mr. REN Jinsheng (任晉生)	57	March 1995	November 30, 2015	Executive Director, chairman of the Board and chief executive officer	Responsible for the overall corporate and business strategies, business operation and making significant business and operational decisions of our Group
Mr. ZHANG Cheng (張誠)	46	August 2019	November 19, 2019	Executive Director and chief operating officer	Responsible for the overall management of sales and marketing operations and the IT department of our Group
Mr. WAN Yushan (萬玉山)	49	May 2000	November 19, 2019	Executive Director and chief financial officer	Responsible for overseeing the financial and legal management and formulating financial strategies of our Group

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Name	Age	Time of joining our Group	Date of appointment as a Director	Position	Roles and responsibilities
Mr. TANG Renhong (唐任宏)	40	May 2019	November 19, 2019	Executive Director and senior vice president	Responsible for the overall management of Shanghai R&D Center and management of the pre-clinical R&D of innovative pharmaceuticals of our Group
Mr. ZHAO John Huan (趙令歡)	57	November 2019	November 19, 2019	Non-executive Director	Providing strategic advice on corporate operation and development of our Group
Mr. SONG Ruilin (宋瑞霖)	57	November 2019	November 19, 2019	Independent non-executive Director	Supervising and providing independent advice on the operation and management of our Group
Mr. WANG Jianguo (汪建國)	60	November 2019	November 19, 2019	Independent non-executive Director	Supervising and providing independent advice on the operation and management of our Group
Mr. WANG Xinhua (王新華)	64	November 2019	November 19, 2019	Independent non-executive Director	Supervising and providing independent advice on the operation and management of our Group

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Executive Directors

Mr. REN Jinsheng (任晉生), aged 57, is our founder, an executive Director, the chairman of the Board and the chief executive officer of our Company. He is primarily responsible for the overall corporate and business strategies, business operation and making significant business and operational decisions of our Group.

With more than 30 years of industry experience, Mr. Ren has gained in-depth understanding of the pharmaceutical industry and acquired rich management experience. At the very beginning of our Group's operations, Mr. Ren became the general manager of Jiangsu Simcere at the time of its establishment in March 1995, and has subsequently been the chairman of the board and the chief executive officer of our Group. On November 19, 2019, Mr. Ren was officially appointed as the chairman of the Board, an executive Director and the chief executive officer of our Company. Mr. Ren also has been the chairman of the board of various subsidiaries within our Group, including but not limited to Jiangsu Simcere since April 2004, Hainan Simcere since April 2001, Simcere Pharmaceutical since February 2003 and Shandong Simcere since July 2009. Prior to the foundation of our Group, Mr. Ren served as the manager of the new special drugs business department of Jiangsu Pharmaceutical Industry Co., Ltd. (江蘇省醫藥工業有限公司) from November 1992 to March 1995. Prior to that, Mr. Ren worked at Qidong Pharmaceutical Factory ((啟東製藥廠), now known as Gaitianli Pharmaceutical Holding Group Pharmaceutical Co., Ltd. (蓋天力醫藥控股集團製藥股份有限公司)) from February 1982 to November 1992. In addition, Mr. Ren is currently the vice chairman of the Ninth Committee of Jiangsu Science and Technology Association (江蘇省科學技術協會第九屆委員會) and the president of the China Pharmaceutical Innovation Promotion Association (中國醫藥創新促進會) for the year from 2020 to 2021.

Mr. Ren graduated with a college diploma in traditional Chinese pharmacology from Nanjing University of Chinese Medicine (南京中醫藥大學) (formerly known as Nanjing College of Chinese Medicine (南京中醫學院)) in January 1982. He also graduated with a master's degree in business administration from Nanjing Normal University (南京師範大學) in December 1996. Mr. Ren was certified as a researcher (natural science series) and a senior economist by Jiangsu Human Resources and Social Security Department (江蘇省人力資源與社會保障廳) in January 2020 and November 2010, respectively.

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Over the years, Mr. Ren has received many awards and accolades acknowledging his contributions and accomplishments in the pharmaceutical industry, examples of which are set out below:

Honor/Award	Awarding Body	Timing of granting the award
Top 10 leaders in China's pharmaceutical industry (中國醫藥行業十大領軍人物)	National Federation of Industry and Commerce Pharmaceutical Merchants Association (全國工商業聯合會醫藥商協會)	May 2016
First prize of the Science and Technology Award of Hainan Province (海南省科學技術一等獎)	The People's Government of Hainan Province (海南省人民政府)	December 2014; January 2005
Special Government Allowances (政府特殊津貼)	State Council (國務院)	March 2011
Jiangsu Innovation and Entrepreneurship Talent Award (江蘇創新創業人才獎)	Jiangsu Committee of the Communist Party of China (中共江蘇省委); The People's Government of Jiangsu Province (江蘇省人民政府)	June 2010
National Labor Medal (全國五一勞動獎章)	All-China Federation of Trade Unions (中華全國總工會)	April 2007
Second prize of National Science and Technology Progress Award (國家科學技術進步二等獎)	State Council (國務院)	November 2005

Mr. ZHANG Cheng (張誠), aged 46, is an executive Director and the chief operating officer of our Company. He is primarily responsible for the overall management of sales and marketing operations and the IT department of our Group.

Mr. Zhang has accumulated extensive experience in corporate operation and management with nearly 20 years of experience in both multinational and domestic pharmaceutical corporations. Mr. Zhang joined our Group in August 2019 and has acted as the chief operating officer of our Group since then. On November 19, 2019, Mr. Zhang was officially appointed as an executive Director and the chief operating officer of our Company. Prior to joining our Group, Mr. Zhang held various positions at MSD China from February 2001 to August 2019, with his last position there being the managing director and head of commercial operations.

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Mr. Zhang graduated with a bachelor's degree in chemistry from Nanjing University in July 1995. He also graduated with an executive master of business administration degree from Nanjing University in June 2009.

Mr. WAN Yushan (萬玉山), aged 49, is an executive Director and the chief financial officer of our Company. He is primarily responsible for overseeing the financial and legal management and formulating financial strategies of our Group.

Mr. Wan has 20 years of experience with our Group where he has accumulated knowledge and skills required in overseeing the financial management of our Group. Mr. Wan joined our Group in May 2000 and has assumed various positions successively since then, including the financial controller, general manager of financial department, vice president and chief financial officer. On November 19, 2019, Mr. Wan was officially appointed as an executive Director and the chief financial officer of our Company. He has also been the director of several subsidiaries of our Company including, among others, Hainan Simcere since July 2011, Shandong Simcere since August 2017 and Simcere Pharmaceutical since July 2017.

Mr. Wan graduated with a bachelor's degree in biochemistry from Nanjing University (南京大學) in June 1992. He also graduated with a master's degree in management (majoring in accounting) from Nanjing University in June 1999. Mr. Wan was admitted as a non-practicing member of JiangSu Institute Certified Public Accountants (江蘇省註冊會計師協會) in November 2009.

Mr. TANG Renhong (唐任宏), aged 40, is an executive Director and the senior vice president of our Company. He is primarily responsible for the overall management of Shanghai R&D Center and management of the pre-clinical R&D of innovative pharmaceuticals of our Group.

Mr. Tang has nearly 11 years of experience in pharmaceutical research and management of pharmaceutical companies. Mr. Tang joined our Group acting as the vice president in May 2019. He was officially appointed as an executive Director and the vice president of our Company on November 19, 2019 and further appointed as the senior vice president of our Company on June 1, 2020. Prior to that, he served as the vice general manager of Shanghai Shengdi Pharmaceutical Co., Ltd. (上海盛迪醫藥有限公司) from September 2017 to May 2019. From September 2013 to August 2017, Mr. Tang worked as the associate director of China Innovation Center of Astrazeneca Investment (China) Co., Ltd. (阿斯利康投資(中國)有限公司). Before that, he worked at the Novo Nordisk Research Centre China (諾和諾德中國研究發展中心) from June 2009 to September 2013 with the last position there being the head of department. At the beginning of his career, he was a postdoctoral researcher at the University of California, San Francisco from April 2007 to May 2009.

Mr. Tang graduated with a bachelor's degree in biotechnology from Shanghai Jiao Tong University (上海交通大學) in July 2002. He also obtained a Ph.D. in molecular cell biology from Nanyang Technological University in April 2007.

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Non-executive Director

Mr. ZHAO John Huan (趙令歡), aged 57, is a non-executive Director of our Company. He is primarily responsible for providing strategic advice on corporate operation and development of our Group.

Mr. Zhao joined our Group in November 2019 and has been one of our Directors since then. Mr. Zhao is currently the chairman of the board of directors and chief executive of Hony Capital and has gained rich knowledge of corporate management with senior management positions at a number of public companies including as an executive director and the chairman of the board of Goldstream Investment Limited (stock code: 1328.HK) (formerly known as International Elite Ltd.) since December 2018, director of ENN Ecological Holdings Co., Ltd. (新奧生態控股股份有限公司) (stock code: 600803.SH) since December 2017, a director of Shanghai Jin Jiang International Hotels Co., Ltd. (上海錦江國際酒店股份有限公司) (stock code: 600754.SH) since September 2015, the deputy chairman of Shanghai Chengtou Holding Co., Ltd. (上海城投控股股份有限公司) (stock code: 600649.SH) from June 2014 to March 2017, a non-executive director and the chairman of the board of Hospital Corporation of China Limited (stock code: 3869.HK) from February 2014 to June 2020, an executive director and the chairman of the board of Best Food Holding Company Limited (stock code: 1488.HK) (formerly known as Lee & Man Handbags Holding Limited) since August 2016, a director of Zoomlion Heavy Industry Science and Technology Co., Ltd. (中聯重科股份有限公司) (stock code: 1157.HK, 000157.SZ) since June 2015, a non-executive director of Lenovo Group Limited (stock code: 992.HK) since November 2011, and a director of China Glass Holdings Limited (stock code: 3300.HK) since January 2005. In addition, Mr. Zhao worked at Legend Holdings Limited (聯想控股有限公司) (subsequently listed on the Stock Exchange known as Legend Holdings Corporation, stock code: 3396.HK) as a vice president from January 2003 to December 2009, as a senior vice president from January 2010 to May 2010, as a director and a senior vice president from May 2010 to December 2011, as a director and an executive vice president from January 2012 to February 2014, as an executive director and an executive vice president from February 2014 to December 2019 and as a non-executive director since January 2020. Prior to that, Mr. Zhao was the advisor to the chief executive officer of Lenovo Group Limited from 2002 to 2003.

Mr. Zhao graduated with a bachelor's degree in science from Nanjing University in July 1984. He also obtained dual master's degrees of science from Northern Illinois University in the United States in May 1990 and December 1990, respectively, and a master of management degree from the J.L. Kellogg Graduate School of Management at Northwestern University in the United States in June 1996.

Independent Non-executive Directors

Mr. SONG Ruilin (宋瑞霖), aged 57, is an independent non-executive Director of our Company. He is primarily responsible for supervising and providing independent advice on the operation and management of our Group.

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Mr. Song has extensive experience in the pharmaceutical industry. Mr. Song joined our Group in November 2019. He has held positions in a number of public companies, including an independent non-executive director of Shanghai Henlius Biotech, Inc. (上海復宏漢霖生物技術股份有限公司) (stock code: 2696.HK) since September 2019, an independent director of Shenzhen Chipscreen Biosciences Co., Ltd. (深圳微芯生物科技股份有限公司) (stock code: 688321.SH) since June 2018, a non-executive director of Luye Pharma Group Ltd. (stock code: 2186.HK) since March 2017, an independent director of Boya Bio-pharmaceutical Group Co., Ltd. (博雅生物製藥集團股份有限公司) (stock code: 300294.SZ) since March 2017, an independent director of Tibet Aim Pharm. Inc. (西藏易明西雅醫藥科技股份有限公司) (stock code: 002826.SZ) since August 2015, an independent director of Shanxi Zhendong Pharmaceutical Co., Ltd. (山西振東製藥股份有限公司) (stock code: 300158.SZ) since June 2015, an independent director of Zhejiang Jolly Pharmaceutical Co., Ltd. (浙江佐力藥業股份有限公司) (stock code: 300181.SZ) from July 2009 to January 2014 and an independent director of Jointown Pharmaceutical Group Co., Ltd. (九州通醫藥集團股份有限公司) (stock code: 600998.SH) from November 2008 to November 2014. Mr. Song is also a proposed independent non-executive director of Mediwelcome Healthcare Service and Technology Inc. (麥迪衛康健康醫療服務科技有限公司) and Jacobio Pharmaceuticals Group Co., Ltd. (加科思藥業集團有限公司), which filed applications for listing on the Stock Exchange in May 2020 and September 2020, respectively.

Mr. Song is currently the president of PhIRDA (中國醫藥創新促進會) (formerly named as China Pharmaceutical Industry Research and Development Association (中國醫藥工業科研開發促進會)). Mr. Song also works as Director of Chinese Pharmaceutical Association (CPA) and a member of the Biotech Advisory Panel of the Stock Exchange among other important social positions.

Since 2007, Mr. Song has been dedicated to the research of China's pharmaceutical policies, especially the policies for pharmaceutical innovation. Prior to that, he worked in the Legislative Affairs Office of the State Council of China, mainly engaged in the legislative review and research of health and medicine for a number of years.

Mr. Song graduated with a bachelor's degree in law from China University of Political Science and Law (中國政法大學) in July 1985. He also graduated with a degree of master of business administration from China Europe International Business School (中歐國際商學院) in November 2004 and a doctoral degree in social and administrative pharmacy from China Pharmaceutical University (中國藥科大學) in December 2018.

Notwithstanding Mr. Song's aforementioned directorships in six listed companies and proposed directorships of two companies currently seeking listing, as advised and confirmed by Mr. Song, (i) none of his directorships in those listed companies would require his full time involvement and he has not participated in the daily operations thereof; (ii) with his background and experience, he is fully aware of the responsibilities and expected time involvements for an independent non-executive director; (iii) with his experience in taking on multiple corporate roles, he has not found difficulties in devoting his time to multiple companies and he is confident that he will be able to discharge his duties to our Company; (iv)

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none of the abovementioned public companies that he has directorship with has questioned about his time devoted to such companies; and (v) his role in our Group is non-executive in nature and he will not be involved in the daily operations and management of our Group, thus his engagement as an independent non-executive Director will not require his full-time participation. Based on the foregoing, our Directors are of the view that the various positions currently held by Mr. Song will not result in Mr. Song having insufficient time to act as our independent non-executive Director or improperly discharging his fiduciary duties as an independent non-executive Director. Based on the foregoing, whilst acknowledging that Mr. Song may be occupied during specific periods due to his roles as directors (e.g. after financial year ends of the relevant listed companies for the preparation of financial statements) and his roles in the PhIRDA, CPA and the Biotech Advisory Panel of the Stock Exchange, having reviewed Mr. Song's attendance records at board meeting based on public filings of the relevant listed companies and based on Mr. Song's confirmation, the Joint Sponsors are not aware of any factors which would render Mr. Song incapable of discharging his duties as an independent non-executive Director of the Company.

Nevertheless, pursuant to the Corporate Governance Code, our Board will (i) regularly review the contribution required from our Directors to perform their respective responsibilities to us, and whether each Director is spending sufficient time in performing their responsibilities; (ii) at the time when it proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, set out the reasons in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why our Board believes such individual should be elected, the reasons why such individual is considered to be independent by our Board and, if required under the Corporate Governance Code, explain why such individual who is considered to be over boarded would still be able to devote sufficient time to our Board.

Mr. WANG Jianguo (汪建國), aged 60, is an independent non-executive Director of our Company. He is primarily responsible for supervising and providing independent advice on the operation and management of our Group.

Mr. Wang has almost 30 years of experience in corporate management. He joined our Group in November 2019, and meanwhile, he has been an independent non-executive director of Honma Golf Limited (stock code: 6858.HK) since September 2016. Mr. Wang also has been the chairman of the board of Five Star Holdings Group Co., Ltd. (五星控股集團有限公司) since February 2009. Before that, Mr. Wang was the vice president of the Asia-Pacific Region for Best Buy Co., Inc. (stock code: BBY.NY), an American multinational consumer electronics corporation. He founded Jiangsu Five Star Appliance Co., Ltd. (江蘇五星電器有限公司) in 1998 and was its president and the chairman of the board until February 2009. From 1992 to 1998, Mr. Wang held various positions at Jiangsu Wujiaohua Corporation (江蘇五交化總公司) with his last position there being the general manager.

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Mr. Wang is currently the vice chairman of Jiangsu General Chamber of Commerce (江蘇省總商會) and was awarded the Service Industry Professional Special Contribution Award (服務業專業人才特別貢獻獎) by Jiangsu Provincial People's Government in October 2014. Mr. Wang was granted the Outstanding Achievement Award (傑出成就獎) by the China Chain Store & Franchise Association (中國連鎖經營協會) in November 2012. He was elected as the Model Worker of the National Business System (全國商務系統勞動模範) by the Ministry of Personnel and the Ministry of Commerce of the PRC in 2007. Mr. Wang has been the sponsor of Hupan University (湖畔大學) since September 2015.

Mr. Wang graduated from the Australian National University, in July 2004 with a degree of executive master of business administration. He also completed the program of doctor of business administration from Shanghai Jiao Tong University in July 2018.

Mr. WANG Xinhua (王新華), aged 64, is an independent non-executive Director of our Company. He is primarily responsible for supervising and providing independent advice on the operation and management of our Group.

Mr. Wang has almost 45 years of experience in accounting and financial management. Mr. Wang joined our Group in November 2019. He has been an independent non-executive director of China Tobacco International (HK) Company Limited (stock code: 6055.HK) since December 2018, an independent director of China Petroleum Engineering Corporation (中國石油集團工程股份有限公司) (stock code: 600339.SH) since September 2017 and an independent director of Xinjiang Zhongtai Chemical Co., Ltd. (新疆中泰化學股份有限公司) (stock code: 002092.SZ) since January 2017. In addition, Mr. Wang served as an independent director of Guizhou Yibai Pharmaceutical Co., Ltd. (貴州益佰製藥股份有限公司) (stock code: 600594.SH) from September 2016 to September 2019 and Guizhou Jiulian Industrial Explosive Material Development Co., Ltd. (貴州久聯民爆器材發展股份有限公司) (stock code: 002037.SZ) (now renamed as Poly Union Chemical Holding Group Co., Ltd. (保利聯合化工控股集團股份有限公司)) from March 2016 to December 2019. Prior to that, Mr. Wang served as the chief financial officer of China Petroleum & Chemical Corporation (中國石油化工股份有限公司) (stock code: 386.HK and 600028.SH) from May 2009 to December 2015. From November 2004 to April 2009, he served as a director of the financial planning department of China Petrochemical Corporation (中國石化集團公司).

Mr. Wang graduated from Northeastern University (東北大學) in July 1996 after completing his undergraduate course in management engineering through long distance learning. He was as a senior accountant at professor level (教授級高級會計師) granted by Sinopec Group in January 2004.

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The following table sets out certain information regarding the senior management of our Company.

Name	Age	Time of joining our Group	Date of appointment as a senior management member	Position	Roles and responsibilities
Mr. REN Jinsheng (任晉生)	57	March 1995	November 19, 2019	Chief executive officer, executive Director and chairman of the Board	Responsible for the overall corporate business strategies, business operation and making significant business and operational decisions of our Group
Mr. ZHANG Cheng (張誠)	46	August 2019	November 19, 2019	Chief operating officer and executive Director	Responsible for the overall management of sales marketing business of our Group and the IT department of our Group
Mr. WAN Yushan (萬玉山)	49	May 2000	November 19, 2019	Chief financial officer and executive Director	Responsible for overseeing the financial and legal management and formulating financial strategies of our Group

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Name	Age	Time of joining our Group	Date of appointment as a senior management member	Position	Roles and responsibilities
Mr. TANG Renhong (唐任宏)	40	May 2019	November 19, 2019	Senior Vice president and Executive Director	Responsible for the overall management of Shanghai R&D Center and management of the pre-clinical R&D of innovative pharmaceuticals of our Group
Mr. WANG Pin (王品)	45	September 2019	November 19, 2019	Chief science officer	Responsible for the R&D of cell therapy business of our Group and the management of Boston R&D center
Mr. WANG Peng (王鹏)	60	July 2019	November 19, 2019	Senior vice president	Responsible for the innovative pharmaceuticals R&D of central nervous system disease of our Group and the management of the national key laboratory
Mr. CHENG Xianghua (程向華)	43	June 2000	November 19, 2019	vice president	Responsible for the management of human resources, staff training and procurement of our Group

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Name	Age	Time of joining our Group	Date of appointment as a senior management member	Position	Roles and responsibilities
Mr. QIAN Haibo (錢海波)	57	November 1994	November 19, 2019	vice president	Responsible for the investment business department and generic pharmaceutical projects initiation of our Group and business development in Hong Kong of our Company

Our senior management is responsible for the day-to-day management and operation of our business. The following sets forth the biographies of the members of our senior management.

For biographical details of **Mr. REN Jinsheng** (任晉生), **Mr. ZHANG Cheng** (張誠), **Mr. WAN Yushan** (萬玉山) and **Mr. TANG Renhong** (唐任宏), see “– Board of Directors – Executive Directors” for their detailed background.

Mr. WANG Pin (王品), aged 45, is the chief science officer of our Company. He is primarily responsible for the R&D of cell therapy business of our Group and the management of Boston R&D center.

Mr. Wang has almost 15 years of experience in pharmaceutical research. Mr. Wang joined our Group in September 2019 and has acted as the chief science officer of our Group since then. On November 19, 2019, he was officially appointed as the chief science officer of our Company. Prior to that, Mr. Wang worked at the University of Southern California since January 2005 and was an associate professor from November 2013 to March 2015. He has been a professor of the materials science and chemical engineering and biomedical engineering department of the University of Southern California since March 2015 and also has been the Zohrab A. Kaprielian Fellow in materials science and chemical engineering at the University of Southern California. As Mr. Wang would like to fully devote himself to serving as our chief science officer, he now works at our Company on a full-time basis and the University of Southern California has retained his position there with salary suspended.

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Mr. Wang graduated with a bachelor's degree in macromolecular physics from the University of Science and Technology of China (中國科學技術大學) in July 1997. He also obtained a Ph.D in chemical engineering from California Institute of Technology in June 2004.

Mr. WANG Peng (王鵬), aged 60, is a senior vice president of our Company. He is primarily responsible for the innovative pharmaceuticals R&D of central nervous system disease of our Group and the management of the national key laboratory.

Mr. Wang joined our Group since July 2019 and has acted as the senior vice president of our Group since then. On November 19, 2019, he was officially appointed as the senior vice president of our Company. Prior to that, Mr. Wang was the chief science officer of our Group from May 2009 to May 2013. He assumed several positions within the group of Yabao Pharmaceutical Group Co., Ltd. (亞寶藥業集團股份有限公司) (stock code: 600351.SH), including as the vice general manager, president of R&D and chief science officer, successively, of Yabao Pharmaceutical Group Co., Ltd. from May 2013 to July 2019 and as the general manager of Suzhou Yabao Drug Development Co., Ltd. (蘇州亞寶藥物研發有限公司) from April 2014 to July 2019. Mr. Wang also worked as the vice president of Wuxi AppTec (Shanghai) Co., Ltd. (上海藥明康德新藥開發有限公司) from April 2008 to May 2009. Before that, Mr. Wang acted as a research fellow of Schering-Plough Corporation (subsequently merged into Merck & Co., Inc. (stock code: MRK.NY)) from February 1990 to April 2008.

Mr. Wang obtained a doctoral degree in pharmaceutical life-science in March 1990 from the University of Tokyo in Japan.

Mr. CHENG Xianghua (程向華), aged 43, is a vice president of our Company. He is primarily responsible for the management of human resources, staff training and procurement of our Group.

Mr. Cheng has almost 20 years of experience with our Group where he gained rich experience in the management of the pharmaceutical industry. Mr. Cheng joined our Group in June 2000 and has held various positions within our Group since then, including the sales representative, manager, business director, general manager of business department, president assistant, and vice president, successively. Mr. Cheng has also been the chairman of the board of Simcere Europe since June 2019, a director of Wuhu Simcere since July 2017, a director of Shanghai Simcere since January 2017, a director of Simcere Pharmaceutical since April 2020 and a director of Hainan Simcere since May 2020. In addition, Mr. Cheng served as a director of Xuancheng Menovo from July 2019 to September 2020.

Mr. Cheng graduated with a college diploma in pharmaceutical marketing from Anhui University of Chinese Medicine (安徽中醫藥大學) in July 1999.

Mr. QIAN Haibo (錢海波), aged 57, is a vice president of our Company. He is primarily responsible for the investment business department and generic pharmaceutical projects initiation of our Group and the business development in Hong Kong of our Company.

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Mr. Qian has held senior management positions for almost 25 years within our Group. Mr. Qian joined our Group in November 1994 and served successively as a department manager, director and assistant to general manager until May 2005. In December 2005, he became the secretary to the board of our Group and served in this position during the period when we listed on the NYSE. He successively served as the general manager and a director of our Company from October 2018 to November 2019. He has been a vice president of our Group since January 2013, and was officially appointed as the vice president of our Company on November 19, 2019. In addition, he also has been the director of Jiangsu Simcere since February 2011. Mr. Qian has held directorships in several other companies, including Nanjing Bioheng Biotech Co., Ltd. (南京北恒生物科技有限公司) since June 2018, Beijing Yude Future Holdings Co., Ltd. (北京玉德未來控股有限公司) since November 2015 and Hainan BioSciKin since September 2014.

Mr. Qian graduated with a bachelor's degree in law from Nanjing Normal University in June 1986. He obtained a degree of master of business administration from Nanjing University in December 2002 and a doctoral degree in social and administrative pharmacy from China Pharmaceutical University in June 2007. Mr. Qian was certified as a senior economist at researcher level by Nanjing Office of Work Title (Professional Qualification) Work Leading Group (南京市職稱(職業資格)工作領導小組辦公室) in September 2008.

JOINT COMPANY SECRETARIES

Mr. BAO Jun (鮑軍), aged 38, was appointed as one of the joint company secretaries of our Company on May 13, 2020, which took effect on June 10, 2020.

Mr. Bao has almost 14 years of experience with our Group. He joined our Group in July 2004 and held several positions successively within our Group, including as a project engineer of biomedicine department from July 2004 to July 2005, the business development manager from July 2007 to May 2009, the product manager from May 2009 to January 2011, the district manager and regional manager from January 2011 to July 2017, the sales director from July 2017 to May 2019 and the executive director of strategic development since May 2019. In June 2020, Mr. Bao was further appointed as the secretary to the Board of our Company.

Mr. Bao graduated with a bachelor's degree in biotechnology from Anhui Medical University (安徽醫科大學) in June 2004. He also obtained a degree of master of business administration from Nanjing University in March 2013.

Ms. FENG Jie (馮潔), aged 34, was appointed as one of the joint company secretaries of our Company on May 13, 2020, which took effect on June 10, 2020.

Ms. Feng joined our Group in July 2010 and served as an assistant of board affairs to the board office from July 2010 to March 2014. After that, Ms. Feng successively worked as a project manager of the business development department and the senior project manager from March 2014 to May 2019 and has been a securities affairs representative of our Group since May 2019.

DIRECTORS AND SENIOR MANAGEMENT

Ms. Feng was admitted as the associate member of both the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom in November 2018. She graduated with a bachelor's degree in engineering from the National Life Science and Technology Talent Training Base (國家生命科學與技術人才培養基地) and a master's degree in social and administrative pharmacy from China Pharmaceutical University in July 2008 and June 2010, respectively. She also obtained a master of corporate governance degree from the Open University of Hong Kong (香港公開大學) in August 2018.

Ms. MAK Po Man Cherie (麥寶文) was appointed as one of the joint company secretaries of our Company on September 17, 2020, which took effect on the same day.

Ms. Mak is the vice president of SWCS Corporate Services Group (Hong Kong) Limited. She has worked for various professional firms and listed companies in Hong Kong, with over 15 years of experience in the fields of audit, accounting, corporate finance, compliance and corporate secretarial. Ms. Mak obtained a Master of Corporate Governance degree from The Hong Kong Polytechnic University in 2017. She has been admitted as an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators in the United Kingdom in 2017, a member of the Hong Kong Institute of Certified Public Accountants in 2003 and a fellow member of the Association of Chartered Certified Accountants in 2006.

COMMITTEES UNDER THE BOARD OF DIRECTORS

Our Company currently has four special committees under the Board, which are the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee and the Strategy Committee. These committees operate in accordance with their respective terms of reference established by the Board.

Audit Committee

Our Company has established an Audit Committee with written terms of reference in compliance with the requirements under the Listing Rules. The Audit Committee consists of three Directors, being Mr. WANG Xinhua, Mr. SONG Ruilin and Mr. WANG Jianguo. The chairperson of the Audit Committee is Mr. WANG Xinhua, who is the independent non-executive Director with the appropriate accounting and related financial management expertise. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of our Group, oversee the audit process, provide advice and comments to our Board, perform other duties and responsibilities as may be assigned by our Board and review and oversee the risk management of our Company.

DIRECTORS AND SENIOR MANAGEMENT

Remuneration and Appraisal Committee

Our Company has established a Remuneration and Appraisal Committee with written terms of reference in compliance with the requirements under the Listing Rules. The Remuneration and Appraisal Committee consists of three Directors, being Mr. WANG Jianguo, Mr. WANG Xinhua and Mr. REN Jinsheng. The chairperson of the Remuneration and Appraisal Committee is Mr. WANG Jianguo. The primary duties of the Remuneration and Appraisal Committee are to establish, review and make recommendations to our Directors on our policy and structure concerning remuneration of our Directors and senior management and on the establishment of a formal and transparent procedure for developing policies concerning such remuneration, determine the terms of the specific remuneration package of each executive Director and senior management and review and approve remuneration by reference to corporate goals and objectives resolved by our Directors from time-to-time.

Nomination Committee

Our Company has established a Nomination Committee with written terms of reference in compliance with the requirements under the Listing Rules. The Nomination Committee consists of three Directors, being Mr. SONG Ruilin, Mr. WANG Jianguo and Mr. REN Jinsheng. The chairperson of the Nomination Committee is Mr. SONG Ruilin. The primary duties of the Nomination Committee are to review the structure, size and composition of our Board and senior management on a regular basis and make recommendations to our Board regarding any proposed changes to the composition of our Board and senior management, identify, select or make recommendations to our Board on the selection of individuals nominated for directorship and senior management members, ensure the diversity of our Board and senior management members, assess the independence of our independent non-executive Directors and make recommendations to our Board on relevant matters relating to the appointment, reappointment and removal of our Directors and senior management members and succession planning for our Directors and senior management members.

Strategy Committee

Our Company has established a Strategy Committee with written terms of reference in compliance with the requirements under the Listing Rules. The Strategy Committee consists of three Directors, being Mr. REN Jinsheng, Mr. ZHAO John Huan and Mr. WANG Jianguo. The chairperson of the Strategy Committee is Mr. REN Jinsheng. The primary duties of the Strategy Committee are to review and make suggestions in respect of the strategic directions, development proposals, annual operation plans, investment proposals, major investments, financing and capital injection, expansion of business and any major reorganization or restructuring proposal of our Company.

DIRECTORS AND SENIOR MANAGEMENT

CORPORATE GOVERNANCE

Pursuant to code provision A.2.1 in the Corporate Governance Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual.

Mr. Ren is the founder of our Group, the chairman of the Board and the chief executive officer of our Company. He has been primarily responsible for developing overall corporate business strategies and business operation of our Group and making significant business and operational decisions of our Group. Our Directors consider that vesting the roles of both the chairman of the Board and the chief executive officer of our Company in Mr. Ren is beneficial to the business prospects of our Group by ensuring consistent leadership to our Group as well as prompt and effective decision making and implementation. In addition, our Directors believe that this structure will not impair the balance of power and authority between the Board and the management of our Company, given that: (i) any decision to be made by our Board requires approval by at least a majority of our Directors; (ii) Mr. Ren and the other Directors are aware of and undertake to fulfil their fiduciary duties as Directors, which require, among other things, that he acts for the benefit and in the best interests of our Company and will make decisions for our Company accordingly; (iii) the balance of power and authority is ensured by the operations of the Board, which consists of four executive Directors (including Mr. Ren), one non-executive Director and three independent non-executive Directors, and has a fairly strong independence element; and (iv) the overall strategic and other key business, financial, and operational policies of our Company are made collectively after thorough discussion at both Board and senior management levels.

DIRECTORS' INTERESTS

Except as disclosed in this prospectus, each of the Directors and members of the senior management (i) had no other relationship with any of the Directors and senior management as of the Latest Practicable Date; (ii) did not hold any other directorship in listed companies in the three years prior to the Latest Practicable Date. For the Directors' interests in the Shares within the meaning of Part XV of the SFO, see "Appendix V – Statutory and General Information – C. Further Information about Our Directors and Substantial Shareholders – 1. Disclosure of interest – (a) Disclosure of interest of Directors and chief executive of our Company."

Save as disclosed in this prospectus, there are no other matters in respect of each of our Directors and the members of our senior management that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other material matters relating to our Directors and the members of our senior management that need to be brought to the attention of our Shareholders.

DIRECTORS AND SENIOR MANAGEMENT

BOARD DIVERSITY

We have adopted a board diversity policy which sets out the approach to achieve and maintain an appropriate balance of diversity perspectives of our Board that are relevant to our business growth. The selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merits and contributions that the selected candidates will bring to the Board.

Our Directors have a balanced mix of knowledge and skills, including overall management and strategic development, business operation, accounting and financial management, pharmaceutical research and development. They obtained degrees in various majors, including in economics, business administration, law, accounting and pharmacy. We have three independent non-executive Directors with different industry backgrounds, representing more than one-third of the Board. In addition, our Board has a wide range of age, ranging from 40 years old to 64 years old. While we recognize that the gender diversity at the Board level can be improved given its current composition of all-male directors, we have taken, and will continue to take steps to promote gender diversity at all levels of our Company, including but not limited to our Board and the management levels. Going forward, our Company will consider the possibility of nominating female senior management to the Board or appointing a female independent non-executive Director who has the necessary skills and experience. In particular, we plan to appoint a female Director by the end of 2022 and target to achieve 20% female representation in the Board within five years following the Listing, subject to our Directors (i) being satisfied with the competence and experience of the relevant candidates after a comprehensive review process based on reasonable criteria; and (ii) fulfilling their fiduciary duties to act in the best interest of our Company and our Shareholders as a whole when deliberating on the appointment. To develop a pipeline of potential female successors to the Board, our Company will (i) ensure that there is gender diversity when recruiting staff at mid to senior levels; and (ii) engage more resources in training female staff with the aim of promoting them to be members of our senior management or the Board.

Our Nomination Committee is responsible for ensuring the diversity of our Board. 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.

PRE-IPO SHARE INCENTIVE SCHEME

For the details of our Pre-IPO Share Incentive Scheme, please see “Appendix V – Statutory and General Information – D. Pre-IPO Share Incentive Scheme.”

DIRECTORS AND SENIOR MANAGEMENT

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The compensation and remuneration of the Directors and members of the senior management of our Company are determined by the Shareholders' meetings and the Board as appropriate, including but not limited to salaries and bonuses. Our Company also reimburse them for expenses which are necessary and reasonably incurred in providing services to our Company or discharging their duties in relation to the operations of our Company. When reviewing and determining the specific remuneration packages for our Directors and members of the senior management, the Shareholders' meetings and the Board take into account factors such as salaries paid by comparable companies, time commitment, level of responsibilities and desirability of performance-based remuneration. As required by the relevant PRC laws and regulations, our Company also participates in various defined contribution plans organized by relevant provincial and municipal government authorities and welfare schemes for employees of our Company, including medical insurance, injury insurance, unemployment insurance, pension insurance, maternity insurance and housing provident fund.

Our Company offers executive Directors and senior management members, who are also employees, compensation in the form of salaries, bonuses, social security plans, housing provident fund plans and other benefits. The independent non-executive Directors receive compensation based on their responsibilities.

The aggregate amounts of remuneration of the Directors and members of the senior management (excluding those who are also Directors) recorded for the three years ended December 31, 2017, 2018 and 2019 and the six months ended June 30, 2020 were approximately RMB11.65 million, RMB6.44 million, RMB23.11 million and RMB23.03 million, respectively.

The aggregate amounts of remuneration of the five individuals with the highest emoluments for the three years ended December 31, 2017, 2018 and 2019 and the six months ended June 30, 2020 were approximately RMB19.06 million, RMB13.70 million, RMB19.29 million and RMB17.33 million, respectively.

It is estimated that remuneration equivalent to approximately RMB21.33 million in aggregate will be paid to the Directors by our Company for the year ending December 31, 2020 based on the arrangements in force as of the date of this prospectus.

No remuneration was paid by our Company to the Directors or the five highest paid individuals as inducement to join or upon joining our Company or as a compensation for loss of office in respect of the three years ended December 31, 2017, 2018 and 2019. Furthermore, none of the Directors had waived or agreed to waive any remuneration during the same periods.

DIRECTORS AND SENIOR MANAGEMENT

COMPLIANCE ADVISER

We have appointed China Galaxy International Securities (Hong Kong) Co., Limited as the compliance adviser pursuant to Rule 3A.19 of the Listing Rules, and the compliance adviser will advise our Company 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 under the Listing Rules, is contemplated, including share issues and share repurchases;
- where our Company proposes to use the proceeds of the Global Offering in a manner that is different from that detailed in this prospectus or where our business activities, developments or results deviate from any forecasts, estimates or other information in this prospectus; and
- where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the Shares, the possible development of a false market in the Shares or any other matters under Rule 13.10 of the Listing Rules.

The terms of the appointment of the compliance adviser will commence on the Listing Date and is expected to end on the date when our Company distributes the annual report of its financial results for the first full financial year commencing after the Listing Date.