## **BOARD OF DIRECTORS**

Our Board of Directors comprises nine Directors, including four executive Directors, two non-executive Directors and three independent non-executive Directors. The following table sets out information in respect of the Directors of our Company:

Name	Age	Position	Roles and responsibilities	Date of joining our Group	Date of appointment as a Director
Mr. Wang Ning (王寧)	33	Executive Director, Chairman of the Board and Chief Executive Officer	Responsible for overall strategic planning and management	October 20, 2010	May 9, 2019
Ms. Yang Tao (楊濤)	33	Executive Director and Vice President	Responsible for overseeing the product department	October 20, 2010	May 9, 2019
Ms. Liu Ran (劉冉)	32	Executive Director and Vice President	Responsible for overseeing the offline business department	July 1, 2011	May 9, 2019
Mr. Si De (司德)	31	Executive Director and Chief Operating Officer	Responsible for overall operations and overseeing the online business department and the human resources department	March 2, 2015	June 29, 2019
Mr. Tu Zheng (屠錚)	42	Non-executive Director	Responsible for providing professional advice to the Board	September 11, 2017	May 9, 2019
Mr. He Yu (何愚)	39	Non-executive Director	Responsible for providing professional advice to the Board	April 24, 2019	May 9, 2019
Mr. Zhang Jianjun (張建君)	53	Independent non-executive Director	Providing independent opinion and judgment to the Board	[REDACTED]	[REDACTED]

Name	Age	Position	Roles and responsibilities	Date of joining our Group	Date of appointment as a Director
Mr. Wu Liansheng (吳聯生)	49	Independent Non-executive Director	Providing independent opinion and judgment to the Board	[REDACTED]	[REDACTED]
Mr. Ngan King Leung Gary (顏勁良)	37	Independent Non-executive Director	Providing independent opinion and judgment to the Board	[REDACTED]	[REDACTED]

## **Executive Directors**

**Mr. Wang Ning (**王寧**)**, aged 33, is our executive Director, Chairman of the Board and Chief Executive Officer of our Company. Mr. Wang founded our Group in October 2010, and is responsible for the overall strategic planning and management of our Company.

Mr. Wang received his bachelor's degree in advertising from Sias International College of Zhengzhou University (鄭州大學西亞斯國際學院) (currently known as Sias University) in the PRC in June 2009, and his master's degree in business administration from Guanghua School of Management of Peking University (北京大學光華管理學院) in the PRC in June 2017.

Mr. Wang is currently a director of certain principal subsidiaries of our Company including, Beijing Pop Mart, Paqu Huyu, Pop Mart (Hong Kong) Holding Limited and Tianjin Pop Mart Cultural Communication Co., Ltd. (天津泡泡瑪特文化傳播有限公司).

Mr. Wang is the spouse of Ms. Yang Tao, our executive Director.

**Ms. Yang Tao (**楊濤**)**, aged 33, is our executive Director and vice president. Ms. Yang joined our Group in October 2010, and is responsible for overseeing the product development department of our Company.

Ms. Yang received her bachelor of general study degree from Fort Hays State University in the United States in May 2009, and her master's degree in communication studies from Hong Kong Baptist University in Hong Kong in November 2010.

Ms. Yang is currently a director of Beijing Pop Mart, a principal subsidiary of our Company.

Ms. Yang is the spouse of Mr. Wang, our executive Director, Chairman of the Board and Chief Executive Officer of our Company.

Ms. Liu Ran (劉冉), aged 32, is our executive Director and vice president. Ms. Liu joined our Group in July 2011. Ms. Liu is responsible for overseeing the offline business department of our Company.

Ms. Liu received her bachelor's degree in tourism management from Sias International College of Zhengzhou University (currently known as Sias University) in the PRC in July 2010.

Ms. Liu is currently a director of Beijing Pop Mart, a principal subsidiary of our Company.

- Mr. Si De (司德), aged 31, is our executive Director and chief operating officer. Mr. Si joined our Group in March 2015, and is responsible for overall operations and overseeing the online business department and the human resources department of our Company. Mr. Si joined our Group as the branding operation director and was promoted to vice president in July 2016.
- Mr. Si received his bachelor's degree in French studies from China Communication University (中國傳媒大學) in the PRC in July 2011, and his master's degree in business administration from Guanghua School of Management of Peking University in the PRC in July 2017.
- Mr. Si is currently a director of certain principal subsidiaries of our Company, including, Beijing Pop Mart, Shanghai Paqu Commerce Co., Ltd. (上海葩趣貿易有限公司), Tianjin Pop Mart Cultural Communication Co., Ltd. (天津泡泡瑪特文化傳播有限公司).

#### **Non-executive Directors**

**Mr. Tu Zheng (**屠錚**)**, aged 42, is our non-executive Director. Mr. Tu joined our Group in September 2017, and is responsible for providing professional advice to the Board.

Mr. Tu has been serving as a partner of Shanghai Fengqiao Investment Management Co. Ltd.(上海蜂巧投資管理有限公司) since May 2018. He served as a partner at Shenzhen Qifu Capital Management Co., LTD (深圳市啟賦資本管理有限公司) from May 2015 to April 2018. From June 2007 to April 2015, Mr. Tu worked at Shenzhen Fortune Caizhi Venture Capital Management Co., Ltd. (深圳市達晨財智創業投資管理有限公司) where he served successively as an investment manager, an investment director, the general manager of Zhejiang branch office, the deputy general manager of East China and the head of TMT sector.

Mr. Tu received his bachelor's degree in English studies from Zhejiang University (浙江大學) in the PRC in June 2000, and his master's degree in public policy from the University of Chicago in the United States in June 2003. Mr. Tu currently holds the China Securities Investment Fund Practicing Certificate granted by the Asset Management Association of China (中國證券投資基金業協會) in August 2017.

Mr. Tu is currently a director of Beijing Pop Mart.

**Mr. He Yu (何愚)**, aged 39, is our non-executive Director. Mr. He joined our Group in April 2019, and is responsible for providing professional advice to the Board.

Mr. He founded and served as a partner of Shenzhen Qianhai Heiyi Innovation Investment Partnership (Limited Partnership) (深圳前海黑蟻創新投資合夥企業(有限合夥)) since February 2016. Prior to that, Mr. He served as the head of strategy and investment department at Beijing Bytedance Technology Co. Ltd. (北京字節跳動科技有限公司) from August 2015 to February 2016.

Mr. He received his bachelor's degree in international economics and trade from Nankai University (南開大學) in the PRC in June 2003, and his master's degree in finance from the University of Lancaster in the United Kingdom in November 2005. Mr. He was admitted as a Chartered Financial Analyst by the CFA Institute in September 2008, and was granted the China Securities Investment Fund Practicing Certificate by the Asset Management Association of China in February 2017.

Mr. He is currently a director of Beijing Pop Mart.

### **Independent Non-executive Directors**

**Mr. Zhang Jianjun (**張建君**)**, aged 53, is our independent non-executive Director with effect from the [**REDACTED**], and is responsible for providing independent opinion and judgment to the Board.

Mr. Zhang is currently a professor of organizational and strategic management at Guanghua School of Management of Peking University. Mr. Zhang's research focuses on corporate social responsibilities, corporate political activities, leaders and leadership teams and corporate culture, among other subjects. Mr. Zhang has been a faculty member at Guanghua School of Management of Peking University since March 2004. Mr. Zhang has accumulated in-depth understanding of corporate governance from his research over the past 15 years. His publication, *Marketization and Democracy in China*, has won the first prize of the 11th sociology studies achievement award of the Peking University in March 2011 and second prize of the 6th award for outstanding achievement of scientific research in colleges and universities issued by the Ministry of Education of the PRC. Mr. Zhang was also awarded the Li Yining Teaching Award in December 2014 and Li Yining Research Award in December 2018 by the Guanghua school of Management of Peking University. Mr. Zhang served as an independent director of CCB Life Insurance Company Limited from November 2014 to August 2017.

Mr. Zhang received his bachelor's and master's degrees in law from Peking University in the PRC in July 1989 and July 1992, respectively. Mr. Zhang received his Ph.D in sociology from the University of California, Berkeley in the United States in December 2003.

Mr. Wu Liansheng (吳聯生), aged 49, is our independent non-executive Director with effect from the [REDACTED], and is responsible for providing independent opinion and judgement to the Board. Mr. Wu has been faculty member at Guanghua School of Management of Peking University since September 2001.

Mr. Wu had served directorships in certain listed companies. He served as an independent director of Huaneng Power International, Inc. (華能國際電力股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600011), the Hong Kong Stock Exchange (Stock Code: 902) and the New York Stock Exchange (Stock Code: HNP) from May 2008 to July 2014, an independent director of RiseSun Real Estate Development Co., Ltd. (榮盛房地產發展股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 002146) from January 2009 to January 2012, an independent director of Shenzhen Western Mining Co., Ltd. (西部礦業股份有 限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 601168) from February 2011 to September 2015, an independent director of Wanda Cinema Line Co. Ltd (萬達電影院線股份有限公司) (now known as Wanda Film Holding Co., Ltd (萬達電影股份有限公司)), a company listed on the Shenzhen Stock Exchange (Stock Code: 002739) from January 2011 to November 2015, an independent non-executive director of China National Building Material Company Limited (中國建材股份有限公司), a company listed on the Stock Exchange (Stock Code: 3323) from November 2011 to May 2016, and an independent director of Xinhuanet Co., Ltd (新華網股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 603888) from May 2014 to March 2016. Mr. Wu has served as an independent director of BOC International (China) Co., Ltd. (中銀國際證券股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 601696) since September 2018.

Mr. Wu received his bachelor's degree in economics from Wuhan University in the PRC in July 1993, his master's degree in economics from Wuhan University in the PRC in June 1996, and his Ph.D in management from Zhongnan University of Finance and Economics (中南財經大學) (now known as Zhongnan University of Economics and Law (中南財經政法大學)) in the PRC in June 1999.

**Mr. Ngan King Leung Gary (**顏勁良**)**, aged 37, is our independent non-executive Director with effect from the [**REDACTED**], and is responsible for providing independent opinion and judgement to the Board.

Mr. Ngan has served as the chief financial officer at Meitu, Inc., a company listed on the Hong Kong Stock Exchange (stock code: 1357) since June 2015. He was appointed as one of the joint company secretaries of Meitu, Inc. on August 2, 2016, and became the company secretary of Meitu, Inc. since December 15, 2019. Between May 2012 and June 2015, Mr. Ngan held the positions of chief operating officer, chief financial officer and joint company secretary at Forgame Holdings Limited, a company listed on the Stock Exchange (stock code: 484). Prior to that, he was the director and head of Hong Kong and China Internet research at UBS AG, where he worked from July 2006 to April 2012.

Mr. Ngan received his bachelor of science degree in economics from the Wharton School, University of Pennsylvania in the United States in 2006. He has been a CFA Charterholder since 2010.

## SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of our business. The table below provides information about the members of the senior management of our Company:

Name	Age	Position	Roles and responsibilities	Date of joining our Group
Mr. Wang Ning (王寧)	33	Executive Director, Chairman of the Board and Chief Executive Officer	Responsible for the overall strategic planning and management	October 20, 2010
Mr. Yang Jingbing (楊鏡冰)	41	Chief Financial Officer	Responsible for the management of finance	August 1, 2017
Mr. Si De (司德)	31	Executive Director and Chief Operating Officer	Responsible for overall operations and overseeing the online business department and the human resources department	March 2, 2015
Ms. Yang Tao (楊濤)	33	Executive Director and Vice President	Responsible for overseeing the product department	October 20, 2010
Ms. Liu Ran (劉冉)	32	Executive Director and Vice President	Responsible for overseeing the offline business department	July 1, 2011
Mr. Moon Duk II (文德一)	41	Vice President	Responsible for overseeing the overseas business department	August 6, 2018

**Mr. Wang Ning (**王寧**)**, aged 33, is our executive Director, Chairman of the Board and Chief Executive Officer of our Company. For details of his biography, please see the sub-section headed "— Executive Directors" in this section.

**Mr. Yang Jingbing (**楊鏡冰**)**, aged 41, is the Chief Financial Officer of our Company. Mr. Yang joined our Group in August 2017, and is responsible for the management of finance of our Company.

Prior to joining our Group, Mr. Yang served successively as a manager of the finance and capital department, an assistant to the general manager and a chief financial officer of Beijing BBMG Dacheng Development Co., Ltd. (北京金隅大成開發有限公司) (now known as Beijing BBMG Property Development Group Co., Ltd. (北京金

隅房地產開發集團有限公司)) from March 2010 to August 2017. He served as a manager of financial planning department Beijing Dacheng Development Co., Ltd. (北京大成開發有限公司) from March 2009 to March2010. From September 2007 to March 2009, Mr. Yang served as a member of the finance section of the listing office of BBMG Corporation (北京金隅股份有限公司). Mr. Yang served as a staff of the finance department of Beijing GEM Real Estate Development Company (北京金隅嘉業房地產開發公司) from July 2002 to September 2007.

- Mr. Yang received his bachelor's degree in law and management in June 2002 from Shanghai University of Finance and Economics in the PRC, and his master's degree in business administration in June 2016 from the Guanghua School of Management of Peking University in the PRC.
- **Mr. Si De** (司德), aged 31, is our executive Director and Chief Operations Officer. For details of his biography, please see the sub-section headed "— Executive Directors" in this section.
- **Ms. Yang Tao** (楊濤), aged 33, is our executive Director and vice president. For details of her biography, please see the sub-section headed "— Executive Directors" in this section.
- **Ms. Liu Ran (**劉冉**)**, aged 32, is our executive Director and vice president. For details of her biography, please see the sub-section headed "— Executive Directors" in this section.
- Mr. Moon Duk II (文德一), aged 41, is our vice president. Mr. Moon joined our Group in August 2018, and is responsible for overseeing the overseas business department of our Company. Prior to that, Mr. Moon served successively as a global business planning specialist, global business planning senior specialist and global business planning junior manager at the business development department of CJ CheilJedang Corporation from July 2013 to July 2018, and a manager of the global strategy department of CJ ENM from January 2009 to May 2013. From December 2004 to December 2008, Mr. Moon served at the planning management department of Lotte Cinema Co., Ltd.
- Mr. Moon received his bachelor's degree in Chinese from Konkuk University in Korea in February 2005, and his master's degree in business administration from Peking University in the PRC in July 2018.

### Interests of our Directors and Senior Management

Save as disclosed above, none of our Directors holds any other directorships in public companies, the securities of which are [REDACTED] on any securities market in Hong Kong or overseas during the three years immediately preceding the date of this document. See section headed "Appendix IV — Statutory and General Information" in this document for further information about the Directors, including the particulars of their service contracts and remuneration, and details of the interests of the Directors in the Shares (within the meaning of Part XV of the SFO).

Save as disclosed above, to the best knowledge, information and belief of our Directors after having made all reasonable enquiries, as of the Latest Practicable

Date, there were no other matters in respect of each of our Directors which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there were no other material matters relating to our Directors that need to be brought to the attention of our Shareholders.

None of our Directors have any interest in any business, other than our Group's business, which compete or is likely to compete, either directly or indirectly, with our Group's business.

#### JOINT COMPANY SECRETARIES

**Mr. Li Hongxuan** (李鴻軒), aged 29, was appointed as a joint company secretary of our Company on May 19, 2020. Mr. Li joined our Group in April 2019 and has been serving as a senior manager in charge of investor relationship. Prior to that, Mr. Li served as a senior associate of investment banking department of China Securities Co., Ltd. from December 2014 to January 2019 and a senior associate of innovative financing department of China Securities Co., Ltd. from February 2019 to March 2019.

Mr. Li received his bachelor's degree in commerce in September 2013 and his master's degree in finance in November 2014 from Macquarie University in Australia.

Ms. Li Ching Yi (李菁怡) was appointed as the other joint company secretary of our Company on May 19, 2020. Ms. Li is a manager of the Listing Corporate Services Department of Trident Corporate Services (Asia) Ltd., a global professional services firm. She has around 10 years of professional experience in company secretarial field. She is currently a joint company secretary of Sinco Pharmaceuticals Holdings Ltd., a company listed on the Hong Kong Stock Exchange (stock code: 6833). Ms. Li is an associate member of The Institute of Chartered Secretaries and Administrators in the United Kingdom and the Hong Kong Institute of Chartered Secretaries. She obtained a bachelor's degree in social sciences in October 2011 from Lingnan University in Hong Kong and a master degree in professional accounting and corporate governance in July 2015 from City University of Hong Kong in Hong Kong.

## **COMMITTEES UNDER THE BOARD OF DIRECTORS**

#### **Audit Committee**

We [have] established an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls system (including risk management) of our Company, review and approve connected transactions and provide advice and comments to the Board. The Audit Committee consists of three members, namely Mr. Wu Liansheng, Mr. Ngan King Leung Gary and Mr. Tu Zheng, and both Mr. Ngan King Leung Gary and Mr. Wu Liansheng are our independent non-executive Directors. Mr. Wu Liansheng is the chairman of the Audit Committee. Mr. Ngan King Leung Gary, who has the appropriate professional qualifications or accounting or related financial management expertise, is a member of the Audit Committee.

## **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 Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Remuneration Committee are to review and make recommendations to the Board the terms of remuneration packages, bonuses and other compensation payable to our Directors and other senior management. The Remuneration Committee consists of three members, namely Mr. Zhang Jianjun, Mr. Wu Liansheng and Mr. Wang. Mr. Zhang Jianjun is the chairman of the Remuneration Committee, and both Mr. Zhang Jianjun and Mr. Wu Liansheng are our independent non-executive Directors.

### **Nomination Committee**

We [have] established a Nomination Committee with written terms of reference in compliance with the Corporate Governance Code in Appendix 14 to the Listing Rules. The primary duties of the Nomination Committee are to make recommendations to our Board on the appointment of Directors and management of Board succession. The Nomination Committee consists of three members, namely Mr. Wang, Mr. Zhang Jianjun and Mr. Wu Liansheng. Mr. Wang is the chairman of the Nomination Committee, and both Mr. Wu Liansheng and Mr. Zhang Jianjun are our independent non-executive Directors.

### **CORPORATE GOVERNANCE**

#### **Corporate Governance Code**

We aim to achieve high standards of corporate governance which are crucial to our development and to safeguard the interests of our Shareholders. In order to accomplish this, save as disclosed below, we expect to comply with the Corporate Governance Code set out in Appendix 14 of the Listing Rules after the [REDACTED].

Pursuant to code provision A.2.1 of the Corporate Governance Code, companies [REDACTED] on the Stock Exchange are expected to comply with, but may choose to deviate from the requirement that the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual. We do not have a separate Chairman and Chief Executive Officer. Currently, Mr. Wang performs these two roles. Our Board believes that vesting the roles of both Chairman and Chief Executive Officer in the same person has the benefit of ensuring consistent leadership within our Group and enables more effective and efficient overall strategic planning for our Group. Our Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable our Company to make and implement decisions promptly and effectively. Our Board will continue to review and consider splitting the roles of Chairman of our Board and the Chief Executive Officer of our Company at a time when it is appropriate by taking into account the circumstances of our Group as a whole.

## **Management Presence**

According to Rule 8.12 of the Listing Rules, we must have sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong.

Since the principal business operations of our Company are conducted outside of Hong Kong, members of our senior management are, and are expected to continue to be, based outside of Hong Kong. Further, as our executive Directors have a vital role in our Company's operations, it is crucial for them to remain in close proximity to our Company's central management located outside of Hong Kong. Our Company does not and, for the foreseeable future, will not have a sufficient management presence in Hong Kong. We have applied for, [and the Stock Exchange has granted,] a waiver from compliance with Rule 8.12 of the Listing Rules. For further details, please see the section headed "Waivers from Strict Compliance with the Listing Rules — Management Presence in Hong Kong."

### COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management receive remuneration, including salaries, allowances and benefits in kind, including our contribution to the pension plan on their behalf.

The aggregate amount of remuneration (including basic salaries, bonus, contributions relating to social insurance, housing fund and retirement scheme, and share-based payment expenses) for the five highest paid individuals for the years ended December 31, 2017, 2018 and 2019 was approximately RMB2.4 million, RMB4.0 million and RMB6.2 million, respectively.

The aggregate amount of remuneration (including basic salaries, bonus, contributions relating to social insurance, housing fund and retirement scheme, and share-based payment expenses) for our Directors for the years ended December 31, 2017, 2018 and 2019 was approximately RMB1.6 million, RMB2.6 million and RMB4.3 million, respectively. None of our Directors waived any remuneration during the aforesaid periods.

Save as disclosed, no other payments have been paid or are payable, in respect of the years ended December 31, 2017, 2018 and 2019 by our Company to our Directors or senior management.

See the section headed "Appendix IV — Statutory and General Information — [REDACTED] Share Award Scheme" for details regarding the incentive plan for, among other, Directors and senior management.

No remuneration was paid to our Directors or the five highest paid individuals as an inducement to join, or upon joining, our Group. No compensation was paid to, or receivable by, our Directors or past directors for the Track Record Period for the loss of office as director or any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. None of our Directors waived any emoluments during the same period.

## **BOARD DIVERSITY POLICY**

In order to enhance the effectiveness of our Board and to maintain the high standard of corporate governance, we [have adopted] the board diversity policy which

sets out the objective and approach to achieve and maintain diversity of our Board. Pursuant to the board diversity policy, we seek to achieve Board diversity through the consideration of a number of factors when selecting the candidates to our Board, including but not limited to gender, skills, age, professional experience, knowledge, cultural, education background, ethnicity and length of service. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to our Board.

Our Board currently consists of 2 female Directors and 7 male Directors with a balanced mix of knowledge and skills, including but not limited to overall management and strategic development, quality assurance and control, finance and accounting and corporate governance in addition to industry experience in pop toy. They obtained degrees in various majors including advertising, business administration, general study, communication studies, tourism management, French studies, English studies, public policy, international economics, finance, sociology, audit and accounting. The Board of Directors are of the view that our Board satisfies the board diversity policy.

Our nomination committee is responsible for ensuring the diversity of our Board members. After [REDACTED], 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 ADVISER**

We have appointed Guotai Junan Capital Limited as our Compliance Adviser pursuant to Rule 3A.19 of the Listing Rules. The term of such appointment shall commence on the [REDACTED] and end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED].

Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Adviser will advise our Company, among others, in the following circumstances:

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