

## **DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

### **DIRECTORS**

Our Board is responsible for and has general power over the management and conduct of our business. As of the Latest Practicable Date, our Board consists of 11 Directors comprising four executive Directors, three non-executive Directors, one alternate Director and three independent non-executive Directors. The table below sets forth certain information on members of our Board:

<b>Name</b>	<b>Age</b>	<b>Position(s) in our Company</b>	<b>Date of joining us</b>	<b>Date of appointment as a Director</b>	<b>Roles and responsibilities</b>	<b>Relationship with other Directors or senior management</b>
Mr. SU Ertian (苏尔田先生)	54	Chairman, Chief Executive Officer and executive Director	29 March 2011	8 June 2018	Formulating the overall business strategies and overseeing the overall implementation of business strategies of our Group	None
Mr. ZHENG Shizhan (郑世展先生)	54	Executive Director	29 March 2011	30 October 2020	Supervising social responsibilities and coordinating investor relationship	None
Mr. JIN Zengqin (金增勤先生)	51	Executive Director	29 May 2011	30 October 2020	Supervising sales operations and overseeing the overall implementation of business strategies of our Group	None
Mr. ZHOU Fangchao (周方超先生)	37	Executive Director and joint company secretary	1 April 2014	30 October 2020	Overseeing daily operation management and board secretary work	None
Mr. QIN Min (秦敏先生)	51	Non-executive Director	3 December 2015	22 December 2020	Assisting our Board in formulating overall corporate strategies	None
Mr. HU Yongxiang (胡永祥先生)	54	Non-executive Director	23 October 2020	22 December 2020	Assisting our Board in formulating overall corporate strategies	None
Mr. NG Teck Sim (黄得森先生)	49	Non-executive Director	23 October 2020	30 October 2020	Assisting our Board in formulating overall corporate strategies and a representative nominated by GX Land & Sea	None

## **DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

<b>Name</b>	<b>Age</b>	<b>Position(s) in our Company</b>	<b>Date of joining us</b>	<b>Date of appointment as a Director</b>	<b>Roles and responsibilities</b>	<b>Relationship with other Directors or senior management</b>
Mr. KOK Hoong Chwan (郭宏船先生)	38	Alternate Director to Mr. NG Teck Sim	30 October 2020	30 October 2020	Acting on behalf of Mr. NG Teck Sim in his absence	None
Mr. MAK Hing Keung, Thomas (麥興強先生)	57	Independent non-executive Director	22 December 2020	22 December 2020	Supervising and providing independent advice and opinion to our Board	None
Professor HAN Gaorong (韩高荣教授)	58	Independent non-executive Director	22 December 2020	22 December 2020	Supervising and providing independent advice and opinion to our Board	None
Mr. LEUNG Kwai Wah Alex (梁貴華先生)	66	Independent non-executive Director	22 December 2020	22 December 2020	Supervising and providing independent advice and opinion to our Board	None

### **Our executive Directors**

**Mr. SU Ertian** (苏尔田先生), aged 54, is our founder, our executive Director, Chairman, Chief Executive Officer and one of our Controlling Shareholders. Mr. SU is also the general manager of Chesir Pearl. Mr. SU has been the Chairman of Chesir Pearl since its establishment on 29 March 2011. Mr. SU was appointed as a Director on 8 June 2018 and was redesignated as an executive Director on 22 December 2020. Mr. SU is primarily responsible for determining our business strategies and overseeing the implementation thereof. Prior to establishing Chesir Pearl, Mr. SU was working in a number of mining and trading companies in the PRC.

Mr. SU was the Chairman of the 3rd Liuzhou Wenzhou Chamber of Commerce (第三屆柳州市溫州商會), Honorary Chairman of the 4th Liuzhou Wenzhou Chamber of Commerce (第四屆柳州市溫州商會), a representative of the 13th and 14th People’s Congress of Liuzhou City (柳州市第十三、第十四屆人民代表大會), the vice chairman of the 13th and 14th Commerce of Liuzhou Federation of Industry and Commerce (第十三、第十四屆柳州市工商業聯合會) and a committee member of the 12th General Chamber of Commerce of the Guangxi Zhang’s Autonomous Region Federation of Industry and Commerce (第十二屆廣西壯族自治區工商業聯合會總商會).

Mr. SU obtained an Executive Master of Business Administration (EMBA) degree from Guangxi University (廣西大學), the PRC in December 2012 by way of part-time studies. Mr. SU was an adjunct professor at Hubei University of Technology (湖北工業大學), the PRC during September 2017 to September 2020.

## **DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

Mr. SU was a director and/or legal representative of the following companies prior to its dissolution with details as follows:

<b>Name of company</b>	<b>Place of incorporation/ establishment</b>	<b>Nature of business</b>	<b>Date of dissolution</b>	<b>Means of dissolution</b>	<b>Reasons of dissolution</b>	<b>Capacity</b>
Fame Mark Group Holdings Limited (榮標控股集團有限公司)	Hong Kong	Investment holding	13 December 2019	Deregistration	Cessation of business	Director
Guangxi Jinjian Investment Co., Ltd. (广西金键投资有限公司)	PRC	Business service	18 March 2019	Deregistration	Cessation of business	Executive director and legal representative
Guangxi Liuzhou Fengkai Trading Co., Ltd. (广西柳州市丰凯贸易有限公司)	PRC	Wholesale	24 February 2010	Revocation	Cessation of business	Legal representative
Libo County Hongsheng Coal Co., Ltd. (荔波县红盛煤炭有限公司)	PRC	Wholesale and retail	4 July 2014	Deregistration	Cessation of business	Executive director and legal representative
Guangxi Hongda Aviation Service Co., Ltd. (广西鸿达航空服务有限公司)	PRC	Business service	21 July 2017	Deregistration	Cessation of business	Executive director and legal representative
Guangxi Honglin Investment Co., Ltd. (广西鸿林投资有限公司)	PRC	Business service	23 October 2017	Deregistration	Cessation of business	Executive director and legal representative
Liuzhou City Chengtian Trading Co., Ltd. (柳州市成田贸易有限责任公司)	PRC	Wholesale	14 July 2014	Deregistration	Cessation of business	Legal representative
Liuzhou City Chengtian Trading Co., Ltd. Handicraft Business Department (柳州市成田贸易有限责任公司工艺品经营部)	PRC	Accommodation and catering	14 July 2014	Deregistration	Cessation of business	Legal representative

## **DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

Mr. SU confirms that, to the best of his knowledge: (a) each of the dissolved companies was solvent and had no outstanding claims or liabilities immediately prior to its dissolution; (b) there was no wrongful act on his part leading to the dissolution of these companies; (c) he was not aware of any actual or potential claim that has been or will be made against him as a result of deregistration or strike off of these companies; and (d) these companies were not involved in any material non-compliance incidents, disputes or litigations during the time he was a director of these companies. Mr. SU did not hold any directorship in any listed companies during the last three years (except for Chesir Pearl which was listed and quoted for trading on NEEQ).

**Mr. ZHENG Shizhan (郑世展先生)**, aged 54, is our founder and our executive Director and one of our Controlling Shareholders. Mr. ZHENG has been the Vice Chairman and a director of Chesir Pearl since March 2011. Mr. ZHENG was the general manager of Chesir Pearl during the period from March 2011 to August 2017. Mr. ZHENG is currently responsible for supervising and coordinating the social and the investors’ relationships of our Group. Prior to establishing Chesir Pearl, Mr. ZHENG was working in retail and trading businesses of glasses in the PRC.

Mr. ZHENG was the vice chairman of the 3rd Liuzhou Wenzhou Chamber of Commerce (第三屆柳州市溫州商會) and a member of the 11th Chinese People’s Political Consultative Conference National Committee of Liuzhou City (柳州市第十一屆政協委員).

Mr. ZHENG obtained a bachelor’s degree in computer information management from Guilin Institute of Electronic Technology (桂林電子工業學院) (currently known as Guilin University of Electronic Technology (桂林電子科技大學)), the PRC in December 2000 and an Executive Master of Business Administration (EMBA) degree from Guangxi University (廣西大學), the PRC in June 2018 by way of part-time studies.

Mr. ZHENG was a director and/or legal representative of the following companies prior to its dissolution with details as follows:

<b>Name of company</b>	<b>Place of incorporation/ establishment</b>	<b>Nature of business</b>	<b>Date of dissolution</b>	<b>Means of dissolution</b>	<b>Reasons of dissolution</b>	<b>Capacity</b>
Fame Mark Group Holdings Limited (榮標控股集團有限公司)	Hong Kong	Investment holding	13 December 2019	Deregistration	Cessation of business	Director
Liuzhou Zunjie Automobile Sales Co., Ltd. (柳州尊捷汽车销售有限公司)	PRC	Wholesale	18 October 2018	Deregistration	Cessation of business	Executive director and legal representative
Guangxi Ruixiang Investment Co., Ltd. (廣西瑞祥投资有限公司)	PRC	Business service	31 August 2017	Deregistration	Cessation of business	Executive director and legal representative

## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

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Mr. ZHENG confirms that, to the best of his knowledge: (a) each of the dissolved companies was solvent and had no outstanding claims or liabilities immediately prior to its dissolution; (b) there was no wrongful act on his part leading to the dissolution of these companies; (c) he was not aware of any actual or potential claim that has been or will be made against him as a result of deregistration or strike off of these companies; and (d) these companies were not involved in any material non-compliance incidents, disputes or litigations during the time he was a director of these companies. Mr. ZHENG did not hold any directorship in any listed companies during the last three years (except for Chesir Pearl which was listed and quoted for trading on NEEQ).

**Mr. JIN Zengqin (金增勤先生)**, aged 51, is our executive Director and one of our Controlling Shareholders. Mr. JIN is also the Deputy General Manager of Chesir Pearl. Mr. JIN has been the executive director of Chesir Pearl as well as its Deputy General Manager since May 2011. Mr. JIN is primarily responsible for overseeing sales operations and the implementation of our business strategies and initiatives. Prior to joining our Group, Mr. JIN was working in a plastic manufacturing enterprise in the PRC for more than 15 years with his last position as the general manager.

Mr. JIN is a member of the 9th Chinese People’s Political Consultative Conference National Committee of Luzhai County (鹿寨縣第九屆政協委員) and the vice chairman of Luzhai County Federation of Industry and Commerce (鹿寨縣工商業聯合會).

Mr. JIN obtained a bachelor’s degree in economics from Hangzhou Institute of Commerce (杭州商學院), the PRC in July 1991, a bachelor’s degree in business management from Guangxi University (廣西大學) the PRC in June 1996, a bachelor’s degree in arts and design from Wuchang Institute of Technology (武昌理工學院), the PRC in December 2013 by way of part-time studies and an Executive Master of Business Administration (EMBA) degree from Guangxi University (廣西大學), the PRC in June 2020 by way of part-time studies. Mr. JIN did not hold any directorship in any listed companies during the last three years.

**Mr. ZHOU Fangchao (周方超先生)**, aged 37, is our executive Director and joint company secretary of our Company. Mr. ZHOU is also the Deputy General Manager of Chesir Pearl and the secretary to the board of directors of Chesir Pearl. Mr. ZHOU joined our Group in April 2014 as an assistant to the chairman of the board of directors of Chesir Pearl and was promoted to the position of the Deputy General Manager in April 2015. Since September 2018, Mr. ZHOU took on an additional role as the secretary to the board of directors of Chesir Pearl. In October 2020, Mr. ZHOU was appointed as a director of Chesir Pearl.

Prior to joining our Group, Mr. ZHOU worked as an engineer at SAIC-GM-Wuling Automobile (上汽通用五菱汽車股份有限公司), a sino-foreign joint venture in the PRC jointly established by Shanghai Automotive Group Co., Ltd., General Motors Corporation of the United States and Guangxi Automobile Group Co., Ltd. (formerly Liuzhou Wuling Automobile Co., Ltd.), during July 2005 to December 2007. Mr. ZHOU then started his own business from July 2008 to February 2010. From March 2010 to March 2013, Mr. ZHOU previously worked as a project director of an information technology company in Guangxi Province.

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Mr. ZHOU obtained a bachelor’s degree in material forming and control engineering from Nanchang Institute of Aviation Industry (南昌航空工業大學) (currently known as Nanchang Aviation University (南昌航空大學)), the PRC in July 2005. Mr. ZHOU did not hold any directorship in any listed companies during the last three years.

### **Our non-executive Directors**

**Mr. QIN Min (秦敏先生)**, aged 51, is our non-executive Director. Mr. QIN has been a director of Chesir Pearl since May 2011. Mr. QIN is primarily responsible for formulating the overall implementation of business strategies of Chesir Pearl.

Mr. QIN graduated from Tianjin Institute of Commerce (天津商學院) (currently known as Tianjin University of Commerce (天津商業大學)), the PRC with a bachelor’s degree in accounting in July 1993. Mr. QIN subsequently obtained a master’s degree in finance from Guangxi University (廣西大學), the PRC in October 2004. Mr. QIN was qualified as an accountant in the PRC in May 1997.

Since April 2014, Mr. QIN has been a director and the chairman of the board of Guidong Electric, which is a company listed on the Shanghai Stock Exchange (stock code: 600310), and one of our [REDACTED] Investors. Upon the [REDACTED], Guidong Electric is interested in [REDACTED] Shares, representing [REDACTED]% of our Shares in issue (without taking into consideration any Shares which may be issued upon the exercise of the [REDACTED] and any option that may be granted under the [REDACTED] Share Option Scheme). In addition, since December 2014, Mr. QIN has also been a non-independent director of Sealand Securities Co., Ltd. (国海证券股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000750). Save as the above and the directorship in Chesir Pearl which was listed and quoted for trading on NEEQ, Mr. QIN did not hold any directorship in any listed companies during the last three years.

Mr. QIN was a director or legal representative of the following companies prior to its dissolution with details as follows:

<b>Name of company</b>	<b>Place of incorporation/ establishment</b>	<b>Nature of business</b>	<b>Date of dissolution</b>	<b>Means of dissolution</b>	<b>Reasons of dissolution</b>	<b>Capacity</b>
Hezhou Changshou Yiyang Technology Co., Ltd.* (贺州长寿颐养科技有限公司)	PRC	Wholesale	17 June 2020	Deregistration	No actual business operation	Legal representative and chairman
Hezhou Ruanwei Technology Co., Ltd.* (贺州市软微科技有限公司)	PRC	Electrical machinery and equipment manufacturing	2 September 2019	Deregistration	Equity restructuring	Chairman

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Mr. QIN confirms that, to the best of his knowledge: (a) each of the dissolved companies was solvent and had no outstanding claims or liabilities immediately prior to its dissolution; (b) there was no wrongful act on his part leading to the dissolution of these companies; (c) he was not aware of any actual or potential claim that has been or will be made against him as a result of deregistration or strike off of these companies; and (d) these companies were not involved in any material non-compliance incidents, disputes or litigations during the time he was a director of these companies.

**Mr. HU Yongxiang (胡永祥先生)**, aged 54, is a non-executive Director. Mr. HU has also been a director of Chesir Pearl since October 2020. Mr. HU is primarily responsible for formulating the overall implementation business plan of Chesir Pearl.

Mr. HU graduated from Tongji University (同濟大學), the PRC with a master’s degree in business administration in November 1998. Mr. HU has over 20 years of experience in venture capital. Mr. HU is currently a general manager of Zhejiang Venture Capital Group Co., Ltd. and is experienced in successful listing of companies in the new materials industry, including Western Metal Materials Co., Ltd. (西部金屬材料股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002149) and Rutai Materials Tech Co., Ltd. (瑞泰科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002066). Mr. HU was an assessor and entrepreneurial instructor for the new materials finals of the China Innovation and Entrepreneurship Competition (中國創新創業大賽新材料總決賽) from 2017 to 2019. Mr. HU is currently the vice president of Zhejiang Venture Capital Association (浙江省創業投資協會).

Mr. HU has been a director of Zhejiang Qinglian Food Co., Ltd (浙江青蓮食品股份有限公司), a company listed and quoted for trading on NEEQ on 17 March 2016 and was subsequently delisted on 21 July 2017, due to the reason of changes in strategic development planning since 28 June 2018.

Since February 2016, Mr. HU has been appointed as a director of China Building Material Test & Certification Group Co., Ltd. (中国建材检验认证集团股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603060). Since September 2017, Mr. HU has also been appointed as the chairman of the supervisory board of Hangzhou Huaguang Welding New Material Co., Ltd. (杭州华光焊接新材料股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688379).

Mr. HU has served as a supervisor of Dongyang Qingyu Media Co., Ltd., (东阳青雨传媒股份有限公司), a company listed and quoted for trading on NEEQ on 3 July 2015 (stock code: 832698) since March 2018. Furthermore, Mr. HU has been a director of Hangzhou On Honest Tech. Corp., Ltd. (杭州安鸿科技股份有限公司), a company listed and quoted for trading on NEEQ on 16 June 2016 (stock code: 837693), since January 2019. Save as disclosed above, Mr. HU did not hold any directorship in any listed companies during the last three years.



## **DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

Mr. HU was a director or legal representative of the following companies prior to its dissolution with details as follows:

<b>Name of company</b>	<b>Place of incorporation/ establishment</b>	<b>Nature of business</b>	<b>Date of dissolution</b>	<b>Means of dissolution</b>	<b>Reasons of dissolution</b>	<b>Capacity</b>
Jingning She Autonomous County Hengsheng Trading Co., Ltd. (景宁畲族自治县恒生商贸有限公司)	PRC	Wholesale	9 June 2009	Deregistration	Cessation of business	Chairman, executive director and legal representative
Zhejiang Kechuang Economic and Trade Co., Ltd. (浙江科创经贸有限公司)	PRC	Wholesale	9 June 2009	Deregistration	Cessation of business	Chairman, executive director and legal representative

Mr. HU confirms that, to the best of his knowledge: (a) each of the dissolved companies was solvent and had no outstanding claims or liabilities immediately prior to its dissolution; (b) there was no wrongful act on his part leading to the dissolution of these companies; (c) he was not aware of any actual or potential claim that has been or will be made against him as a result of deregistration or strike off of these companies; and (d) these companies were not involved in any material non-compliance incidents, disputes or litigations during the time he was a director of these companies.

**Mr. NG Teck Sim (黃得森先生)**, aged 49, is a non-executive Director. Mr. NG has also been a director of Chesir Pearl since October 2020. Mr. NG does not participate in our day-to-day management. Mr. NG was nominated by GX Land & Sea as a Director pursuant to the terms of the GX [REDACTED] Investment Agreement, but this nomination right will cease upon [REDACTED]. Mr. NG will resign as one of our non-executive Directors prior to the [REDACTED].

Mr. NG graduated from Nanyang Technology University, Singapore with a bachelor’s degree in financial analysis in 1995. Mr. NG has over 19 years of experience in private equity investment. Mr. NG was qualified as a certified financial analyst and has been a member of the CFA Institute since 1999.

Mr. NG was a director of several listed and unlisted companies in Southeast Asia and the PRC. From October 2006 to May 2007, Mr. NG was a non-executive director of China XLX Fertiliser Limited, a company listed on the Stock Exchange (stock code: 1866). From December 2005 to September 2008, Mr. NG was a non-executive director of China Energy Limited, a company listed on the Singapore Exchange (stock code: A0G). From October 2005 to March 2009, Mr. NG was a non-executive director of Unionmet (Singapore) Limited, a company listed on the Singapore Exchange (stock code: A6F) and from December 2004 to July 2008, Mr. Ng was a non-executive director of AA Group Holdings Limited), a company listed on the Singapore Exchange (stock code: 5GZ).



## **DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

Mr. NG also serves as a director of GX Land & Sea. Upon [REDACTED], GX Land & Sea is interested in [REDACTED] Shares, representing [REDACTED]% of our Shares in issue (without taking into consideration any Shares which may be issued upon the exercise of the [REDACTED] and any option that may be granted under the [REDACTED] Share Option Scheme).

### **Alternate Director to Mr. NG Teck Sim**

**Mr. KOK Hoong Chwan** (郭宏船先生), aged 38, has been an alternate Director to Mr. NG Teck Sim since 30 October 2020 and is currently also a director of GX Land & Sea. Upon [REDACTED], GX Land & Sea is interested in [REDACTED] Shares, representing [REDACTED]% of our Shares in issue (without taking into consideration any Shares which may be issued upon the exercise of the [REDACTED] and any option that may be granted under the [REDACTED] Share Option Scheme).

Mr. KOK has over eight years of experience in private equity investment.

Mr. KOK graduated from the University of Cambridge, United Kingdom in 2006 with a master’s degree in natural sciences. Mr. KOK further obtained a master’s degree in business administration in 2015 from Imperial College London, United Kingdom.

### **Our independent non-executive Directors**

**Mr. MAK Hing Keung, Thomas** (麥興強先生), aged 57, is an independent non-executive Director. Mr. MAK will provide independent advice and opinion on our strategy, performance, resources and financial operations.

Mr. MAK has over 30 years of experience in accounting and financial management. In May 1989, Mr. MAK obtained a bachelor’s degree of commerce from Queen’s University, Canada. Mr. MAK is currently a member of the Canadian Institute of Chartered Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants. The table below sets forth the working experience of Mr. MAK:

<b>Period of service</b>	<b>Name of entity</b>	<b>Principal business activities</b>	<b>Position held</b>	<b>Major responsibilities</b>
April 2020 — present . . . . .	M800 Limited	Telecommunications and cloud communication solutions provider	Chief financial officer	Overseeing financial and compliance matters
January 2017 — January 2020 . .	Fortunet E-Commerce Group Limited (a company listed on the Stock Exchange and currently known as Changyou Alliance Group Limited, stock code: 1039)	Financial technology services, crypto currency and e-commerce trading and services	Chief financial officer	Overseeing financial and compliance matters
May 2015 — January 2017 . .	HF Financial Group Limited	Financial services	Chief operations officer	Overseeing daily operations and general matters

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<b>Period of service</b>	<b>Name of entity</b>	<b>Principal business activities</b>	<b>Position held</b>	<b>Major responsibilities</b>
October 2014 — May 2015 . . . .	Heritage International Holdings Limited (a company listed on the Stock Exchange and currently known as China Shandong Hi-Speed Financial Group Limited, stock code: 412)	Property investment and financial services	Chief financial officer and company secretary	Overseeing financial and compliance and company secretarial matters
May 2010 — April 2014 . . . .	South China Media Group, a member of South China Financial Holdings Limited (a company listed on the Stock Exchange, stock code: 619)	Media and publisher	Chief financial officer	Overseeing financial and compliance matters
October 2007 — April 2010 . . . .	Redgate Media (Hong Kong) Limited	Multimedia production	Chief financial officer	Overseeing financial and compliance matters
February 2006 — October 2007 . .	Minmetals Resources Limited (a company listed on the Stock Exchange and currently known as MMG Limited, stock code: 1208)	Mining	Chief financial officer	Overseeing financial and compliance matters
June 2001 — January 2006 . .	RoadShow Holdings Limited (a company listed on the Stock Exchange and currently known as Bison Finance Group Limited, stock code: 888)	Multimedia production	Chief financial officer	Overseeing financial and compliance matters
June 2000 — June 2001 . . . .	Vickers Ballas (currently known as DBS Vickers (Hong Kong) Limited)	Financial services	Senior manager, corporate finance department	Providing corporate advise to clients on financial matters
October 1997 — May 2000 . . . .	The Stock Exchange of Hong Kong Limited	Stock exchange	Manager, listing division	Responsible for assessing listing applications
1989 — 1997 . . . .	Ernst & Young	Accounting	Manager	Responsible for audit functions of clients

Mr. MAK also has experience in serving as a director of the following listed companies in Hong Kong:

<b>Period of service</b>	<b>Name of entity</b>	<b>Principal business activities</b>	<b>Position held</b>	<b>Major responsibilities</b>
October 2019 — present . . . . .	China PengFei Group Limited (a company listed on the Stock Exchange, stock code: 3348)	Production and sale of complete sets of equipment, construction of production line and provision of installation services	Independent non-executive director	Supervising and providing independent advice to the board
June 2007 — present . . . . .	Tao Heung Holdings Limited (a company listed on the Stock Exchange, stock code: 573)	Food and beverage businesses	Independent non-executive director	Supervising and providing independent advice to the board

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<b>Period of service</b>	<b>Name of entity</b>	<b>Principal business activities</b>	<b>Position held</b>	<b>Major responsibilities</b>
May 2015 — July 2018 . . . .	China Greenfresh Group Co., Ltd. (a company listed on the Stock Exchange, stock code: 6183)	Cultivation and sales of fresh edible fungi produce and the manufacture and sales of various processed edible fungi products	Independent non-executive director	Supervising and providing independent advice to the board
July 2015 — November 2018 .	Huge China Holdings Limited (a company listed on the Stock Exchange and currently known as Cocoon Holdings Limited, stock code: 428)	Investment businesses	Non-executive director	Providing strategic advice to the board
January 2015 — July 2015 . . . .	Huge China Holdings Limited (a company listed on the Stock Exchange and currently known as Cocoon Holdings Limited, stock code: 428)	Investment businesses	Independent non-executive director	Supervising and providing independent advice to the board
May 2015 — July 2017 . . . .	Millennium Pacific Group Holdings Limited (a company listed on the Stock Exchange, stock code: 8147)	Research, development, manufacturing and trading of electronic devices	Executive director	Formulating the strategic planning and overseeing business administration of the group

Save as disclosed above, Mr. MAK has not acted as a director in other listed companies over the past three years.

**Professor HAN Gaorong (韩高荣教授)**, aged 58, is an independent non-executive Director. Professor HAN will provide independent advice and opinion on our strategy, performance, resources and financial operations. Professor HAN is currently a distinguished professor of Zhejiang University (浙江大學), the PRC.

Professor HAN is mainly engaged in the research on inorganic functional nano-materials and new energy-saving coated glass. Professor HAN has authored various articles covering topics of the preparation, structure, performance and application of nano-semiconductor thin film materials. Professor HAN had participated in teaching and research projects established by the National Natural Science Foundation of China (國家自然科學基金委員會), China Innovation Funding (國家重點研發計畫) and National Key Technology Research and Development Program of the Ministry of Science and Technology of China (國家科技支撐計畫). Professor HAN was awarded the second prize of National Science and Technology Progress Award (國家科技進步二等獎) in 2008 and first prize of Zhejiang Province Science and Technology Progress Award (浙江省科技進步一等獎) in 2004 and 2013, respectively. In 2004, Professor HAN was also awarded special government allowances of the State Council (國務院政府特殊津貼).

Professor HAN obtained a bachelor’s degree and a doctoral degree in material science and engineering from Zhejiang University (浙江大學), the PRC, in July 1983 and December 1989, respectively. During April 1988 to July 1989, Professor HAN participated in overseas doctoral training at Tokyo Institute of Technology, Japan.

## **DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

Professor HAN was a director of the following companies prior to its dissolution with details as follows:

<b>Name of company</b>	<b>Place of incorporation</b>	<b>Nature of business</b>	<b>Date of dissolution</b>	<b>Means of dissolution</b>	<b>Reasons of dissolution</b>	<b>Capacity</b>
Zhejiang Sanyi Electric Technology Co., Ltd. (浙江三伊电气科技有限公司)	PRC	Wholesale	29 January 2016	Deregistration	Cessation of business	Director
Zhejiang Sansheng Technology Co., Ltd. (浙江三盛科技有限公司)	PRC	Wholesale	26 February 2016	Deregistration	Cessation of business	Director
Zhejiang Shuaier Technology Co., Ltd. (浙江帅尔科技有限公司)	PRC	Research and experimental development	24 February 2019	Deregistration	Cessation of business	Chairman and legal representative
Zhejiang University Qiushi Digital Technology Co., Ltd. (浙江大学求是数码科技有限公司)	PRC	Software and information technology service	30 November 2020	Revocation	Cessation of business	Director
Zhejiang Dongsheng Battery Technology Co., Ltd. (浙江东升电池科技有限公司)	PRC	Electrical machinery and equipment manufacturing	24 April 2020	Revocation, deregistration	Cessation of business	Director
Jiaxing Zheda Parken Hydrogen Storage Technology Co., Ltd. (嘉兴浙大帕尔肯储氢技术有限公司)	PRC	Special equipment manufacturing	27 June 2018	Revocation, deregistration	Cessation of business	Vice chairman
Hangzhou Zheda Chinese Traditional Medicine Information Engineering Co., Ltd. (杭州浙大汉方中药信息工程有限公司)	PRC	Pharmaceutical manufacturing	27 December 2007	Revocation	Cessation of business	Director
Hangzhou Haichuang Technology Co., Ltd. (杭州海创科技有限公司)	PRC	Software and information technology service	28 December 2009	Revocation	Cessation of business	Director

## **DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

<b>Name of company</b>	<b>Place of incorporation</b>	<b>Nature of business</b>	<b>Date of dissolution</b>	<b>Means of dissolution</b>	<b>Reasons of dissolution</b>	<b>Capacity</b>
Anji Zheda Young Professor Science and Technology Pioneer Park Co., Ltd. (安吉浙大青年教授科技创业园有限公司)	PRC	Professional technical service industry	13 December 2019	Deregistration	Cessation of business	Director
Anji Dongsheng Energy Technology Development Co., Ltd. (安吉东升能源科技发展有限公司)	PRC	Electrical machinery and equipment manufacturing	24 December 2010	Revocation	Cessation of business	Director
Weihai Haorun Display Material Co., Ltd. (威海昊润显示材料有限公司)	PRC	Electrical machinery and equipment manufacturing	18 November 2009 <sup>(1)</sup>	Deregistration	Cessation of business	Legal representative and chairman
Zhejiang Denashi Environmental Technology Co., Ltd. (浙江德纳希环保科技有限公司)	PRC	Software and information technology service	6 May 2014	Deregistration	Cessation of business	Vice chairman
Zhejiang University Science and Technology Park Construction Co., Ltd. (浙江大学科技园建设有限公司)	PRC	Property development	17 June 2011 <sup>(1)</sup>	Deregistration	Cessation of business	Chairman
Zhejiang Zheda Jinggong Science and Technology Park Co., Ltd. (浙江浙大精功科技园有限公司)	PRC	Business service	13 March 2005 <sup>(1)</sup>	Deregistration	Cessation of business	Chairman and legal representative
Hangzhou Jinya Art Planning Co., Ltd. (杭州金雅艺术策划有限公司)	PRC	Business service	6 September 2010 <sup>(1)</sup>	Deregistration	Cessation of business	Director
Hangzhou Sino Biomedical Engineering Laboratory Co., Ltd. (杭州赛诺生物医药工程实验室有限公司)	PRC	Pharmaceutical manufacturing	22 September 2009 <sup>(1)</sup>	Deregistration	Cessation of business	Director

*Note:*

(1) The dates are based on the best knowledge, information and belief of Professor HAN.

## **DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

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Professor HAN confirms that, to the best of his knowledge: (a) each of the dissolved companies was solvent and had no outstanding claims or liabilities immediately prior to its dissolution; (b) there was no wrongful act on his part leading to the dissolution of these companies; (c) he was not aware of any actual or potential claim that has been or will be made against him as a result of deregistration or strike off of these companies; and (d) these companies were not involved in any material non-compliance incidents, disputes or litigations during the time he was a director of these companies. Professor HAN did not hold any directorship in any listed companies during the last three years.

**Mr. LEUNG Kwai Wah Alex (梁貴華先生)**, aged 67, is an independent non-executive Director. Mr. LEUNG will provide independent advice and opinion on the Group’s strategy, performance, resources and financial operations.

Mr. LEUNG has over 30 years of experience in banking and finance. Mr. LEUNG is a fellow member of Governance Institute of Australia, The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators), Hong Kong Institute of Directors and Hong Kong Securities and Investment Institute. Mr. LEUNG is also a full member of Hong Kong Treasury Markets Association.

Mr. LEUNG was working in various multinational banks. From March 1982 to May 1986, Mr. LEUNG worked in the Hong Kong branch of Manufacturers Hanover Trust Company with his last position as a manager. From June 1986 to July 1988, Mr. LEUNG was working as an assistant vice president in the Hong Kong branch of National Westminster Bank USA. Mr. LEUNG was a product manager at the headquarters of Canadian Imperial Bank of Commerce during March 1992 to January 1995 and as a relationship manager in Credit Suisse, Hong Kong branch, from September 2006 to January 2008. Mr. LEUNG has been an independent non-executive director of New City Development Group Limited, a company listed on the Stock Exchange, since June 2016 (stock code: 456).

Mr. LEUNG obtained a diploma in business management from Hong Kong Baptist College (currently known as Hong Kong Baptist University) in 1979 and a Master of Business Administration degree from Illinois State University, USA in 1981. Save as disclosed above, Mr. LEUNG has not acted as a director in other listed companies over the past three years.

We have entered into service contracts with each of our executive Directors and have issued letters of appointment to each of our non-executive Directors and independent non-executive Directors. Each of the service contracts and the letters of appointment is for an initial term of three years.

Save as disclosed in this document, no Directors held any directorship positions in any listed companies in Hong Kong and overseas within the three years immediately preceding the date of this document.

Save as disclosed in this document, there are no other matters in respect of each of our Directors which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other material matter relating to our Directors that has to be brought to the attention of our Shareholders. Save as disclosed above, none of our Directors has been a director of any other listed companies during the three years immediately preceding the date of this document.

## **DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

Each of our independent non-executive Directors has confirmed that he satisfied the independence criteria as set forth in Rule 3.13 of the Listing Rules.

Save as disclosed in this document, no Directors held any directorship positions in any listed companies in Hong Kong and overseas within the three years immediately preceding the date of this document.

### **SENIOR MANAGEMENT**

The following sets forth certain information in respect of our senior management team:

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Date of joining us</b>	<b>Roles and responsibilities</b>	<b>Relationship with our Directors or other senior management</b>
Mr. DONG Wenta (董文塔先生)	55	Deputy general manager	27 January 2013	Monitoring corporate finance matters of our Group	None
Professor FU Jiansheng (付建生教授)	67	Chief engineer	1 May 2015	Providing technical supervision to the research and development and production of our Group	None
Mr. WU Haihua (吴海华先生)	34	Chief financial officer	6 February 2018	Monitoring the financial operation of our Group	None

### **Our senior management**

**Mr. DONG Wenta** (董文塔先生), aged 55, joined Chesir Pearl in January 2013 as a financial manager and was promoted as the Chief Financial Officer of Chesir Pearl in April 2016. In February 2018, Mr. DONG was further promoted as the Deputy General Manager of Chesir Pearl and was appointed as the Deputy General Manager of Chesir Pearl in February 2018. Mr. DONG is responsible for monitoring the corporate finance matters of our Group.

Mr. DONG has over 35 years of experience in accounting and financial management. Mr. DONG is a certified public accountant and an international registered internal auditor in the PRC. From August 1985 to July 2005, Mr. DONG worked for the local government of Zhejiang Province for 20 years with his last position as the financial manager of Pingyang Salt Management Bureau (浙江省平陽縣鹽務局). From August 2005 till joining our Group in January 2013, Mr. DONG served as a member of the senior management in companies across various industries including coal-mining, investments and financial services in the PRC.



## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

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In December 1994, Mr. DONG obtained professional certificate in business management from Hangzhou University of Commerce (杭州商學院) (currently known as Zhejiang Gongshang University (浙江工商大學)), the PRC. Mr. DONG did not hold any directorship in any listed companies during the last three years.

**Professor FU Jiansheng** (付建生教授), aged 67, joined Chesir Pearl in May 2015 as Chief Engineer after his retirement as a professor from Hubei University of Technology (湖北工業大學). Professor FU is responsible for the supervision of the research and development and production activities of our Group. Professor FU was a professor of Hubei University of Technology (湖北工業大學) from 2010 to April 2015.

Professor FU has substantial experience in research and development of pearlescent pigment materials and is the inventor of 18 registered patents in the PRC and one registered patent in Japan.

Professor FU obtained a bachelor’s degree in chemical engineering from Hubei Institute of Light Industry (湖北輕工業學院) (currently known as Hubei University of Technology (湖北工業大學)), the PRC in July 1982. Professor FU did not hold any directorship in any listed companies during the last three years.

**Mr. WU Haihua** (吴海华先生), aged 34, joined Chesir Pearl in February 2018 as Chief Financial Officer. Mr. WU is responsible for monitoring the financial matters of our Group.

From August 2009 to March 2011, Mr. WU was a financial accountant in a coal-mining company in the PRC. From March 2011 to March 2013, Mr. WU served as a project manager of a financial consulting firm in the PRC. During March 2013 to July 2015, Mr. WU worked as a financial manager in China Greenfresh Group Co., Ltd., a company listed on the Stock Exchange (stock code: 6183). During July 2015 to December 2017, Mr. WU served as an assistant to the chairman of the board as well as a deputy finance director of China Futex Holdings Limited, a company listed on GEM (stock code: 8506).

Mr. WU obtained a bachelor’s degree in financial accounting from Minjiang University (閩江學院), the PRC in June 2009. Mr. WU did not hold any directorship in any listed companies during the last three years.

None of our senior management has been a director in listed companies in Hong Kong and overseas over the past three years.

## JOINT COMPANY SECRETARIES

Mr. ZHOU was appointed as one of our joint company secretaries on 22 December 2020. Mr. ZHOU is also an executive Director. See the paragraph headed “Our executive Directors” above for the biographical information of Mr. ZHOU.

**Mr. NG Cheuk Ming** (吳卓明先生) has been appointed as one of our joint company secretaries effective from 22 December 2020. Mr. NG is a manager of corporate services of Tricor Services Limited. Mr. NG has over six years of the corporate secretarial and compliance experience for Hong Kong listed companies and Hong Kong and offshore private companies. Mr. NG is an associate

## **DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

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member of both The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom. Mr. NG obtained a bachelor’s degree in business administration from Hong Kong Shue Yan University in 2013 and a master’s degree of science in professional accounting and corporate governance from City University of Hong Kong in 2016.

Our Company [has been granted] a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules such that Mr. ZHOU may be appointed as a joint company secretary of our Company. However, the waiver can be revoked if there are material breaches of the Listing Rules by our Company. See the section headed “Waivers from Strict Compliance with the Listing Rules and Exemption from Compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance” for further information.

### **COMMITTEES OF OUR BOARD**

#### **Audit Committee**

The Audit Committee was established on [REDACTED] in compliance with Rules 3.21 to 3.23 of the Listing Rules with terms of reference in compliance with the Code on Corporate Governance Practices set forth in Appendix 14 to the Listing Rules. The primary duties of the Audit Committee are to reviewing, supervising and approving our financial reporting process and internal control system and providing advice and comments to our Board. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. MAK Hing Keung, Thomas, Professor HAN Gaorong and Mr. LEUNG Kwai Wah Alex. Mr. MAK Hing Keung, Thomas is the chairman of the Audit Committee.

#### **Remuneration Committee**

The Remuneration Committee was established on [REDACTED] with terms of reference in compliance with Rule 3.25 of the Listing Rules and Corporate Governance Code as set forth in Appendix 14 to the Listing Rules. The Remuneration Committee is responsible for considering and making recommendations to our Board on the remuneration and other benefits paid to our Directors and senior management. The remuneration of all our Directors and senior management is subject to regular monitoring by the Remuneration Committee to ensure that levels of their remuneration and compensation are appropriate. Members of the Remuneration Committee are Mr. LEUNG Kwai Wah Alex, Professor HAN Gaorong and Mr. ZHOU Fangchao. Mr. LEUNG Kwai Wah Alex is the chairman of the Remuneration Committee.

During the Track Record Period, our remuneration policy for our Directors and senior management members was based on their experience, level of responsibility and general market conditions. Any discretionary bonus and other merit payments are linked to the profit performance of our Group and the individual performance of our Directors and senior management members. We intend to adopt the same remuneration policy after the [REDACTED], subject to review by and the recommendations of the Remuneration Committee.

## **DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

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### **Nomination Committee**

The Nomination Committee was established on [REDACTED] with terms of reference in compliance with Corporate Governance Code as set forth in Appendix 14 to the Listing Rules. The primary responsibilities of the Nomination Committee are considering and making recommendations to our Board suitable and qualified candidates of Directors and to review the structure, size and composition of our Board on a regular basis. Members of the Nomination Committee are Mr. SU Ertian, Professor HAN Gaorong and Mr. MAK Hing Keung, Thomas. Mr. SU Ertian is the chairman of the Nomination Committee.

### **BOARD DIVERSITY POLICY**

Our Board has adopted a diversity policy which sets forth the objective and the approach to achieve and maintain an appropriate balance of diversity of perspectives in our Board. Pursuant to the diversity policy, selection of Directors will be based on a number of factors, including but not limited to, gender, skills, age, professional experience, knowledge, cultural and educational background and length of service. The final decision of the appointment will be based on the merit and contribution that the selected candidate may bring to our Board.

### **CODE PROVISION A.2.1 OF THE CORPORATE GOVERNANCE CODE**

Under code provision A.2.1 of the Corporate Governance Code, the responsibilities between the Chairman and Chief Executive Officer should be separate and should not be performed by the same person. Mr. SU has been responsible for formulating our overall business development strategies and leading our overall operations and has been instrumental to our business growth. Our Board therefore considers that vesting the roles of both Chairman and the Chief Executive Officer in Mr. SU is beneficial to our business development by ensuring consistent leadership and enabling more effective and efficient overall strategic planning following the [REDACTED]. Our senior management team and our Board will provide check-and-balance of power and authority.

Having considered the corporate governance measures that we are going to implement upon [REDACTED], our Directors consider that the balance of power and authority will not be impaired and this structure will enable us to make and implement decisions promptly and effectively. Accordingly, we have not segregated the roles of Chairman and Chief Executive Officer. Our Board will continue to review and consider the roles of Chairman of our Board and the Chief Executive Officer from time to time taking into consideration our business development as a whole.

Save as disclosed above, we are in compliance with all code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

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

Our Directors and senior management receive compensation in the form of salaries, benefits in kind and/or discretionary bonuses relating to the performance of our Group. We also reimburse them for expenses which are necessarily and reasonably incurred for providing services to us or executing their functions in relation to our business. We regularly review and determine the remuneration and compensation packages of our Directors and senior management.

## **DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

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The aggregate amount of remuneration paid by us to our Directors, who are also the five highest paid individuals in our Group, including fees, salaries, retirement scheme contributions, discretionary bonuses and other allowances and other benefits in kind, during the Track Record Period were RMB2.0 million, RMB2.0 million, RMB2.3 million and RMB1.3 million, respectively.

Our Board and the Remuneration Committee will review and determine the remuneration and compensation packages of our Directors and senior management and will take into account compensation packages offered by comparable companies, the performance of our Group and the experience, responsibilities and contribution of the relevant individual.

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

We have adopted the [REDACTED] Share Option Scheme on [REDACTED]. A summary of the principal terms of the [REDACTED] Share Option Scheme is set forth in the paragraphs under “D. [REDACTED] Share Option Scheme” in Appendix VI to this document.

### **COMPLIANCE ADVISER**

We have appointed Essence Corporate Finance (Hong Kong) Limited as our Compliance Adviser effective from the [REDACTED] in compliance with Rule 3A.19 of the Listing Rules under the following material terms:

- (a) the appointment is for a period commencing on the [REDACTED] and ending 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 after the [REDACTED] or until the agreement is otherwise terminated earlier; and
- (b) the Compliance Adviser shall provide us with advice in the following circumstances pursuant to Rule 3A.23 of the Listing Rules:
  - (i) before the publication of any regulatory announcement, circular or financial report;
  - (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
  - (iii) if we propose to use the [REDACTED] from the [REDACTED] in a manner different from the disclosure in this document or if our business activities, developments or results deviate from any forecast, estimate or other information in this document; and
  - (iv) if the Stock Exchange makes any inquiry to us regarding unusual movements in the [REDACTED] or [REDACTED] of our Shares.