

## ADVISORY BOARD, DIRECTORS AND SENIOR MANAGEMENT

### ADVISORY BOARD OF THE COMPANY

The Company has established an advisory board, the role and functions of which will be determined by the Board of Directors from time to time. The Advisory Board is expected to, upon the request of the Directors, provide its business insights (i) in sourcing potential De-SPAC Targets, (ii) when the Company assesses potential De-SPAC Targets and (iii) as the Company works to create additional value in the business or businesses that it acquires. The role of the Advisory Board is consultative in nature to support the Directors in operating the Company, and the Advisory Board will not perform managerial, director or board committee functions. The Advisory Board consists of one Chairman and two members. Brief information on the members of the Advisory Board is set out below:

Name	Age	Position	Date of Appointment	Roles and Responsibilities
Mr. Ju ZHAO	57	Chairman of the Advisory Board	14 January 2022	Provide business insights to the Company upon the request of the Directors
Mr. Hongbo WANG	52	Member of the Advisory Board	14 January 2022	Provide business insights to the Company upon the request of the Directors
Dr. Kexiang ZHOU	57	Member of the Advisory Board	14 January 2022	Provide business insights to the Company upon the request of the Directors

**Mr. Ju ZHAO**, aged 57, was appointed as the chairman of the Advisory Board in January 2022.

Mr. Zhao is the chief executive officer of CMBI and chief investment officer of CMB. Since joining CMBI in 2015, Mr. Zhao has led CMBI to become one of the most renowned one-stop financial institutions in Hong Kong. Mr. Zhao is also a key driver of the development of CMBI’s digital securities trading platform, the Yat Lung Global securities trading application.

Prior to joining CMBI, Mr. Zhao was the vice chairman of investment banking Asia and co-headed investment banking China at UBS Group AG (“**UBS**”). Mr. Zhao initially focused on establishing the domestic investment banking business in China through UBS Securities Co., Ltd (“**UBSS**”). UBSS has rapidly developed and stood out as one of the leading foreign managed Chinese investment banks. UBSS has been awarded the “Best Chinese-Foreign Securities Joint Venture” by International Financing Review in 2012. From 2010 to 2015, Mr. Zhao was responsible for UBS’s overall China business. Previously, Mr. Zhao also worked at China Construction Bank, Deutsche Bank AG and China Galaxy Securities Co., Ltd.

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Mr. Zhao obtained a bachelor’s degree in Economics from Tsinghua University and an Executive Master of Business Administration degree from Peking University. He currently serves as President of the Tsinghua Alumni Association in Hong Kong.

**Mr. Hongbo WANG**, aged 52, was appointed as a member of the Advisory Board in January 2022.

Mr. Wang is the chief investment officer and a key member of the investment committee of CMBI, where he is responsible for CMBI’s overall alternative investment strategies which include private equity investment. Since joining CMBI in 2015, Mr. Wang and his team have since then established an outstanding private equity investment track record across different emerging economic sectors. He is also a director of Contemporary Amperex Technology Co. Ltd. (SZSE: 300750) and the vice chairman of the board of Innoscience (Suzhou) Technology Co., Ltd., an integrated device manufacturer of 8-inch GaN epiwafers and GaN devices in China.

Prior to joining CMBI, Mr. Wang worked as a managing director at TCL Capital, an investment arm and wholly-owned subsidiary of TCL Corporation (predecessor of TCL Technology Group Corporation).

Mr. Wang is a fellow member of the Association of Chartered Certified Accountants and was recognised as the “Top 10 Private Equity Capitalists of the Year” by Zero2IPO Group in 2020 and 2021.

**Dr. Kexiang ZHOU**, aged 57, was appointed as a member of the Advisory Board in January 2022.

Dr. Zhou is currently a managing director of CMBI, the CIO of CMBISZ and head of CMBI’s healthcare investment team. Since joining CMBI in December 2015, he and his team have been focusing on innovative drugs, genetic techniques, cancer early detection and advanced medical devices. Dr. Zhou holds senior positions in portfolio companies such as Biocytogen Pharmaceuticals (Beijing) Co., Ltd. and Apollomics, Inc..

Prior to joining CMBI, he was a managing director at China Merchants Capital and the founding partner of China Merchants Capital Healthcare Fund. Previously, he worked as the deputy general manager in Baiyunshan Pharmaceutical.

Dr. Zhou obtained a Ph.D. degree in Medicine from Peking University in June 1993.

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### BOARD OF DIRECTORS

The Board of Directors consists of eight Directors, comprising three Directors and two Non-executive Directors and three Independent Non-executive Directors. Brief information on the Directors is set out below:

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Date of Appointment</b>	<b>Roles and Responsibilities</b>
Mr. Rongfeng JIANG	45	Chairman and Executive Director	25 November 2021	Responsible for the formulation of the overall strategic direction of the Company
Mr. Yao LING	40	Executive Director and Chief Financial Officer	13 January 2022	Responsible for the formulation of the strategic direction of the Company and management of the Company’s financial matters
Ms. Di LE	31	Executive Director and Chief Operating Officer	13 January 2022	Responsible for the formulation of the strategic direction of the Company and management of the Company’s operations
Ms. Qian WU	40	Non-executive Director	13 January 2022	Responsible for high level oversight of the management of the Company
Ms. Xiaoxiao QI	42	Non-executive Director	13 January 2022	Responsible for high level oversight of the management of the Company

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Name	Age	Position	Date of Appointment	Roles and Responsibilities
Mr. Lei ZHONG	50	Independent Non-executive Director	[●]	Responsible for addressing conflicts and giving strategic advice and guidance to the Company
Dr. Fangxiong GONG	57	Independent Non-executive Director	[●]	Responsible for addressing conflicts and giving strategic advice and guidance to the Company
Mr. Kim Lam NG	49	Independent Non-executive Director	[●]	Responsible for addressing conflicts and giving strategic advice and guidance to the Company

### Chairman and Director

**Mr. Rongfeng JIANG**, aged 45, was appointed as the Chairman of the Board in November 2021 and has been the Chief Executive Officer of the Company since January 2022.

Mr. Jiang is a managing director and the general manager of the asset management department and a key member of the investment committee of CMBI, responsible for CMBI's China offshore alternative investment business which includes private equity investment. Prior to joining CMBI, Mr. Jiang was a veteran of CMB affiliates who founded and served as the chief executive officer of China Merchants Asset Management (Hong Kong) Company Limited, a Hong Kong incorporated affiliate of China Merchants Bank since 2013. Earlier in his career, Mr. Jiang worked at GTJA Allianz Fund Management Limited Company (predecessor of Pacific Asset Management Co., Ltd.).

Mr. Jiang obtained a bachelor's degree in Economics from Peking University in the PRC in July 1998 and a Master of Business Administration degree from Columbia Business School in the U.S. in May 2008.

Mr. Jiang is an officer (as defined under the SFO) of CMB International Asset Management Limited, a Promoter and SFC-licensed corporation, and has been licensed by the SFC to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities since 2015 and Type 1 (dealing in securities) regulated activities since 2020 for CMB International Asset Management Limited. He was nominated to the Board by CMB International Asset Management Limited.

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### Executive Directors

**Mr. Yao LING**, aged 40, was appointed as an Executive Director and has been the Chief Financial Officer of the Company since January 2022.

Mr. Ling has been a managing director at CMBI and the head of investor relations of CMBI’s asset management since October 2020, where he is responsible for investor relations and capital raising for CMBI’s alternative investment products across private equity, private debt, direct investment, co-investment, and public markets. Mr. Ling has over 13 years of experience working in the finance industry across public and private markets, and has led a number of transactions in China, including several sizable fundraisings of USD and RMB funds with a focus on the new economic sectors and the technology-enabled space. Prior to joining CMBI, Mr. Ling was the head of investor relations at CMC Capital Partners from October 2017 to September 2020. Previously, Mr. Ling worked in investor relations at CITIC Private Equity Funds Management Co., Ltd. from August 2013 to April 2017 and in the investment banking division of UBS from February 2008 to July 2013.

Mr. Ling obtained a bachelor’s degree of science in Electrical Engineering and a master’s degree of science in Telecommunications from the University of Maryland, College Park in the U.S.

Mr. Ling is an officer (as defined under the SFO) of CMB International Asset Management Limited, a Promoter and SFC-licensed corporation, and has been licensed by the SFC to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities for CMB International Asset Management Limited since 2021. He was nominated to the Board by CMB International Asset Management Limited.

**Ms. Di LE**, aged 31, was appointed as an Executive Director of the Company and has been the Chief Operating Officer of the Company since January 2022.

Ms. Le is a vice president of CMBI where she is responsible for project investments of CMBI’s offshore funds, Ms. Le has led execution on multiple transactions primarily in the new economy sectors in China, such as investments in JD Logistics, Inc. and Tencent Music Entertainment Group. She also led multiple Southeast Asia deals with a China angle, such as Grab Holdings Inc.. Prior to joining CMBI, Ms. Le worked at Daiwa SB Investments (HK) Limited (predecessor of Sumitomo Mitsui DS Asset Management (Hong Kong) Limited) and China Merchants Asset Management (Hong Kong) Company Limited (a wholly owned subsidiary of China Merchants Fund Management Co. Ltd.).

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Ms. Le obtained a bachelor’s degree in Economics from the University of California, Irvine and a master’s degree of Economics from the University of Hong Kong. Ms Le obtained certification as a certified financial risk manager from Global Association of Risk Professionals (GARP) in 2019.

Ms. Le is an officer (as defined under the SFO) of CMB International Asset Management Limited, a Promoter and SFC-licensed corporation, and has been licensed by the SFC to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities since 2017 and Type 1 (dealing in securities) regulated activities since 2019 for CMB International Asset Management Limited. She was nominated to the Board by CMB International Asset Management Limited.

### Non-executive Directors

**Ms. Qian WU**, aged 40, was appointed as a Non-executive Director of the Company in January 2022.

Ms. Wu is currently a managing director at CMBI. She is responsible for product and sales of CMBI AM and she supervises the overall operations and maintenance for CMBI’s offshore investments. Before joining CMBI, she was the Chief Operating Officer at Rongtong Global Investment Ltd and Responsible Officer at China Merchants Asset Management (Hong Kong) Co., Ltd.

Ms. Wu obtained a bachelor’s degree and a master’s degree from Central South University, and a master of business administration degree from The Chinese University of Hong Kong.

Ms. Wu is an officer (as defined under the SFO) of CMB International Asset Management Limited, a Promoter and SFC-licensed corporation. Ms. Wu is a responsible officer of, and has been licensed by the SFC to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities since 2016 and Type 1 (dealing in securities) regulated activities since 2019 for CMB International Asset Management Limited. She was nominated to the Board by CMB International Asset Management Limited.

**Ms. Xiaoxiao QI**, aged 42, was appointed as a Non-executive Director of the Company in January 2022.

Ms. Qi is currently a managing director at CMBI and focuses on private equity investment in the technology field, especially fintech. Her investment track record includes Credo Technology (SH) Ltd., Chengdu Kelai Network Technology Co., Ltd. and Beijing Tongxinshang Technology Development Co., Ltd. Before CMBI, she was the supervisor of the e-commerce Unit at the Retail Online Banking Department of CMB.

Ms. Qi obtained a bachelor’s degree in Economics from Jiangxi University of Finance and Economics in the PRC in July 2001.

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Save as disclosed above, each Director had not held any other directorships in listed companies during the three years immediately prior to the Latest Practicable Date and there is no other information in respect of the Directors to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

### Independent Non-executive Directors

**Mr. Lei ZHONG**, aged 50, was appointed as an Independent Non-executive Director of the Company on [●] 2022.

Mr. Zhong is the founding managing partner of M31 Capital and was a senior managing director and global partner at Fosun International Limited (Stock Code: 656) (“**Fosun Group**”). During his time in the Fosun Group, he led its global investment and strategies group, and was responsible for its investments and key global initiatives. He was also the president of the China Momentum Fund and president of the Pramerica-Fosun China Opportunity Fund, both of which are private equity funds investing in global opportunities that have substantial China growth potential.

Mr. Zhong received a master of business administration degree from the University of Illinois and a bachelor’s degree in English from China Foreign Affairs University in Beijing. Mr. Zhong has been a chartered financial analyst charterholder since September 2001.

**Dr. Fangxiong GONG**, aged 57, was appointed as an Independent Non-executive Director of the Company in [●] 2022.

Dr. Gong was the Chairman of J.P. Morgan China Investment Banking and Chairman of J.P. Morgan China Diversified Industry Clients from 2009 to 2015 until his retirement. Prior to that, Dr. Gong was the Head of J.P. Morgan China Research/Strategy and Chief Economist. Dr. Gong worked at Bank of America prior to joining J.P. Morgan.

Dr. Gong is also a director of First Seafront Financial Limited and First Seafront International Capital Limited, and an independent director of Bank of Shanghai Co., Ltd (SSE: 601229) and 9F Inc. (Nasdaq: JFU).

Dr. Gong obtained a Ph.D. degree in Economics from the University of Pennsylvania, a masters degree in Operation Research and Economics and a bachelors degree in Physics from Peking University.

**Mr. Kim Lam NG**, aged 49, was appointed as an Independent Non-executive Director of the Company in [●] 2022.

Mr. Ng was the national head of technology and media sectors for KPMG in China. In this role, Mr. Ng founded the innovative startup center in 2015, established an online and offline model in serving high growth technology companies, and led the teams which developed an

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online ecosystem app connecting startups, corporates, investors, research institutes and government bodies and a SIP framework to identify and evaluate early stage technology companies. Mr. Ng served as the core/lead partner establishing the ecosystem of high growth technology companies in China, including Autotech, RetailTech, Fintech, Biotech and Chipset.

Mr. Ng is a Certified Information Systems Security Professional, a Certified Information Systems Auditor, a Member of American Institute of Certified Public Accountants and a Chartered Global Management Accountant.

### SENIOR MANAGEMENT OF THE COMPANY

**Mr. Rongfeng JIANG** is the Chief Executive Officer of the Company.

**Mr. Yao LING** is the Chief Financial Officer of the Company.

**Ms. Di LE** is the Chief Operating Officer of the Company.

See “– *Board of Directors*” of this section for their biographies.

### COMPANY SECRETARY

**Ms. LEUNG Suet Wing** has been the company secretary of the Company since January 2022.

Ms. Leung is currently a senior manager of Corporate Services of Tricor Services Limited, a global professional services provider specialising in integrated business, corporate and investor services. Ms. Leung has over 10 years of experience in the corporate secretarial field. She has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. Leung is a Chartered Secretary, a Chartered Governance Professional and an Associate of both The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute in the United Kingdom.

Ms. Leung obtained her master’s degree in professional accounting and corporate governance from City University of Hong Kong in July 2016.



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### **CORPORATE GOVERNANCE**

Code provision C.2.1 of Part 2 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

Mr. Rongfeng Jiang currently serves as the Chairman of the Board as well as the Chief Executive Officer of the Company. The Board considers that, given Mr. Jiang’s wealth of experience in asset management and private equity investment, vesting the roles of Chairman and Chief Executive Officer in Mr. Jiang enhances effective decision-making of the Company and is beneficial to the business prospects and management of the Company. Taking into account the corporate governance measures that the Company will implement upon the Listing and the nature of the Company as a special purpose acquisition company, the Board considers that the deviation from code provision C.2.1 is appropriate in the circumstances of the Company.

### **DIRECTORS’ INTEREST IN COMPETING BUSINESS**

As at the Latest Practicable Date, none of the Directors was interested in any business, apart from the Company’s business, which competes or is likely to compete, either directly or indirectly, with the Company’s business.

### **BOARD COMMITTEES**

The Board [has established] the audit committee, the remuneration committee and the nomination committee.

#### **Audit Committee**

The Company has established the Audit Committee 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 assist the Board in discharging its statutory duties and responsibilities relating to accounting and reporting practices of the Company. The duties and responsibilities include overseeing the financial reporting and reviewing the financial information of the Company, considering issues relating to the external auditors and their appointment and reviewing the internal controls systems of the Company (including financial, operational, compliance, information technology controls and risk management processes).

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The Audit Committee consists of three Directors. The members of the Audit Committee are:

Mr. Kim Lam Ng (*Chairman*)  
Mr. Lei Zhong  
Ms. Qian Wu

### Remuneration Committee

The Company has established the Remuneration Committee of the Board 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 make recommendations to the Board on the Company’s policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy, review and approve the management’s remuneration proposals and to determine or to make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management.

The Remuneration Committee consists of three Directors. The members of the remuneration committee are:

Mr. Lei Zhong (*Chairman*)  
Dr. Fangxiong Gong  
Mr. Yao Ling

### Nomination Committee

The Company has established the Nomination Committee of the Board as required by Rule 3.27A of the Listing Rules. The primary duties of the Nomination Committee are to review structure, size and composition of the Board, formulating and reviewing the policy of diversity of Board members, identify individuals who are qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorship, assess the independence of the independent directors and make recommendations to the Board on the appointment and re-appointment of Directors and succession planning for Directors.

The Nomination Committee consists of three Directors. The members of the Nomination Committee are:

Mr. Rongfeng Jiang (*Chairman*)  
Dr. Fangxiong Gong  
Mr. Kim Lam Ng

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### **DIRECTORS’ REMUNERATION AND REMUNERATION OF FIVE HIGHEST PAID INDIVIDUALS**

For the year ended 31 December 2021, no fees, salaries, housing allowances, other allowances, benefits in kind (including contributions to pension schemes) and bonuses were paid or payable by the Company to the Directors or other individuals.

Under the current arrangements, the aggregate remuneration and benefits in kind payable to the Independent Non-executive Directors for the financial year ending 31 December 2022 are estimated to be approximately HK\$300,000. The Executive Directors and Non-executive Directors are not entitled to any remuneration from the Company.

Since the date of incorporation of the Company and up to 31 December 2021, no remuneration was paid to the Directors or the five highest paid individuals as an inducement to join or upon joining the Company. No compensation was paid to, or receivable by, the Directors or past directors of the Company or the five highest paid individuals for the loss of office as director of any member of the Company or of any other office in connection with the management of the affairs of the Company. None of the Directors had waived any remuneration and/or emoluments from the date of incorporation of the Company to 31 December 2021.

Information on the letters of appointment entered into between the Company and the Directors is set out in “*Appendix IV – General Information*”.

### **BOARD DIVERSITY**

The Board [has adopted] a policy which sets out the objectives and approach to achieving diversity for the Board.

The Company endorses the principle that the Board should have a balance of skills, experience and diversity of perspectives appropriate to the Company’s business.

In order to achieve a diversity of perspectives among members of the Board, it is the policy of the Company to consider a number of factors when deciding on appointments to the Board and the continuation of those appointments. The Board considers gender, age, cultural and educational background, ethnicity, geographical location, professional experience, skills, knowledge, length of service, regulatory requirements and the legitimate interests of the Company’s shareholders.

All Board appointments are made on the merit of the candidates, in the context of the skills, knowledge and experience the Board as a whole requires and taking into account of the various perspectives of Board diversity as described above. The Board will review the board diversity policy annually.

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### COMPLIANCE ADVISER

The Company has appointed Altus Capital Limited as its compliance adviser pursuant to Rule 3A.19 of the Listing Rules to provide advisory services to the Company. In compliance with Rule 3A.23 of the Listing Rules, the Company must consult with, and if necessary, seek advice from, the compliance adviser on a timely basis 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;
- (c) where the Company proposes to use the proceeds of the Offering in a manner different from that detailed in this offering circular or where the Company's business activities, developments or results of operation deviate from any forecast, estimate or other information in this prospectus; and
- (d) where the Stock Exchange makes an inquiry 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.

The term of the appointment of the compliance adviser will commence on the Listing Date and will end on the date on which the Company distributes its annual report in respect of its financial results for the first full financial year commencing after the Listing Date.