

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board of Directors is comprised of seven Directors, including one executive Director, three non-executive Directors and three independent non-executive Directors. Our Directors are elected to serve a term of three years, which is renewable upon re-election and/or re-appointment at the general meetings of our Company in accordance with the Articles of Association.

The following table sets out information in respect of our Directors:

Name	Age	Position	Date of first joining our Group	Date of appointment as Director	Responsibility
Mr. Zhang Yong (張勇)	51	Chairman, executive Director and chief executive officer	May 28, 2008	July 20, 2018	Overall management, strategic planning and decision-making of the Group
Mr. Zhou Xinyu (周新宇)	53	Non-executive Director	May 28, 2008	October 22, 2019	Overseeing the management and strategic development of the Group
Dr. Guo Yunzhao (郭雲釗)	55	Non-executive Director	July 18, 2016	October 22, 2019	Overseeing the management and strategic development of the Group
Mr. Zhou Weiqun (周偉群)	64	Non-executive Director	May 5, 2019	October 22, 2019	Overseeing the management and strategic development of the Group
Mr. Yu Shiyu (喻世友)	66	Independent non-executive Director	April 1, 2022	April 1, 2022	Supervising and providing independent judgment to our Board
Mr. Yang Hongwei (楊洪偉)	64	Independent non-executive Director	April 1, 2022	April 1, 2022	Supervising and providing independent judgment to our Board
Mr. Xie Shaohua (謝少華)	51	Independent non-executive Director	April 1, 2022	April 1, 2022	Supervising and providing independent judgment to our Board

DIRECTORS AND SENIOR MANAGEMENT

Executive Director

Mr. Zhang Yong (張勇), aged 51, joined our Group on May 28, 2008. He is the Chairman, executive Director and chief executive officer of our Company. He was appointed as our Director on July 20, 2018 and was re-designated as our executive Director and appointed as our chief executive officer on February 7, 2021. He is mainly responsible for overall management, strategic planning and decision-making of the Group.

From January 1997 to June 2002, Mr. Zhang Yong worked at the predecessor of Guosen Securities Co., Ltd. (國信證券股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002736). From January 2003 to August 2004, he served as director and general manager at Shenzhen Tongsheng Venture Capital Management Co., Ltd. (深圳市同盛創業投資管理有限公司). From December 12, 2004 to September 9, 2010, he served as director and general manager at Shenzhen Huize Venture Capital Management Co., Ltd. (深圳市匯澤創業投資管理有限公司). He was awarded “China Business Management Awards 2020” by China Enterprise United (Beijing) Human Resource Management Center (中企聯合(北京)人力資源管理中心) in November 2020.

Mr. Zhang Yong obtained a bachelor’s degree in accounting from Central University of Finance and Economics (中央財經大學) in the PRC in June 1993. He obtained an executive master of business administration degree from Peking University (北京大學) in the PRC in July 2006.

Mr. Zhang Yong was a manager of the following dissolved companies incorporated in the PRC: (i) Shenzhen Huatai Zhiye Investment Co., Ltd. (深圳市華泰智業投資有限公司), which was dissolved by deregistration in July 2011; (ii) Shenzhen Yangguang Kexin Investment Co. Ltd. (深圳市陽光科信投資有限公司), which was dissolved by deregistration in May 2011; and (iii) Shenzhen Huize Venture Capital Management Co., Ltd. (深圳市匯澤創業投資管理有限公司), which was dissolved by deregistration in December 2010. The above three companies were all engaged in investment management. Mr. Zhang Yong confirmed that (i) there was no judgment or findings of fraud, dishonesty, any misconduct or wrongful act on his part in connection with the above-mentioned dissolutions; (ii) there is no outstanding claim or liability against him in connection with these dissolved companies; and (iii) these companies were solvent at the time of their respective dissolution.

Non-executive Directors

Mr. Zhou Xinyu (周新宇), aged 53, was appointed as our Director on October 22, 2019 and was re-designated as our non-executive Director on February 7, 2021. He joined our Group on May 28, 2008 and is mainly responsible for overseeing the management and strategic development of the Group.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Zhou has been serving as a director and general manager at Da An Gene since December 2003, and an executive director and general manager at Daan International since September 2, 2008. Besides, he also holds directorship of various companies, including (i) an executive director at Guangzhou Da An Gene Technology Co., Ltd. (廣州市達安基因科技有限公司) since April 15, 2016; (ii) an executive director and general manager at Guangzhou Da Yi An Trading Co., Ltd. (廣州達醫安貿易有限公司) since August 14, 2014; (iii) a director at Guangzhou Life Technologies DaAn Diagnostics Co., Ltd. (廣州立菲達安診斷產品技術有限公司) since May 30, 2012; and (iv) a director at Zhongshan Bio-tech Co., Ltd. (中山生物工程有 限公司) since September 30, 2007.

The research projects led by Mr. Zhou has won many awards, such as “Second Prize of National Science and Technology Progress Award” by State Council of the People’s Republic of China (中華人民共和國國務院) for the year of 2004 and “Second Prize of Guangzhou Science and Technology Progress” by The People’s Government of Guangzhou Municipality for the year of 2003.

Mr. Zhou obtained a bachelor’s degree in science from Fudan University (復旦大學) in PRC in June 1991 and a master’s degree in genetics from Fudan University in PRC in July 1994.

Mr. Zhou was a director of the following dissolved companies incorporated in the PRC: (i) Shanghai Bofei Kema Development Co., Ltd. (上海博斐科貿發展有限公司), which was dissolved by deregistration in August 2001 and was engaged in medical equipment and instrumentation; (ii) Shanghai Boda Technology Co., Ltd. (上海博達科技有限公司), which was dissolved by deregistration in May 2001 and was mainly engaged in computer and medical equipment, chemical reagents and biological products technology; (iii) Guangzhou Daan Enterprise Management Co., Ltd. (廣州達安企業管理有限公司), which was dissolved by deregistration in May 2019 and was engaged in enterprise Management Service; (iv) Hainan Daan Haiyi Molecular Medicine Co., Ltd. (海南達安海醫分子醫學有限公司), which was dissolved by deregistration in September 2006 and was engaged in molecular medicine diagnostic supplies and biological products; and (v) Shenzhen Daeran Biological Engineering Co., Ltd. (深圳市達爾安生物工程有 限公司), which was dissolved by deregistration in April 2004 and was engaged in producing in vitro diagnostic reagents; and (vi) Daa International Limited (達奧國際有限公司), which was dissolved by deregistration in April 2010 and was mainly engaged in in vitro diagnostic reagents. He was a supervisor of Dongguan Kangan Biotechnology Development Co., Ltd. (東莞市康安生物技術開發有限公司), which was a PRC company dissolved by deregistration in September 2012 and was engaged in biotechnology research and in vitro diagnostic reagents. He was a director in Liuan Lian Medical Laboratory Co., Ltd. (六安麗安醫學檢驗有限公司), which was a PRC company revoked in October 2020. Mr. Zhou confirmed that (i) there was no judgment or findings of fraud, dishonesty, any misconduct or wrongful act on his part in connection with the above-mentioned dissolutions; (ii) there is no outstanding claim or liability against him in connection with these dissolved companies; and (iii) these companies were solvent at the time of their respective dissolution.

DIRECTORS AND SENIOR MANAGEMENT

Dr. Guo Yunzhao (郭雲釗), aged 55, was appointed as our Director on October 22, 2019 and was re-designated as our non-executive Director on February 7, 2021. He joined our Group on July 18, 2016 and is mainly responsible for overseeing the management and strategic development of the Group.

He served as director of finance department and director of asset management department at China National Chemical Corporation (中國化工集團公司) from April 2004 to September 2005 and subsequently a deputy general manager of China SDIC Gaoxin Industrial Investment Corp. Ltd. (中國高新投資集團公司) from September 2005. He served as the chairman and secretary of the Communist Party Committee at Zhejiang International Trust & Investment Company Ltd (中建投信託有限責任公司) from February 2010 to August 2012. He served as vice president and member of the Communist Party Committee at China Jianyin Investment Co., Ltd. (中國建銀投資有限責任公司) from August 2012 to May 2016. He has been working as the president of Guosen Investment Fund Management (Beijing) Co., Ltd. (國信國投基金管理(北京)有限公司), the predecessor of Guosen Investment Fund Management (Hainan) Co., Ltd. (國信國投基金管理(海南)有限公司), since May 2016.

Dr. Guo also holds directorship in various companies, including (i) an independent non-executive director of China Guangfa Bank (廣發銀行股份有限公司) since September 2020; (ii) a director at Woori Bank (China) Co., Ltd. (友利銀行(中國)有限公司) since December 2018; and (iii) a director at Hainan Natural Rubber Industry Group Co., Ltd. (海南天然橡膠產業集團股份有限公司) since November 2018, the shares of which are listed on Shanghai Stock Exchanges (stock code: 601118).

Dr. Guo was awarded “The Second Prize of Science and Technology Progress” by the State Science and Technology Commission of the People’s Republic of China (中華人民共和國國家科學技術委員會) in December 1995 and “Special Government Allowance of State Council” by State Council of the People’s Republic of China in October 2000.

Dr. Guo received his bachelor’s degree in applied chemistry from Lanzhou University (蘭州大學) in the PRC in June 1989. He obtained his master’s degree in business administration from Peking University in the PRC in July 2006. He received his doctoral degree in management and engineering from Northeastern University (東北大學) in the PRC in April 2013.

Dr. Guo was a director of Wulanchabu Guoxintou Technology Co., Ltd. (烏蘭察布市國信投科技有限公司), which was a PRC company dissolved by deregistration in October 2020. He was a general manager in Shanghai Lanxing Cleaning Technology Co., Ltd. (上海藍星清洗技術有限公司), which was a PRC company dissolved by deregistration in September 2005. Dr. Guo confirmed that (i) there was no judgment or findings of fraud, dishonesty, any misconduct or wrongful act on his part in connection with the above-mentioned dissolution; (ii) there is no outstanding claim or liability against him in connection with the dissolved companies; and (iii) the company were solvent at the time of their respective dissolution.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Zhou Weiqun (周偉群), aged 64, was appointed as our Director on October 22, 2019 and was re-designated as our non-executive Director on February 7, 2021. He joined our Group on May 5, 2019 and is mainly responsible for overseeing the management and strategic development of the Group.

From January 1996 to June 2018, Mr. Zhou worked at Changchun High-tech Industry (Group) Co., Ltd. (長春高新技術產業(集團)股份有限公司), the shares of which are listed on Shenzhen Stock Exchange (stock code: 000661), and held positions of director, general manager and secretary to the board.

Mr. Zhou was awarded “Senior Economist” by Jilin Provincial Department of Human Resources and Social Security (吉林省人力資源和社會保障廳) in January 2013.

Mr. Zhou obtained his bachelor of science degree in business machinery from Heilongjiang Business School (黑龍江商學院) (currently known as the Harbin University of Commerce (哈爾濱商業大學)) in the PRC in January 1982.

Independent Non-executive Directors

Mr. Yu Shiyu (喻世友), aged 66, was appointed as our independent non-executive Director on April 1, 2022. He is primarily responsible for supervising and providing independent judgement to the Board.

Mr. Yu started to work at Lingnan (University) College of Sun Yat-sen University (中山大學嶺南(大學)學院) since June 1995 and was promoted as vice principal of Sun Yat-sen University (中山大學) in January 2009. He has been serving as the principal of Nanfang College of Sun Yat-sen University (中山大學南方學院) since February 2013. Mr. Yu has been serving as the independent non-executive Director of CSSC Offshore & Marine Engineering (Group) Company Limited (中船海洋與防務裝備股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600685) and the Hong Kong Stock Exchange (stock code: 00317) since October 2020.

Mr. Yu obtained his bachelor’s degree in philosophy and his master’s degree in economics from Huazhong University of Science and Technology (華中理工大學) (previously known as Huazhong College of Science and Technology (華中工學院)) in the PRC in January 1982 and July 1987, respectfully.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Yang Hongwei (楊洪偉, formerly known as 楊宏偉), aged 64, was appointed as our independent non-executive Director on April 1, 2022. He is primarily responsible for supervising and providing independent judgement to the Board.

From September 2007 to November 2017, Mr. Yang served as the deputy director in the predecessor of Development Center for Medical Science & Technology of National Health Commission (國家衛生健康委醫藥衛生科技發展研究中心). Mr. Yang was recognized as a professional researcher by the original Ministry of Health of the PRC (原中華人民共和國衛生部) in December 2010.

Mr. Yang obtained his bachelor’s degree in electronical & mechanical engineering from Beijing University of Civil Engineering and Architecture (北京建築大學) (previously known as Beijing College of Civil Engineering and Architecture (北京建築工程學院)) in July 1982. He obtained his master’s degree in public policy and management from University of Southern California in August 1999.

Mr. Xie Shaohua (謝少華), aged 51, was appointed as our independent non-executive Director on April 1, 2022. He is primarily responsible for supervising and providing independent judgement to the Board.

From August 2007 to June 2018, Mr. Xie served as the vice general manager and chief finance officer at Sinotrans Shipping Limited (中外運航運有限公司). He has been serving as the chief finance officer at CMIC Ocean En-Tech Holding Co., Ltd. (華商國際海洋能源科技控股有限公司), the shares of which are listed on the Stock Exchange (stock code: 00206), since July 2018.

Mr. Xie is a member of The Association of Chartered Certified Accountants.

Mr. Xie obtained a bachelor’s degree in finance from Central College of Finance and Economics (中央財政金融學院) (currently known as Central University of Finance and Economics (中央財經大學)) in the PRC in June 1993 and a master’s degree in economics from University of International Business and Economics (對外經濟貿易大學) in the PRC in November 2003. In December 2005, he obtained a master of business administration degree from The Chinese University of Hong Kong.

DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

The senior management of our Group are responsible for the day-to-day management of the business of our Group. The following table sets out information about our senior management:

Name	Age	Position	Date of first joining our Group	Date of appointment as our senior management member	Responsibility
Mr. Zhang Yong (張勇)	51	Chairman, executive Director and chief executive officer	May 28, 2008	May 28, 2008	Overall management, strategic planning and decision-making of our Group
Mr. Wang Xubo (王旭波)	47	executive vice president	October 1, 2008	October 1, 2008	Assisting the chief executive officer for the overall management, strategic planning and decision-making of the Group
Mr. Lin Yingjia (林穎嘉)	43	chief financial officer	July 27, 2009	July 27, 2009	Overall management of financial, capital market and secretarial affairs of the Group
Mr. Hu Shanghua (胡尚華)	53	vice president	March 1, 2015	March 1, 2015	Management of platform and systematic operation system, human resource, administration, legal supervision and brand building
Mr. Wang Tieding (王鐵丁)	55	vice president	June 23, 2011	June 23, 2011	Business operation and management of our Company

Mr. Zhang Yong (張勇), aged 51, is the Chairman, executive Director and chief executive officer of our Company. Please refer to “—Board of Directors—Executive Director—Mr. Zhang Yong” for his biography.

Mr. Wang Xubo (王旭波), aged 47, was appointed as the executive vice president of our Company on February 7, 2021. He joined the Group in October 2008 and is primarily responsible for assisting the chief executive officer for the overall management, strategic planning and decision-making of the Group.

DIRECTORS AND SENIOR MANAGEMENT

Prior to joining our Group, Mr. Wang worked at Zhongtianqin Accounting Firm (中天勤會計師事務所) from October 1997 to August 2000. From September 2000 to July 2003, he worked at Dapeng Securities Company (大鵬證券有限責任公司). From August 2003 to October 2004, he served as deputy general manager at Shenzhen Tongsheng Venture Capital Management Co., Ltd. (深圳市同盛創業投資管理有限公司) and was mainly responsible for day-to-day management and operation and external investment strategies. From November 2004 to September 2008, he served as deputy general manager at Huize Venture Capital Management Co., Ltd. (匯澤創業投資管理有限公司) and was mainly responsible for day-to-day management and operation and external investment strategies.

Mr. Wang obtained his bachelor’s degree in accounting from Nanjing University of Science and Technology (南京理工大學) in the PRC in June 1997. He obtained his master’s degree in statistics from Zhongnan University of Economics and Law (中南財經政法大學) in the PRC in December 2004. He obtained his PRC certified public accountant certificate from the Chinese Institute of Certified Public Accountants in October 2003.

Mr. Lin Yingjia (林穎嘉), aged 43, was appointed as the chief financial officer of our Company on February 7, 2021. He joined our Group in July 2009 and is primarily responsible for the overall management of financial, capital market and secretarial affairs of our Group.

Mr. Lin worked at Deloitte Touche Tohmatsu Certified Public Accountants Ltd. (Guangzhou branch) as an associate from August 2001 to June 2003 and a senior accountant from July 2003 to February 2004 and January 2005 to April 2007. He was mainly responsible for, among others, audit related engagements. He left Deloitte Touche Tohmatsu Certified Public Accountants Ltd. (Guangzhou branch) in June 2009 with his last position as audit manager.

Mr. Lin was admitted as a fellow of the Institute of Public Accountant in July 2007 by the Institute of Public Accountants, Australia (澳大利亞公共會計師協會). He obtained his PRC certified public accountant (non-practicing member) certificate in January 2010 from the Guangdong Provisional Institute of Certified Public Accountants (廣東省註冊會計師協會) and was awarded the professional designation of Certified Internal Auditor in November 2009 by The Institute of Internal Auditor (內部稽核協會).

Mr. Lin obtained a bachelor’s degree in accounting from Guangdong University of Foreign Studies (廣東外語外貿大學) in the PRC in June 2001 and a master’s degree in commerce from The University of Sydney in Australia in January 2005.

Mr. Hu Shanghua (胡尚華), aged 53, was appointed as the vice president of our Company on February 7, 2021. He joined our Group in March 2015 and is primarily responsible for Management of platform and systematic operation system, human resource, administration, legal supervision and brand building.

DIRECTORS AND SENIOR MANAGEMENT

From August 2000 to February 2002, he served as the chief human resource officer at Guangdong Evergreen Group Company Limited (廣東恒興集團有限公司). From February 2006 to February 2008, Mr. Hu served as a member of evaluation expert panel of China Enterprise Human Resource Award (the “CEHRA”) in China Enterprises Evaluation Association (中國企業評價協會, the “CEEA”). From August 2008 to March 2014, he rejoined Guangdong Evergreen Group Company Limited as the vice president, primarily responsible for overall planning of human resource strategy and daily operation of aquatic products processing business. From March 2014 to March 2015, he served as the vice president of China Qinfa Group Ltd. (中國秦發集團有限公司), a company primarily engaged in the procurement, storage, transportation and sales of coal, the shares of which are listed on the Stock Exchange (stock code: 00866), primarily responsible for the overall planning of human resource strategy and normal operation of the group. From October 2009 to October 2012, he served as a director of International Human Resource Management Association (國際人力資源管理協會, the “IHRMA”) and a member of the annual evaluation expert panel of China’s Best Employer Brand.

Mr. Hu was awarded Silver Award of the CEHRA and Gold Award of the CEHRA by the CEEA in November 2005 and March 2007, respectively. He was also recognized as Outstanding Manager of China by China Company Union Human Resource Management Center, IHRMA and the Evaluation Committee of China’s Best Employer in October 2011 and December 2012, respectively.

Mr. Hu obtained a bachelor’s degree in mathematics education from Chongqing Normal University (重慶師範學院) in the PRC in July 1993 and a bachelor’s degree in industrial foreign trade from the University of Electronic Science and Technology of China (電子科技大學) in the PRC in July 1995. He obtained a master of business administration degree from the National University of Singapore in August 2000.

Mr. Wang Tieding (王鐵丁), aged 55, was appointed as the vice president of our Company on February 7, 2021. He joined our Group in June, 2011 and is mainly responsible for the business operation and management of our Company.

Prior to joining our Group, Mr. Wang worked at Guangzhou Car Co., Ltd. (廣州轎車有限公司) (previously known as Guangzhou Auto Mark Co., Ltd. (廣州標致汽車有限公司)) from July 1992 to July 1998. From July 1998 to January 2002, he served as the director of business section in the Beijing branch of Guangqi Honda Automobile Co., Ltd. (廣汽本田汽車有限公司). From March 2003 to March 2009, Mr. Wang served as the general manager of Guangzhou Jixing Auto Interior Decoration Co., Ltd. (廣州吉興汽車內飾件有限公司).

Mr. Wang obtained his bachelor’s degree in automotive engineering from Tsinghua University in the PRC in July 1989. He obtained the professional certificate of Mechanical Engineer (intermediate) (機械工程師中級證書) from Guangzhou Municipal Commission of Science and Technology (廣州市科學技術委員會) (currently known as Guangzhou Municipal Science and Technology Bureau (廣州市科學技術局)) in December 1994.

DIRECTORS AND SENIOR MANAGEMENT

Directors’ and Senior Management’s Interests

Save as disclosed above, none of our Directors or senior management members has been a director of any public company the securities of which are listed on any securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Save as disclosed above, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no other matter with respect to the appointment of our Directors that needs to be brought to the attention of our Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

As of the Latest Practicable Date, save for the interests in the Shares held by Mr. Zhang Yong and Mr. Zhou Xinyu which are disclosed in the section headed “Statutory and General Information—C. Further Information about Our Directors” in Appendix IV in the document, none of our Directors held any interests in the securities within the meaning of Part XV of the SFO.

As of Latest Practicable Date, none of our Directors or senior management is related to other Directors or senior management of our Company.

JOINT COMPANY SECRETARIES

Mr. Lin Yingjia (林穎嘉) was appointed as one of our joint company secretaries on February 7, 2021. Please refer to “—Senior Management—Mr. Lin Yingjia” for his biography.

Ms. Chan Lok Yee (陳樂而) was appointed as one of our joint company secretaries on January 11, 2021. Ms. Chan is currently a manager of Corporate Services of Vistra Corporate Services (HK) Limited, a professional provider of corporate services. She has had over seven years of experience in providing company secretarial and compliance services to private and listed companies. Ms. Chan obtained a bachelor’s degree of arts from The Hong Kong Polytechnic University in October 2011 and a master’s degree of science in professional accounting and corporate governance from City University of Hong Kong in July 2015. She has been an associate member of The Hong Kong Institute of Chartered Secretaries and an associate member of The Institute of Chartered Secretaries and Administrators (currently known as The Chartered Governance Institute) in the United Kingdom since 2015.

BOARD COMMITTEES

We have established three committees of our Board pursuant to the corporate governance practice requirements under the Listing Rules, including the Audit Committee, Remuneration Committee, Nomination Committee.

DIRECTORS AND SENIOR MANAGEMENT

Audit Committee

We have established Audit Committee in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code 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 the risk management and internal controls system of our Group, review the financial information of our Company, consider issues relating to the external auditors and their appointment, review and approve connected transactions and to advise the Board. The Audit Committee comprises one non-executive Director and two independent non-executive Directors, namely Mr. Xie Shaohua, Mr. Yu Shiyou and Dr. Guo Yunzhao. Mr. Xie Shaohua, being the chairman of the committee, is appropriately qualified as required under Rules 3.10(2) and 3.21 of the Listing Rules.

Remuneration Committee

We have established Remuneration Committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code 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 regarding the terms of remuneration packages, bonuses and other compensation payable to our Directors and senior management and the establishment of a formal and transparent procedure for developing policy on such remuneration. The Remuneration Committee comprises one executive Director and two independent non-executive Directors, namely Mr. Zhang Yong, Mr. Yu Shiyou and Mr. Xie Shaohua. Mr. Yu Shiyou is the chairman of the committee.

Nomination Committee

We have established Nomination Committee in compliance with the Code on Corporate Governance set out in Appendix 14 to the Listing Rules. The primary duties of the Nomination Committee are to review the structure, diversity, size and composition of the Board, assess the independence of the Independent Non-executive Directors and to make recommendations to our Board regarding the appointment of Directors and Board succession. The Nomination Committee comprises one executive Director and two independent non-executive Directors, namely Mr. Zhang Yong, Mr. Yu Shiyou and Mr. Xie Shaohua. Mr. Zhang Yong is the chairman of the committee.

CODE PROVISION C.2.1 OF THE CORPORATE GOVERNANCE CODE

In view of Mr. Zhang Yong’s experience, personal profile and his roles in our Company as mentioned above and that Mr. Zhang Yong has assumed the role of chief executive officer of our Company since our commencement of business, the Board considers it beneficial to the business prospect and operational efficiency of our Company that upon [REDACTED], Mr. Zhang Yong acts as the chairman of the Board and continues to act as the chief executive officer of our Company. While this will constitute a deviation from Code Provision C.2.1 of the Code as set out in Appendix 14 to the Listing Rules, the Board believes that this structure

DIRECTORS AND SENIOR MANAGEMENT

will not impair the balance of power and authority between the Board and the management of the Company, given that: (i) decision to be made by our Board requires approval by at least a majority of our Directors; (ii) Mr. Zhang Yong and the other Directors are aware of and undertake to fulfil their fiduciary duties as Directors, which require, among other things, that he acts for the benefit and in the best interests of our Company and will make decisions for our Company accordingly; and (iii) the balance of power and authority is ensured by the operations of the Board which comprises experienced and high caliber individuals who meet regularly to discuss issues affecting the operations of the Company. Moreover, the overall strategic and other key business, financial, and operational policies of our Company are made collectively after thorough discussion at both Board and senior management levels. The Board will continue to review the effectiveness of the corporate governance structure of our Company in order to assess whether separation of the roles of chairman of the Board and chief executive officer is necessary.

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 (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 the diversity of the Board 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 Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level, including gender diversity, as an essential element in maintaining our Company’s competitive advantage and enhancing its ability to attract, retain and motivate employees from the widest possible pool of available talent.

Our Directors have a balanced mix of knowledge and skills, including overall management and strategic development, business development, investment management, finance and accounting and corporate governance. They obtained degrees in various majors including accounting, business management, chemistry, engineering, finance, economics, mathematics and trade. We have three independent non-executive Directors with different industry backgrounds, representing more than one third of the members of our Board. Furthermore, our Board has a balanced age and gender representation. Taking into account our existing business model and specific needs as well as the different background of our Directors, the composition of our Board satisfies our Board Diversity Policy.

We recognize that the gender diversity at the Board level can be improved given its current composition of all male Directors. Our Board would ensure that appropriate balance of gender diversity is achieved with reference to shareholders’ expectation and international and local recommended best practices, with the ultimate goal of bringing our Board to gender

DIRECTORS AND SENIOR MANAGEMENT

parity. Going forward and with a view to developing a pipeline of potential successors to our Board that may meet the targeted gender diversity ratio set out below, we will (i) make appointments based on merits with reference to board diversity as a whole; (ii) take steps to promote gender diversity at all levels of our Group by recruiting staff of different gender; (iii) consider the possibility of nominating female management staff who has the necessary skills and experience to our Board; and (iv) provide career development opportunities and more resources in training female staff with the aim of promoting them to the senior management or board of our Company so that we will have a pipeline of female senior management and potential successors to our Board in a few years’ time. We will appoint at least one female Director as soon as possible, and in any event, no later than one year from the [REDACTED]. Our Directors will exercise fiduciary duties in the process, acting in the best interests of our Company and the Shareholders as a whole when making the relevant appointments.

Our Nomination Committee is responsible for ensuring the diversity of our Board members. After the [REDACTED], our Nomination Committee will monitor the implementation of the Board Diversity Policy, 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.”

DIRECTORS’ REMUNERATION

For details on the service contracts and appointment letters signed between the Company and our directors, please see “Appendix IV—Statutory and General Information—C. Further Information about Our Directors—1. Particulars of Directors’ Service Contracts and Appointment Letters.”

During the Track Record Period, the total amount for payments of emoluments, salaries, allowances, discretionary bonus, defined contribution retirement plans and other benefits in kind (if applicable) to Directors were approximately RMB24,000, RMB35,000, RMB36,000 and RMB39,000. For remuneration details of all Directors during the Track Record Period, please refer to Note 32 to “Appendix I—Accountant’s Report.”

According to the current arrangements, the total amount of remuneration (excluding any possible payment of discretionary bonus) shall be paid by us to Directors for the financial year ending December 31, 2022 is expected to be approximately HK\$0.83 million.

The remuneration of Directors has been determined with reference to the salaries of comparable companies and their experience, duties and performance.

During the Track Record Period, the five highest remuneration individuals of our Company did not include Directors. For the financial years ended December 31, 2018, 2019, 2020 and 2021, the aggregate amount of emoluments, salaries, allowances, discretionary bonus, defined contribution retirement plans and other benefits in kind (if applicable) we paid to the five highest paid individuals who are not Directors of our Group were RMB3.3 million, RMB3.4 million, RMB3.5 million and RMB5.1 million, respectively.

DIRECTORS AND SENIOR MANAGEMENT

During the Track Record Period, no remuneration was paid by us nor receivable by Directors or the five highest remuneration individuals as incentives for joining or as rewards upon joining our Company. During the Track Record Period, no remuneration was paid by us nor receivable by Directors, past Directors or the five highest remuneration individuals as compensation for leaving positions relating to management affairs in any subsidiary of our Company.

During the Track Record Period, none of our Directors have waived any remuneration. Except as otherwise disclosed above, during the Track Record Period, no other amounts shall be paid or payable by us or any of our subsidiaries to the Directors or the five highest remuneration individuals.

Except as otherwise disclosed above, no Director is entitled to receive other special benefits from our Company.

COMPLIANCE ADVISOR

We have appointed SPDB International Capital Limited as our compliance advisor (the “**Compliance Advisor**”) pursuant to Rule 3A.19 of the Listing Rules. Our Compliance Advisor will provide us with guidance and advice as to compliance with the Listing Rules and applicable Hong Kong laws. Pursuant to Rule 3A.23 of the Listing Rules, our Compliance Advisor will advise our Company in certain circumstances including:

- before the publication of any regulatory announcement, circular, or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- where we propose to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where the business activities, development or results of our Group deviate from any forecast, estimate or other information in this document; and
- where the Stock Exchange makes an inquiry to our Company regarding unusual movements in the [REDACTED] of the [REDACTED], the possible development of a false market in the Shares, or any other matters in accordance with Rule 13.10 of the Listing Rules.

The term of appointment of our Compliance Advisor shall commence on the [REDACTED] and is expected to 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].