

DIRECTORS AND SENIOR MANAGEMENT

As at the date of this document, our Board of Directors comprises seven (7) Directors, including four (4) executive Directors and three (3) independent non-executive Directors. Our executive Directors and independent non-executive Directors will be subject to rotation and re-election at the annual general meetings of our Company in accordance with the Articles of Association.

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

Name	Age	Position	Roles and responsibilities	Date of joining our Group	Date of appointment as a Director
Mr. WU Qiang (吳強)	50	Executive Director, Chairman of the Board and Chief Executive Officer	Overall strategic planning and business direction of our Company and day-to-day management of our Company	April 2006	March 31, 2021
Mr. PAN Wei (潘威)	49	Executive Director and Vice President	Participating in the Board’s work related to the operation and management of our Company	September 2009	May 20, 2021
Mr. LI Jin (李晉)	48	Executive Director and Vice President	Participating in the Board’s work related to the operation and management of our Company	September 2007	May 20, 2021
Mr. AN Jingbo (安靜波)	39	Executive Director, Vice President and Chief Technology Officer	Overseeing and managing the operation and development of our Company’s system and technology	November 2008	May 20, 2021
Ms. WENG Yang (翁陽)	49	Independent Non-executive Director	Providing independent opinion and judgement to the Board	N/A	September 3, 2021 with effect from the [REDACTED]

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<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Roles and responsibilities</u>	<u>Date of joining our Group</u>	<u>Date of appointment as a Director</u>
Mr. LI Pengtao (李鵬濤) . . .	45	Independent Non-executive Director	Providing independent opinion and judgement to the Board	N/A	September 3, 2021 with effect from the [REDACTED]
Mr. LI Zhiyong (李志勇) . . .	49	Independent Non-executive Director	Providing independent opinion and judgement to the Board	N/A	May 26, 2021 (with effect from the [REDACTED])

EXECUTIVE DIRECTORS

Mr. WU Qiang (吳強), aged 50, is an executive Director, Chairman of the Board, Chief Executive Officer and founder of our Company. Mr. Wu was appointed as our Director on March 31, 2021, and re-designated as our executive Director on May 26, 2021. Mr. Wu founded our Group in 2006. He has served as the president of T&I Net Communication since June 2006; director of Shanghai Tianrun Rongtong since November 2012; a supervisor of Xinfeng Information Technology since April 2014; and a supervisor of Guanxun Information Technology since April 2018.

After obtaining his master’s degree in 2000, Mr. Wu worked at China Netcom (中國網絡通信有限公司) and held various positions from 2000 to 2006 successively. Mr. Wu has also been serving as an executive director of Beijing Yunhao Xingye Investment Consulting Co., Ltd. (北京雲昊興業投資顧問有限公司) since June 2015.

Mr. Wu received a bachelor’s degree in industrial management engineering from Dalian University of Technology (大連理工大學) in July 1994 and a master’s degree in business administration from Tsinghua University (清華大學) in June 2000.

Mr. PAN Wei (潘威), aged 49, is an executive Director and Vice President of our Company. Mr. Pan was appointed as our Director on May 20, 2021 and re-designated as our executive Director on May 26, 2021. Mr. Pan joined our Group in September 2009. He has been serving as the deputy general manager of T&I Net Communication since September 2009, a supervisor of Shanghai Tianrun Rongtong since April 2014 and a director of T&I Net Communication since September 2015.

Prior to joining our Company in September 2009, Mr. Pan worked at Beijing Jinggao Integrated Communication Equipment Co., Ltd. (北京京高綜合通信設備有限公司) as the regional manager from 1994 to 1998. From January 2007 to September 2009, Mr. Pan served as the chief operating officer at Beijing VIVA Information Technology Co. Ltd. (北京維旺明信息技術有限公司). Mr. Pan has been serving as a supervisor of Beijing Yunhao Xingye Investment Consulting Co., Ltd. since May 2018.

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Mr. Pan received a bachelor’s degree in precision equipment from Beijing University of Posts and Telecommunications (北京郵電大學) in July 1994 and a master’s degree in business administration from Tsinghua University (清華大學) in June 2000.

Mr. LI Jin (李晉), aged 48, is an executive Director and Vice President of our Company. Mr. Li was appointed as our Director on May 20, 2021, and re-designated as our executive Director on May 26, 2021. Mr. Li joined our Group in September 2007. He has been serving as a deputy general manager and a director of T&I Net Communication since September 2007 and September 2015, respectively.

Prior to joining our Company in September 2007, Mr. Li served as the general business manager of enterprises at Net263 Ltd. (263網絡通信股份有限公司) from July 1997 to August 2007.

Mr. Li studied centralized control of heat-engine plant at Beijing Electricity College (北京電力高等專科學校) (later becoming a part of Beijing Jiaotong University (北京交通大學)) from September 1991 to July 1994. Mr. Li graduated from Tsinghua University (清華大學) in July 1999 majoring in applied electronic technology, and received a master’s degree in business administration from Royal Roads University in Canada in June 2006.

Mr. AN Jingbo (安靜波), aged 39, is an executive Director, Vice President and Chief Technology Officer of our Company. Mr. An was appointed as our Director on May 20, 2021 and re-designated as our executive Director on May 26, 2021. Mr. An joined our Group in November 2008 and since then has been serving as our Chief Technology Officer.

Prior to joining our Group in November 2008, Mr. An served as an engineer at VIA Technologies (China) Co., Ltd. (威盛電子(中國)有限公司) from April 2007 to October 2008.

Mr. An received a bachelor’s degree and a master’s degree in computer science and technology from Beijing University of Posts and Telecommunications (北京郵電大學) in July 2004 and April 2007, respectively.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. WENG Yang (翁陽), aged 49, was appointed as our independent non-executive Director on September 3, 2021 with effect from the [REDACTED].

Ms. Weng worked at China International Capital Corporation Limited (中國國際金融股份有限公司) from July 2000 to October 2017, holding various positions including the managing director of investment banking division and fixed income division. As confirmed by Ms. Weng, prior to 2016, Ms. Weng worked at the fixed income product department under the Investment Banking Division of China International Capital Corporation Limited. After 2016, Ms. Weng transferred to the Fixed Income Division, a division in parallel with the Investment Banking Division. Ms. Weng acquired extensive capital markets and corporate governance experience during her tenure at China International Capital Corporation Limited, where her work all related to fixed income products, such as the offering of debt securities.

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Ms. Weng received a bachelor’s degree in library science from Nanjing University (南京大學) in July 1993 and a master’s degree in business administration from Tsinghua University (清華大學) in June 2000.

Mr. LI Pengtao (李鵬濤), aged 45, was appointed as our independent non-executive Director on September 3, 2021 with effect from the [REDACTED].

Mr. LI Pengtao served as the head of administration department of Beijing Jingdong Shangke Information Technology Co., Ltd. (北京京東尚科信息技術有限公司) from March 2012 to July 2020, from which he has acquired extensive corporate governance experience. Mr. LI Pengtao has been serving as the general partner at Gongqingcheng Shanban Xingyuan Investment Partnership (Limited Partnership) (共青城山般星元投資合夥企業(有限合夥)) since January 2021, where he is mainly responsible for the overall business operation.

Mr. LI Pengtao received a bachelor’s degree in aircraft manufacturing engineering and a master’s degree in aerospace manufacturing engineering from Northwestern Polytechnical University (西北工業大學) in July 1998 and April 2001, respectively. In July 2010, Mr. LI Pengtao received a master’s degree in business administration from Tsinghua University (清華大學).

Mr. LI Zhiyong (李志勇), aged 49, was appointed as our independent non-executive Director on May 26, 2021 with effect from the [REDACTED].

In March 2001, Mr. LI Zhiyong joined Wison Engineering Ltd. (惠生工程(中國)有限公司) (“Wison Engineering,” formerly known as Shanghai Wison Chemical Engineering Co., Ltd. (上海惠生化工工程有限公司)) and served as the financial controller until March 2011. Mr. LI Zhiyong also served as an executive director of Wison Engineering Services Co., Ltd. (惠生工程技術服務有限公司) from June 2007 to April 2011. From February 2012 to November 2013, Mr. LI Zhiyong was the chief financial officer of Jiangsu Shenma Electric Co., Ltd. (江蘇神馬電力股份有限公司) (“Jiangsu Shenma”). From March 2014 to December 2016, Mr. LI Zhiyong was a partner and the general manager of Vado Consulting (Shanghai) Co., Ltd (凡道管理諮詢(上海)有限公司). From January 2017 to August 2020, Mr. LI Zhiyong served as the executive director and chief financial officer of Wison Engineering whose shares are listed on the Stock Exchange (stock code: 2236). Since July 2017, Mr. LI Zhiyong has been serving as an independent director in Jiangsu Shenma, a company whose shares are listed on the Shanghai Stock Exchange (stock code: 603530). Since August 2020, Mr. LI Zhiyong has been serving as the chief financial officer of Shanghai Wison Offshore & Marine Co., Ltd. (上海惠生海洋工程有限公司).

Mr. LI Zhiyong received a bachelor’s degree in electrical technology from Nanjing University of Aeronautics and Astronautics (南京航空航天大學) in July 1993, a master of business administration degree from Tsinghua University (清華大學) in June 2000 and a master of business administration degree jointly conferred by Northwestern University (the United States of America) and The Hong Kong University of Science and Technology (Hong Kong) in June 2011.

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Mr. LI Zhiyong was recognized as a Chartered Financial Analyst by the CFA Institute in September 2009.

Mr. LI Zhiyong possesses appropriate professional accounting or related financial management expertise required under Rule 3.10(2) of the Listing Rules and confirms that he has gained such expertise through his experiences, including the following:

- serving as the financial controller of Wilson Engineering from March 2001 to March 2011;
- serving as the chief financial officer of Jiangsu Shenma from February 2012 to November 2013; and
- serving as the chief financial officer of Wilson Engineering from January 2017 to August 2020.

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

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

Save as disclosed in this document, to the best knowledge, information and belief of our Directors having made all reasonable enquiries, as of the Latest Practicable Date, there were no other matters in respect of each of our Directors which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there were no other material matters relating to our Directors that need to be brought to the attention of our Shareholders.

SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of our business. The table below shows certain information in respect of the senior management of our Company (other than our executive Directors):

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Roles and responsibilities</u>	<u>Date of joining our Group</u>
Mr. ZHANG Tao (張濤)	52	Chief Financial Officer	Overseeing the finance, legal, IT and the investing and financing activities of our Company	March 2021

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Our senior management team comprises of four executive Directors, being Mr. Wu, Mr. Pan, Mr. Li and Mr. An, and our Chief Financial Officer, Mr. ZHANG Tao (“Mr. Zhang”). For the biographies of our executive Directors, please refer to the paragraph headed “– Executive Directors” in this section.

Mr. ZHANG Tao (張濤), aged 52, is our Chief Financial Officer. Mr. Zhang was appointed as our Chief Financial Officer in March 2021.

Prior to join our Company in March 2021, Mr. Zhang held various positions, including the head of technology group and executive director of investment banking division of BOC International (China) Co., Ltd. (中銀國際證券有限公司) and its predecessor, BOC International Holding Limited (Beijing Office), from July 2000 to June 2009; managing director of Credit Suisse Founder Securities Limited (瑞信方正證券有限公司) from June 2009 to March 2015; head of investment banking division of Huarong Securities Co., Ltd. (華融證券股份有限公司) from March 2015 to October 2017; and managing partner of Hangzhou Hualu Capital Limited (杭州華麓投資管理有限公司) from October 2017 to February 2021.

Mr. Zhang received a bachelor’s degree of science from University of Science and Technology of China (中國科學技術大學) in June 1990 and a master’s degree of business administration from Tsinghua University (清華大學) in June 2000.

Mr. Zhang was recognized as a Chartered Financial Analyst by the CFA Institute in November 2004.

JOINT COMPANY SECRETARIES

Mr. WANG Huan (王歡), aged 34, the head of our Securities Legal Department since November 2020, was appointed as one of our joint company secretaries on May 26, 2021.

Prior to join our Group in November 2020, Mr. Wang served as an integrated teller at the Langfang branch of Bank of China (中國銀行廊坊分行) from July 2010 to September 2011; manager of securities department and legal affairs of Staidson (Beijing) BioPharmaceuticals Co., Ltd. (舒泰神(北京)生物製藥股份有限公司) from July 2012 to December 2016; senior securities manager of Guangdong Chutian Dragon Intellectual Card Co., Ltd. (廣東楚天龍智能卡有限公司) from April 2017 to October 2017; deputy general manager and board secretary of Beyondsoft Corporation (博彥科技股份有限公司) from February 2018 to January 2019; and deputy general manager of Hebei Jindiao Enterprise Management Co., Ltd. (河北金雕企業管理有限公司) from February 2019 to October 2020.

Mr. Wang received a bachelor’s degree in law in June 2010 and a bachelor’s degree in business administration in June 2009 from Jilin University (吉林大學), respectively.

Mr. Wang acquired PRC Legal Professional Qualification Certificate from PRC Ministry of Justice in August 2010 and was certified as board secretary in November 2012 and independent director in June 2017 from Shenzhen Stock Exchange, respectively.

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Mr. Lui Wing Yat Christopher (呂穎一), aged 32, was appointed as one of our joint company secretaries on November 29, 2021 and a senior manager of corporate services of Tricor Services Limited.

Mr. Lui has over ten years of experience in the corporate secretarial field. He has been working for Tricor Services Limited since October 2011. He has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Mr. Lui is currently the joint company secretary of TOT BIOPHARM International Company Limited (a company listed on the Stock Exchange (stock code: 1875)) and HBM Holdings Limited (a company listed on the Stock Exchange (stock code: 2142)), and the company secretary of CARsgen Therapeutics Holdings Limited (a company listed on the Stock Exchange (stock code: 2171)). He was also the company secretary of Brainhole Technology Limited (a company listed on the Stock Exchange (stock code: 2203)) from June 2018 to March 2020.

Mr. Lui received his bachelor’s degree of science in economics and statistics from University College London in the United Kingdom in August 2011. He became a chartered secretary 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 (formerly known as the Institute of Chartered Secretaries and Administrators) in the United Kingdom in 2017.

COMMITTEES UNDER THE BOARD OF DIRECTORS

We have established the following committees in our Board of Directors: an Audit Committee, a Remuneration Committee and a Nomination Committee. The committees operate in accordance with the terms of reference established by our Board of Directors.

Audit Committee

We have established an audit committee in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls system of our Group, review and approve connected transactions and to advise the Board. The Audit Committee comprises three independent non-executive Directors, namely Mr. LI Zhiyong, Mr. LI Pengtao and Ms. WENG Yang. Mr. LI Zhiyong, being the chairperson 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 a remuneration committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. 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. The Remuneration Committee comprises one executive Director, namely Mr. WU Qiang, and two independent non-executive Directors, namely Mr. LI Pengtao and Mr. LI Zhiyong. Mr. LI Pengtao is the chairman of the committee.

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Nomination Committee

We have established a nomination committee in compliance with the Corporate Governance Code. The primary duties of the nomination committee are to make recommendations to the Board regarding the appointment of Directors and Board succession. The Nomination Committee comprises one executive Director, namely Mr. WU Qiang, and two independent non-executive Directors, namely Mr. LI Pengtao and Ms. WENG Yang. Mr. WU Qiang is the chairman of the committee.

CORPORATE GOVERNANCE

Our Company will comply with the provisions of the Corporate Governance Code, which sets out principles of good corporate governance. For further information relating to our Company’s corporate governance measures, please see the section headed “Relationship with the Controlling Shareholders – Corporate Governance Measures” of this document.

Chairman of the Board and Chief Executive Officer

Pursuant to code provision A.2.1 of the Corporate Governance Code, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from the requirement that the responsibilities between the chairperson and the chief executive officer should be segregated and should not be performed by the same individual. We do not have a separate chairperson and chief executive officer and Mr. Wu currently performs these two roles. The Board believes that vesting the roles of both chairperson and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairperson of the Board and the chief executive officer of the Company if and when it is appropriate taking into account the circumstances of the Group as a whole. For further information relating to the Company’s corporate governance measures, please see the section headed “Relationship with our Controlling Shareholder – Corporate Governance Measures.”

BOARD DIVERSITY POLICY

The Board will adopt a board diversity policy (the “Board Diversity Policy”) prior to the [REDACTED] in order to enhance the effectiveness of our Board and to maintain high standard of corporate governance. The Board Diversity Policy sets out the criteria in selecting candidates to our Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to our Board.

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The Nomination Committee is responsible for reviewing the diversity of the Board. After [REDACTED], the Nomination Committee will monitor and evaluate the implementation of the Board Diversity Policy from time to time to ensure its continued effectiveness. The Nomination Committee will also include in successive annual reports a summary of the Board Diversity Policy, including any measurable objectives set for implementing the Board Diversity Policy and the progress on achieving these objectives.

With regards to gender diversity on the Board, we recognize the particular importance of gender diversity. Our Company will take opportunities to increase the proportion of female members of the Board when selecting and recommending suitable candidates for Board appointments to help enhance gender diversity in accordance with stakeholder expectations and recommended best practices. Our Company also intends to promote gender diversity when recruiting staff at the mid to senior level so that our Company will have a pipeline of female senior management and potential successors to the Board. We plan to offer all-rounded trainings to female employees whom we consider to have the suitable experience, skills and knowledge of our operation and business, including but not limited to, business operation, management, accounting and finance, legal and compliance and research and development. We are of the view that such strategy will offer chances for our Board to identify capable female employees to be nominated as a member of the Board in future with an aim to providing our Board with a pipeline of female candidates to achieve gender diversity in our Board in the long run. We believe that such merit-based selection process with reference to our diversity policy and the nature of our business will be in the best interests of our Company and our Shareholders as a whole.

DIRECTOR’S REMUNERATION

Our Directors and senior management receive remuneration, which mainly consists of basic salaries, contributions to social insurance and housing funds, discretionary bonus and share-based compensation, and is consistent with prevailing market standards.

The aggregate amount of remuneration (including, among others, basic salaries, housing allowances, other allowances and benefits in kind, contributions to social insurance and housing funds and discretionary bonus) for our Directors for the years ended December 31, 2019, 2020 and 2021 was approximately RMB4.6 million, RMB2.7 million and RMB2.3 million, respectively. None of our Directors waived any remuneration during the aforesaid periods. The decline in the aggregate amount of our Directors’ remuneration was primarily due to the reduction of contributions to social insurance and housing funds and discretionary bonus in 2020 at the amount of RMB1.8 million as a result of the outbreak of COVID-19. Basic salaries to our Directors will be made on the same basis and level after the [REDACTED], while the amount of discretionary bonus and share-based compensation is subject to the future market conditions. Our Directors are of the view that the amount of remuneration would not have material adverse impact on the Group’s financial performance. Currently, we do not have a formal dividend policy or a fixed dividend distribution ratio. For further details of our dividend policy, please refer to the section headed “Financial Information – Dividends.”

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For the three years ended December 31, 2019, 2020 and 2021, the five highest paid individuals of our Group included three, nil and nil Directors, respectively, whose remunerations are included in the aggregate amount of fees, salaries, allowances, discretionary bonus, pension scheme contributions paid and benefits in kind granted to the relevant Directors set out above. For the three years ended December 31, 2019, 2020 and 2021, the aggregate amount of fees, salaries, allowances, discretionary bonus, pension scheme contributions paid and benefits in kind granted to the remaining four, two, five and five highest paid individuals who are not our Directors were approximately RMB3.0 million, RMB5.1 million and RMB4.9 million, respectively. For further details on the remuneration of the five highest paid individuals during the Track Record Period, see Note 9 of the Accountants' Report in Appendix I of this document.

Save as disclosed, no other payments have been paid or are payable, in respect of the years ended December 31, 2019, 2020 and 2021 by our Company to our Directors or senior management.

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

After the [REDACTED], the Executive Directors' remuneration will comprise of a fixed amount of approximately RMB600,000 per year, and performance-based compensation linked to certain key performance indicators. The specific terms of the key performance indicators will be determined by the Board each year with reference to the Group's development strategies. The independent non-executive Directors' remuneration will be a fixed amount of approximately RMB120,000 per year.

COMPLIANCE ADVISOR

We have appointed Fortune Financial Capital Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules. The compliance advisor will provide us with guidance and advice as to compliance with the requirements under the Listing Rules and applicable Hong Kong laws. Pursuant to Rule 3A.23 of the Listing Rules, the compliance advisor will advise our Company, among others, in the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;

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- (c) where we propose to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where our business activities, developments or results deviate from any forecast, estimate, or other information in this document; and
- (d) where the Stock Exchange makes an inquiry of us under Rule 13.10 of the Listing Rules.