

## DIRECTORS AND SENIOR MANAGEMENT

### DIRECTORS

As at the date of this [REDACTED], our Board of Directors comprised four (4) executive Directors, one (1) non-executive Directors and [three (3) independent non-executive Directors]. Our executive Directors, non-executive Director 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 functions and duties of our Board include, but are not limited to, determining our Group's business and investments plans, convening general meetings and reporting on the Board's work at these meetings, implementing the resolutions passed at these meetings, formulating our Company's annual financial budget and final accounts, formulating our proposals for distributions of profit, as well as exercising other powers, functions and duties conferred by our Articles of Association. We entered into service contracts with our executive Directors and non-executive Director and appointment letters with independent non-executive Directors. Our executive Directors and senior management are responsible for the day-to-day management and operation of our Group's business.

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

Name	Age	Positions	Role and Responsibilities	Date of Joining our Group	Date of Appointment as a Director
Mr. Chen Yonghui (陳永輝)	46	Chairman, Chief Executive Officer and Executive Director	Overseeing the overall management and business operation, board affairs, formulating strategies and operation plans, making major business decisions of our Group	November 2010	26 April 2021 <sup>Note 1</sup>
Mr. Huang Fangjie (黃仿傑)	54	Executive Director and Senior Vice President	Overseeing the Company's financial, internal audit and internal control functions	November 2010	11 August 2021 <sup>Note 2</sup>
Mr. Li Hairong (李海榮)	44	Executive Director and Senior Vice President	Overseeing the operation of the Company's businesses	November 2010	11 August 2021 <sup>Note 3</sup>
Mr. Guo Haiqiu (郭海球)	46	Executive Director and Senior Vice President	Overseeing the Company's human resources, administration, IT management and procurement functions	January 2013	11 August 2021 <sup>Note 4</sup>
Mr. Xu Xin (徐欣)	46	Non-executive Director	Providing professional and strategic advice to the Board	December 2020	11 August 2021 <sup>Note 5</sup>

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Name	Age	Positions	Role and Responsibilities	Date of Joining our Group	Date of Appointment as a Director
[Mr. Du Jianqing] [(杜劍青)]	[45]	Independent Non-executive Director	Providing independent opinion and judgment to the Board and acting as member of the Audit Committee and member of the Nomination Committee	November 2020	Upon [REDACTED]
[Ms. Wu Ruifeng] [(吳瑞風)]	[51]	Independent Non-executive Director	Providing independent opinion and judgment to the Board and acting as chairperson of the Audit Committee	November 2020	Upon [REDACTED]
[Prof. Wu Jintao] [(鄔金濤)]	[47]	Independent Non-executive Director	Providing independent opinion and judgment to the Board and acting as member of the Audit Committee, member of the Remuneration Committee and member of the Nomination Committee	November 2020	Upon [REDACTED]

*Notes:*

- (1) Mr. Chen was re-designated as our executive Director on [●] June 2022.
- (2) Mr. Huang was re-designated as our executive Director on [●] June 2022.
- (3) Mr. Li was re-designated as our executive Director on [●] June 2022.
- (4) Mr. Guo Haiqiu was re-designated as our executive Director on [●] June 2022.
- (5) Mr. Xu Xin was re-designated as our non-executive Director on [●] June 2022.

### Executive Directors

**Mr. Chen Yonghui (陳永輝)**, aged 46, is a co-founder of our Group, who is currently serving as [an executive Director], the Chairman of the Board and the Chief Executive Officer of our Company. Mr. Chen was appointed as our Director on 26 April 2021 and re-designated as our executive Director on [●] June 2022. Mr. Chen is responsible for overseeing the overall management and business operation, board affairs, formulating strategies and operation plans, making major business decisions of our Group.

Mr. Chen joined Xuanwu Information and Technology and had acted as a deputy general manager thereof until October 2010.

Mr. Chen obtained his bachelor's degree in applied mathematics from South China University of Technology (華南理工大學) in June 1999 and his executive master's degree in business administration from China Europe International Business School (中歐國際工商學院) in October 2013.

Mr. Chen is currently holding directorship in several principal subsidiaries of our Company, including Xuan Wu BVI, Xuan Wu HK, Xuan Wu, Beijing Xiuwu and Guangzhou Zhengjun.

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Mr. Chen was a supervisor of the following company incorporated in the PRC, which had its business licence revoked during his tenure. The relevant details are as follows:

Company name	Nature of business	Date of revocation	Reason for revocation	Outcome/current position
Haikou Feixun Information Technology Co., Ltd. (海口飛訊信息科技有限公司)	Computer software, hardware research and development, computer system integration, computer information technology services, sales of electronic computers and accessories (For the above-mentioned scope of business subject to approvals according to laws and regulations, no business activity shall be carried out without relevant approvals)	9 June 2009	The company failed to conduct the required annual inspection.	The company ceased business prior to revocation of business licence. It currently has no operation but not yet dissolved.

Mr. Chen has confirmed that (i) he was not responsible for company secretarial matters such as conducting annual inspection of the above company, which was assigned to certain specified staff in the respective company; (ii) there was no dishonest or fraudulent act on his part in respect of the business licence revocation of the above company. Mr. Chen further confirmed that up to the Latest Practicable Date, he has not received any (i) claims or legal proceedings made or commenced against him by any creditors of the above company or any third parties; (ii) notice or sanction by any relevant government authorities against him imposing any penalty or order for rectification or alleging that he is personally liable for the above non-compliances; or (iii) notice of disqualification by relevant authorities requiring him to cease to act as director of any PRC companies.

**Mr. Huang Fangjie (黃仿傑)**, aged 54, is a co-founder of our Group, who is currently serving as [an executive Director] and a Senior Vice President of our Company. Mr. Huang was appointed as our Director on 11 August 2021 and re-designated as our executive Director on [●] June 2022. Mr. Huang is mainly responsible for overseeing the Company's financial, internal audit and internal control functions.

Between June 2000 and October 2010, Mr. Huang had acted as a deputy general manager at Xuanwu Information and Technology.

Mr. Huang received an executive master's degree in business administration from Cheung Kong Graduate School of Business (長江商學院) in September 2016.

Mr. Huang is currently holding directorship in several principal subsidiaries of our Company, including Xuan Wu, Guangzhou Xuxin and Guangzhou Zhongmai.

## DIRECTORS AND SENIOR MANAGEMENT

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Haikou Feixun Information Technology Co., Ltd. (海口飛訊信息科技有限公司有限公司)	Computer software, hardware research and development, computer system integration, computer information technology services, sales of electronic computers and accessories (For the above-mentioned scope of business subject to approvals according to laws and regulations, no business activity shall be carried out without relevant approvals)	9 June 2009	The company failed to conduct the required annual inspection.	The company ceased business prior to revocation of business licence. It currently has no operation but not yet dissolved.

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**Mr. Li Hairong (李海榮)**, aged 44, is a co-founder of our Group, who is currently serving as [an executive Director] and a Senior Vice President of our Company. Mr. Li was appointed as our Director on 11 August 2021 and re-designated as our executive Director on [●] June 2022. Mr. Li is mainly responsible for overseeing the operation of the Company's businesses.

Before founding our Group with other co-founders, Mr. Li had worked with Guangzhou Huagong Computer Network Engineering Co., Ltd. (廣州市華工電腦網絡工程有限公司) for the period between September 1999 and May 2000. Between June 2000 and October 2010, Mr. Li had served as a senior vice president at Xuanwu Information and Technology.

Mr. Li received his bachelor's degree in applied mathematics from South China University of Technology (華南理工大學) in June 1999, and obtained his executive master's degree in business administration from China Europe International Business School (中歐國際工商學院) in October 2013.

Mr. Li is currently holding directorship in several principal subsidiaries of our Company, including Xuan Wu, Guangzhou Guanghan, Guangzhou Shangyu, Guangzhou Xuanxun and Guangzhou Jixin.

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**Mr. Guo Haiqiu (郭海球)**, aged 46, is currently serving as [an executive Director] and a Senior Vice President of our Company. Mr. Guo was appointed as our Director on 11 August 2021 and re-designated as our executive Director on [●] June 2022. Mr. Guo is mainly responsible for overseeing the Company's human resources, administration, IT management and procurement functions.

Prior to joining our Group, Mr. Guo had worked with Kingdee Software (China) Co., Ltd. (金蝶軟件(中國)有限公司) as a project manager at its research and development centre and a manager of its development department between 1999 and December 2005. And, between January 2006 and December 2012, he had served as a director of operation and management department and a deputy general manager at Guangzhou branch of the same company.

Mr. Guo received his bachelor's degree in applied mathematics from South China University of Technology (華南理工大學) in June 1999 and obtained his executive master's degree in business administration from China Europe International Business School (中歐國際工商學院) in August 2019.

Mr. Guo is currently holding directorship in several principal subsidiaries of our Company, including Xuan Wu and Henan Shangfang.

### **Non-Executive Director**

**Mr. Xu Xin (徐欣)**, aged 46, joined our Group in December 2020. Mr. Xu was appointed as our Director on 11 August 2021 and re-designated as our non-executive Director on [●] June 2022. He is mainly responsible for provision of professional and strategic advice to the Board.

Since 20 November 2018, Mr. Xu has acted as a director of Espressif Systems (Shanghai) Co., Ltd. (樂鑫信息科技(上海)股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 688018). And, he has also served as a partner, the co-president and the investment managing director at Shanghai Fosun Capital Investment Management Co., Ltd (上海復星創富投資管理股份有限公司) since January 2016.

Previously, Mr. Xu had served as a vice president of China area at Arvato Bertelsmann (China) Limited (貝塔斯曼集團歐唯特(中國)有限公司) for the period from March 2014 to January 2016. Before joining Arvato Bertelsmann (China) Limited, Mr. Xu had served as a senior director of greater China area at Nielsen Company (China) Limited (尼爾森(中國)有限公司) from March 2011 to March 2014. And, Mr. Xu had worked as a general manager of business department and technical leader in Microsoft Corporation/Microsoft Global Technology Centre (微軟公司/微軟全球技術中心) for almost four years from July 1999 to March 2003.

Mr. Xu received his Bachelor of Science degree from Fudan University (復旦大學) in July 1999 and obtained his executive master's degree in business administration from Washington University in St. Louis (聖路易斯華盛頓大學) in December 2009.

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### Independent non-executive Directors

[**Mr. Du Jianqing (杜劍青)**, aged 45, was appointed as an independent non-executive Director with effect from [●].

Mr. Du is currently serving as a partner and a full-time lawyer at Guangdong Shenghesheng Law Firm (廣東聖和勝律師事務所) since January 2017. Before joining the aforesaid law firm, Mr. Du had worked at Guangdong Fanli Law Firm (廣東凡立律師事務所) from June 2014 to January 2017 as a full-time lawyer. Prior to that, Mr. Du had worked as a Judge, then Deputy Chief of the Administrative Division and Deputy Chief of the Second Civil Division at the People's Court of Yuexiu District, Guangzhou, from July 1999 to August 2013.

Mr. Du joined the on-job postgraduate program and received his master's degree in economic law from the Sun Yat-Sen University (中山大學) in June 2008 and obtained his bachelor's degree in law from Guangdong University of Finance & Economic (廣東財經大學) in July 1999.]

[**Ms. Wu Ruifeng (吳瑞風)**, aged 51, was appointed as an independent non-executive director with effect from [●].

Ms. Wu has been acting as a department manager at Guangdong Branch of Wan Long (Shanghai) Assets Appraisal Co., Ltd. (萬隆(上海)資產評估有限公司廣東分公司) since August 2020. Before joining that company, Ms. Wu had worked with Beijing Hengxin Delv Asset Appraisal Co., Ltd. (北京恒信德律資產評估有限公司) for the period between January 2014 and May 2016 and then between July 2016 and July 2020, at Guangzhou Zhongguangxin Assets Evaluation Co., Ltd. (廣東中廣信資產評估有限公司). Since 1 June 2021, Ms. Wu has acted as a partner at Shenzhen Junrui Assets Appraisal Office (Special General Partnership).

Between January 1998 and December 2000, Ms. Wu had worked as an auditor and a project manager at Yong'anda Accountant Office Co., Ltd. (珠海市永安達會計師事務所有限公司). From January 2001 to December 2013, she had worked as an auditor, project manager and department manager at Zhuhai Branch of Da Hua Certified Public Accountants (Special General Partnership) (大華會計師事務所(特殊普通合夥)珠海分所).

Ms. Wu was accredited as a member of the Chinese Institute of Certified Public Accountants in June 1999 and certified to practice as an asset valuer in April 2000.]

[**Prof. Wu Jintao (鄔金濤)**, aged 47, was appointed as an independent non-executive director with effect from [●].

Prof. Wu has been an associate professor of business administration in Lingnan (University) College, Sun Yat-Sen University (中山大學嶺南(大學)學院) since July 2003. At Lingnan (University) College, Sun Yat-Sen University, Prof. Wu also served the role of the Assistant to the Dean, and the Director of the EMBA/MBA Centre concurrently.

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Prof. Wu has over 10 years of experience in certain research areas, such as smart interaction and consumer creativity. His research primarily focuses on marketing management, customer relationship management, brand positioning and relationship marketing. Prof. Wu has published numerous papers as the editor-in-chief thereof.

Prof. Wu obtained a Ph.D. degree in enterprise management from the Economics and Management School of Wuhan University (武漢大學經濟管理學院) in July 2003. He received his master's degree in economics and bachelor's degree in business administration from the same university in July 2000 and July 1997 respectively.]

Saved as referred to in this section and the section headed "Relationship with Our Controlling Shareholders" in this [REDACTED], each of the Directors (i) did not hold other position in our Company or other members of our Group as at the Latest Practicable Date; (ii) had no other relationship with any Directors, senior management or substantial or Controlling Shareholders of our Company as at the Latest Practicable Date; and (iii) had not held any directorship in any other public company the securities of which were listed on any securities market in Hong Kong or overseas in the three years immediately prior to the date of his/her appointment.

Immediately following completion of the [REDACTED] and the [REDACTED], save as referred to in this section and the sections headed "Substantial Shareholders" and "Statutory and General Information" in Appendix IV to this [REDACTED], each of the Directors will not have any interest in the Shares within the meaning of Part XV of the SFO.

None of the 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 above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters with respect to the appointment of the Directors which need to be brought the attention of our Shareholders and there was no information relating to the Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules as at the Latest Practicable Date.

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### 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.

Name	Age	Positions	Roles and Responsibilities	Date of Joining our Group
Ms. Ge Ping (葛萍)	45	Chief Financial Officer, Vice President and Joint Company Secretary	Overseeing the Company's financial management, investment and financing and securities-related matters	November 2015
Mr. Zhang Deqi (張德琪)	56	Vice President	Overseeing our solution segments (particularly the Sales Cloud segment) as well as relevant projects management, client service and sales functions	January 2019
Mr. Liu Hanwei (劉漢威)	42	Vice President	Overseeing nationwide sales of cPaaS, Marketing Cloud and Service Cloud solutions	December 2012
Mr. Zhu Yuan (朱淵)	38	Vice President	Overseeing our solution segments (particularly the cPaaS platform segment and the Marketing Cloud segment) as well as operational and service functions	November 2010

**Ms. Ge Ping (葛萍)**, aged 45, is the Chief Financial Officer, Vice President and Joint Company Secretary of our Company. Ms. Ge is currently responsible for overseeing the Company's financial management, investment and financing and securities-related matters.

Before joining the Group in November 2015, Ms. Ge had worked as a deputy general manager and served as a director in Zhujiang Film & Media Corporation Limited (珠江影業傳媒股份有限公司) since June 2012. Between January 2008 and May 2012, Ms. Ge had served as a vice general manager and the chief financial officer at Yipinhong Pharmaceutical Co., Ltd. (一品紅藥業股份有限公司).

Ms. Ge was accredited as a member of the Chinese Institute of Certified Public Accountants in March 2004 and certified as an intermediate accountant in May 2000.



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Ms. Ge received her executive master's degree in business administration from China Europe International Business School (中歐國際工商學院) in June 2013 and obtained her bachelor's degree in management in June 2001 from Anhui University of Finance and Economics (安徽財經大學).

**Mr. Zhang Deqi (張德琪)**, aged 56, is a Vice President of our Company. Mr. Zhang is mainly responsible for overseeing our solution segments (particularly the Sales Cloud segment) as well as relevant projects management, client service and sales functions.

Mr. Zhang had worked with Kingdee Software (China) Co., Ltd. (金蝶軟件(中國)有限公司) from May 2012 to February 2016.

Before joining our Group in January 2019, Mr. Zhang had served as a vice president at The S.F. Express Company (順豐速運(集團)有限公司) from March 2016 to December 2018.

Mr. Zhang received his master's degree in graph database (圖形數據庫) from Shenyang Institute of Computing Technology, Chinese Academy of Sciences (中國科學院瀋陽計算技術研究所) in April 1990.

**Mr. Liu Hanwei (劉漢威)**, aged 42, is a Vice President of our Company. Mr. Liu is mainly responsible for overseeing nationwide sales of cPaaS, Marketing Cloud and Service Cloud solutions.

Prior to joining our Group, he had served as the sales director for the East China region in Guangzhou Youyi Network Technology Co., Ltd. (廣州優逸網絡科技有限公司) from October 2010 to November 2012; and a general manager of Shanghai Branch, a general manager of East China region and an assistant president in Shanghai Branch of Xuan Wu (廣州市玄武無線科技股份有限公司上海分公司) since December 2012.

Mr. Liu obtained his bachelor's degree in engineering (工學) from Tongji University (同濟大學) in June 2001.

**Mr. Zhu Yuan (朱淵)**, aged 38, is a Vice President of our Company. Mr. Zhu is mainly responsible for overseeing our solution segments (particularly the cPaaS platform segment and the Marketing Cloud segment) as well as operational and service functions.

Before joining our Company in November 2010, Mr. Zhu had served as a sales manager and general manager assistant in Xuanwu Information and Technology from July 2007 to October 2010.

Mr. Zhu received his bachelor's degree in management (管理學) from Sun Yat-Sen University (中山大學) in June 2008.

Saved as disclosed above, each of the senior management (i) had no other relationship with any Directors, senior management or substantial or Controlling Shareholders of our Company as at the Latest Practicable Date; and (ii) had not held any directorship in any other public company the securities of which were listed on any securities market in Hong Kong or overseas in the three years immediately prior to the date of his/her appointment.

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And, there is no other information in respect of the senior management that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### JOINT COMPANY SECRETARIES

**Ms. Ge Ping (葛萍)**, aged 45, is the Chief Financial Officer, Secretary of Board and Vice President of our Company. For details, please refer to the paragraph headed "Senior management" in this section.

**Ms. Chan Hei Man (陳禧汶)** is a solicitor qualified to practice in Hong Kong. Ms. Chan is currently an associate of Zhong Lun Law Firm LLP, specialising in corporate finance work including initial public offerings, mergers and acquisitions and private equity investments. Ms. Chan received a Bachelor of Commerce degree from the University of New South Wales, Australia in August 2012. Ms. Chan graduated from the Chinese University of Hong Kong with Juris Doctor in November 2014 and Postgraduate Certificate in Laws in July 2015, respectively.

### BOARD COMMITTEES

#### Audit Committee

We established an audit committee with written terms of reference in compliance with Rules 3.21 to 3.23 of the Listing Rules and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The primary duties of the audit committee are to review and supervise our financial reporting process and internal control of our Group, oversee the audit process, risk management process and external audit functions. The audit committee consists of three members, namely, [Mr. Du Jianqing, Ms. Wu Ruifeng, and Prof. Wu Jintao]. The chairman of the audit committee is [Ms. Wu Ruifeng].

#### Remuneration Committee

We established a remuneration committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The primary duties of the remuneration committee are to review and make recommendations to the Board regarding the terms of remuneration packages, bonuses and other compensation payable to our directors and senior management. The remuneration committee consists of three members, namely, Mr. Guo Haiqiu, [Prof. Wu Jintao] and [Ms. Wu Ruifeng]. The chairman of the remuneration committee is [Prof. Wu Jintao].

#### Nomination Committee

We established a nomination committee with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The primary duties of the nomination committee are to make recommendations to our Board on the appointment of members of the Board, and ensure the diversity of members of the Board. The nomination committee

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consists of three members, namely, [Mr. Du Jianqing, Prof. Wu Jintao and Mr. Chen]. The chairman of the nomination committee is Mr. Chen.

### REMUNERATION POLICY

For the four years ended 31 December 2021, the aggregate amount of fees, salaries, allowances, discretionary bonus, pension schemes contributions paid and benefits in kind granted to our Directors and chief executive by us and our subsidiaries was RMB2.1 million, RMB2.2 million, RMB2.1 million and RMB2.8 million, respectively. For details on the remuneration of each Director during the Track Record Period, please refer to "Note 33 Benefits and interests of directors" to the Accountant's Report set out in Appendix I to this [REDACTED].

For the four years ended 31 December 2021, the five highest paid individuals of our Group included nil, nil, one and one Director, 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 four years ended 31 December 2021, the aggregate amount of fees, salaries, allowances, discretionary bonus, pension scheme contributions paid and benefits in kind granted to the remaining five, five, four and four highest paid individuals who are neither a Director nor chief executive of our Group were RMB5.6 million, RMB5.0 million, RMB3.2 million and RMB4.0 million, respectively. For details on the remuneration of the five highest paid individuals during the Track Record Period, please refer to "Note 8 Employee benefit expenses" to the Accountant's Report set out in Appendix I to this [REDACTED].

During the Track Record Period, no emoluments were paid out by our Group to any Director or any of the five highest paid individuals as an inducement to join or upon joining our Group or as a compensation for loss of office. None of our Directors had waived any remuneration during the Track Record Period.

Under the arrangements currently in force, we estimate that the aggregate remuneration payable to, and benefits in kind receivable by, our Directors (excluding discretionary bonus) for the year ending 31 December 2022, will be RMB3.5 million.

Save as disclosed in this [REDACTED], no other payments have been made, or are payable, by any member of our Group to the Directors during the Track Record Period.

Our Board will review and determine the remuneration packages of our Directors and senior management and will receive recommendations from the Remuneration Committee which will take into account salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of our Group.

### CORPORATE GOVERNANCE

Our Company is committed to achieving high standards of corporate governance with a view to safeguarding the interest of our Shareholders. To accomplish this, our Company intends to comply with the Corporate Governance Code set out in Appendix 14

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to the Listing Rules and the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules after the [REDACTED].

In view of Mr. Chen's experience, personal profile and his roles in our Group as mentioned above, our Board considers it beneficial to the business prospect and operational efficiency of our Group that upon [REDACTED], Mr. Chen acts as the Chairman of our Board and continues to act as the Chief Executive Officer of our Company. While this will constitute a deviation from Code Provision A.2.1 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, our Board believes that this structure will not impair the balance of power and authority between our Board and the management of our Company, given that: (i) decisions to be made by our Board require approval by at least a majority of our Directors, and we believe that there are sufficient checks and balances in our Board; (ii) Mr. Chen 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 Group accordingly; and (iii) the balance of power and authority is ensured by the operations of our Board which comprises experienced and high caliber individuals who meet regularly to discuss issues affecting the operations of our Company. Moreover, the overall strategic and other key business, financial, and operational policies of our Group are made collectively after thorough discussion at both our Board and senior management levels. Our Board will continue to review the effectiveness of the corporate governance structure of our Group in order to assess whether separation of the roles of Chairman of the Board and Chief Executive Officer is necessary. Our Directors strive to achieve a high standard of corporate governance (which is of critical importance to our development) to protect the interest of shareholders.

Saved as disclosed above, our Directors consider that upon [REDACTED], we will comply with all applicable code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

### BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy (the "**Board Diversity Policy**") 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.

Our Directors have a balanced mix of experiences, including information and technology, business management, legal, accounting and academic fields. Our Board currently consists of one female Director and seven male Directors with a balanced mix of knowledge and skills, including but not limited to overall management and strategic development, finance and accounting and risk management. The Directors are of the view that our Board satisfies the Board Diversity Policy.

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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.

### COMPLIANCE ADVISOR

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

The terms of the appointment of Altus Capital Limited will commence from (and including) the [REDACTED] and end on (and including) the date on which we comply with Rules 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED].