

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board currently consists of six Directors comprising two executive Directors, one non-executive Director and three independent non-executive Directors. The functions and duties of our Board include, but are not limited to, convening the general meetings, reporting on the performance of our Board’s work at the general meetings, implementing the resolutions passed at the general meetings, determining business and investment plans, formulating our annual financial budget and final accounts, formulating our proposals for increase or reduction of our capital as well as exercising other powers, functions and duties as conformed by our Articles.

The following table sets forth the information regarding the members of our Board:

Name	Age	Position	Roles and Responsibilities	Date of Joining Our Group	Date of Appointment as Director	Relationship with other Directors and Senior Management
Wu Yushu (吳鬱抒)	46	Chairman, chief executive officer and executive Director	Responsible for overseeing overall strategic planning and general management and daily operation of our Group	December 2007	4 March 2019	Spouse of Ms. Wang
Wang Lifang (王莉芳)	46	Chief operating officer and executive Director	Responsible for overseeing the daily operation and management of our Group	December 2008	3 June 2021	Spouse of Mr. Wu
Fu Haitao (付海濤)	41	Non-executive Director	Responsible for providing advice on the management of our Group	December 2016	3 June 2021	None
Wei Bin (魏斌)	52	Independent non-executive Director	Responsible for supervising the management of our Group and providing independent judgment to our Board	[●]	[●]	None
Wang Danzhou (王丹舟)	57	Independent non-executive Director	Responsible for supervising the management of our Group and providing independent judgment to our Board	October 2017	[●]	None
Du Yilin (杜依琳)	37	Independent non-executive Director	Responsible for supervising the management of our Group and providing independent judgment to our Board	[●]	[●]	None

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Executive Directors

Mr. Wu Yushu (吳鬱抒) (also known as Wu Han (吳瀚)), aged 46, is the founder of our Group. He is the chairman of our Board, the chief executive officer of our Group and an executive Director. He was appointed as a Director on 4 March 2019. He currently holds directorship in each of the subsidiaries of our Group except Guangzhou Kangzhi, Jiangxi Xinshun and Guangzhou Xinshun. He is also the chairman of the nomination committee of our Board. Mr. Wu is in charge of the overall strategic planning and general management and daily operation of our Group.

Mr. Wu has over 20 years of experience in healthcare information and data analysis industries. Prior to founding Sinohealth Information, the principal operating subsidiary of our Group, in December 2007, from July 1997 to December 2007, Mr. Wu served as the general manager of information center (信息中心總經理) of NMPA Southern Medicine Economic Research Institute (國家藥品監督管理局南方醫藥經濟研究所) ("SMERI"). During his service period in SMERI, he was also designated as the general manager of the operating company of Medical and Pharmaceutical Economic Newspaper (醫藥經濟報) hosted by SMERI.

Mr. Wu obtained a bachelor's degree in international trade from Guangdong University of Finance & Economics (廣東財經大學) (formerly known as Guangdong College of Commerce (廣東商學院)) in the PRC in June 1997.

Mr. Wu was previously a director, legal representative and/or general manager of the following companies at the time of their respective dissolution. Each of the following companies was dissolved by way of deregistration due to the cessation of business.

<u>Name of Company</u>	<u>Place of Establishment</u>	<u>Nature of Business</u>	<u>Date of Dissolution</u>
Guangzhou Sihede Pharmaceutical Information Consulting Company Limited (廣州斯赫得醫藥信息諮詢有限公司)	PRC	Provision of marketing information consulting service	15 December 2014
Beijing Zhongjian Canye Consulting Company Limited (北京中健燦業諮詢有限公司)	PRC	Provision of marketing information consulting service	26 April 2016
Guangzhou CMH Information Consulting Company Limited (廣州斯邁馳信息諮詢有限公司)	PRC	Provision of marketing information consulting service	30 May 2016

DIRECTORS AND SENIOR MANAGEMENT

<u>Name of Company</u>	<u>Place of Establishment</u>	<u>Nature of Business</u>	<u>Date of Dissolution</u>
Guangzhou City Huazhi Investment Management Company Limited (廣州市華致投資管理有限公司)	PRC	Provision of investment management service	22 May 2017
Guangzhou Maizhi Network Technology Company Limited (廣州邁智網路科技有限公司)	PRC	Provision of marketing information consulting service	29 June 2018

Mr. Wu confirmed that (i) to the best of his knowledge, information and belief after making reasonable enquiries, each of the above companies was solvent immediately prior to its dissolution; (ii) there is no wrongful act on his part leading to the dissolution of each of the above companies; (iii) he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution of each of the above companies; and (iv) no misconduct or misfeasance had been involved on his part in the dissolution of each of the above companies.

Mr. Wu is the spouse of Ms. Wang, our chief operating officer and an executive Director.

Ms. Wang Lifang (王莉芳), aged 46, is an executive Director and the chief operating officer of our Group. She was appointed as a Director on 3 June 2021. She currently holds directorship in Sinohealth Information. She is also a member of the remuneration committee of our Board. Ms. Wang is responsible for overseeing our Group's daily operation and management.

Ms. Wang has over 20 years of experience in healthcare information and data analysis industry. From July 1997 to December 2007, Ms. Wang held several positions, including vice general manager of the operating company of Medical and Pharmaceutical Economic Newspaper (醫藥經濟報) hosted by SMERI and a journalist of the said newspaper. In December 2008, she joined Sinohealth Information to assist Mr. Wu in the business development of our Group and has since engaged as the director and executive general manager responsible for overseeing our Group's daily operation management.

Ms. Wang obtained a bachelor's degree in international economics from Harbin Institute of Technology (哈爾濱工業大學) in the PRC in July 1997.

Ms. Wang was previously a director and/or supervisor of the following companies at the time of their respective dissolution. Each of the following companies was dissolved by way of deregistration due to the cessation of business.

DIRECTORS AND SENIOR MANAGEMENT

Name of Company	Place of Establishment	Nature of Business	Date of Dissolution
Guangzhou Sihede Pharmaceutical Information Consulting Company Limited (廣州斯赫得醫藥信息諮詢有限公司)	PRC	Provision of marketing information consulting service	15 December 2014
Beijing Zhongjian Canye Consulting Company Limited (北京中健燊業諮詢有限公司)	PRC	Provision of marketing information consulting service	26 April 2016
Guangzhou Zhongrui Medical Information Company Limited (廣州中睿醫學信息有限公司)	PRC	Provision of marketing information consulting service	5 May 2016
Guangzhou CMH Information Consulting Company Limited (廣州斯邁馳信息諮詢有限公司)	PRC	Provision of marketing information consulting service	30 May 2016
Guangzhou Maizhi Network Technology Company Limited (廣州邁智網絡科技有限公司)	PRC	Provision of marketing information consulting service	29 June 2018

Ms. Wang confirmed that (i) to the best of her knowledge, information and belief after making reasonable enquiries, each of the above companies was solvent immediately prior to its dissolution; (ii) there is no wrongful act on her part leading to the dissolution of each of the above companies; (iii) she is not aware of any actual or potential claim that has been or will be made against her as a result of the dissolution of each of the above companies; and (iv) no misconduct or misfeasance had been involved on her part in the dissolution of each of the above companies.

Ms. Wang is the spouse of Mr. Wu, our chairman and chief executive officer and an executive Director.

DIRECTORS AND SENIOR MANAGEMENT

Non-Executive Director

Mr. Fu Haitao (付海濤), aged 41, is a non-executive Director. He was appointed as a Director on 3 June 2021. He was appointed as a non-executive director of Sinohealth Information from December 2016 to June 2021 pursuant to the nomination by Ms. Wu Meirong, one of the substantial shareholders of our Company, details of whom are set out in “Substantial Shareholders” in this document. Upon [REDACTED], Mr. Fu will be subject to re-election procedures as provided in the Articles (and subject to the requirements of the Listing Rules) at the annual general meeting of our Company.

From January 2006 to August 2009, Mr. Fu worked as an officer of the government affairs department of Sun International Engineering Consulting Co., Ltd. (瀚陽國際工程諮詢有限公司) (formerly known as Guangzhou Sun Engineering Consulting Co., Ltd (廣州瀚陽工程諮詢有限公司)), a company principally engaged in road and piping engineering. Since September 2009, Mr. Fu has been the head of president office (總裁辦公室主任) of Daxiongfeng Venture Capital Co., Ltd (大雄風創業投資有限公司), which is controlled by Ms. Wu Meirong and her spouse, Mr. Li Hanxiong.

Mr. Fu obtained a diploma in economics and management from Jinan Army Academy (濟南陸軍學院)[#], an internal military training institute, which was then supervised by the Jinan Military Region of the Chinese People’s Liberation Army (中國人民解放軍濟南軍區) in the PRC in June 2004. Mr. Fu further obtained a diploma in human resource management through attending long-distance courses from Xidian University (西安電子科技大學) in the PRC in January 2019.

Independent Non-executive Directors

Mr. Wei Bin (魏斌), aged 52, was appointed as our independent non-executive Director on [●]. Mr. Wei is responsible for supervising the management of our Group and providing independent judgment to our Board. He is also the chairman of audit committee of our Board.

Mr. Wei has over 25 years’ operation and management experience in the finance and accounting sector in Hong Kong and the PRC as well as in complex transaction, mergers and acquisitions and business development. In the past three years, Mr. Wei has been a non-executive director of two companies listed on the Stock Exchange. From August 2008 to January 2018, he was a non-executive director of China Resources Cement Holdings Limited (stock code: 1313) and from November 2008 to January 2018, a non-executive director of China Resources Gas Group Limited (stock code: 1193).

Mr. Wei is currently (i) a non-executive director of Hao Tian International Construction Investment Group Limited (昊天國際建設投資集團有限公司), a company listed on the Stock Exchange (stock code: 1341); (ii) an independent non-executive director of Honghua Group Limited (宏華集團有限公司), a company listed on the Stock Exchange (stock code: 196); (iii) an independent director of Huize Holding Limited, a NASDAQ-listed company (NASDAQ: HUIZ); and (iv) an executive director and authorized representative of OCI International Holdings Limited (東建國際控股有限公司), a company listed on the Stock Exchange (stock code: 329).

[#]Note: Jinan Army Academy is not accredited by the Ministry of Education of the PRC.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Wei obtained a bachelor's degree in auditing from Zhongnan University of Economics and Law (中南財經政法大學) (formerly known as Zhongnan University of Finance and Economics (中南財經大學)) in the PRC in July 1992. He also obtained a master's degree in finance from Jinan University (暨南大學) in the PRC in June 2001. Mr. Wei is currently a senior accountant and a senior auditor in the PRC.

Ms. Wang Danzhou (王丹舟), aged 57, was appointed as our independent non-executive Director on [●]. She was appointed as an independent non-executive director of Sinohealth Information from December 2017 to June 2021. Ms. Wang is responsible for supervising the management of our Group and providing independent judgment to our Board. She is also the chairperson of the remuneration committee, and a member of the audit committee and nomination committee of our Board.

Ms. Wang has around 35 years of experience in accounting education. Since January 1989, Ms. Wang has worked in the department of accounting (會計系) of Jinan University (暨南大學), and is currently a professor in the department of accounting of Jinan University. Since July 2009, Ms. Wang has served as an independent non-executive director of Bluedon Information Security Technology Co., Ltd (藍盾信息安全技術股份有限公司) (stock code: 300297), a company listed on the Shenzhen Stock Exchange and principally engaged in provision of information security products. Since June 2016, Ms. Wang has served as an independent non-executive director of Guangdong Brandmax Marketing Co., Ltd (廣東電聲市場營銷股份有限公司) (stock code: 300805), a company listed on the Shenzhen Stock Exchange and principally engaged in provision of marketing services. From March 2016 to December 2020, Ms. Wang served as an independent non-executive director of Guangzhou LBP Medicine Science & Technology Co., Ltd. (廣州安必平醫藥科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688393) and principally engage in the research, manufacture and sales of in-vitro diagnostic reagents (體外診斷試劑). Since May 2020, Ms. Wang has served as an independent non-executive director of Kennede Electronics MFG. Co., Ltd (廣東金萊特電器股份有限公司) (stock code: 002723), a company listed on the Shenzhen Stock Exchange and principally engaged in manufacturing lighting and electrical appliances.

Ms. Wang obtained a bachelor's degree in accounting and a master's degree in administration from Jinan University (暨南大學) in the PRC in July 1986 and January 2000, respectively, and a doctor's degree in financial management from the Southwestern University of Finance and Economics (西南財經大學) in the PRC in June 2008.

Ms. Du Yilin (杜依琳), aged 37, was appointed as our independent non-executive Director on [●]. Ms. Du is responsible for supervising the management of our Group and providing independent judgment to our Board. She is also a member of the audit committee, the remuneration committee and nomination committee of our Board.

From September 2007 to May 2014, Ms. Du worked as a senior auditor at PricewaterhouseCoopers Zhong Tian LLP Guangzhou office. From May 2014 to April 2016, Ms. Du served as the chief financial officer of Kangze Pharmaceutical Co., Ltd (康澤藥業股份有限公司) (stock code: 831397), a company listed on the National Equities Exchange and Quotations and principally engaged in the sales of medicines. From October 2017 to January 2019, Ms. Du worked as a project director for healthcare mergers and acquisitions department at Fosun United Health Insurance Co., Ltd (復星聯合健康保險股份有限公司), a wholly-owned subsidiary of Fosun

DIRECTORS AND SENIOR MANAGEMENT

International Limited (復星國際有限公司) (stock code: 0656), which is a company listed on the Stock Exchange and principally focus on steel, property development, pharmaceuticals, and investments in the retail business. Since January 2019, Ms. Du has served as chief financial officer of Guangdong Hemai Hospital Management Co., Ltd (廣東和邁醫院管理有限公司).

Ms. Du obtained a bachelor’s degree in accounting from Sun Yat-sen University (中山大學) in the PRC in June 2007. Ms. Du obtained a master’s degree in health economics from the University of Queensland in Australia in July 2017. Ms. Du was admitted as a non-practicing member of The Chinese Institute of Certified Public Accountants in September 2009 and a certified accountant from the Australian Society of Certified Practising Accountants in December 2018.

Disclosure Required under Rule 13.51(2) of the Listing Rules

Save as disclosed above, none of our Directors:

- (i) held any other positions in our Company or other members of our Group as at the Latest Practicable Date;
- (ii) had any other relationship with any Directors, senior management or substantial shareholders or Controlling Shareholders as at the Latest Practicable Date; and
- (iii) held any other directorships in listed public companies in the three years prior to the Latest Practicable Date and other major appointments and professional qualifications.

Save as disclosed in “Substantial Shareholders” in this document and the section headed “Statutory and General Information—C. Further Information about our Directors, Management and Substantial Shareholders” in Appendix V to this document, none of our Directors has any interest in the Shares within the meaning of Part XV of the SFO or is a director or an employee of a company which has an interest or short position in the Shares and underlying Shares of our Company. Each of our Directors has confirmed that none of them is engaged in, or interested in, any business (other than our Group) which, directly or indirectly, competes or may compete with our business.

Save as disclosed above, to the best of the knowledge, information and belief of our Directors after 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 Rule 13.51(2) of the Listing Rules as at the Latest Practicable Date.

SENIOR MANAGEMENT

Mr. Wu Yushu (吳鬱抒). For details of Mr. Wu’s biography, see “—Directors—Executive Directors” in this section.

Ms. Wang Lifang (王莉芳). For details of Ms. Wang’s biography, see “—Directors—Executive Directors” in this section.

DIRECTORS AND SENIOR MANAGEMENT

Ms. Yi Xuhui (易旭暉), aged 49, is the chief finance officer of our Group, the joint company secretary of our Company and the board secretary (董事會秘書) of Sinohealth Information. She joined our Group in March 2020 and is responsible for overseeing financial and accounting management, internal control and securities and compliance matters of our Group.

Ms. Yi has over 20 years of experience in accounting and finance. From October 1998 to September 2001, Ms. Yi served as an auditor at Deloitte Touche Tohmatsu Shanghai Certified Public Accountants Ltd Guangzhou Branch. From September 2001 to February 2004, Ms. Yi served as a senior auditor at PricewaterhouseCoopers Zhong Tian (Guangzhou office). From February 2004 to March 2006, Ms. Yi served as accounting manager of SDL Atlas Ltd. (錫萊亞太拉斯(深圳)有限公司), which is principally engaged in provision of testing equipment and solutions. From March 2006 to August 2008, Ms. Yi served as the accounting manager at Danone Yili Trading (Shenzhen) Co., Ltd (達能益力貿易(深圳)有限公司). From November 2008 to July 2009, she worked as the chief finance officer of Guangzhou G2 Star Commercial Information Consulting Company Limited (廣州吉途仕達商務信息諮詢有限公司). From July 2009 to September 2013, she served as the financial manager of the PRC of Intertek Testing Services Shenzhen Ltd. Guangzhou GDD Branch, which is a subsidiary of Intertek Group Plc (stock code: iktsy), a company listed on the London Stock Exchange and principally engaged in the provision of quality and safety solutions. From June 2014 to September 2019, Ms. Yi served as a director, chief finance officer and board secretary of Guangdong Insight Brand Marketing Group Co., Ltd. (廣東因賽品牌營銷集團股份有限公司) (stock code: 300781), a company listed on the Shenzhen Stock Exchange and principally engaged in provision of brand management, digital marketing and public relation communications services.

Ms. Yi obtained a bachelor's degree in statistics from Jinan University (暨南大學) in the PRC in June 1994. Ms. Yi was admitted as a non-practicing member of The Chinese Institute of Certified Public Accountants in December 2010.

Mr. Tang Keke (唐珂軻), aged 35, is the chief technology officer of our Group. Mr. Tang joined our Group in April 2017 and is responsible for artificial intelligence research, data platform development and operation of medical intelligence department of our Group. Mr. Tang currently holds directorship in Guangzhou Kangzhi.

From August 2012 to February 2014, Mr. Tang worked as clinical researcher at SurExam Bio-Tech Co., Ltd (益善生物技術股份有限公司) (stock code: 430620), a company listed on the National Equities Exchange and Quotations and principally engaged in the research and development and manufacture of targeted cancer therapy. From April 2014 to March 2017, he held positions in two wholly-owned subsidiaries of Lee's Pharmaceutical Holdings Ltd. (李氏大藥廠控股有限公司) (stock code: 0950) ("**Lee's Pharmaceutical**"), including as an employee in medical statistics department of Zhaoke Pharmaceutical (Hefei) Co., Ltd. Guangzhou Branch (兆科藥業(合肥)有限公司廣州分公司) and the senior manager of clinical data management and calculation department of Zhaoke Pharmaceutical (Guangzhou) Co., Ltd. (兆科藥業(廣州)有限公司). Lee's Pharmaceutical is a company listed on the Stock Exchange which is principally engaged in research and development of biopharmaceutical products.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Tang obtained a bachelor's degree in prophylaxis (預防醫學) from Guangxi Medical University (廣西醫科大學) in the PRC in June 2010 and a master's degree in public health from Sun Yat-Sen University (中山大學) in the PRC in June 2012. He is currently in the study for a PhD in computer application technology from Shenyang Computer Technology Research Institute of the University of Chinese Academy of Sciences (中國科學院大學瀋陽計算機技術研究所).

Mr. Su Caihua (蘇才華), aged 46, is the chief data officer of our Group and the vice president of our Group. Mr. Su joined our Group in January 2008 and is responsible for development of big data and data insight solutions business of our Group.

From May 2002 to March 2003 and from March 2005 to April 2007, Mr. Su served as the research director (研究總監) of Guangzhou Shipu Medical and Pharmaceutical Information Co., Ltd (廣州時普醫藥信息有限公司) ("**Guangzhou Shipu**"), a company principally engaged in provision of marketing information consulting service, which was then managed by SMERI prior to its deregistration in November 2011.

Mr. Su obtained the bachelor's degree in prophylaxis (預防醫學) from Zhejiang University (浙江大學) in the PRC in September 1999.

Mr. Su was previously a director of the following company at the time of its dissolution:

Name of Company	Place of Establishment	Nature of Business	Date of Dissolution	Status	Reasons of Dissolution
Guangzhou CMH Information Consulting Company Limited (廣州斯邁馳信息諮詢有限公司)	PRC	Provision of marketing information consulting service	30 May 2016	Deregistration	Cessation of business

Mr. Su confirmed that (i) to the best of his knowledge, information and belief after making reasonable enquiries, the above company was solvent immediately prior to its dissolution; (ii) there is no wrongful act on his part leading to the dissolutions of the above company; (iii) he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolutions of the above company; and (iv) no misconduct or misfeasance had been involved on his part in the dissolution of the above company.

Mr. Zhuang Weijin (莊偉進), aged 45, is a vice president of our Group. Mr. Zhuang joined our Group in January 2008 and is responsible for expanding and developing industrial resources and supervising the daily operation of eco-operating department (生態運營事業部) and managing the marketing system of our Group.

From July 1999 to July 2006, Mr. Zhuang held several positions, including manager of publication department (發行部經理) and training department (培訓部經理) of the operating company of the Medical and Pharmaceutical Economic Newspaper (醫藥經濟報) hosted by SMERI and an editor and journalist of the said newspaper.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Zhuang obtained the bachelor’s degree in pharmaceutical preparations (藥物製劑) from Guangdong Pharmaceutical University (廣東藥科大學)(formerly known as Guangdong Yao College (廣東藥學院)) in the PRC in June 1999.

Mr. Li Junguo (李俊國), aged 48, is a vice president of our Group. Mr. Li joined our Group in April 2009 and is responsible for overseeing the sales and marketing business, industrial resources analysis, exhibition planning and operation, public relationship and advertisement design of our Group.

From March 2003 to December 2005, Mr. Li served as director of the special issue department (新聞專刊部主任) and manager of operating department of the operating company of the Medical and Pharmaceutical Economic Newspaper (醫藥經濟報) hosted by SMERI. Since September 2020, Mr. Li has served as the independent director of Ruirentang Medical and Pharmaceutical Co., Ltd (瑞人堂醫藥集團股份有限公司), a company principally engaged in the operation of retail pharmacies.

Mr. Li obtained the bachelor’s degree in history from Beijing Normal University (北京師範大學) in the PRC in July 1996.

JOINT COMPANY SECRETARIES

Ms. Zhang Xiao (張瀟), aged 34, was appointed as our joint company secretary on 3 June 2021.

Ms. Zhang is a manager of SWCS Corporate Services Group (Hong Kong) Limited, a professional services provider specializing in corporate services, and has over seven years of experience in the corporate secretarial field. Ms. Zhang has been admitted as an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom in 2019.

Ms. Zhang obtained a bachelor’s degree in Computer Science from The Chinese University of Hong Kong in 2010 and a master’s degree in corporate governance from The Open University of Hong Kong in 2018.

Ms. Yi Xuhui (易旭暉), was appointed as the joint company secretary of our Company on 3 June 2021. Ms. Yi is also the chief finance officer of our Group and the board secretary (董事會秘書) of Sinohealth Information. For further details of Ms. Yi’s biography, see “—Senior Management” in this section.

As Ms. Yi does not possess the qualifications as stipulated under Rule 3.28 and Rule 8.17 of the Listing Rules, we have applied for and [have been granted] a waiver by the Stock Exchange from strict compliance with the aforesaid Listing Rules. For further details, see “Waivers from Strict Compliance with the Listing Rules” in this document.

DIRECTORS AND SENIOR MANAGEMENT

BOARD COMMITTEES

Audit Committee

An audit committee was established by our Company pursuant to a resolution of our Board on [●] with written terms of reference in compliance with Rule 3.21 of the Listing Rules of the Corporate Governance Code. The primary duties of the audit committee are to make recommendations to our Board on the appointment and dismissal of the external auditor, monitor and review the financial statements and information and oversee the financial reporting system, risk management and internal control systems of our Company. The members of the audit committee are Mr. Wei Bin, Ms. Wang Danzhou and Ms. Du Yilin, all of whom are independent non-executive Directors. Mr. Wei Bin is the chairman of the audit committee.

Remuneration Committee

A remuneration committee was established by our Company pursuant to a resolution of our Board on [●] with written terms of reference in compliance with Rule 3.25 of the Listing Rules of the Corporate Governance Code. The primary duties of the remuneration committee are to make recommendation to our Board on the overall remuneration policy and structure for all Directors and senior management of our Group, review remuneration and ensure that none of our Directors determine their own remuneration. The members of the remuneration committee are Ms. Wang Danzhou, Ms. Du Yilin and Ms. Wang. Ms. Wang Danzhou is the chairperson of the remuneration committee.

Nomination Committee

A nomination committee was established by our Company pursuant to a resolution of the Board on [●] with written terms of reference in compliance with the Corporate Governance Code. The primary duties of the nomination committee are to review the structure, size, composition and diversity of our Board at least annually and make recommendation to our Board regarding candidates to fill vacancies on our Board and/or in senior management. The members of the nomination committee are Mr. Wu, Ms. Du Yilin and Ms. Wang Danzhou. Mr. Wu is the chairman of the nomination committee.

REMUNERATION OF OUR DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management receive remuneration including salaries, bonuses, allowances, and certain benefits in kind, which may include pension scheme contributions. We also reimburse them for expenses which are necessarily and reasonably incurred for providing services to us or executing their functions in relation to our operations.

The aggregate remuneration paid to our Directors for the year ended 31 December 2018, 2019 and 2020 and the nine months ended 30 September 2021 were approximately RMB1.3 million, RMB1.3 million, RMB1.6 million and RMB1.1 million, respectively.

The aggregate remuneration paid to the five highest paid individuals of our Group, excluding our Directors, for the year ended 31 December 2018, 2019 and 2020 and the nine months ended 30 September 2021 were approximately RMB1.7 million, RMB2.8 million, RMB2.7 million and RMB2.6 million, respectively.

DIRECTORS AND SENIOR MANAGEMENT

No remuneration was paid by our Group to our Directors or the five highest paid individuals as an inducement to join or upon joining our Group or as a compensation for loss of office during the Track Record Period.

Under the arrangement currently in force, the aggregate amount of remuneration payable to our Directors for the year ended 31 December 2021 is estimated to be approximately RMB1.3 million (excluding any discretionary bonus).

THE SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme. The principal terms of the Share Option Scheme are summarized in the section headed “Statutory and General Information—D. Other Information—1. Share Option Scheme” in Appendix V to this document.

COMPLIANCE ADVISER

Pursuant to Rule 3A.19 of the Listing Rules, our Company has appointed Giraffe Capital Limited as our compliance adviser. The compliance adviser will advise us on the following matters pursuant to Rule 3A.23 of the Listing Rules:

- (i) the publication of any regulatory announcement, circular or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (iii) where our Company proposes 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 of this document; and
- (iv) where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of our Shares, the possible development of a false market in its securities, or any other matters.

The term of this appointment will commence on the [REDACTED] Date and is expected to end on the date on which we comply with Rule 13.45 of the Listing Rules on the distribution of our annual report in respect of the financial results of the first full financial year commencing after the [REDACTED] Date.

CORPORATE GOVERNANCE CODE

Board Diversity

We have adopted a board diversity policy which sets out the approach to achieve and maintain an appropriate balance of skills, experience and diversity perspectives of our Board that are relevant to our business growth. Pursuant to our board diversity policy, selection of Board candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge,

DIRECTORS AND SENIOR MANAGEMENT

and industry experience. The ultimate decision will be based on merit and contribution that the selected candidates will bring to our Board.

Our Board comprises six members, including two executive Directors, one non-executive Director and three independent non-executive Directors. Our Directors have a balanced mix of knowledge and experiences, including business management, medical and healthcare research, data analysis, financial management and accounting. Our Board members also obtained degrees in various majors including international economics and trade, financial and economic management, accounting and health economics. Furthermore, the ages of our Directors range from 36 years old to 57 years old. We have also taken, and will continue to take steps to promote gender diversity at all levels of our Company, including but without limitation at the Board and senior management levels. The Board Diversity Policy is well implemented as evidenced by the fact that there are three female and three male Directors with experience from different industries and sectors. The Directors are of the view that our Board satisfies the Board Diversity Policy.

We are also committed to adopting a similar approach to promote diversity of the management (including but not limited to the senior management) of the Company to enhance the effectiveness of our corporate governance.

Our nomination committee is responsible for ensuring the diversity of our Board. After the [REDACTED], our nomination committee will review the board diversity policy (including gender balance) from time to time to ensure its continued effectiveness and we will disclose the implementation of the board diversity policy in our corporate governance report on an annual basis.

Chairman and chief executive officer

Pursuant to code provision A.2.1 of the Corporate Governance Code, companies [REDACTED] on the [REDACTED] are expected to comply with, but may choose to deviate from the requirement that the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual. We do not have a separate chairman and chief executive officer and Mr. Wu currently performs these two roles concurrently. Our Board believes that vesting the roles of both the chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within our Group for more effective and efficient overall strategic planning for our Group. Our Board considers that the balance of power and authority within our Group will not be impaired by the present arrangement and the current structure will enable our Company to make and implement decisions more promptly and effectively. Our Board will from time to time review and consider splitting the roles of chairman of our Board and the chief executive officer of our Company to ensure appropriate and timely arrangements are in place to meet changing circumstances.