

## DIRECTORS AND SENIOR MANAGEMENT

### OVERVIEW

The Board currently consists of nine Directors, including four executive Directors, two non-executive Directors and three independent non-executive Directors. All Directors are appointed for a term of three years, which is renewable upon re-election. The major powers and functions of the Board include, but are not limited to, convening the general meetings, presenting reports to the general meetings, implementing the resolutions passed at the general meetings, determining the operational plans and investment plans of the Group, determining the annual financial budgets and final accounts of the Group, determining the fundamental management systems of the Group, formulating profit distribution plans and loss recovery plans of the Group, and exercising other powers and functions as conferred by the Articles of Association.

Our senior management is responsible for the management of day-to-day operations of the Company.

### Directors

The following table shows the key information of our Directors as of the Latest Practicable Date.

Name	Age	Position	Major duties	Date of joining the Group	Date of appointment as Director	Relationship with other Directors and senior management
<b>Executive Directors</b>						
Mr. Yang Wenlong (楊文龍) . . . . .	60	Executive Director, Chairman of the Board, and President	Supervising daily operations and business development, supervising overall business planning and implementation	August 2014	August 20, 2014	None
Mr. Xu Ning (徐寧) . . . . .	43	Executive Director and Vice President	Assisting the President with the day-to-day operation and management of the Group	January 2016	May 26, 2021	None
Mr. Yu Lei (俞雷) . . . . .	44	Executive Director and Vice President	Assisting the President with the day-to-day operation and management of the Group	March 2015	May 26, 2021	None
Mr. Yu Qinglong (於慶龍) . . . . .	37	Executive Director and Chief Technology Officer	Overseeing and managing the overall technology development of the Group	January 2015	June 10, 2021	None
<b>Non-executive Director</b>						
Ms. Cai Li (蔡俐) . . . . .	38	Non-executive Director	Participating in formulation of business plans, strategic and major decisions of Group through the Board	May 2021	May 26, 2021	None

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Name	Age	Position	Major duties	Date of joining the Group	Date of appointment as Director	Relationship with other Directors and senior management
Ms. Lian Suping (連素萍) . . . . .	53	Non-executive Director	Participating in formulation of business plans, strategic and major decisions of Group through the Board	February 2019	June 10, 2021	None
<b>Independent Non-executive Directors</b>						
Mr. Zhang Shouchuan (張守川) . . . . .	56	Independent Non-executive Director	Supervising and offering independent judgment to the Board	June 19, 2021	June 19, 2021 <sup>(1)</sup>	None
Mr. Fan Zhenhong (樊臻宏) . . . . .	54	Independent Non-executive Director	Supervising and offering independent judgment to the Board	June 19, 2021	June 19, 2021 <sup>(1)</sup>	None
Mr. Jiang Shan (姜山) . . . . .	50	Independent Non-executive Director	Supervising and offering independent judgment to the Board	June 19, 2021	June 19, 2021 <sup>(1)</sup>	None

(1) The appointment of our Independent Non-executive Directors will take effect from the date of this document.

### Senior Management

The following table shows the key information of our Senior Management, as of the Latest Practicable Date.

Name	Age	Position	Major duties	Date of joining the Group	Date of appointment as Senior Management	Relationship with other Directors and senior management
Mr. Yang Wenlong (楊文龍) . . . . .	60	Executive Director, Chairman of the Board, and President	Supervising daily operations and business development, supervising overall business planning and implementation	August 2014	August 20, 2014	None
Mr. Xu Ning (徐寧) . . . . .	43	Executive Director and Vice President	Assisting the President with the day-to-day operation and management of the Group	January 2016	May 26, 2021	None
Mr. Yu Lei (俞雷) . . . . .	44	Executive Director and Vice President	Assisting the President with the day-to-day operation and management of the Group	March 2015	May 26, 2021	None

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Name	Age	Position	Major duties	Date of joining the Group	Date of appointment as Senior Management	Relationship with other Directors and senior management
Mr. Yu Qinglong (於慶龍) . . . . .	37	Executive Director and Chief Technology Officer	Overseeing and managing the overall technology development of the Group	January 2015	June 10, 2021	None
Mr. Wang Yongzhi (王永智) . . . . .	43	Board Secretary, Joint Company Secretary	Overseeing information disclosure and investor relations, organising shareholders’ meetings and Board meetings, and secretarial affairs of the Board	June 2020	June 19, 2021	None
Mr. Lam Yiu Por (林曉波) . . . . .	45	Chief Financial Officer, Joint Company Secretary	Overseeing corporate finance, audit and capital management of the Group; Responsible for overseeing information disclosure and investor relations, organising shareholders’ meetings and Board meetings, and secretarial affairs of the Board	January 2021	January 15, 2021	None

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### DIRECTORS

#### Executive Directors

**Mr. Yang Wenlong** (楊文龍), aged 60, is our executive Director, Chairman of the Board and President. Mr. Yang previously served as chairman of the board of directors of Dingdang Medicine Express Technology from December 2017 to May 2021. Mr. Yang has been the chairman of the board of directors and the general manager of Renhe (Group) Development Co., Ltd. since July 2001. Mr. Yang also serves as a deputy officer of the Central Population, Medicine and Health Committee of China Democratic National Construction Association (CDNCA) since March 2013, and the chairman of Yichun Federation of Industry and Commerce since March 2013. Mr. Yang consecutively serves as a member of the eleventh, twelfth and thirteenth session of The National Committee of the Chinese People's Political Consultative Conference (CPPCC) since March 2008, consecutively serves as a member of the ninth, tenth and eleventh session of CDNCA since December 2007, consecutively serves as the vice chairman of the seventh, eighth and ninth session of Jiangxi Municipal Committee of CDNCA since June 2007, and vice chairman of Zhangshu Committee of the CPPCC since March 2007. Mr. Yang served as the chairman of the board and the general manager of Jiangxi Kangmei Medical Health Care Products Co., Ltd. (江西康美醫藥保健品有限公司), a company engages in medical and health business, from November 1998 to July 2001.

Mr. Yang obtained an MBA from Renmin University in November 2004 in Beijing, the PRC and obtained a certificate upon completion of the fifth China CEO program of Cheung Kong Graduate School of Business in November 2010 in Beijing, the PRC. Mr. Yang holds a certificate of senior economist issued by Ministry of Personnel of Jiangxi Province, now known as Jiangxi Province Human Resources and Social Security Department, in January 2004 and a Chinese herbalist certificate issued by Zhangshu Title Reform Leading Group (樟樹市職稱改革領導小組) in October 1997.

**Mr. Xu Ning** (徐寧), aged 43, is our executive Director and the Vice President. Mr. Xu has served as the vice president and chief financial officer of Dingdang Medicine Express Technology since January 2016 and director of Dingdang Medicine Express Technology since September 2020. Before joining the Group, Mr. Xu held positions in two media companies, including serving as the chief finance officer of Dongfang Fengxing (Beijing) Media Culture Co., Ltd. (東方風行(北京)傳媒文化有限公司) from July 2009 to December 2015 and the chief finance officer of Shanghai Framedia Advertising Development Co., Ltd. (上海框架廣告發展有限公司) from April 2007 to July 2009. Mr. Xu also served as the financial manager of China Economic Herald from July 2000 to June 2006, respectively.

Mr. Xu obtained a bachelor's degree of Tax from Shanghai University of Finance and Economics in Shanghai, the PRC in July 2000. He is an intermediate accountant since May 2007, an associate of The Chinese Institute of Certified Public Accountants (CICPA) since September 2010 (currently non-practising), and an associate of the Chartered Institute of Management Accountants (CIMA) since November 2020.

**Mr. Yu Lei** (俞雷), aged 44, is our executive Director and the Vice President. Mr. Yu has served as the general manager of Jiangxi Dingdang E-Commerce since December 2016. Mr. Yu joined the Group in March 2015 and currently holds various positions at Dingdang Medicine Express Technology, including as a chief executive officer since November 2017, a chief operating officer since July 2015, and a senior vice president of operation since March 2015. Mr. Yu also served as the director of Dingdang Medicine Express Technology from November 2017 to May 2021. Before joining the Group, Mr. Yu served as the special business assistant to CEO and general manager of network operations centre at Lefeng (Shanghai) Information Technology Co., Ltd. (樂蜂網(上海)信息技術有限公司), a participant in the e-commerce industry, from April 2012 to March 2015. Prior to that, Mr. Yu held various positions with Orient Home Decoration & Building Materials Co. Ltd. (東方家園家居建材商業有限公司), which engages in the

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provision of home decoration and construction materials, including as the member of the executive committee, executive vice president of supermarket business department, operations director and marketing director from March 2008 to May 2012, and served as a senior marketing manager at the marketing center of Beijing Wumart Commercial Group Co., Ltd. (北京物美商業集團股份有限公司), a retail chain operator, from April 2003 to March 2008.

Mr. Yu obtained a bachelor's degree of economics (majoring in business management and minoring in economics) from Tianjin College of Commerce (天津商學院), now known as Tianjin University of Commerce (天津工商大學), in Tianjin, the PRC in July 2000. Mr. Yu currently holds a certificate of intermediate economist majoring in business administration and economics issued by the Ministry of Personnel of the PRC, now known as the Ministry of Human Resources and Social Security of the PRC, in November 2005. Mr. Yu also holds an HVAC engineer certificate granted by China Construction First Bureau (Group) Co., Ltd. (中國建築一局(集團)有限公司) in November 2004.

**Mr. Yu Qinglong (于慶龍)**, aged 37, is our executive Director and chief technology officer. Mr. Yu has been the chief technology officer of Dingdang Medicine Express Technology since January 2015. Prior to joining the Group, Mr Yu served as a senior manager at Vipshop (China) Co., Ltd. (a company listed on the New York Stock Exchange (stock symbol: VIPS)) from July 2014 to January 2015 and a senior director at Lefeng (Shanghai) Information Technology Co., Ltd. (樂蜂網(上海)信息技術有限公司) from April 2008 to July 2014. Both of Vipshop (China) Co., Ltd. and Lefeng (Shanghai) Information Technology Co., Ltd. are participants in the e-commerce industry. Mr. Yu also serves as a consultant specially invited by China General Chamber of Commerce since January 2020, a master plan design expert specially invited by the New Smart City Committee of Enterprise Information Construction Committee of the China Communication Industry Association since December 2019, and served as the expert consultant of the Global Internet technology Conference in 2018.

Mr. Yu received a bachelor's degree in computer software application from Jilin University in Jilin, the PRC in December 2016 and a college degree (專科) in computer network technology from Harbin Vocational and Technical College (哈爾濱職業技術學院) in Heilongjiang, the PRC in January 2007. Mr. Yu was awarded as The Most Influential Technology Leader in the Chief Tech Director Conference held by Chief Technology Officer Alliance in 2018.

### Non-executive Directors

**Ms. Cai Li (蔡俐)**, aged 38, is our non-executive Director. Ms. Cai joined TPG Capital in August 2011 and is latest serving as a managing director of TPG Capital, a leading global alternative asset firm, responsible for TPG Capital's healthcare investments in Greater China. Mr. Cai currently serves as director of several member companies of Novotech Health Holdings Pte. Ltd. (a contract research organization invested by TPG Capital), including as director of Novotech Health Holdings Pte. Ltd. since December 2020, Novotech (Australia) Pty Ltd since July 2020, Novotech Holdings Pty Ltd since July 2020, Novotech Aus Holdco Pty Ltd since July 2020, Biosuntek Laboratory Co., Ltd. since December 2019, Acrostar Site Management Co., Ltd. (南京立順康達醫藥科技有限公司) since January 2019, PPC China Clinical Research Corporation Limited (上海立興佳生醫藥科技有限公司) since February 2018, PPC China Corporation Limited (上海百利佳生醫藥科技有限公司) since October 2017, PPC K.K. since September 2017, PPC Korea since August 2017, Acrostar Pharmaservices Corporation (徐州立順康達醫藥科技有限公司) since August 2017, Bailixing (Xiamen) Equity Investment Co., Ltd. (百立興(廈門)股權投資有限公司) since August 2017, PPC Intermediate Holding Company since August 2017, and PPC Holding Company since August 2017, respectively.

Ms. Cai also currently holds positions in three other healthcare companies, including serving as a non-executive director of Zhaoke Ophthalmology Limited (a company listed on the Stock Exchange (stock code: 06622)) since October 2020, a non-executive director of Shanghai Bio-heart Biological Technology

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Co., Ltd. (上海百心安生物技術股份有限公司) since September 2020 and a non-executive director of Kangji Medical Holdings Limited (a company listed on the Stock Exchange (stock code: 09997)) since March 2020. Ms. Cai also serves as a supervisor of Shanghai Deyu Deqi Enterprise Management Consulting Co., Ltd. (上海德虞得起企業管理諮詢有限公司), a company focuses on investment consulting, since November 2016, and a director at Zhejiang Choisun Tea Development Co., Ltd. (浙江久晟油茶科技股份有限公司) (a company formerly listed on the National Equities Exchange and Quotations (stock code: 837518) and a food and beverages provider) since December 2015. From March 2009 to July 2011, Ms. Cai worked as an investment associate at HAO Capital (Haotian Jinsheng Investment Management (Beijing) Limited), focusing on growth stage healthcare investments. From 2007 through 2008, Ms. Cai worked as a research analyst at Credit Suisse AG (New York).

Ms. Cai obtained a bachelor’s degree in biomedical engineering and economics from Yale University in Connecticut, the United States in May 2007.

**Ms. Lian Suping (連素萍)**, aged 53, is our non-executive Director. Ms. Lian served as the director of Dingdang Medicine Express Technology since February 2019. Ms. Lian currently works for CMB International Capital Corporation Limited (招銀國際金融有限公司), a financial service provider, since December 2016. Ms. Lian served as the deputy general manager of asset management department from July 2016 to December 2016 and assistant of general manager of asset management department of China Merchants Bank Co., Ltd. (招商銀行股份有限公司) from April 2014 to July 2016.

Ms. Lian obtained a bachelor’s degree of computer software from Xidian University (西安電子科技大學) in Shanxi, the PRC in July 1990. Mr. Lian is a senior economist.

### Independent Non-executive Directors

**Mr. Zhang Shouchuan (張守川)**, aged 56, was appointed as an independent non-executive Director of the Company on June 19, 2021 and such appointment will be effective from the date of this document. Mr. Zhang currently serves as the executive director and general manager of Hebei Litian Longde Technology Co., Ltd. (河北力天隆德科技有限公司) since December 2019, the chairman of the board of Beijing Hengtao Technology Co., Ltd. (北京恒桃科技有限公司) since February 2019, the supervisor of Beijing Zhiyan Technology Co., Ltd. (北京智研科技有限公司) since June 2017, the general manager of Beijing Tiantao Technology Co., Ltd. (北京天桃科技有限公司) since May 2017, the executive director of Henan Taogu Information Technology Co., Ltd. (河南桃穀資訊科技有限公司) since November 2016, the independent non-executive director of Hebei Tangren Pharmaceutical Co., Ltd. (河北唐人醫藥股份有限公司) since April 2016, the executive director of Hebei Taogu Technology Co., Ltd. (河北桃穀科技有限公司) since March 2016, and the chairman of the board and chief executive officer of Beijing Taogu Technology Co., Ltd. (北京桃穀科技有限公司) since March 2015, respectively. The companies where Mr. Zhang are engaged mainly focus on medical services and promotion and application of technology. From August 2013 to February 2015, Mr. Zhang served as the chief operating officer of Alibaba Health Information Technology Limited (a company listed on the Stock Exchange (stock code: 00241) with a focus on medical and healthcare services). Prior to that, Mr. Zhang worked for two retail companies, including serving as the vice president of Beijing Jingdong Century Trading Co., Ltd. (北京京東世紀貿易有限公司) from December 2009 to August 2013, and the general manager of Metro AG Northern China from 1996 to September 2008, respectively.

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Mr. Zhang obtained a bachelor’s degree of Sanskrit Pali Language from Peking University in Beijing, the PRC in July 1989, and obtained his EMBA from Guanghua School of Management, Peking University in Beijing, the PRC in January 2015. In March 2017, Mr. Zhang was appointed by the Global Doctor Organization (China) as a senior strategic expert in the “Top-level Design and Senior Management Seminar for Chinese Internet Hospitals”.

**Mr. Fan Zhenhong (樊臻宏)**, aged 54, was appointed as an independent non-executive Director of the Company on June 19, 2021 and such appointment will be effective from the date of this document. Mr. Fan has rich experience working in investment management companies. He currently serves as the responsible officer of First Seafrost Financial Limited (第一前海金融有限公司) since September 2019, and a non-executive director of Beijing Jianguang Asset Management Co., Ltd. (北京建廣資產管理有限公司) since October 2014, respectively. From May 2010 to September 2019, Mr. Fan served as the general manager of Tianjin Huitong Taihe Investment Management Co., Ltd. (天津匯通太和投資管理有限公司).

Mr. Fan obtained a bachelor’s degree of communication from Nanjing University of Posts and Telecommunications in Nanjing, the PRC in July 1987, a master’s degree of electrical machinery from Rutgers University in New Jersey, the United States in October 1992, and a PhD in Finance and Statistics from Stern School of Business, New York University in New York, the United States in January 2000, respectively.

**Mr. Jiang Shan (姜山)**, aged 50, was appointed as an independent non-executive Director of the Company on June 19, 2021 and such appointment will be effective from the date of this document. Mr. Jiang currently serves as the independent non-executive director of Beijing Meizhong Yihe Medical Management (Group) Co., Ltd. (北京美中宜和醫療管理(集團)股份有限公司), a company providing healthcare services, since September 2020. Mr. Jiang also worked in several financial institutions. From April 2018 to February 2019, Mr. Jiang served as the co-chief financial officer of China Renaissance Holdings Limited (a company listed on the Stock Exchange (stock code: 01911)). Prior to that, Mr. Jiang held various positions from July 2011 to July 2012 at Morgan Stanley Huaxin Securities, including serving as managing director of the investment banking department. Mr. Jiang worked in TPG Capital from February 2007 to January 2009, serving as director of the investment team and the chief representative of the Beijing representative office of TPG Capital China Limited from August 2007 to January 2009. Mr. Jiang was the executive director in the corporate finance department of Goldman Sachs (Asia) L.L.C. from September 2004 to January 2007, and he also held various positions at UBS from April 2000 to September 2004, including as director of the investment banking department. Mr. Jiang served as an auditor at Arthur Andersen Huaqiang CPAs from July 1994 to May 1997.

Mr. Jiang received a bachelor’s degree in English from Beijing Foreign Studies University in Beijing, the PRC in July 1994 and his master’s degree in business administration from Kelley School of Business, Indiana University in Indiana, the United States in May 1999. Mr. Jiang has been a member of the Chinese Institute of Certified Public Accountants since March 2002 (currently non-practising).

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**Mr. Yang Wenlong (楊文龍)**. See “— Directors — Executive Directors”.

**Mr. Xu Ning (徐寧)**. See “— Directors — Executive Directors”.

**Mr. Yu Lei (俞雷)**. See “— Directors — Executive Directors”.

**Mr. Yu Qinglong (於慶龍)**. See “— Directors — Executive Directors”.

**Mr. Wang Yongzhi (王永智)**, aged 43, was appointed as the board secretary and the joint company secretary of the Company on June 19, 2021. Mr. Wang has been the board secretary of Dingdang Medicine Express Technology since June 2020. Prior to joining the Group, Mr. Wang served as the board secretary of Autel Intelligent Technology Co., Ltd. (深圳市道通科技股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688208)) from March 2018 to June 2020, the deputy general manager and board secretary of Shenzhen Wushan New Materials Co., Ltd. (深圳市五山新材料股份有限公司) from February 2012 to March 2018, the board secretary of Shenzhen Riland Industry Co., Ltd. (深圳市瑞凌實業股份有限公司) (a company listed on the Shenzhen Stock Exchange (stock code: 300154)) from September 2009 to January 2012, and the deputy director of investment operation management centre of Antaeus Investment Group Co., Ltd. (今典投資集團有限公司) from May 2008 to September 2009, respectively. Prior to that, Mr. Wang worked in China Securities Depository and Clearing Corporation Limited Shanghai Branch from August 2005 to March 2008 and Everbright Securities Co., Ltd. from July 2004 to August 2005, respectively.

Mr. Wang received a bachelor’s degree of science in applied mathematics from Nankai University in Tianjin, the PRC in June 2001, and his master’s degree of economics in finance from Peking University in Beijing, the PRC in June 2004, respectively.

**Mr. Lam Yiu Por (林曉波)**, aged 45, was appointed as the chief financial officer and company secretary of the Company on January 15, 2021. Mr. Lam has more than 20 years of experience in the field of finance and accounting. Mr. Lam is currently an independent non-executive director of Tian Ge Interactive Holdings Limited (a company listed on the Stock Exchange (stock code: 01980)) and an independent non-executive director of JNBY Design Limited (a company listed on the Stock Exchange (stock code: 03306)). Mr. Lam served as an independent non-executive director of China Tontine Wines Group Limited (a company listed on the Stock Exchange (stock code: 00389)) from November 2016 to November 2018, an independent non-executive director of Denox Environmental & Technology Holdings Limited (a company listed on the Stock Exchange (stock code: 01452)) from October 2015 to June 2020, a non-executive director of Zhong Ao Home Group Limited (a company listed on the Hong Kong Stock Exchange (stock code: 01538)) from April 2015 to May 2017, an independent non-executive director of China Supply Chain Holdings Ltd (formerly known as Yat Sing Holdings Limited, a company listed on the Stock Exchange (stock code: 03708)) from December 2014 to March 2016, the chief financial officer and vice president of Greentech Technology International Limited (a company listed on the Stock Exchange (stock code: 00195)) from November 2013 to July 2020, and an independent non-executive director of GR Properties Limited (a company listed on the Stock Exchange (stock code: 00108)) from June 2012 to February 2014.



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Mr. Lam received a bachelor’s degree of arts in accountancy from the Hong Kong Polytechnic University in Hong Kong in November 1997. Mr. Lam has been a member of the Hong Kong Institute of Certified Public Accountants, an associate of the Hong Kong Institute of Chartered Secretaries, a chartered financial analyst of the CFA Institute and a fellow of the Association of Chartered Certified Accountants since October 2004, March 2006, September 2006 and November 2007, respectively.

The Directors are of the view that, despite their roles and commitments and/or directorship in numerous companies, Mr. Yang Wenlong, Ms. Cai Li and Mr. Zhang Shouchuan will be able to devote sufficient time to the Group’s affairs. Mr. Yang Wenlong serves as the chairman of board of directors and general manager of Renhe and is primarily responsible for making decisions on matters regarding general corporate operation and development strategies, which will not take up a substantial amount of time. Other positions held by Mr. Yang are non-executive in nature. Notwithstanding the fact that Ms. Cai currently has directorship engagements with several listed companies, the Board is of the view that Ms. Cai will be able to devote sufficient time to the Group’s affairs for the following reasons: (i) her role in our Group is non-executive in nature and she will not be involved in the daily management of our Group’s business; (ii) the positions she held in the abovementioned listed companies are non-executive in nature and do not require her participation in their day-to-day operation and management; and (iii) none of the aforementioned listed companies she has directorship engagement with has questioned about her ability to devote sufficient time to such listed companies. As disclosed above, several companies where Ms. Cai serves directorship are member companies of Novotech Health Holdings and Ms. Cai is able to handle corporate affairs at a group level. With respect to companies where Mr. Zhang Shouchuan holds executive positions, several companies are group members of Beijing Taogu Technology Co., Ltd. and Mr. Zhang is mainly responsible for making decisions on matters regarding overall development and will not participate in the daily operation.

Save as disclosed above, none of the Directors held any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this document. Save as disclosed herein, to the best knowledge, information and belief of the Directors and having made all reasonable inquiries, there were no other matters with respect to the appointment of the Directors that need to be brought to the attention of the Shareholders and there was no information relating to the Directors that is required to be disclosed pursuant to Rule 13.51(2)(a) to (v) of the Listing Rules.

### JOINT COMPANY SECRETARIES

**Mr. Wang Yongzhi (王永智).** See “— Senior Management”.

**Mr. Lam Yiu Por (林曉波).** See “— Senior Management”.

### COMPETING INTERESTS

As of the Latest Practicable Date, none of our Directors had interests in business, which competes or is likely to compete, either directly or indirectly with our business which would otherwise require disclosure under Rule 8.10(1) of the Listing Rules.

### CORPORATE GOVERNANCE

The Company is committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders. To accomplish this, the Company intends to comply with the corporate governance requirements under the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Hong Kong Listing Rules after the [REDACTED].

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### BOARD COMMITTEES

In accordance with relevant PRC laws, regulations, the Articles of Association and the corporate governance practice prescribed in the Hong Kong Listing Rules, we have formed three board committees, namely the Remuneration Committee, Nomination Committee, and the Audit Committee.

#### **Audit Committee**

The Audit Committee of the Company consists of three Directors, namely Mr. Jiang Shan, Mr. Zhang Shouchuan and Mr. Fan Zhenhong. Mr. Jiang Shan serves as the chairman of the committee. The main responsibilities of the Audit Committee of the Company include (but are not limited to):

1. to review significant financial policies of the Company and their implementation, and supervise the financial activities of the Company;
2. to review the financial information and relevant disclosures of the Company;
3. to consider and approve the risk management and internal control evaluation proposal of the Company, and supervise and evaluate the risk management and internal control of the Company;
4. to consider and approve the audit budget, remuneration of staff and appointment and dismissal of major officers of the Company, supervise and evaluate the work of internal audit of the Company and formulate the medium- to long-term audit plan, annual working plan and internal audit system setting plan of the Company as authorized by the Board, and report to the Board;
5. to propose the appointment or dismissal of an external accounting firm, supervise the work of the external accounting firm, and evaluate the report of the external accounting firm to ensure that the external accounting firm undertakes its audit responsibilities;
6. to facilitate communications and monitor the relationship between the internal audit department and the external accounting firm;
7. to monitor the non-compliance of the Company in respect of the financial reports and the risk management and internal control; and
8. other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authority of the place where our Shares are listed and the requirements of the Memorandum and the Articles of Association, and as authorized by the Board.

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### Remuneration Committee

The Remuneration Committee of the Company consists of three Directors, namely Mr. Fan Zhenhong, Mr. Zhang Shouchuan and Ms. Cai Li. Mr. Fan Zhenhong serves as the chairman of the committee. The main responsibilities of the Remuneration Committee of the Company include (but are not limited to):

1. to organize and formulate the remuneration policy and plan of Directors and senior management and submit to the Board for approval, and propose the remuneration distribution plan according to the performance evaluation of Directors and senior management and submit to the Board for approval; and
2. other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authority of the place where our Shares are listed and the requirements of the Memorandum and the Articles of Association, and as authorized by the Board.

### Nomination Committee

The Nomination Committee of the Company consists of three Directors, namely Mr. Yang Wenlong, Mr. Fan Zhenhong, Mr. Zhang Shouchuan. Mr. Yang Wenlong serves as the chairman of the committee. The main responsibilities of the Nomination Committee of the Company include (but are not limited to):

1. to formulate procedures and standards for the election of Directors and senior management and make recommendations to the Board on the proposed procedures and standards;
2. to make recommendations to the Board on the nomination of candidates for Directors, presidents and secretary of the Board;
3. to preliminarily examine the eligibility of candidates for Directors and senior management;
4. to make recommendations to the Board on the nomination of candidates for chairmen and members of the Board committees; and
5. other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authority of the place where our Shares are listed and the requirements of the Memorandum and the Articles of Association, and as authorized by the Board.

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### 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 the Board. The Board is of the view that our current Board composition satisfies the Board Diversity Policy. The Nomination Committee is responsible for reviewing the diversity of the Board. After the [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.

### COMPENSATION OF THE DIRECTORS, AND SENIOR MANAGEMENT

Our Directors, and senior management members who receive emolument from the Company are remunerated in forms of salaries, allowances, contribution to pension schemes, discretionary bonuses and others.

In 2019, 2020 and 2021, the total remuneration of our Directors amounted to approximately RMB1.6 million, RMB6.5 million and RMB243.9 million, respectively.

In 2019, 2020 and 2021, the aggregate amount of the remuneration of our senior management amounted to approximately RMB1.6 million, RMB6.5 million and RMB246.9 million, respectively.

In 2019, 2020 and 2021, the aggregate amount of the emoluments of the five highest paid individuals (excluding Directors) by the Group amounted to approximately RMB1.7 million, RMB1.7 million, RMB6.5 million and RMB5.0 million, respectively.

Under the arrangement currently in force, the Company expects that the total remuneration (without taking into account the year-end bonuses and Employee Incentive Scheme) to be paid to our Directors and by the Company for the year ending 2022 amounted to approximately RMB5 million.

During the Track Record Period, no fees were paid by the Group to any of the Directors or the five highest paid individuals as an inducement to join us or as compensation for loss of office. None of the Directors or waived any remuneration during the relevant period.

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## DIRECTORS AND SENIOR MANAGEMENT

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The remuneration of our Directors, and senior management is determined with reference to the remuneration paid by comparable companies and the achievement of major operating indicators of the Company. Fixed remuneration is determined with reference to the remuneration data provided by the professional management consultation company and position of the Company among its major competitors.

### EMPLOYEE SHARE AWARD SCHEME

The Company has adopted employee share award scheme. For further details, please refer to "Appendix IV — Statutory and General Information — Employee Incentive Scheme"

### COMPLIANCE ADVISOR

We have agreed to appoint Maxa Capital Limited as our compliance advisor upon the [REDACTED] in compliance with Rules 3A.19 of the Listing Rules. The material terms of the compliance advisor's agreement are as follows:

- (1) Maxa Capital Limited shall act as our compliance advisor for the purpose of Rules 3A.19 of the Listing Rules for a period commencing on the [REDACTED] and ending on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED], or until the agreement is terminated, whichever is earlier;
- (2) the compliance advisor will provide us with certain services including proper guidance and advice as to compliance with the requirements under the Listing Rules and applicable laws, rules, codes and guidelines;
- (3) the compliance advisor will, as soon as reasonably practicable, inform us of any amendment or supplement to the Listing Rules announced by the Stock Exchange from time to time, and of any amendment or supplement to the applicable laws and guidelines; and
- (4) the compliance advisor will act as one of the key channels of communication of the Company with the Stock Exchange.

### CORPORATE GOVERNANCE CODE

Pursuant to code provision A.2.1 of the Corporate Governance Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. However, our Company does not have a separate chairman and president and the responsibility of both chairman and President vest in Mr. Yang Wenlong. Our Board believes that vesting the responsibilities of both chairman and President in the same person has the benefit of ensuring the consistent leadership within our Group and enables more effective and efficient overall strategic planning of our Group. Besides, with three independent non-executive Directors out of a total of nine Directors in our Board, there will be sufficient independent voice within our Board to protect the interests of our Company and our Shareholders as a whole. Therefore, our Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable our Company to make and implement decisions promptly and effectively. Our Board will continue to review and consider splitting the roles of chairman of our Board and President of our Company at a time when it is appropriate and suitable by taking into account the circumstances of our Group as a whole.