

## DIRECTORS AND SENIOR MANAGEMENT

### OVERVIEW

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

Name	Age	Position	Date of joining our Group	Date of appointment as Director	Role and responsibilities	Relationship with other Directors and senior management
<b>Executive Directors</b>						
Luan Linjiang (樂林江)	59	Chairman and executive Director	July 2003	16 August 2021	Responsible for the overall direction, management and supervision of our Group	Father of Luan Xiaolong and brother of Luan Linxin
Luan Xiaolong (樂小龍) (with former name as Luan Xiaolong (樂曉龍))	35	Executive Director and chief executive officer	January 2016	16 August 2021	Responsible for the overall direction, management, supervision and development strategies of our Group	Son of Luan Linjiang and nephew of Luan Linxin
Luan Linxin (樂林新)	69	Executive Director	February 2016	16 August 2021	Responsible for the overall direction, management and supervision of our Group	Brother of Luan Linjiang and uncle of Luan Xiaolong
<b>Independent Non-executive Directors</b>						
Wei Yi (韋禕)	44	Independent non-executive Director	[●]	[●]	Providing independent judgment on the strategies, policies, performance, accountability, resources, key appointments and standard of conduct of our Group	—
Tian Qiang (田強)	36	Independent non-executive Director	[●]	[●]	Providing independent judgment on the strategies, policies, performance, accountability, resources, key appointments and standard of conduct of our Group	—
Liu Xiaoye (劉霄曄)	31	Independent non-executive Director	[●]	[●]	Providing independent judgment on the strategies, policies, performance, accountability, resources, key appointments and standard of conduct of our Group	—

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Apart from Mr. Luan Xiaolong, the following are other members of the senior management:

Name	Age	Position	Date of joining our Group	Date of appointment as senior management	Role and responsibilities	Relationship with other Directors and senior management
<b>Senior Management</b>						
Wang Peng (王鹏)	40	General manager	January 2018	16 August 2021	Responsible for the daily management and supervision of our Group	—
Du Chaolei (杜超雷)	33	Financial controller	January 2018	16 August 2021	Responsible for financial management of our Group	—
Li Hong (李宏)	51	Operations manager	November 2010	16 August 2021	Responsible for operations management of our Group	—
Li Wanmin (李萬敏)	52	Safety manager	July 2003	16 August 2021	Responsible for business security management and inspection of our Group	—
Gao Yan (高燕)	43	Integration manager	July 2004	16 August 2021	Responsible for the management of the administrative affairs of our Group	—

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*Note:* For the business address of the senior management, please refer to the address of the corporate headquarters stated in “Corporate Information” in this document.

## BOARD OF DIRECTORS

Our Board of Directors is the primary decision-making body of our Company, setting fundamental business strategies and policies for the management and operation of our business and monitoring their implementation. Our Board comprises six Directors, consisting of three executive Directors and three independent non-executive Directors. Our Directors are elected to serve terms of three years, which are renewable upon re-election and/or re-appointment.

### Executive Directors

**Mr. Luan Linjiang (樂林江先生)**, aged 59, is the Chairman and an executive Director. He was appointed as our Director on 9 March 2021, and was appointed as the chairman of our Board and re-designated as our executive Director on 16 August 2021. Mr. Luan is mainly responsible for the overall direction, management and supervision of our Group.

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Mr. Luan joined our Group in July 2003. From July 2003 to September 2006 and from August 2009 to February 2016, Mr. Luan served as the legal representative, chairman of the board, executive director and general manager of Jiaoyun Gas, mainly responsible for the overall leadership, management and supervision of Jiaoyun Gas. He has been the legal representative and chairman of the board of Jiaoyun Shihua since April 2013, and general manager of the same since March 2016, where he is responsible for the overall leadership, management and supervision of the company. Mr. Luan is also a director of our other subsidiaries, namely QMRIG and QMHC since July 2021.

Mr. Luan has over 18 years of experience in natural gas industry, over 40 years of experience in transportation industry and over 25 years of experience in the operation and management of companies. Prior to joining our Group, Mr. Luan worked as the chief of dispatching section at the Automobile Third Team of Weifang Automobile Transportation Corporation\* (濰坊汽車運輸總公司汽車三隊) from November 1979 to April 1991, where he was responsible for vehicle dispatching. From May 1991 to July 1993, he was the deputy supervisor in the same company, primarily responsible for the management of vehicle operations. From August 1993 to December 1993, he served as the assistant to the manager at Third Transportation Company of Weifang Automobile Transportation Corporation\* (濰坊汽車運輸總公司第三運輸公司), where he was mainly responsible for assisting the manager in the overall management and supervision of the company and its related business. From January 1994 to August 1994, he successively served as the deputy manager and manager at Third Transportation Company of Weifang Automobile Transportation Corporation, mainly responsible for the overall leadership, management and supervision of the company and its related business. From September 1994 to December 2000, he served as the manager in Gaomi Coach Transportation Company\* (高密市長途汽車運輸公司), where he was responsible for the overall leadership, management and supervision of the company and its related business. From September 1996 to March 2007, he served as the legal representative, chairman of the board, principal in Gaomi Traffic Transportation (Group) Co., Ltd.\* (高密市交通運輸(集團)有限公司), where he was responsible for the overall leadership, management and supervision of the company and its business. Since January 2001, he has been serving as the legal representative, executive director and general manager in Jiaoyun Car Transport, where he is responsible for the overall leadership, management and supervision of the company and its business. He served as the chairman of the board and a director of Jiaoyun Property from April 2006 to January 2014, its legal representative from April 2006 to December 2014, its executive director from January 2014 to December 2014, and its general manager from January 2014 to November 2016, where he was mainly responsible for the overall leadership, management and supervision of the company and its business. Since January 2014, he has been serving as the legal representative, executive director and general manager in Jiaoyun Group, where he is mainly responsible for the overall leadership, management and supervision of Jiaoyun Group and its related business. Since February 2014, he has been serving as the chairman of the board and legal representative of Gaoyun Investment, where he is mainly responsible for the overall leadership, management and supervision of the company and its business. Since September 2014, he has been serving as the executive director, general manager and legal representative of Jiaoyun Market, where he is mainly responsible for the overall leadership, management and supervision of the company and its business.

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Mr. Luan was the legal representative, director, principal, manager and/or member of the management of the following companies which were incorporated in the PRC and were subsequently dissolved. The relevant details are as follows:

<b>Name of company</b>	<b>Place of incorporation</b>	<b>Nature of business before dissolution</b>	<b>Position</b>	<b>Reason for dissolution</b>	<b>Current status and date of dissolution</b>
Weifang Automobile Transport Company Gaomi Gas Station* (濰坊汽運公司高密加油站)	The PRC	Gasoline, diesel and motor oil retail	Legal representative and member of the management	Cessation of business operation	Business license was revoked on 11 December 2000
Real Estate Project Development Branch of Gaomi Transportation Group* (高密市交通運輸集團房地產項目開發分公司)	The PRC	Property development, operation and leasing	Legal representative	Cessation of business operation	Deregistered on 26 February 2004
Gaomi Traffic Transportation (Group) Co., Ltd.* (高密市交通運輸(集團)有限公司) (“ <b>Gaomi Traffic</b> ”)	The PRC	Transportation, automobile maintenance and sale of auto parts	Legal representative, chairman of the board and principal	Cessation of business operation	Business license was revoked on 23 March 2007 <sup>(Note)</sup>
Shandong Gaomi Coach Transportation Company* (山東省高密市長途汽車運輸公司)	The PRC	Transportation and cargo handling	Legal representative and member of the management	Cessation of business operation	Business license was revoked on 23 March 2007
Shandong Gaomi Car Transport Co., Ltd. Pipeline Network Branch* (山東高密市交運汽車運輸有限公司管道網絡分公司)	The PRC	Design and construction of underground pipeline network for strong and weak current	Legal representative	Cessation of business operation	Business license was revoked on 23 March 2007
Shandong Gaomi Car Transport Co., Ltd. Logistics Center* (山東高密市交運汽車運輸有限公司物流中心)	The PRC	Freight, information stowage and warehousing services	Principal	Cessation of business operation	Deregistered on 14 February 2011

*Note:* Pursuant to a state-owned enterprise reform plan approved by the Enterprise Reform Office of Gaomi City (高密市深化企業改革領導小組辦公室) (the “**Reform Plan**”), Gaomi Traffic’s reform and dissolution process was approved on 1 November 2000 and commenced thereafter, but was not deregistered until the revocation of its business licence. According to the Reform Plan, Gaomi Traffic had net liability of approximately RMB3 million at the time its dissolution process commenced.

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Save as disclosed, to the best knowledge, information and belief of Mr. Luan, he confirmed that (i) the above companies were solvent immediately prior to the dissolution; (ii) the business licenses of the above companies were revoked due to the relevant staff's failure of conducting annual inspection timely according to relevant regulations but not Mr. Luan's personal liability and there was no wrongful act on his part leading to the dissolution 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 the above companies; (iv) no misconduct or misfeasance has been involved in the dissolution of the above companies; and (v) he has not been restricted or prohibited to serve as a director, supervisor or senior management of any company by the competent authority. On the basis that (i) according to the Company Law of the PRC, an individual who was legal representative of a company or enterprise which had its business license revoked due to a violation of law and who was personally liable, and a three-year period has not lapsed since the date of the revocation of the business license of such company, shall not serve as a director, supervisor or senior management of a company; (ii) the revocation of the business licenses of the above companies happened before 2008; and (iii) the confirmation from Mr. Luan stated above, our PRC Legal Advisers have confirmed that Mr. Luan's positions as the director and senior management of our Group during the Track Record Period and up to the Latest Practicable Date had not breached the relevant PRC laws which prohibit an individual from acting as legal representative, director, supervisor or senior management of any PRC enterprise for a period of three years from the respective dates when the business licenses of the enterprises in which the individual acted as a legal representative were revoked.

Mr. Luan has been successively awarded as “Advanced Individual Respecting Teachers and Attaching Importance to Education”\* (尊師重教先進個人) in Gaomi City in September 2004, “Excellent Constructor of Socialism with Chinese Characteristics”\* (優秀中國特色社會主義事業建設者) in Weifang Municipality in April 2008, “Labour Model in Gaomi City”\* (高密市勞動模範) in May 2008, “Outstanding People's Congress Representative in Weifang Municipality”\* (優秀濰坊市人大代表) in October 2010, and “Outstanding Entrepreneur of the Year of 2011”\* (2011年度優秀企業家) in Gaomi City in January 2012.

**Mr. Luan Xiaolong (樂小龍先生)** (with former name as Luan Xiaolong (樂曉龍)), aged 35, is an executive Director, chief executive officer and Controlling Shareholder. He was appointed as our Director on 9 March 2021, and was re-designated as our executive Director and appointed as our chief executive officer on 16 August 2021. Mr. Luan is mainly responsible for the overall direction, management, supervision and development strategies of our Group.

Mr. Luan joined our Group in January 2016. Since November 2015, Mr. Luan has been serving as the deputy general manager in Jiaoyun Group, where he is primarily responsible for the overall leadership, management and supervision of Jiaoyun Group and its related business, and is also put in charge of the overall leadership, management and supervision of Jiaoyun Gas. Since 1 January 2016, he has been officially appointed as the deputy manager of Jiaoyun Gas and is mainly responsible for the development strategies of Jiaoyun Gas. Mr. Luan also holds various positions in our other subsidiaries, namely director of JY Gas BVI, JY Gas HK, QMRIG and QMHC since March 2021, April 2021, July 2021 and July 2021, respectively, as well as executive director and manager of JY Gas WFOE since May 2021.

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Mr. Luan has over six years of experience in natural gas industry and the operation and management of companies and over three years of experience in banking business and the management of companies fields. Prior to joining our Group, Mr. Luan had held various positions in Industrial Bank Co., Ltd. Weifang Branch (興業銀行股份有限公司濰坊分行) (a company listed on the Shanghai Stock Exchange, stock code: 601166), including (i) as the corporate finance account manager from April 2012 to May 2014; (ii) as the account manager of corporate business department of Gaomi Sub-Branch from May 2014 to March 2015; and (iii) as the chief of the first division of corporate business of Gaomi Sub-Branch from March 2015 to September 2015.

Mr. Luan obtained a diploma in business administration from Shandong University (山東大學) in the PRC in July 2009 and a bachelor's degree in business administration from Pacific Lutheran University in the United States in May 2010. He later obtained a master of business administration degree from Pace University in the United States in December 2011.

**Mr. Luan Linxin** (欒林新先生), aged 69, is an executive Director of our Company. He was appointed as our Director on 16 August 2021, and was re-designated as our executive Director on 14 February 2022. Mr. Luan is mainly responsible for the overall direction, management and supervision of our Group.

Mr. Luan joined our Group in February 2016. Since February 2016, Mr. Luan has been the legal representative, executive director and general manager of Jiaoyun Gas and is mainly responsible for the overall leadership, management and supervision of Jiaoyun Gas.

Mr. Luan has over 17 years of experience in the operation and management of companies. From October 1995 to April 2004, he served as the chief of dispatching section in Shandong Gaomi Intermodal Transport Company\* (山東省高密市聯運公司), a company engaging in the provision of road transport services, where he was responsible for vehicle dispatching. From May 2004 to June 2008, he served as the deputy manager in Shandong Baotong Communication Engineering Co., Ltd. Gaomi Branch\* (山東寶通通信工程有限公司高密分公司), a company engaging in software and information technology, where he was responsible for the management of the construction of network communication engineering. He then served as the deputy manager in Jiaoyun Thermal from July 2008 to April 2013, and subsequently served as the legal representative, executive director and general manager in the same company since May 2013, primarily responsible for the overall leadership, management and supervision of Jiaoyun Thermal and its related business. From December 2014 to November 2016, Mr. Luan served as the legal representative, executive director and general manager in Jiaoyun Property, where he was mainly responsible for the overall leadership, management and supervision of Jiaoyun Property and its related business. From January 2015 to July 2021, he served as the supervisor in Gaomi Rongtong, where he was mainly responsible for the supervision of the company and its related business.

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### **Independent Non-executive Directors**

**Mr. Wei Yi (韋禕先生)**, aged 44, was appointed as our independent non-executive Director on [●]. Mr. Wei is primarily responsible for providing independent judgment on the strategies, policies, performance, accountability, resources, key appointments and standard of conduct of our Group.

Mr. Wei has over 18 years of experience in the legal industry. From July 2003 to July 2016, he worked successively as a lecturer and an associate professor at the Law School of Tianjin Normal University (天津師範大學) in the PRC, where he was responsible for teaching and research of laws. From 2008 to 2016, he worked as a part-time lawyer at Grandall Law Firm Tianjin Office (國浩律師(天津)事務所), where he has been serving successively as a partner and a managing partner since 2016 and 2019, respectively. His practice areas cover capital markets, banking and finance, investment, mergers and acquisitions. His main expertise includes asset securitisation and structured finance.

Mr. Wei was a supervisor of Tianjin Falian Education Information Consulting Co., Ltd.\* (天津法聯教育信息諮詢有限公司), a company established in the PRC and whose business license was revoked on 26 November 2013. Mr. Wei confirmed that, to the best of his knowledge, information and belief, the above company was solvent as at the time when its business license was revoked and it had not commenced business since its establishment. He further confirmed that, as at the Latest Practicable Date, no claims have been made against him and he was not aware of any threatened or potential claims made against him and there are or will be no outstanding claims and/or liabilities as a result of the revocation of the business license of the above company.

Mr. Wei obtained his bachelor’s degree in economic law from Zhongnan Institute of Politics and Law (中南政法學院) (currently known as Zhongnan University of Economics and Law (中南財經政法大學)) in the PRC in June 1999. He later obtained a master’s degree and a doctoral degree in civil and commercial law from Zhongnan University of Economics and Law in June 2003 and June 2009, respectively.

Mr. Wei received the PRC Certificate of Lawyer Qualification granted by Tianjin Municipal Bureau of Justice (天津市司法局) in October 2008. He was conferred the title of lecturer by the Faculty Position Review Committee of Tianjin Normal University (天津師範大學教師職務評審委員會) in October 2005, and obtained the Qualification for Intermediate Professional and Technical Positions (中級專業技術職務任職資格) issued by Tianjin Municipal Human Resources Bureau in March 2006. He was then conferred the title of associate professor by the Faculty Senior Position Review Committee of Tianjin Normal University (天津師範大學教師高級職務評審委員會) in October 2010, and obtained the Qualification Certificate for Senior Professional and Technical Positions (高級專業技術職務資格證書) issued by Tianjin Municipal Human Resources and Social Security Bureau in June 2011. He also obtained the qualification certification of independent directors (獨立董事資格證書) from the Shenzhen Stock Exchange in January 2015. He has been appointed as an arbitrator of Tianjin Arbitration Commission (天津仲裁委員會) since June 2019.

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**Mr. Tian Qiang** (田強先生), aged 36, was appointed as our independent non-executive Director on [●]. Mr. Tian is primarily responsible for providing independent judgment on the strategies, policies, performance, accountability, resources, key appointments and standard of conduct of our Group.

Mr. Tian has over ten years of experience in business management and operations. Since August 2011, he has been serving as the general manager in Qingdao Jiaoping Foods Co., Ltd.\* (青島膠平食品有限公司), where he is primarily responsible for the daily operation and management of the company. Since April 2016, he has been serving as the executive director, general manager and legal representative in Qingdao Guomengyuan Food Co., Ltd.\* (青島果夢緣食品有限公司), where he is primarily responsible for the overall leadership, management and supervision of the company and its business. Since May 2016, he has been serving as the executive director, legal representative and supply chain director in Qingdao Shilida Foods Co., Ltd.\* (青島食利達食品有限公司), where he is primarily responsible for the procurement of raw and auxiliary materials and supplier management as well as the daily management of the factory. Since December 2017, he has been serving as the supervisor in Qingdao Haofengjinting Trading Co., Ltd.\* (青島浩豐金霆貿易有限公司), where he is primarily responsible for the overall supervision of the company. Since April 2020, he has been serving as the general manager and supervisor in Qingdao Jiaoping Agricultural Product Co., Ltd.\* (青島膠平農產有限公司), where he is primarily responsible for the daily operation and management as well as the overall supervision of the company.

Mr. Tian obtained a master of commerce degree in finance from The University of New South Wales in Australia in August 2011. Mr. Tian received the certificate of financial planner (理財規劃師) issued by the Occupational Skill Testing Authority Ministry of Human Resources and Social Security (人力資源和社會保障部職業技能鑒定中心) in April 2015.

**Ms. Liu Xiaoye** (劉霄曄女士), aged 31, was appointed as our independent non-executive Director on [●]. Ms. Liu is primarily responsible for providing independent judgment on the strategies, policies, performance, accountability, resources, key appointments and standard of conduct of our Group.

Ms. Liu has over seven years of experience in the accounting and tax-related legal industry. From October 2014 to June 2017, she worked in PricewaterhouseCoopers Business Consulting (Shanghai) Co., Limited Qingdao Branch (普華永道商務諮詢(上海)有限公司青島分公司). From July 2017 to January 2019, she served as an assistant manager of audit business department in Ruihua Certified Public Accountants (Special General Partnership) Qingdao Branch (瑞華會計師事務所(特殊普通合夥)青島分所). From January 2019 to November 2019, she worked as a trainee solicitor in Zhong Lun Law Firm (Qingdao Office) (北京市中倫(青島)律師事務所). Since November 2019, she has been the deputy general manager in Tuowei (Shanghai) Tax Agent Co., Limited\* (拓韋(上海)稅務諮詢師事務所有限公司), a company engaging in the provision of tax and financial consulting services, where she is responsible for (i) the operational management of the company's daily affairs and is also put in charge of the human resources, administrative business and legal affairs of the company; and (ii) providing clients with tax consulting, tax compliance and tax due diligence services, etc. She has gained extensive experience in accounting tax-related legal services and financial management consulting services.

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Ms. Liu obtained her bachelor’s degree in accounting from Ocean University of China (中國海洋大學) in the PRC in June 2013. She later obtained a master’s degree in accounting and finance from University of Bath in the United Kingdom in November 2014.

Ms. Liu received the Certificate For Passing All The Required Subjects Of The National Uniform CPA Examination (註冊會計師全國統一考試全科合格證) issued by the Certified Public Accountant Examination Committee of the Ministry of Finance, PRC in December 2015. She also passed the National Accounting Professional and Technical Intermediate Qualification Examination (全國會計專業技術中級資格考試) in 2017. She received the Certificate of Tax Adviser (稅務師証) issued by the China Certified Tax Agents Association (中國註冊稅務師協會) in November 2018 and the Legal Profession Qualification Certificate (法律職業資格證書) of the PRC issued by the Ministry of Justice of the PRC in March 2019.

### **General**

Save as disclosed above, none of our Directors:

- (i) had any other relationship with any Directors, senior management or substantial shareholders or Controlling Shareholders as at the Latest Practicable Date; and
- (ii) has held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

Except for such interests disclosed in “Statutory and General Information — C. Further Information About Our Directors and Substantial Shareholders — 1. Interests and short position of our Directors and the chief executive in the Shares, underlying Shares or debentures of our Company and our associated corporations” 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 or their respective close associates is engaged in, or interested in any business (other than our Group) which, directly or indirectly, competes or may compete with our business or has or may have any conflict of interests with our Group.

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) and paragraph 41 of Appendix 1A to the Listing Rules as at the Latest Practicable Date.

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### **SENIOR MANAGEMENT**

The members of our senior management team are responsible for the management of our daily business operations, implementation of our business strategies, risk management and internal control.

For details of **Mr. Luan Xiaolong** (樂小龍先生) (with former name as Luan Xiaolong (樂曉龍)), please refer to “— Board of Directors — Executive Directors” in this section.

**Mr. Wang Peng** (王鵬先生), aged 40, was appointed as the general manager of our Group on 16 August 2021. Mr. Wang is primarily responsible for the daily management and supervision of our Group.

Mr. Wang joined our Group in January 2018. Since January 2018, he has been the deputy manager of Jiaoyun Gas and is mainly responsible for the daily management of Jiaoyun Gas.

Mr. Wang has over 13 years of experience in finance and accounting industry. From May 2008 to April 2016, he had held various positions in Industrial Bank Co., Ltd. Weifang Branch (興業銀行股份有限公司濰坊分行) (a company listed on the Shanghai Stock Exchange, stock code: 601166), including (i) as a member of the preparation team from May to October 2008; (ii) as head of retail business department from October 2008 to May 2012; (iii) as the controller of Gaomi business department from May 2012 to May 2013; (iv) as the president of Gaomi Sub-Branch from May 2013 to April 2015; and (v) as the president of Shouguang Sub-Branch from April 2015 to April 2016. From April 2016 to January 2018, he served as the assistant to the president in Industrial Bank Co., Ltd. Linyi Branch (興業銀行股份有限公司臨沂分行). Mr. Wang later joined Jiaoyun Group in January 2018 and since then, he has been the deputy general manager of Jiaoyun Group and is mainly responsible for the daily management and supervision of Jiaoyun Group and its related business, and is also put in charge of the daily management and supervision of Jiaoyun Gas.

Mr. Wang obtained his bachelor’s degree in finance from Shandong University of Finance (山東財政學院) (which was later merged with Shandong Economic University (山東經濟學院) and currently known as Shandong University of Finance and Economics (山東財經大學) on 4 July 2011) in the PRC in July 2003.

**Mr. Du Chaolei** (杜超雷先生), aged 33, was appointed as the financial controller of our Group on 16 August 2021. Mr. Du is primarily responsible for financial management of our Group.

Mr. Du joined our Group in January 2018. Since January 2018, he has been the deputy manager of Jiaoyun Gas and is mainly responsible for overseeing the financial management of Jiaoyun Gas.

Mr. Du has over nine years of experience in the accounting industry. From August 2012 to December 2017, he worked in various positions in Hexin Certified Public Accountants LLP (Special General Partnership) Jinan Branch (和信會計師事務所(特殊普通合伙)濟南分所), including (i) as senior auditor from August 2012 to August 2015; (ii) as project manager from August 2015 to August 2016; and (iii) as senior project manager from August 2016 to December 2017. He then joined Jiaoyun Group in January 2018 and since then, he has been serving as the financial controller of Jiaoyun Group, and is in charge of the financial management of Jiaoyun Gas.

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Mr. Du obtained his bachelor’s degree in accounting from Lanzhou Jiaotong University (蘭州交通大學) in the PRC in June 2012.

**Mr. Li Hong (李宏先生)**, aged 51, was appointed as the operations manager of our Group on 16 August 2021. Mr. Li is primarily responsible for operations management of our Group.

Mr. Li joined our Group in November 2010. From November 2010 to December 2015, he served as the chief of office of Jiaoyun Gas. Since January 2016, he has been the deputy manager of Jiaoyun Gas and is mainly responsible for the business operations of Jiaoyun Gas.

Prior to joining our Group, Mr. Li has over ten years of experience in the management of automobile transportation enterprises. From March 2000 to October 2010, he worked successively as the assistant to the factory manager and the deputy factory manager in Shandong Gaomi Car Transport Co., Ltd. Repair Factory\* (山東高密市交運汽車運輸有限公司修理廠), a company engaging in the provision of automobile repair and maintenance services, where he was mainly responsible for the management of automobile repair and maintenance business.

**Mr. Li Wanmin (李萬敏先生)**, aged 52, was appointed as the safety manager of our Group on 16 August 2021. Mr. Li is primarily responsible for business security management and inspection of our Group.

Mr. Li joined our Group in July 2003. He joined Jiaoyun Gas in July 2003, taking charge of gas safety and inspection work and he worked as the deputy chief of the safety inspection department of Jiaoyun Gas in January 2009, and then he was promoted to serve as the chief of the safety inspection department of Jiaoyun Gas in January 2013. Since January 2016, he has been the deputy manager of Jiaoyun Gas and is mainly responsible for the business safety management and inspection of Jiaoyun Gas.

Prior to joining our Group, Mr. Li has over 15 years of experience in the passenger transportation industry. From January 1988 to February 1994, he worked at the Eleventh Team of Weifang Automobile Transportation Corporation\* (濰坊汽車運輸公司十一隊), where he was mainly responsible for the maintenance of automobiles. From March 1994 to June 2003, he worked as the team leader of passenger transportation in Jiaoyun Car Transport, where he was mainly responsible for the operation of passenger transportation lines for towns and villages.

**Ms. Gao Yan (高燕女士)**, aged 43, was appointed as the integration manager of our Group on 16 August 2021. Ms. Gao is primarily responsible for the management of the administrative affairs of our Group.

Ms. Gao joined our Group in July 2004. Since July 2004, she has been responsible for the administrative affairs of Jiaoyun Gas, and was promoted to serve as the deputy manager of Jiaoyun Gas in January 2018 and is mainly responsible for the management of the administrative affairs of Jiaoyun Gas.

Prior to joining our Group, Ms. Gao has over five years of experience in the administrative management field. From September 1998 to June 2004, she worked as the deputy chief of office in Shandong Tianda Biological Co., Ltd.\* (山東天達生物股份有限公司), a company engaging in the production and sale of agricultural fertiliser and biotechnological products, where she was mainly responsible for office works.

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Ms. Gao obtained a diploma in human resources management by attending online courses from Dongbei University of Finance & Economics (東北財經大學) in the PRC on 1 January 2020.

To the best of the knowledge, information and belief of our Directors, having made all reasonable enquiries, save as disclosed above, none of the above members of senior management has been a director of any public company 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.

### **JOINT COMPANY SECRETARIES**

**Mr. Zhang Yupeng** (張聿鵬先生), aged 37, was appointed as one of our joint company secretaries on 16 August 2021. He is responsible for the management of human resources related business of our Group.

Mr. Zhang joined our Group in January 2016. Since January 2016, he has been the deputy director of human resources department of Jiaoyun Gas and is mainly responsible for the management of salary, performance appraisal, provident fund and enterprise information communication etc. of Jiaoyun Gas.

Mr. Zhang has over 14 years of experience in human resources field. From July 2007 to December 2015, he served as the deputy chief of the administrative section in Jiaoyun Car Transport, mainly responsible for the management of the daily administrative affairs of the company. From January 2016 and up until now, he has been the deputy director of human resources department of Jiaoyun Group, mainly responsible for the management of human resources related business of Jiaoyun Group, and is also in charge of the management of salary, performance appraisal, provident fund and enterprise information communication etc. of Jiaoyun Gas.

Mr. Zhang obtained a diploma in law from China Agricultural University (中國農業大學) in the PRC in July 2007. He later obtained a bachelor's degree in human resources management from Shandong University of Technology (山東理工大學) in the PRC in July 2019.

**Ms. Ho Wing Nga** (何詠雅女士) was appointed as one of our joint company secretaries on 16 August 2021, where she is responsible for company secretarial matters. Ms. Ho satisfies the requirements for company secretaries under Rules 3.28 and 8.17 of the Listing Rules.

Ms. Ho has over 25 years of experience in the corporate secretarial field. Ms. Ho currently serves as the managing director of the governance services of Computershare Hong Kong Development Limited and as joint company secretary of Financial Street Property Co., Limited (a company listed on the Stock Exchange, stock code: 1502), Newlink Technology Inc. (a company listed on the Stock Exchange, stock code: 9600) and company secretary of CENTRAL CHINA MANAGEMENT COMPANY LIMITED (a company listed on the Stock Exchange, stock code: 9982).

Ms. Ho obtained her master's degree in corporate governance from The Hong Kong Polytechnic University in December 2006 and became an associate of The Hong Kong Chartered Governance Institute (“HKCGI”, previously known as The Hong Kong Institute of Chartered Secretaries) in the same month. In March 2015, Ms. Ho became a fellow of HKCGI and a fellow of The Chartered Governance Institute, UK. She is also a member of The Hong Kong Institute of Directors.

## **DIRECTORS AND SENIOR MANAGEMENT**

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### **BOARD COMMITTEES**

Our Company has established five committees under our Board pursuant to corporate governance practice requirements under the Listing Rules, namely the audit committee, remuneration committee, nomination committee, risk management committee and ESG committee.

#### **Audit committee**

We have established an audit committee in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal controls system and internal audit functions of our Group, and to advise our Board. The audit committee comprises three independent non-executive Directors, namely Ms. Liu Xiaoye, Mr. Tian Qiang and Mr. Wei Yi. Ms. Liu Xiaoye, being the chairlady of the committee, is appropriately qualified as required under Rules 3.10(2) and 3.21 of the Listing Rules.

#### **Remuneration committee**

We have established a remuneration committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. The primary duties of the remuneration committee are to review and make recommendations to our Board regarding the terms of remuneration packages, bonuses and other compensation payable to our Directors and senior management. The remuneration committee comprises one executive Director and two independent non-executive Directors, namely Mr. Luan Xiaolong, Mr. Tian Qiang and Mr. Wei Yi. Mr. Tian Qiang is the chairman of the committee.

#### **Nomination committee**

We have established a nomination committee in compliance with Rule 3.27A of the Listing Rules and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. The primary duties of the nomination committee are to make recommendations to our Board regarding the appointment of Directors and Board succession. The nomination committee comprises our Chairman and two independent non-executive Directors, namely Mr. Luan Linjiang, Ms. Liu Xiaoye, and Mr. Tian Qiang. Mr. Luan Linjiang is the chairman of the committee.

#### **Risk management committee**

We have established a risk management committee. The primary duties of the risk management committee are to review general goals and fundamental policies of our risk and compliance management, internal control and risk management system of our Group, improve corporate governance of our Group, assess the risks our operations may be exposed to and make recommendations to our Board accordingly. In addition, matters in relation to all related party transactions and connected transactions will need to be reviewed by our risk management committee. This includes (i) collecting and administrating the information of connected persons and related parties; (ii) managing and reviewing connected transactions and related party transactions, and controlling risks associated with connected transactions and related party transactions; (iii) reviewing information and disclosures of connected persons and/or related parties and connected transactions

## **DIRECTORS AND SENIOR MANAGEMENT**

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and/or related party transactions in public disclosure documents of our Company; (iv) formulating the regulations and management regulations in relation to our connected transactions and related party transactions; and (v) proposing to our Board for approval after deliberation of the connected transactions and related party transactions. The risk management committee comprises one executive Director and two independent non-executive Directors, namely Mr. Luan Xiaolong, Ms. Liu Xiaoye and Mr. Wei Yi. Ms. Liu Xiaoye is the chairlady of the committee.

### **ESG committee**

We have established a ESG committee according to our ESG strategies and policy. The primary duties of the ESG committee are to support our Board in formulating ESG policy and strategies, monitoring ESG issues, reviewing and evaluating sustainability performance, setting metrics and targets, preparing ESG report and making recommendations to our Board. The ESG committee comprises two executive Directors and two independent non-executive Directors, namely Mr. Luan Xiaolong, Mr. Luan Linjiang, Mr. Wei Yi and Mr. Tian Qiang. Mr. Luan Xiaolong is the chairman of the committee.

### **COMPENSATION OF DIRECTORS AND MANAGEMENT**

Our Directors and members of our senior management receive compensation from our Company in the form of salaries, bonuses and other benefits in kind such as contributions to pension plans.

For the years ended 31 December 2019, 2020 and 2021 and the four months ended 30 April 2022, the aggregate amount of emoluments, salaries, allowances, discretionary bonus, defined contribution retirement plans and other benefits in kind (if applicable) paid by us to our Directors (in their role as senior management and employee before their appointment as Directors) were approximately RMB144,000, RMB137,000, RMB160,000 and RMB56,000 respectively. During the Track Record Period, none of our Directors have waived any remuneration.

For the years ended 31 December 2019, 2020 and 2021 and the four months ended 30 April 2022, the aggregate remuneration (including wages, salaries, bonuses, pension costs, housing funds, medical insurance and other social insurances) paid to the five highest paid individuals of our Company were approximately RMB483,000, RMB513,000, RMB626,000 and RMB155,000, respectively.

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

Under the arrangements currently in force, we estimate the aggregate emoluments (excluding any discretionary bonus or other fringe benefits) payable by our Group to our Directors for the year ending 31 December 2022 are expected to be approximately RMB286,000.

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Save as disclosed above, during the Track Record Period, no other amounts have been paid or payable by us or any of our subsidiaries to our Directors or the five highest remuneration individuals.

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

For remuneration details of all directors as well as information on the highest paid individuals during the Track Record Period, please refer to Notes 9(a) and 33 to the Accountant’s Report as set out in Appendix I to this document.

### **COMPLIANCE ADVISER**

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

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

The term of appointment of our Compliance Adviser shall commence on the [REDACTED] and is expected to end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED].

### **BOARD DIVERSITY POLICY**

Our Board has adopted a board diversity policy in accordance with Rule 13.92 of the Listing Rules. With a view to achieving sustainable and balanced development, we are committed to increasing diversity in our Board in order to bring in innovation, fresh and broad business perspectives and enhance the decision-making process of our Board. Our Board is of the view that having diversity will help our Company better understand and meet the needs of the customers and maintain our competitive advantages in the natural gas industry.

## **DIRECTORS AND SENIOR MANAGEMENT**

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Selection of Director candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy and contribution that the selected candidates may bring to our Board, and candidates will be considered against objective criteria, having due regard to the benefits of diversity to our Board. Our nomination committee will monitor the implementation of our Board diversity policy on an ongoing basis. It shall report annually, in our corporate governance report, on our Board’s composition under diversified perspectives together with a summary of our Board diversity policy, the measurable objectives for implementing this policy and the progress of achieving our objectives to achieve Board diversity.

In compliance with our Board’s diversity policy, our Board currently comprises members from diverse gender, age, cultural and educational background. Our Board comprises six members, including one female Director and five male Directors with a balanced mix of knowledge and skills in various aspects of business management. We have three independent non-executive Directors who have different industry backgrounds, including accounting, legal and business operation. Furthermore, our Board has a relatively wide range of ages, ranging from 30 to 69 years old. Taking into account our business model and specific needs and also the above (including our presence of one female Director out of a total of six Directors), we consider that the composition of our Board satisfies our board diversity policy.

After [REDACTED], our Group will continue to maintain gender diversity through measures implemented by our nomination committee in accordance with our board diversity policy. Within our Group, we conduct performance appraisals periodically by which we may identify and select female employees with a diverse range of knowledge, skills and experiences in different fields who are qualified to become our Board members. We are committed to promote our gender diversity continuously, from the Board downwards to workforce level, by (i) continuing to make appointments based on merits with reference to board diversity as a whole; (ii) by recruiting staff of different gender at all levels of our Group; (iii) providing career development opportunities and more resources in training female staff with the aim of promoting them to the senior management or board of our Company. After [REDACTED], we will maintain at least one female Director and at least 15% female representation in our Board.