

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board of Directors comprises seven Directors, including one executive Director, three non-executive Directors and three independent non-executive Directors. The following table sets forth information regarding our current Directors.

Name	Age	Position	Date of appointment as Directors	Time of joining our Group	Responsibilities	Relationship with other Directors and senior management
Directors						
Mr. ZHOU Hongyi (周鴻禕)	52	Chairman of the Board, non-executive Director	June 2021	April 2019	Overall strategy planning, corporate governance and business direction of our Group	None
Ms. YU Dan (于丹)	45	Executive Director, chief executive officer	July 2021	March 2017	Overall strategy planning, corporate governance, business direction, and business management of our Group	None
Mr. CHEN Shengmin (陳勝敏)	51	Non-executive Director	July 2021	September 2017	Providing guidance and advice on the business strategies of our Group	None
Mr. ZHAO Dan (趙丹)	42	Non-executive Director	July 2021	August 2020	Providing guidance and advice on the business strategies of our Group	None
Mr. CHEN Weiguang (陳偉光)	58	Independent non-executive Director	November 21, 2022	November 21, 2022	Supervising and providing independent opinion to our Board	None
Mr. LI Bing (李冰)	52	Independent non-executive Director	November 21, 2022	November 21, 2022	Supervising and providing independent opinion to our Board	None
Ms. QIAN Aimin (錢愛民)	52	Independent non-executive Director	November 21, 2022	November 21, 2022	Supervising and providing independent opinion to our Board	None

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Save as disclosed below, none of the Directors had held any directorships in listed companies during the three years immediately prior to the Latest Practicable Date, there is no other information in respect of the Directors to be disclosed pursuant to Rules 13.51(2)(a) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of Shareholders or potential investors.

Executive Director and Non-executive Directors

Mr. ZHOU Hongyi (周鴻禕), aged 52, is a non-executive Director and our chairman of the Board, appointed in June 2021. He is primarily responsible for overall strategy planning, corporate governance and business direction of our Group. Mr. Zhou joined our Group in April 2019 and has served as the chairman of the board at Huafang Technology and Mijing Hefeng since April 2019 and September 2020, respectively.

Prior to joining our Group, Mr. Zhou has served as the chairman of the board and the general manager at 360 Security Technology Inc. (三六零安全科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601360), since February 2018, and the chief executive officer at Qihoo 360 Technology Co., Ltd., a company previously listed on New York Stock Exchange since August 2006. Mr. Zhou has also been a director and the chairman of the board of directors of 360 DigiTech, Inc. (“360 DigiTech”), a company listed on NASDAQ (QFIN.NASDAQ) and expected to be listed on the Stock Exchange (stock code: 3660) according to the document of 360 DigiTech dated November 18, 2022, since July 25, 2016 and since September 2018, respectively. He also served as a director at Opera Limited, a company listed on NASDAQ (OPRA.NASDAQ) from November 2016 to October 2022 and the chairman of the board at Qihoo 360 Technology Co., Ltd. between March 2011 and July 2016, respectively. Prior to that, Mr. Zhou worked at IDG Ventures Capital.

Mr. Zhou graduated from Xi’an Jiaotong University (西安交通大學) with a bachelor’s degree in computer software in 1992. He further obtained a master’s degree in system engineering from Xi’an Jiaotong University in June 1995.

Ms. YU Dan (于丹), aged 45, is the executive Director, appointed in July 2021 and the chief executive officer, appointed in March 2017. Ms. Yu is primarily responsible for overall strategy planning, corporate governance, business direction, and business management of our Group. Ms. Yu joined our Group in March 2017 and has served several positions in our Group, including serving as the chief executive officer and co-founder at Mijing Hefeng since March 2017, as the chief executive officer at Huafang Technology since October 2020 and as the executive director and the general manager at Chengdu Huayang Technology Co., Ltd. (成都花漾科技有限公司) since April 2019.

Prior to joining our Group, Ms. Yu worked as a senior director at Tianjin Qisi Technology Co., Ltd. (天津奇思科技有限公司) (currently known as 360 Technology Group Co., Ltd. (三六零科技集團有限公司)) from January 2016 to February 2017. She also worked as the chief executive editor at Baidu Online Network Technology (Beijing) Co., Ltd. (百度在線網絡技術(北京)有限公司) from November 2011 to July 2015.

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Ms. Yu graduated from Xi’an Jiaotong University with a bachelor’s degree in business administration in July 2000. She further obtained a master’s degree in business administration from Xi’an Jiaotong University in April 2003.

Mr. CHEN Shengmin (陳勝敏), aged 51, is a non-executive Director, appointed in July 2021, and is primarily responsible for providing guidance and advice on the business strategies of our Group. Mr. Chen joined our Group in September 2017 and has served as a director at Huafang Technology since September 2017 and as a director at Mijing Hefeng since September 2020.

Prior to joining our Group, Mr. Chen has served as the chief financial officer at Songcheng Performance since July 2007. Mr. Chen also served as a financial manager at Hangzhou Songcheng Landscape Real Estate Co., Ltd. (杭州宋城景觀房地產有限公司) from March 2005 to July 2007. He worked as the senior accountant of finance department and the finance manager at Hangzhou Leyuan Co., Ltd. (杭州樂園有限公司) from March 2002 to March 2004 and from April 2004 to February 2005, respectively.

Mr. Chen graduated from China University of Radio and Television (中央廣播電視大學) (currently known as The Open University of China (國家開放大學)) with an associate degree in accounting in July 2005. He obtained the certificate of board secretary granted by Shenzhen Stock Exchange in May 2017.

Mr. ZHAO Dan (趙丹), aged 42, is a non-executive Director, appointed in July 2021, and is primarily responsible for providing guidance and advice on the business strategies of our Group. Mr. Zhao joined our Group in August 2020 and has served as a director at Huafang Technology since August 2020.

Mr. Zhao has been a non-executive director at 360 Ludashi Holdings Limited (360魯大師控股有限公司), a company listed on the Stock Exchange (stock code: 03601), since June 2020 and a director at 360 DigiTech since May 2020. Mr. Zhao has also been the vice president at 360 Technology Group Co., Ltd. (三六零科技集團有限公司) since January 2013. Prior to that, Mr. Zhao worked as a senior manager at Alibaba (China) Co., Ltd. (阿里巴巴(中國)有限公司) from November 2007 to January 2013. He also worked as an assistant manager at KPMG Huazhen LLP (畢馬威華振會計師事務所(特殊普通合伙)) from September 2006 to November 2007.

Mr. Zhao graduated from University of Shanghai for Science and Technology (上海理工大學) with a bachelor’s degree in international business management in July 2002. He further obtained a master’s degree in international business and economics at University of Konstanz, Germany in December 2004. He obtained a professional qualification of Certified Internal Auditor in November 2008.

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Independent Non-executive Directors

Mr. CHEN Weiguang (陳偉光), aged 58, is our independent non-executive Director, appointed in November 21, 2022, and is primarily responsible for supervising and providing independent opinion to our Board.

Mr. Chen served multiple positions at Zhejiang Branch of Industrial and Commercial Bank of China (中國工商銀行浙江省分行), including serving as the general manager of evaluation and analysis department from September 2017 to January 2021, as the general manager of credit approval department from September 2006 to September 2017 and serving as other positions, including the director, the deputy director, the assistant director and the officer of credit approval division from March 1998 to September 2006.

Mr. Chen obtained a bachelor’s degree in finance from Hangzhou University (杭州大學) (currently known as Zhejiang University (浙江大學)) in June 1996.

Mr. LI Bing (李冰), aged 52, is our independent non-executive Director, appointed in November 21, 2022, and is primarily responsible for supervising and providing independent opinion to our Board.

Mr. Li has served as the dean at New Silk Road School of Fashion Design and Physical Education of Haikou University of Economics (海口經濟學院新絲路時尚•體育學院) since April 2020, as a chairman of the board at New Silk (Beijing) Culture Promotion Co., Ltd. (新絲路(北京)文化傳播有限公司) since May 2016 and as the chairman of the board at Shenzhen Hongcheng Capital Holding Co., Ltd. (深圳宏成資本控股有限公司) since March 2016. Prior to that, Mr. Li served as the chairman of the board at Shenzhen Yan Tian Port Holdings Co., Ltd. (深圳市鹽田港股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000088) from June 2010 to April 2016. He also served several positions at Shenzhen Energy Group Co., Ltd. (深圳能源集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000027), including serving as the deputy secretary of party committee, the director and the general manager from November 2007 to May 2010. He worked as the chairman of the board at Shenzhen Energy Finance Co., Ltd. (深圳能源財務有限公司) from September 2007 to April 2011.

Mr. Li graduated from Shenyang College of Technology (瀋陽工業學院) (Currently known as Shenyang Ligong University (瀋陽理工大學)) with a bachelor’s degree in mechanical design and manufacturing in July 1993. He further obtained an EMBA degree in advanced business administration from Peking University in January 2006.

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Ms. QIAN Aimin (錢愛民), aged 52, is our independent non-executive Director, appointed in November 21, 2022, and is primarily responsible for supervising and providing independent opinion to our Board.

Ms. Qian has been a professor of accounting at the University of International Business and Economics (對外經濟貿易大學) since September 1995.

Ms. Qian was also appointed as an independent director of the following listed companies in China:

Company name	Place of listing and stock code	Period of time
Minsheng Holdings Co., Ltd. (民生控股股份有限公司)	Shenzhen Stock Exchange (stock code: 000416)	from May 2017 to April 2019 and from May 2011 to December 2015
TBEA Co., Ltd. (特變電工股份有限公司)	Shanghai Stock Exchange (stock code: 600089)	from June 2012 to August 2016
LandOcean Petroleum and Natural Gas Technology Service Co., Ltd. (恒泰艾 普石油天然氣技術服務股 份有限公司) (currently known as LandOcean Energy Services Co., Ltd. (恒泰艾普集團股份有限公 司))	Shenzhen Stock Exchange (stock code: 300157)	from May 2011 to December 2015
Zhejiang Addison Fluid Control Co., Ltd. (浙江艾 迪西流體控制股份有限公 司) (currently known as STO Express Co., Ltd. (申通快遞股份有限公司))	Shenzhen Stock Exchange (stock code: 002468)	from August 2009 to September 2014
Qifeng New Material Co., Ltd. (齊峰新材料股份有限 公司)	Shenzhen Stock Exchange (stock code: 002521)	from December 2008 to January 2011
Gree Electric Appliances Inc. of Zhuhai (珠海格力 電器股份有限公司)	Shenzhen Stock Exchange (stock code: 000651)	from June 2008 to May 2014

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Ms. Qian graduated from China Textile University (中國紡織大學) (currently known as Donghua University (東華大學)) with a bachelor’s degree in engineering in July 1992. She obtained a master’s degree in economics from Liaoning University (遼寧大學) in June 1995. She further obtained a doctorate degree in economics from the University of International Business and Economics in January 2010. Ms. Qian was accredited as a certified public accountant by the Chinese Institute of Certified Public Accountants in July 2011. She was selected as a member of Accounting Education Professional Committee of the Accounting Society of China (中國會計學會會計教育專業委員會) in 2015 and a member of Accountant Master Training Project (會計名家培養工程) by the Ministry of Finance of the People’s Republic of China in 2019.

Legal Proceedings Involving One Director

Background

Mr. ZHOU Hongyi (“Mr. Zhou”), our non-executive Director and our chairman of the Board, has been named as a defendant in an ongoing securities class action lawsuit (the “Lawsuit”) filed by certain investors against Qihoo 360 Technology Co., Ltd. (“360 Technology”), a company previously listed on New York Stock Exchange since August 2006, and other individual defendants, namely *Altimeo Asset Management v. Qihoo 360 Technology Co., Ltd. et al, No. 1:19-cv-10067* (the “Qihoo Class Action”) in the United States District Court for the Southern District of New York (“NYSD Court”). Mr. Zhou served as the chairman of board of directors of 360 Technology from March 2011 to July 2016 and has been the chief executive officer of 360 Technology since August 2006. As of the Latest Practicable Date, apart from the Qihoo Class Action, we were not aware of any other regulatory investigation or litigation in the United States that is against or involves Mr. Zhou.

In the Qihoo Class Action, the plaintiffs seek monetary damages for allegedly suffered damage as a result of alleged false and misleading statements in the public disclosure documents of 360 Technology (including certain proxy materials and other transaction-related filings) in connection with its going-private transaction in 2016. On August 14, 2020, NYSD Court dismissed the complaint filed by the lead plaintiff. On September 10, 2020, the lead plaintiff appealed to the United States Court of Appeals for the Second Circuit. On November 24, 2021, the United States Court of Appeals for the Second Circuit vacated the dismissal and remanded to the NYSD Court for further proceedings. On April 29, 2022, Mr. Zhou filed a motion to dismiss.

As of the Latest Practicable Date, to the best of our knowledge, the Qihoo Class Action is in the preliminary stage and pending for further procedures, and the Court has not ruled on the substance of the plaintiff’s claims in respect of the Qihoo Class Action.

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Director’s suitability

Mr. Zhou confirmed that he has consistently acted in good faith when discharging his duties and responsibilities as a director and chief executive officer of 360 Technology and to the best of his knowledge, had not directly or indirectly induced any act that may constitute misconduct in management, or a breach of fiduciary duties under any applicable securities laws, acts or regulations. Mr. Zhou and his litigation counsel in respect of the Qihoo Class Action believe that the Qihoo Class Action is without merit and should be dismissed as a matter of law, and Mr. Zhou and 360 Technology intend to defend the Qihoo Class Action vigorously.

Mr. Zhou joined our Group in April 2019 and has served as the chairman of the Board since then. Given that (1) Mr. Zhou has consistently acted in good faith in the interests of our Company when serving as our non-executive Director and has duly applied his extensive experiences and profound resources to support our development; (2) as advised by Mr. Zhou’s litigation counsel, the Qihoo Class Action has no merit, and has no bearing on Mr. Zhou’s suitability as a director in public companies; (3) based on the background check and litigation searches conducted by an independent third party, we are not aware of any other ongoing disputes, litigations or regulatory disciplinary actions or investigations against Mr. Zhou, our Directors are of the view that the Qihoo Class Action does not impact Mr. Zhou’s integrity or his suitability to serve as a Director of our Company under Rules 3.08 and 3.09 of the Listing Rules.

Impact on our Company

Our Directors believe that the Qihoo Class Action is not uncommon among companies listed in the United States and is in the preliminary stage. Given that (1) the Qihoo Class Action does not involve any companies within our Group; and (2) Mr. Zhou, as a non-executive Director of our Company, has not participated in the day-to-day management of our Company, our Directors do not believe that the Qihoo Class Action will have any material adverse impact on the business and/or operations of our Group despite the uncertainty of their outcomes. After due consideration of (i) the currently available information in relation to the Qihoo Class Action, (ii) the views of our Directors and (iii) relevant independent due diligence work conducted, the Joint Sponsors are not aware of any material findings from the independent due diligence work conducted that would reasonably cause the Joint Sponsors to disagree with the views of our Directors as set out above. Our Company will closely monitor the developments of the Qihoo Class Action and will review the above should the facts change, new information become available or the cases proceed further.

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SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of our business. The following table sets forth information regarding the senior management members of our Company:

Name	Age	Position	Date of appointment as senior management	Time of joining our Group	Responsibilities	Relationship with other Directors and senior management
Ms. YU Dan (于丹)	45	Executive Director, chief executive officer	March 2017	March 2017	Overall strategy planning, corporate governance, business direction, and business management of our Group	None
Mr. TAO Sha (陶沙)	30	Chief innovation officer	December 2020	August 2014	Overall management of our business and overseeing innovation strategies and overseas business of our Group	None
Mr. JIAO Yang (焦陽)	37	Vice president and joint company secretary	April 2020	April 2020	Overall strategic planning and overseeing the financial and legal matters of our Group	None
Mr. LIU Kaiyin (劉鑑寅)	36	Vice president	December 2016	December 2016	Overall strategy planning, business management and development of <i>Huajiao</i>	None
Mr. WANG Wangji (王望記)	37	Vice president	July 2015	February 2009	Overall strategy planning, business management and development of <i>6.cn</i>	None
Mr. TANG Geng (唐賡)	45	Vice president	July 2016	July 2016	Overseeing the technological affairs of our Group	None

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Save as disclosed below, none of the senior management had held any directorships in listed companies during the three years immediately prior to the Latest Practicable Date, there is no other information in respect of the senior management to be disclosed pursuant to Rule 13.51(2)(a) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of Shareholders or potential investors.

Ms. YU Dan (于丹), aged 45, is our executive Director and chief executive officer. See “— Board of Directors” for her biographical details.

Mr. TAO Sha (陶沙), aged 30, is our chief innovation officer, appointed in December 2020. He is primarily responsible for overall management of our business and overseeing innovation strategies and overseas business of our Group. Mr. Tao joined our Group in August 2014 and has served as a director of EXU INC. since August 2014.

Mr. Tao enrolled at Rose-Hulman Institute of Technology majoring in Computer Science in 2010. Mr. Tao was named on the Forbes China 30 Under 30 List – Consumer Technology 2017 (2017福布斯中國30位30歲以下精英榜), Forbes Asia 30 Under 30 List – Consumer Technology 2018 (2018福布斯亞洲30位30歲以下精英榜) and Hurun China Top Under 30s 2019 (2019胡潤30歲以下創業領袖).

Mr. JIAO Yang (焦陽), aged 37, is our vice president, appointed in April 2020. He is primarily responsible for overall strategic planning and overseeing the financial and legal matters of our Group. Mr. Jiao joined our Group in April 2020 and has served as a vice president and the secretary of the Board of our Group since April 2020.

Prior to joining our Group, Mr. Jiao served as the senior vice president at ORIX Asia Capital Limited (歐力士亞洲資本有限公司). He worked as a vice president at Lianxin Strategic Investment Management (Beijing) Co., Ltd. (聯信策為投資管理(北京)有限責任公司) from August 2015 to February 2018. He also worked as a vice president at Huatai United Securities Co., Ltd. (華泰聯合證券有限責任公司) from June 2013 to August 2015, and a senior associate at Beijing Branch of KPMG Advisory (China) Limited (畢馬威企業諮詢(中國)有限公司北京分公司) from January 2012 to June 2013.

Mr. Jiao graduated from Shanghai Jiao Tong University (上海交通大學) with a bachelor’s degree in economics in July 2008. He further obtained a master’s degree in Business Analytics and Consulting from University of Warwick in November 2010 and a master’s degree in Strategic Marketing from University of Glasgow in December 2009. He was recognized as the Chartered Financial Analyst by Chartered Financial Analyst Institution in September 2016.

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Mr. LIU Kaiyin (劉鏜寅), aged 36, is our vice president, appointed in December 2016. He is primarily responsible for overall strategy planning, business management and development of *Huajiao*. Mr. Liu joined our Group in December 2016 and has served as the chief operation officer at Mijing Hefeng since December 2016.

Prior to joining our Group, Mr. Liu served as the senior operations manager at Beijing Star World Technology Company Ltd. (北京世界星輝科技有限責任公司) from June 2009 to November 2016.

Mr. Liu obtained an associate degree in computer from Beijing Institute of Translation Studies (北京翻譯研修學院) (previously known as Northern Institute of Business Management (北方工商管理研修學院)) in July 2010.

Mr. WANG Wangji (王望記), aged 37, is our vice president, appointed in July 2015. He is primarily responsible for overall strategy planning, business management and development of *6.cn*. Mr. Wang joined our Group in February 2009 and has served as various positions at Huafang Technology since February 2009 including serving as senior engineer from February 2009 to June 2015, vice president from July 2015 to October 2020, chief operation officer from November 2020 to December 2020 and president of *6.cn* since January 2021. Mr. Wang has also served as the executive director and general manager of Beijing Huafang Canlan Technology Co., Ltd. (北京花房燦爛科技有限公司) and Tianjin Maijike Network Technology Co., Ltd. (天津邁即刻網絡科技有限公司) since January 2022.

Prior to joining our Group, Mr. Wang worked at Beijing Haoke Technology Co., Ltd. (北京浩科科技有限公司) from September 2008 to January 2009.

Mr. Wang graduated from Jiangxi Modern Polytechnic College (江西現代職業技術學院) with an associate degree in computer network and multimedia in July 2006.

Mr. TANG Geng (唐廣), aged 45, is our vice president, appointed in July 2016. He is primarily responsible for overseeing the technological affairs of our Group. Mr. Tang joined our Group in July 2016 and served as the technology director at Mijing Hefeng from July 2016 to December 2020 and vice president at Mijing Hefeng from January 2021 to March 2021.

Prior to joining our Group, Mr. Tang served as the director of technology department at Beijing Qihu Technology Co., Ltd. (北京奇虎科技有限公司) from May 2015 to June 2016. He worked at Mobei Magic Beijing Information Technology Co., Ltd. (摩比神奇(北京)信息技術有限公司) from August 2013 to April 2015. He also worked as a senior technical manager at Youku Network Technology (Beijing) Co., Ltd. (優酷網絡技術(北京)有限公司) (previously known as Verge Internet Technology (Beijing) Co., Ltd. (合一網絡技術(北京)有限公司)) from March 2012 to February 2014. He served as the director of technology department and the director of sales department at Beijing XiliCentury Corporation (北京曦力世紀軟件信息技術有限公司) from July 2008 to August 2011.

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Mr. Tang graduated from North China University of Technology (北方工業大學) with a bachelor’s degree in industrial automation in July 2000. He further obtained a doctorate degree in business administration from Victoria University, Switzerland in November 2011.

JOINT COMPANY SECRETARIES

Mr. JIAO Yang (焦陽), aged 36, is our vice president and one of our joint company secretaries. See “— Senior Management” for his biographical details.

Ms. Lai Janette Tin Yun (賴天恩), aged 34, was appointed as one of our joint company secretaries in October 2021.

Ms. Lai has over 10 years of experience in the corporate secretarial field. She has been a core team member for providing company secretarial services to several companies listed on the Stock Exchange since 2012.

Ms. Lai is currently the company secretary of Goldstream Investment Limited (stock code: 1328).

Ms. Lai graduated from Hong Kong Shue Yan University with a bachelor’s degree in accounting on July 22, 2011. She is a Chartered Secretary, a Chartered Governance Professional and an associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

BOARD COMMITTEES

Audit Committee

Our Company has established an Audit Committee on November 22, 2022, with effect from the [REDACTED], with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The Audit Committee consist of three members, namely Ms. QIAN Aimin, Mr. LI Bing and Mr. CHEN Shengmin. Ms. QIAN Aimin has been appointed as the chairman of the Audit Committee. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of our Group, oversee the audit process, review and oversee the existing and potential risks of our Group and perform other duties and responsibilities as assigned by our Board.

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Remuneration Committee

Our Company has established a Remuneration Committee on November 22, 2022, with effect from the [REDACTED], with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The Remuneration Committee has three members, namely Mr. CHEN Weiguang, Ms. QIAN Aimin and Ms. YU Dan. Mr. CHEN Weiguang has been appointed as the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee are to establish and review the policy and structure of the remuneration for our Directors and senior management and make recommendations on employee benefit arrangement.

Nomination Committee

Our Company has established a Nomination Committee on November 22, 2022, with effect from the [REDACTED], with written terms of reference in compliance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The Nomination Committee consists of three members, namely Mr. ZHOU Hongyi, Mr. CHEN Weiguang and Mr. LI Bing. Mr. ZHOU Hongyi has been appointed as the chairman of the Nomination Committee. The primary duties of the Nomination Committee are to make recommendations to our Board on the appointment and removal of Directors of our Company.

BOARD DIVERSITY

We have adopted our board diversity policy which sets out the objective and approach to achieve and maintain diversity on our Board in order to enhance the effectiveness of our Board. Our board diversity policy provides that our Company should endeavor to ensure that our Board members have the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy, and when nominate and appoint a Director, with the assistance of the nomination committee, the Board will consider a number of factors to diversify our board composition, including but not limited to professional experience, skills, knowledge, gender, age, cultural and educational background, ethnicity, length of service and the potential contributions that the candidate is expected to bring to our Board, in order to better serve the needs and development of our Company. All Board appointments will be based on merits and candidates will be considered against objective criteria, having due regard to the benefits of diversity to our Board.

Upon [REDACTED], our Board will comprise seven members, including one executive Director, three non-executive Directors and three independent non-executive Directors. Our Directors have a balanced mix of knowledge, skills, gender, perspectives and experience, including computer software, business administration, accounting, finance, mechanical design and manufacturing, and engineering. They obtained professional and academic qualifications including certificate of board secretary, professional qualification of Certified Internal Auditor, certified public accountant. In addition, each of Ms. Yu Dan, our executive Director and chief

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executive officer and Ms. Qian Aimin, our independent non-executive Directors is a female. Taking into account our existing business model and specific needs as well as the different background of our Directors, the composition of the Board satisfies our board diversity policy.

Our Company aims to maintain at least one female representation in our Board. We will maintain a focus on gender diversity when recruiting staff at mid to senior level so as to develop a pipeline of potential female successors to our Board. Our Group also plan to provide career opportunities and training programs to female employees whom we consider to have the suitable experience, skills and knowledge of our operation and business. We confirm that our nomination committee will use its best efforts to identify and recommend female candidates to our Board for consideration on the appointment as Director of our Company and the nomination committee of our Company will assess the diversity of the Board composition regularly.

Our nomination committee is delegated by our Board to be responsible for compliance with relevant codes governing board diversity under the Corporate Governance Code. After the [REDACTED], our nomination committee will review our board diversity policy and evaluate the implementation of the board diversity policy from time to time to ensure its continued effectiveness and we will disclose in our corporate governance report about the implementation of our board diversity policy on an annual basis.

CORPORATE GOVERNANCE

We aim to achieve high standards of corporate governance which are crucial to our development and safeguard the interests of our Shareholders. In order to accomplish this, we expect to comply with all the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

DIRECTORS’ REMUNERATION

Our Directors and members of our senior management receive remuneration from our Company in the form of fees, salaries, contributions to pension schemes, discretionary bonuses, allowances and other benefits in kind.

The aggregate amount of remuneration our Directors have received (including fees, salaries, contributions to pension schemes, discretionary bonuses, allowances and other benefits in kind) for the three years ended December 31, 2021 and the five months ended May 31, 2022 was approximately RMB7.3 million, RMB8.2 million, RMB31.8 million and RMB5.7 million, respectively. It is estimated that remuneration and benefits in kind (excluding discretionary bonus and any options granted pursuant to share incentive schemes) equivalent to approximately RMB12.9 million in aggregate will be paid and granted to our Directors by us in respect of the financial year ending December 31, 2022 under arrangements in force as of the date of this document.

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The five highest paid individuals of our Group for the three years ended December 31, 2021 and the five months ended May 31, 2022 included one, one, one and one Director, respectively, whose emolument is included in the aggregate amount we paid to the relevant Directors set out above. For the three years ended December 31, 2021 and the five months ended May 31, 2022, the aggregate amount of emolument paid to the remaining four, four, four and four highest paid individuals who are not Directors of our Group were RMB5.1 million, RMB7.8 million, RMB34.8 million and RMB9.9 million, respectively.

During the Track Record Period, no remuneration was paid by us to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office. Further, none of our Directors had waived any remuneration during the same period.

See the section headed “Appendix IV — Statutory and General Information — D. [REDACTED] Share Option Scheme” for details regarding the incentive plan for our senior management.

Save as disclosed above, no other payments have been paid, or are payable, by our Group to our Directors or the five highest paid individuals of our Company during the Track Record Period.

Our Board will review and determine the remuneration and compensation packages of our Directors and senior management on which, following the [REDACTED], advice will be received from the remuneration committee taking into account salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of our Group.

COMPETITION

Each of the Directors confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which materially competes or is likely to compete, directly or indirectly, with our business, and requires disclosure under Rule 8.10 of the Listing Rules.

COMPLIANCE ADVISOR

We have appointed Goldlink Capital (Corporate Finance) Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance advisor will advise us in the following circumstances:

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

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

The term of the appointment will commence on the [REDACTED] and end on the date on which we distribute the annual report of the first full financial year commencing after the [REDACTED] and such appointment may be subject to extension by mutual agreement.