

## DIRECTORS AND SENIOR MANAGEMENT

### BOARD OF DIRECTORS

Our Board consists of seven Directors, with one executive Director, three are non-executive Directors and three are independent non-executive Directors. Our Board is responsible for, and has general powers for, the management and conduct of our business.

The table below sets out certain information in respect of the members of the Board.

Name	Position	Age	Date of appointment as Director	Time of joining the Group	Role and responsibility	Relationship with other Directors and senior management
Gong Zhaolong (龔兆龍)	Chairman, Executive Director, chief executive officer, Key Founder	58	October 9, 2019	January 30, 2018	Overall strategic planning, business direction and operational management	N/A
Zhu Pai (朱湃)	Non-executive Director	30	June 23, 2021	June 23, 2021	Participating in decision-making in respect of major matters such as corporate and business strategies	N/A
Zhou Feng (周峰)	Non-executive Director	40	October 9, 2019	October 9, 2019	Participating in decision-making in respect of major matters such as corporate and business strategies	N/A
Chen Yawen (陳雅雯)	Non-executive Director	31	July 12, 2022	July 12, 2022	Participating in decision-making in respect of major matters such as corporate and business strategies	N/A

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Name	Position	Age	Date of appointment as Director	Time of joining the Group	Role and responsibility	Relationship with other Directors and senior management
Li Jin	Independent Non-executive Director	57	June 25, 2021 (with effect from [REDACTED])	June 25, 2021	Supervising and providing independent judgment to our Board	N/A
Lin Tat Pang (連達鵬)	Independent Non-executive Director	66	June 25, 2021 (with effect from [REDACTED])	June 25, 2021	Supervising and providing independent judgment to our Board	N/A
Liu Xinguang (劉信光)	Independent Non-executive Director	60	June 25, 2021 (with effect from [REDACTED])	June 25, 2021	Supervising and providing independent judgment to our Board	N/A

The following sets forth the biographies of our Directors:

### Executive Director

**Gong Zhaolong (龔兆龍)**, the Key Founder of our Group, aged 58, has been a Director and chief executive officer since October 9, 2019 and was re-designated as an executive Director on June 25, 2021. Dr. Gong has been our chief executive officer since January 30, 2018, and the chairman of the Board since October 11, 2019. Dr. Gong is primarily responsible for the overall strategic planning, business direction and operational management of our Group. Dr. Gong also holds the following positions in the subsidiaries of our Group:

Name of subsidiary	Position(s)	Period
Full Goal Trading Limited	Director	November 2019 to present
Integral Lane Holdings Limited	Director	November 2019 to present
3DMed Hong Kong	Director	November 2019 to present
3DMed Beijing	Executive director	October 10, 2019 to present
3DMed Sichuan	Executive director and general manager	October 25, 2019 to present

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Name of subsidiary	Position(s)	Period
3D Medicines	Executive director and general manager	June 7, 2018 to present
	Chief executive officer	January 30, 2018 to present
3DMed Xuzhou	Executive director and general manager	November 24, 2020 to present
3DMed Shanghai	Executive director	October 10, 2019 to present
3dMed Qingdao	Executive director and general manager	June 11, 2021 to present

Dr. Gong has around 24 years of experience in the pharmaceutical industry. From October 1998 to March 2008, Dr. Gong worked as a new drug reviewer of the Centre for Drug Evaluation and Research in the United States FDA. Dr. Gong then served as a general manager of Beijing Labsay Luxem Pharmaceutical Technology Co., Ltd. (北京萊博賽路森藥物科技有限公司) from March 2012 to April 2013. From May 2013 to July 2014, he was new drug development and regulatory affairs vice president (新藥開發和藥政事務副總裁) of BeiGene (Beijing) Biotechnology Co., Ltd. (百濟神州(北京)生物科技有限公司), an indirectly wholly-owned subsidiary of BeiGene, Ltd. (“**BeiGene**”), which was subsequently listed on NASDAQ (stock code: BGNE) and the Stock Exchange (stock code: 6160). From September 2015 to January 2018, Dr. Gong worked at the Predecessor Holdco.

From September 2015 to August 2021, Dr. Gong served as an independent director of Shutaishen (Beijing) Biopharmaceutical Co., Ltd. (舒泰神(北京)生物製藥股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300204). Since July 2017, he has also served as an independent director of Shandong Jincheng Pharmaceutical Group Co., Ltd. (山東金城醫藥集團股份有限公司), a company also listed on the Shenzhen Stock Exchange (stock code: 300233).

Dr. Gong obtained his master’s degree in toxicology from Peking Medical College (北京醫科大學) (currently known as Peking University Health Science Center (北京大學醫學部)) in the PRC in July 1987. He proceeded to obtain his PhD in toxicology from New York University in the United States in September 1996. Dr. Gong is a member of various industry associations, including the China Advisory Committee of the Drug Information Association, the translational medical expert committee (轉化醫學專家委員會) of the Chinese Society of Clinical Oncology, the International Innovative Drug Supervision Professional Committee of the China Pharmaceutical Innovation and Research Development Association (中國醫藥創新促進會國際創新藥物監管專業委員會), an editorial board member of the Chinese Journal of New Drugs (中國新藥雜誌) and Progress in Pharmaceutical Sciences (藥學進展).

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### Non-executive Directors

**Zhu Pai (朱湃)**, aged 30, has been a Director since June 23, 2021 and was re-designated as a non-executive Director on June 25, 2021. He participates in decision-making in respect of major matters such as corporate and business strategies.

Mr. Zhu has around 6 years of experience in the asset management sector. From December 2016 to May 2018, he was the project manager of the asset management headquarters of Guosen Securities Co., Ltd (國信證券股份有限公司). From August 2016 to March 2021, Mr. Zhu has been a director of Shenzhen Jinbaihui Investment Management Co., Ltd. (深圳金柏匯投資管理有限公司). Mr. Zhu joined the Efung investment group in May 2018, and has been an authorized representative of the executive partner of Shenzhen Efung Investment Management Enterprise (Limited Partnership) (深圳市倚鋒投資管理企業(有限合夥)) since July 2018, an executive partner of Shenzhen Qiaoyue Entrepreneurship Center Enterprise (Limited Partnership) (深圳市喬悅創業中心企業(有限合夥)) since October 2019, an executive director and general manager of Shenzhen Efung Investment Group Co., Ltd. (深圳市倚鋒投資發展有限公司), and an executive director and general manager of Hainan Efung Junma Fund Management Co., Ltd. (海南倚鋒駿馬私募基金管理有限公司) since December 2020. He was also an executive director and general manager of Shenzhen Yixing Investment Management Co., Ltd. (深圳市倚鋒控股集團有限公司(曾用名:深圳易星投資管理有限公司)) from June 2018 to March 2021 and the supervisor of the foregoing company since March 2021, and a director of Shenzhen Tuwei Anchuang Technology Development Co., Ltd. (深圳市圖微安創科技開發有限公司) since May 2019. Since August 2020, he has been a director of Heyuan Biotechnology (Shanghai) Co., Ltd. (和元生物技術(上海)股份有限公司) a company listed on the Shanghai Stock Exchange STAR Market (stock code: 688238) since March 2022. Since December 2020, he has been a director of Shenzhen Shineng Ketai Energy Technology Co., Ltd. (深圳世能科泰能源技術股份有限公司).

Mr. Zhu obtained his bachelor’s degree in economics from University of California, San Diego in the United States in March 2016.

Set out below is a limited partnership established in the PRC which was dissolved when Mr. Zhu was its executive director:

<b>Name of the enterprise</b>	<b>Nature of business immediately before dissolution</b>	<b>Date of dissolution</b>	<b>Nature of dissolution</b>
Shenzhen Qiaoyue Entrepreneurship Center Enterprise (Limited Partnership) (深圳市喬悅創業中心企業(有限合夥))	Investment holding	February 9, 2022	Voluntary deregistration

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As confirmed by Mr. Zhu, the above deregistered limited partnership was solvent and in compliance with all relevant laws and regulations immediately before its dissolution, that there was no wrongful act on his part leading to the dissolution and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution and de-registration of the above limited partnership.

**Zhou Feng** (周峰), aged 40, has been a Director since October 9, 2019, and was re-designated as a non-executive Director on June 25, 2021. He participates in decision-making in respect of major matters such as corporate and business strategies.

Mr. Zhou has around 11 years of experience in corporate finance. From June 2011 to August 2013, he was an analyst of China International Capital Corporation Limited (中國國際金融有限公司). From August 2013 to June 2015, he was a senior fund manager at Sinopharm Capital Co., Limited (國藥資本管理有限公司). He was a vice president at Bank of America Merrill Lynch (Asia Pacific) Limited from May 2015 to June 2016 before joining Guoxin Venture Capital Management (Shenzhen) Co., Ltd. (國新風險投資管理(深圳)有限公司) as an executive director in May 2017.

Mr. Zhou obtained his bachelor’s degree in accounting from Fudan University (復旦大學) in July 2005.

**Chen Yawen** (陳雅雯), aged 31, has been a Director since July 12, 2022, and was re-designated as a non-executive Director on the same date. She participates in decision-making in respect of major matters such as corporate and business strategies.

Ms. Chen has involved herself in business incubation programmes and venture capital. For instance, from October 2018 to December 2020, she consulted and incubated projects with Xinli001.com (壹心理), a startup business providing online mental health services and networks for more than 20 million users in China. From 2020 to 2021, Ms. Chen served as an investment advisor at Waveray Capital (潮信投資), a China and US-based venture firm focusing on biomedical technology. Since February 2021, she has been an investment director of Fang Fund Partners (芳晟股權投資基金), primarily focused on sustainability investing.

Ms. Chen obtained her bachelor’s degree in computer science and art history from Carleton College in the United States in June 2015.

### Independent Non-executive Directors

**Li Jin**, aged 57, was appointed as an independent non-executive Director on June 25, 2021 (with effect from [REDACTED]). He is responsible for providing independent advice and judgment to our Board.

Dr. Li has been the chairman of the board and general manager of Beijing Orbiopharm Co., Ltd. (北京歐博方醫藥科技有限公司) since August 2015, chairman of the board and manager of Beijing Yuanbofang Co., Ltd. (北京元博方醫藥科技有限公司) since February 2014, and chairman of the board of Qingdao Orbiopharm Co., Ltd. (青島歐博方醫藥科技有限

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公司) since November 2013 and Qingdao Pet Love Animal Hospital Management Co., Ltd. (青島寵之愛動物醫院管理有限公司) since August 2018. He has also served as a director in Yaodu (Beijing) Medical Information Consulting Co., Ltd. (藥渡(北京)醫藥信息諮詢有限公司) since July 2017, and Beijing Zhongguancun Shangdi Biotechnology Development Co., Ltd. (北京中關村上地生物科技發展有限公司) since September 2021. Since December 2018, he has served as an independent director at Chengdu Easton Biopharmaceuticals Co., Ltd (成都苑東生物製藥股份有限公司), a company listed on the Shanghai Stock Exchange STAR Market (stock code: 688513).

Dr. Li obtained his Ph.D. in chemistry from the University of Wisconsin-Milwaukee in the United States in May 1999. He has published more than 25 papers and 14 book chapters in the chemistry field, and is the inventor of more than 30 patents. He also obtained the Fund Practicing Qualification Certificate (基金從業資格證) in September 2018 from the Asset Management Association of China (中國證券投資基金業協會), and the independent director certificate issued by the Shanghai Stock Exchange in November 2018.

**Lin Tat Pang (連達鵬)**, aged 66, was appointed as an independent non-executive Director on June 25, 2021 (with effect from [REDACTED]). He is responsible for providing independent advice and judgment to our Board.

Dr. Lin has 42 years of experience in accounting, finance and [REDACTED]. Dr. Lin served as assistant accountant, accounting manager and chief accountant in Sun Hung Kai Securities Limited during 1980 to 1988. He was an executive director at Sun Hung Kai Investment Services Limited and Sun Hung Kai Forex & Bullion Co. Limited from December 1989 to December 1992. From November 1990 to November 1992, he was the company secretary of Sun Hung Kai & Co. Limited (stock code: 86), a company listed on the Hong Kong Stock Exchange. Subsequently, he worked for Hong Kong Exchanges and Clearing Limited and the Hong Kong Stock Exchange between December 1992 and March 2013, and his last position was senior consultant to the [REDACTED], Listing & Regulatory Affairs Division of Hong Kong Exchanges and Clearing Limited.

Dr. Lin was an adjunct professor of Huazhong University of Science and Technology Law School (華中科技大學法學院) in the PRC from May 2009 to May 2012, and a visiting professor of the same university from December 2011 to December 2014. He was also a visiting professor of the Southwest University of Political Science and Law (西南政法大學) in the PRC from May 2012 to May 2015. From October 2015 to June 2020, he was a part-time lecturer at the Faculty of Business, the City University of Macau.

Dr. Lin also serves as an independent non-executive director of three companies listed on the Hong Kong Stock Exchange. He has been an independent non-executive director of China Aluminum Cans Holdings Limited (stock code: 6898) since June 2013, and that of Leadway Technology Investment Group Limited (formerly known as HNA Technology Investments Holdings Limited) (stock code: 2086) since December 2017, and that of CT Vision S.L. (International) Holdings Limited (stock code: 994) since June 2022.

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Dr. Lin obtained his Doctor of Law, Master of Law and Bachelor of Law from Peking University (北京大學) in the PRC in 2009, 1998 and 1992 respectively. He also completed his Postgraduate Certificate in Hong Kong Law in City University of Hong Kong (previously known as City Polytechnic of Hong Kong) in November 1993. Dr. Lin has been a member of the Hong Kong Institute of Certified Public Accountants since May 1983 and a fellow of the Association of Chartered Certified Accountants, United Kingdom since August 1987. He has been also a member of the Chartered Institute of Arbitrators, United Kingdom since February 2000.

**Liu Xinguang** (劉信光), aged 60, was appointed as an independent non-executive Director on June 25, 2021 (with effect from [REDACTED]). He is responsible for providing independent advice and judgment to our Board.

From October 1988 to September 1994, he worked as a civil servant in the Guangshan County Committee of the Communist Party in Henan Province. From October 1994 to November 1997, he was a reporter at Henan Economic Daily (河南經濟日報). From December 1997 to December 1999, he was the head of the news department at Henan Business Daily (河南商報), which belongs to Xinhua News Agency.

Mr. Liu has around 21 years of experience in investment banking and stock investments. From October 2001 to August 2003, he was a vice president of Bestar Investment Consultant Co., Ltd. (北京博星證券投資顧問有限公司). Since September 2004, he has been a vice president of Beijing Global Bank Securities Investment Co., Ltd. (北京環球銀證投資有限公司). From July 2014 to August 2020, he served as an independent director of Zhejiang Yinlun Machinery Co., Ltd (浙江銀輪機械股份有限公司), a company listed on the Shenzhen stock exchange (stock code: 002126). Since April 2019, he has been an independent director of Angel Yeast Co., Ltd. (安琪酵母股份有限公司), a company listed on the Shanghai stock exchange (stock code: 600298). Since October 2018, he has been an expert member of the Independent Board Committee of Association of Listed Companies (中國上市公司協會獨立董事委員會).

Mr. Liu obtained his college diploma in Chinese from Henan University in the PRC in June 1988. He obtained the Fund Practicing Qualification Certificate (基金從業資格證) in 2015 and the Securities Practitioner Qualification Certificate (證券從業資格證) in 2004 from the Asset Management Association of China (中國證券投資基金業協會).

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Set out below are companies established in the PRC which were dissolved during the period when Mr. Liu was a legal representative, director and/or management:

Name of the Company	Nature of business immediately before dissolution	Date of dissolution	Nature of dissolution
Shanxi Yutai Baoying International Trade Co., Ltd. (山西裕泰寶盈國際貿易有限公司)	Trade and commerce	July 25, 2018	Voluntary dissolution by shareholders
Beijing Yuda Rongtong Investment Consulting Co., Ltd. (北京裕達融通投資顧問有限公司)	Trade and commerce	October 22, 2009	Revocation of business license due to failure to renew business license
Beijing Zhongjin Yuda Investment Consulting Co., Ltd. (北京中金裕達投資顧問有限公司)	Trade and commerce	October 22, 2008	Revocation of business license due to failure to renew business license
Dandong Haohai Global Trade City Development Co., Ltd. (丹東昊海環球商貿城開發有限公司)	Trade and commerce	September 18, 2016	Voluntary dissolution by shareholders
Beijing China Financial Link Investment Consulting Co., Ltd. (北京中金融通投資顧問有限公司)	Trade and commerce	October 22, 2008	Revocation of business license due to failure to renew business license

As confirmed by Mr. Liu, the above companies were solvent and in compliance with all relevant laws and regulations immediately before their dissolutions and as far as he was aware, the dissolutions of the above companies have not resulted in any liability or obligation being imposed against him. As confirmed by Mr. Liu, the above companies whose business licenses had been revoked had no actual business operations at the material time and were at a non-operation status. Mr. Liu was not involved in the actual inspection of these procedures. The failure of these companies to go through the formality of annual inspection were due to the negligence of the then designated staff of these relevant companies, and was not due to any default on the part of Mr. Liu.



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### General

Our Directors have confirmed that:

- (1) save as disclosed in the section headed "Statutory and General Information – C. Further Information about Directors and Substantial Shareholders – 2. Particulars of Directors' Service Contracts and Letters of Appointment" in Appendix IV to this document, none of our Directors has any existing or proposed service contract with our Company or any of its subsidiaries other than contracts expiring or determinable by the relevant member of our Group within one year without payment of compensation (other than statutory compensation);
- (2) save as disclosed in the section headed "Statutory and General Information – C. Further Information about Directors and Substantial Shareholders – 1. Disclosure of Interests" in Appendix IV to this document and above, each of our Directors has no interests in the Shares within the meaning of Part XV of the SFO;
- (3) save as disclosed above, each of our Directors has not been a director of any other publicly listed company during the three years prior to the Latest Practicable Date and as of the Latest Practicable Date;
- (4) save as disclosed herein, other than being a Director of our Company, none of our Directors has any relationship with any other Directors, senior management of our Company or substantial shareholders of our Company; and
- (5) none of our Directors completed their respective education programs as disclosed in this section by way of attendance of long distance learning or online courses.

Except as disclosed in this document, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries:

- (1) there is no other matter with respect to the appointment of our Directors that need to be brought to the attention to the Shareholders as of the Latest Practicable Date; and
- (2) there is no other information relating to our Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules as of the Latest Practicable Date.

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### SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management and operation of our business. The table below sets out certain information in respect of the senior management of the Group.

Name	Position	Age	Date of appointment as senior management of our Group	Time of joining the Group	Role and responsibility	Relationship with other Directors and senior management
Gong Zhaolong (龔兆龍)	Chief executive officer	58	January 30, 2018	January 30, 2018	Overall strategic planning, business direction and operational management	N/A
Zhang Jing (張競)	Chief financial officer	48	August 28, 2020	August 28, 2020	Overall management of financial, fundraising and business development	N/A
Xiao Shen (肖申)	Chief strategy officer and chief medical officer	57	March 1, 2021	March 1, 2021	Directing and overseeing (i) company strategies and regulatory affairs and (ii) clinical research and development	N/A
Lin Yihui (林毅暉)	Head of the translational medical center	41	January 30, 2018	January 30, 2018	Directing and overseeing pre-clinical research and development	N/A
He Yue (何越)	Quality assurance senior director	45	August 1, 2019	January 30, 2018	Overseeing quality assurance of products	N/A

**Gong Zhaolong (龔兆龍)**, please refer to the paragraph headed “– Directors – Executive Director” in this section for details.

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**Zhang Jing (張競)**, aged 48, has been the chief financial officer of the Company since August 28, 2020, and is responsible for overall management of financial, fundraising and business development. Since August 28, 2020, she has served as the chief financial officer of the Company.

Ms. Zhang had almost 24 years of experience in financial management. After working in public accounting firms in the United States, including KPMG, on taxation and financial assurance from January 1999 to February 2005, Ms. Zhang took on management positions in several MNCs and was responsible for their internal audit and financial planning and analysis functions in the Asia region, as an auditor in the internal audit department of the headquarters and the director of China region at Anthem Inc., a renowned medical, health and insurance company in the U.S. and listed on the New York Stock Exchange (stock code: ANTM), from November 2006 to December 2012. From April 2015 to October 2019, she served multiple roles in United Technologies Corporation, a company listed on the New York Stock Exchange (stock code: UTX), and most recently as the regional chief financial officer in Hong Kong, Macau, Taiwan region and Guam regions. From November 2019 to July 2020, she was the chief financial officer at Miconvey Technologies Co, Ltd., a medical device company.

Ms. Zhang obtained her bachelor’s degree in medical nutrition from Yat-sen University of Medical Sciences (中山醫科大學) in the PRC in July 1995. She then obtained her master’s degree in accounting from the University of South Carolina in the United States in December 1998. She is a certified public accountant with the Washington State Board of Accountancy. She was also a Certified Information Systems Auditor (CISA) of the Information Systems Audit and Control Association from November 2007 to January 2011. Her audit projects were awarded the first prizes in US national competitions.

**Xiao Shen (肖申)**, aged 57, has been the chief strategy officer of the Company since March 1, 2021, and is responsible for directing and overseeing company strategies and regulatory affairs. Since September 16, 2022, Dr. Xiao has served as the chief medical officer of the Company, and is responsible for directing and overseeing clinical research and development.

Prior to joining our Group, Dr. Xiao was a doctor of General Hospital of Nanjing Military Region (南京軍區總醫院), chiefly responsible for treating kidney diseases. From September 2002 to March 2021, he was a reviewer in the United States Food and Drug Administration (the “FDA”). During his 19 years at the FDA, he was chiefly responsible for the review and approval of new drug applications.

Dr. Xiao obtained his master’s degree majoring in kidney diseases in September 1989 from the Shanghai Jiao Tong University School of Medicine (上海交大醫學院) in the PRC. He obtained his PhD in kidney physiology and cell biology from West Virginia University in the United States in August 1999.

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**Lin Yihui (林毅暉)**, aged 41, has been the head of translational medicine center of the Group since January 30, 2018 and the vice president (副總經理) of 3D Medicines since September 10, 2020, and is responsible for directing and overseeing the translational medical centre of the Group.

From May 2011 to January 2013, he was a scientist at GlaxoSmithKline plc, a company listed on the London Stock Exchange and the New York Stock Exchange (stock code: GSK). From February 2013 to January 2018, Dr. Lin worked at the Predecessor Holdco.

Dr. Lin obtained his bachelor’s degree in biology from University of Science and Technology of China (中國科學技術大學) in Anhui, the PRC in July 2002 and his doctorate degree in biology from the Shanghai Institute of Biochemistry, China Academy of Sciences (中國科學院上海生物化學與細胞生物學研究所) Shanghai, the PRC in March 2010.

**He Yue (何越)**, aged 45, has been the senior director of the quality management department of the Group since August 1, 2019, and is responsible for building a quality management system for the full life cycle of products and supervising its effective operation.

Mr. He has 13 years of experience in the pharmaceutical industry. From 2009 to 2012, he worked in Ronggang Biotechnology Consulting (Beijing) Co., Ltd. 榮港生技顧問(北京)有限公司. From 2010 to 2013, he served as the medical director of Baitai Biopharmaceutical Co., Ltd (百泰生物藥業有限公司). From 2013 to 2015, he was the clinical associate director of the clinical development department in BeiGene Biotechnology Co., Ltd. (百濟神州生物科技股份有限公司). Mr. He first joined our Group as the clinical operation director and was subsequently appointed as the quality assurance director of our Group in February 2018, and since then he has been in charge of clinical research and quality management of the Group. From July 2016 to January 2018, Mr. He worked at the Predecessor Holdco.

Mr. He obtained his bachelor’s degree in clinical medicine from North Sichuan Medical College (川北醫學院) in the PRC in July 2001, his master’s degree in on-the-job clinical medicine from Sichuan University (四川大學) in the PRC in July 2003, and his master’s degree in business administration from the Hong Kong Asia Business College (香港亞洲商學院) in January 2021.

### General

Save as disclosed above, each of our senior management members has confirmed that:

- (1) he/she does not hold and has not held any other positions in our Company and any other members of our Group as of the Latest Practicable Date;
- (2) save as being a member of the Company’s senior management, he/she does not have any other relationship with any Directors, substantial shareholders of our Company, or other members of senior management of our Group as of the Latest Practicable Date;

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- (3) save as disclosed above, he/she does not hold and has not held any other directorships in 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 and as of the Latest Practicable Date; and
- (4) save as disclosed above, he/she has not completed their respective education programs as disclosed in this section by way of attendance of long distance learning or online courses.

### JOINT COMPANY SECRETARIES

**Xia Fang** (夏芳), aged 41, has been the board secretary since September 1, 2020. She has been appointed as our joint company secretary on June 25, 2021.

Prior to joining our Group, from August 2003 to November 2016, Ms. Xia had worked at Taiji Group Co., Ltd. (太極集團股份有限公司) (“**Taiji Group**”), a company listed on the Shanghai stock exchange (stock code: 600667). Specifically, from January 2008 to November 2016, she was the deputy director of the Beijing product design centre of Taiji Group. She also served as the board secretary of the executive committee of the Tai Chi Anti-Cancer Science Foundation of China Anti-Cancer Association (中國抗癌協會太極抗癌科學基金) from January 2007 to December 2012.

Ms. Xia obtained her bachelor’s degree from Jilin Agricultural University (吉林農業大學) in the PRC in July 2003. She obtained her master’s degree from Peking University Health Science Center (北京大學醫學部) in the PRC in July 2013.

**Li Ching Yi** (李菁怡), has been appointed as our joint company secretary on June 25, 2021. Ms. Li is a manager of the Listing Corporate Services Department of Trident Corporate Services (Asia) Ltd., a global professional services firm. She has around 11 years of professional experience in company secretarial field. She is currently a joint company secretary of Sinco Pharmaceuticals Holdings Ltd. (stock code: 6833) and Pop Mart International Group Limited (stock code: 9992), and the company secretary of China Fortune Financial Group Limited (stock code: 290), all of which are listed on the Hong Kong Stock Exchange.

Ms. Li is an associate member of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom and The Hong Kong Institute of Chartered Secretaries. She obtained a bachelor’s degree in social sciences in October 2011 from Lingnan University in Hong Kong and a master’s degree in professional accounting and corporate governance in July 2015 from City University of Hong Kong.

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### COMPETITION

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

### COMPLIANCE ADVISER

We have appointed China Securities (International) Corporate Finance Company Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance adviser will advise us on the following circumstances:

- before the publication of any announcements, circulars or financial reports required by regulatory authorities or applicable laws;
- where a transaction, which might be a notifiable or connected transaction under Chapters 14 and 14A of the Listing Rules is contemplated, including share issues and share repurchases;
- 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 deviate from any forecast, estimate or other information in this document; and
- where the Stock Exchange makes an inquiry of us regarding unusual price movement and [REDACTED] or other [REDACTED] under Rule 13.10 of the Listing Rules.

The terms of the appointment shall commence on the [REDACTED] and end on the date which we distribute our annual report of our financial results for first full the financial year commencing after the [REDACTED].

### BOARD COMMITTEES

We have established the following committees on our Board: an audit committee, a remuneration committee and a nomination committee. The committees operate in accordance with the terms of reference established by our Board.

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## DIRECTORS AND SENIOR MANAGEMENT

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### **Audit Committee**

The Company has established an audit committee (effective from the [REDACTED]) with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph D.3 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules (the “Corporate Governance Code”). The audit committee consists of Dr. Lin Tat Pang, Mr. Zhu Pai and Dr. Li Jin, with Dr. Lin Tat Pang serving as the chairman. Dr. Lin Tat Pang holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules. The primary duties of the audit committee are to assist our Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems of the Group, overseeing the audit process, and performing other duties and responsibilities as assigned by our Board.

### **Remuneration Committee**

The Company has established a remuneration committee (effective from the [REDACTED]) with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph E.1 of the Corporate Governance Code. The remuneration committee consists of Mr. Liu Xinguang, Dr. Gong and Dr. Li Jin, with Mr. Liu Xinguang serving as the chairman. The primary duties of the remuneration committee include, but are not limited to, the following: (i) making recommendations to our Board on our policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration; (ii) determining the specific remuneration packages of all Directors and senior management; and (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by our Board from time to time.

### **Nomination Committee**

The Company has established a nomination committee (effective from the [REDACTED]) with written terms of reference in compliance with paragraph B.3 of the Corporate Governance Code. The nomination committee consists of Dr. Gong, Dr. Li Jin and Mr. Liu Xinguang, with Dr. Gong serving as the chairman. The primary functions of the nomination committee include, without limitation, reviewing the structure, size and composition of our Board, assessing the independence of independent non-executive Directors and making recommendations to our Board on matters relating to the appointment of Directors.

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## DIRECTORS AND SENIOR MANAGEMENT

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### CORPORATE GOVERNANCE

#### Code Provision C.2.1 of the Corporate Governance Code

Under paragraph C.2.1 of the Corporate Governance Code, the roles of the chairman and chief executive officer should be separate and should not be performed by the same individual. Dr. Gong is the chairman of the Board and the chief executive officer of our Company. Therefore, vesting the roles of the chairman and the chief executive officer in Dr. Gong constitutes a deviation from paragraph C.2.1 of the Corporate Governance Code. With extensive experience in the pharmaceutical industry and having served in our Company since its establishment, Dr. Gong is in charge of overall strategic planning, business direction and operational management of our Group. Our Board considers that vesting the roles of chairman and chief executive officer in the same person is beneficial to the management of our Group. The balance of power and authority is ensured by the operation of our Board and our senior management, which comprises experienced and diverse individuals. Our Board currently comprises one executive Director, three non-executive Directors and three independent non-executive Directors, and therefore has a strong independence element in its composition.

Save as disclosed above, our Company intends to comply with all code provisions under the Corporate Governance Code after the [REDACTED].

#### Board Diversity

We have adopted a board diversity policy (the “**Board Diversity Policy**”) to enhance the effectiveness of our Board and to maintain a high standard of corporate governance. Pursuant to the Board Diversity Policy, in reviewing and assessing suitable candidates to serve as a Director of the Company, the Nomination Committee will consider a range of diversity perspectives with reference to the Company’s business model and specific needs, including but not limited to gender, age, language, cultural and educational background, professional qualifications, skills, knowledge, industry and regional experience and/or length of service.

Our Directors have a balanced mixed of knowledge and skills, including but not limited to overall business management, finance and accounting, research and development, and investment. They obtained degrees in various majors including public health and toxicology, biotechnology, organic chemistry, economics, law and history of science. Furthermore, our Board has a relatively wide range of ages, ranging from 30 years old to 66 years old and consists of six male members and one female member. We will also continue to take steps to promote gender diversity at all levels of our Company, including but without limitation at our Board and senior management levels. In particular, our chief financial officer who is responsible for supervising the financial management of the Group, is female and a member of our senior management team.



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## DIRECTORS AND SENIOR MANAGEMENT

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The Nomination Committee is responsible for reviewing the diversity of the Board, reviewing the Board Diversity Policy from time to time, developing and reviewing measurable objectives for implementing the Board Diversity Policy, and monitoring the progress on achieving these measurable objectives in order to ensure that the policy remains effective. The Company will (i) disclose the biographical details of each Director and (ii) report on the implementation of the Board Diversity Policy (including whether we have achieved board diversity) in its annual corporate governance report. However, we will take opportunities to increase the proportion of female members of the Board when selecting and recommending suitable candidates for Board appointments to help enhance gender diversity in accordance with stakeholder expectations and recommended best practices.

We will continue to promote gender diversity when recruiting staff at the mid to senior level so that we will have a pipeline of female senior management and potential successors to the Board. We plan to offer all-round trainings to female employees whom we consider to have the suitable experience, skills and knowledge of our operation and business, including but not limited to, business operation, management, accounting and finance, legal and compliance and research and development. We are of the view that such strategy will offer chances for our Board to identify capable female employees to be nominated as members of the Board in future with an aim to providing our Board with a pipeline of female candidates to achieve gender diversity in our Board in the long run.

### KEY TERMS OF EMPLOYMENT CONTRACTS

We normally enter into (i) an employment contract and (ii) a confidentiality and non-competition agreement with our senior management members and other key personnel (other than Directors). Below sets forth the key terms of these contracts we enter into with our senior management and other key personnel.

#### **Confidentiality**

- *Confidentiality obligations.* The employee shall, during the course of employment with the Group and thereafter, keep in confidence all technical, operational information or trade secrets belonging to the Company or other third parties to whom the Group owes confidentiality obligations. Without the Group’s prior consent, the employee shall not leak, disclose, publish, announce, issue, teach, transfer or otherwise make available to any third party (including employees who are not privy to such trade secrets) any such trade secrets of the Group or the aforementioned third parties in any manner and shall not utilize such trade secret beyond his or her scope of work.

#### **Ownership of intellectual work products**

- *Acknowledgement:* The employee acknowledges and agrees that the Group shall own all intellectual work products he or she produces during the course of employment with the Group for the purposes of undertaking their duties and responsibilities.

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## DIRECTORS AND SENIOR MANAGEMENT

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### Non-competition

- *Non-competition obligation during employment term.* During the term of his/her employment with our Company, unless with the Group’s prior consent, the employee shall not engage in any business that competes with or are similar to that of the Group’s business.
- *Non-competition obligation following termination of employment relationship.* Within two years after termination of the employment relationship between the employee and the Group, the employee shall not serve in any capacity at any company engaged in a business competing with that of the Group.

### Compensation for breach of covenants

- If the employee breaches the obligations under the confidentiality, intellectual property and non-competition agreement, our Group shall be entitled to recover from the employee any losses incurred and any profits earned by the employee as a result of the breaches.

### SHARE INCENTIVE SCHEME

We have adopted the Share Incentive Scheme. The principal terms of the Share Incentive Schemes are summarized in the paragraph headed “Statutory and General Information – D. Share Incentive Scheme” in Appendix IV to this document.

### COMPENSATION OF DIRECTORS AND MANAGEMENT

Our Directors receive compensation in the form of fees, salaries, bonuses, other allowances and benefits in kind, including the Company’s contribution to the pension scheme on their behalf. We determine the salaries of our Directors based on each Director’s responsibilities, qualification, position and seniority.

The aggregate amount of fees, salaries, allowances and retirement benefit scheme contributions we paid to our Directors in respect of the financial year ended December 31, 2020 and 2021 and the five months ended May 31, 2022 were approximately RMB1,300,000 and RMB2,700,000 and RMB1,125,000, respectively.

The aggregate amount of equity-settled share award expenses paid or payable by us to the Directors in respect of the financial years ended December 31, 2020 and 2021 and the five months ended May 31, 2022 were approximately nil, RMB76,973,000 and RMB29,556,000, respectively.

It is estimated that remuneration and benefits in kind (excluding any possible payment of discretionary bonus) equivalent to approximately RMB65.54 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 at the date of this document.

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## DIRECTORS AND SENIOR MANAGEMENT

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The aggregate amount of fees, salaries, allowances and retirement benefit scheme contributions we paid to our five highest paid individuals (including both employees and Directors) in respect of the financial years ended December 31, 2020 and 2021 and the five months ended May 31, 2022 were approximately RMB11,667,000, RMB10,805,000 and RMB9,102,000, respectively.

The aggregate amount of equity-settled share award expenses paid or payable by us to the Directors in respect of the financial years ended December 31, 2020 and 2021 and the five months ended May 31, 2022 were approximately RMB239,000, RMB137,694,000 and RMB37,717,000, respectively.

During the Track Record Period, (i) no remuneration was paid to our Directors or the five highest paid individuals as an inducement to join, or upon joining our Group, (ii) no compensation was paid to, or receivable by, our Directors or past Directors or the five highest paid individuals for the loss of office as director of any member of our Group or any other office in connection with the management of the affairs of any member of our Group, and (iii) none of our Directors waived any emoluments.

Our Directors’ remuneration is determined with reference to the relevant Director’s experience and qualifications, level of responsibility, performance and the time devoted to our business, and the prevailing market conditions.

For additional information on Directors’ remuneration during the Track Record Period as well as information on the highest paid individuals, please see Notes 9 and 10 of the Accountants’ Report set out in Appendix I to this document.

Save as disclosed herein, to the best of the knowledge, information and belief of our Directors 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 the Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.