

## DIRECTORS AND SENIOR MANAGEMENT

### BOARD OF DIRECTORS

Our Board is responsible for, and has general powers over, the management and operation of our business. It currently comprises nine Directors, including five executive Directors, one non-executive Director and three independent non-executive Directors. Our Directors will be subject to rotation and re-election at the annual general meetings of our Company in accordance with the Articles of Association.

The following table sets forth certain information regarding our Directors:

Name	Age	Time of joining our Group	Date of appointment as Director	Position	Roles and responsibilities
Mr. Tian Ming (田明)	53	April 2011	March 29, 2021	Chairman of the Board, Executive Director and Chief Executive Officer	Formulating the overall corporate and business strategies and overseeing the management and operation
Mr. Jin Lei (金磊)	46	June 2011	September 9, 2021	Executive Director and Vice President	Overseeing Board affairs and the content production and research and development
Mr. Xu Xiangdong (徐向東)	58	June 2011	September 9, 2021	Executive Director and Vice President	Overseeing Board affairs and the offline business development and team management
Mr. Lu Wei (陸偉)	45	June 2011	September 9, 2021	Executive Director and Vice President	Overseeing Board affairs and the research and development of original content and the development of overseas business and online business
Ms. Wang Yan (王艷)	48	March 2015	September 9, 2021	Executive Director, Chief Financial Officer and Joint Company Secretary	Overseeing Board affairs and the financial operation, risk management and investor relations

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Name	Age	Time of joining our Group	Date of appointment as Director	Position	Roles and responsibilities
Mr. Lee Wei Choy	47	September 9, 2021	September 9, 2021	Non-executive Director	Providing strategic advice and recommendations on business development
Mr. Li Liangrong (李良榮)	76	December 2017	September 9, 2021	Independent non-executive Director	Providing independent opinion and judgment to our Board
Mr. Chen Rehao (陳熱豪)	53	December 2017	September 9, 2021	Independent non-executive Director	Providing independent opinion and judgment to our Board
Mr. Sheng Wenhao (盛文灝)	54	December 2017	September 9, 2021	Independent non-executive Director	Providing independent opinion and judgment to our Board

### Executive Directors

**Mr. Tian Ming** (田明), aged 53, is the chairman of our Board, executive Director and chief executive officer of our Company. Mr. Tian has been the director and general manager of Canxing Culture since April 2011. He is primarily responsible for the overall corporate and business strategies and overseeing the management and operation of our Group. Mr. Tian has profound influence in the TV production industry, and has led the production of a number of the Group’s variety programs with high popularities. In addition, Mr. Tian also serves as directors of our major subsidiaries and operating entities including Star International and Fortune Star Media.

Prior to joining our Group, Mr. Tian held directorships and positions at various well recognized media companies. From September 2010 to May 2011, he successively served as the deputy director and the director of variety programs department of Shanghai Dragon Media Group Limited (上海東方傳媒集團有限公司), a multimedia group in China and concurrently served as the director and the general manager of Dragon Television (東方衛視), a Chinese satellite TV network. Mr. Tian successively served as a deputy director of chief editor office, the editor-in-chief of entertainment channel, the director of variety programs department of Shanghai Media Group (上海文廣新聞傳媒集團), the deputy director and director of Shanghai Dragon Television (上海東方電視台), a Chinese TV channel, and the general manager of Shanghai Dragon Television Media Limited (上海東方衛視傳媒有限公司), from March 2003 to September 2010. From November 2004 to August 2006, he worked concurrently at Shanghai

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Dongfang Zhixing Culture Development Co., Ltd. (上海東方之星文化發展有限公司), where he served as its general manager. From December 1992 to March 2003, Mr. Tian served as a reporter and a deputy director of news center of Shanghai Dragon Television (上海東方電視台).

Mr. Tian obtained a bachelor’s degree in journalism from Fudan University (復旦大學) in the PRC in July 1991, and a doctorate degree in journalism and communications from Fudan University in January 2006.

**Mr. Jin Lei (金磊)**, aged 46, is an executive Director of our Company. Mr. Jin joined our Group as a deputy general manager of Canxing Culture in June 2011. He is primarily responsible for content production and research and development of our Group.

Prior to joining our Group, from October 2009 to June 2011, he worked at Dragon Television as a deputy general manager and a member of Communist Party Committee at Shanghai New Entertainment Media Limited (上海新娛樂傳媒有限公司). Before that, he worked as a deputy director of variety programs department and a member of Communist Party Committee at Shanghai Media Group from November 2005 to October 2009. From August 1997 to November 2005, he worked at Dragon Television as a scenarist, and a producer and director assistant of music channel.

Mr. Jin obtained a bachelor’s degree in international journalism from Shanghai International Studies University (上海外國語大學) in the PRC in June 1997.

**Mr. Xu Xiangdong (徐向東)**, aged 58, is an executive Director of our Company. Mr. Xu joined our Group as a deputy general manager of Canxing Culture in June 2011. He is primarily responsible for offline business development and team management.

Prior to joining our Group, from October 2009 to June 2011, he served as a deputy director of Dragon Television. From December 2005 to October 2009, Mr. Xu served successively as a deputy director and producer of variety programs department at Shanghai Media Group and deputy director of Dragon Television. Before that, he served as a scenarist and producer of Shanghai Dragon Television from January 1996 to December 2005.

Mr. Xu obtained a bachelor’s degree in literature from Shanghai University (上海大學) in the PRC in July 1985.

**Mr. Lu Wei (陸偉)**, aged 45, is an executive Director of our Company. Mr. Lu joined our Group as vice president of Canxing Culture in June 2011. He is primarily responsible for overseeing the research and development of original content and the development of overseas business and online business.

Prior to joining our Group, Mr. Lu worked as the principal of entertainment news channel of Shanghai Media Group from December 2005 to May 2011. Before that, he was a reporter of Shanghai Dragon Television from July 1999 to December 2005.

Mr. Lu obtained a bachelor’s degree in journalism from Fudan University in the PRC in July 1999.

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**Ms. Wang Yan (王艷)**, aged 48, is an executive Director, the joint company secretary, and the chief financial officer of our Company. Ms. Wang has been a director and the chief financial officer of Canxing Culture since March 2015. She is primarily responsible for financial operation, risk management and investor relations of our Group. In addition, Ms. Wang also serves as directors of our certain major subsidiaries and operating entity including Star International and Fortune Star Media.

From March 2013 to February 2015, she worked at Shanghai Yuyuan Jewelry Fashion Group Co., Ltd. (上海豫園珠寶時尚集團有限公司), a fashion jewelry company, where she served as the chief financial officer and the deputy chief executive officer from March 2013 to December 2014. Before that, Ms. Wang served as the deputy head of preparatory team for Yuyuan Jewelry Fashion Group from December 2012 to March 2013. From November 2008 to November 2011, Ms. Wang worked as a director, the chief financial officer and board secretary of Sanjiang Shopping Club Co., Ltd. (三江購物俱樂部股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601116). Prior to that, she worked as a researcher at Institute for China Finance Research of China Europe International Business School (中歐國際工商學院中國金融研究中心) from March 2005 to July 2008.

Ms. Wang obtained a master’s degree in enterprise management from Shanghai International Studies University (上海外國語大學) in March 2005 and a bachelor’s degree in management information system from Shanghai University of Finance and Economics (上海財經大學) in July 1995. Ms. Wang has been a Certificate Public Accountant since February 2003.

### **Non-executive Director**

**Mr. Lee Wei Choy**, aged 47, is a non-executive Director of our Company. He is primarily responsible for providing strategic advice and recommendations on business development.

Mr. Lee is a partner and currently serves as the chief operating offer of CMC Capital Group, a leading equity investment firm with a focus on entertainment, technology and consumer sectors with presence in Shanghai, Beijing and Hong Kong. Currently, he is also appointed as a director of numerous private portfolio companies of CMC Capital Group. Mr. Lee joined CMC Capital Group in January 2016. Prior to that, he served as the investment director of Pavilion Capital International Pte Ltd. from November 2012 to November 2015.

Mr. Lee obtained a bachelor’s degree in engineering from National University of Singapore in Singapore in August 1999.

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### Independent Non-executive Directors

**Mr. Li Liangrong (李良榮)**, aged 76, is an independent non-executive Director of our Company. He is primarily responsible for providing independent opinion and judgment to our Board.

Mr. Li has been serving as the principal of the school of journalism and communication of Zhejiang University of Media (浙江傳媒學院) since March 2019. He held various positions at Fudan University including serving as the principal at the International Communication Institution of Fudan University, a professor since 1993, a doctoral supervisor of journalism school since 1994, and a deputy dean of journalism school from 1987 to 1993. Mr. Li has been working as a lecturer at Fudan University since 1982.

Mr. Li obtained a master’s degree and a bachelor’s degree in journalism from Fudan University in the PRC in July 1982 and July 1968, respectively.

**Mr. Chen Rehao (陳熱豪)**, aged 53, is an independent non-executive Director of our Company. He is primarily responsible for providing independent opinion and judgment to our Board.

Mr. Chen had been serving in various positions at Shanghai Gongxin Zhongnan Accountant Co., Ltd. (上海公信會計師事務所有限公司) since April 1996 including its executive director, senior accountant and manager and is currently the chairman of the board of Shanghai Gongxin Zhongnan Accountant Co., Ltd..

Mr. Chen obtained an executive master’s degree in business administration from Nankai University (南開大學) in the PRC in June 2014 and graduated from Zhengzhou University of Aeronautics (鄭州航空學院) in the PRC with a bachelor’s degree in economics in July 1992. Mr. Chen has been admitted as a member of the Chinese Institute of Certified Public Accountants.

Mr. Chen possesses appropriate professional accounting or related financial management expertise required under Rule 3.10(2) of the Listing Rules and confirms that he has gained such expertise through his experiences.

**Mr. Sheng Wenhao (盛文灝)**, aged 54, is the independent non-executive Director of our Company. He is primarily responsible for providing independent opinion and judgment to our Board.

Mr. Sheng has been the chairman of the board and the general manager of Theland New Cloud (Shanghai) Digimart Limited (紐仕蘭新雲(上海)電子商務有限公司), a company engaged in the import of dairy products, and a director of Pengdu Agriculture & Animal Husbandry Co., Ltd. (鵬都農牧股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 002505), from June 2015 to May 2020. He also served as the vice president of Shanghai Jiada Onlly Co., Ltd. (上海交大昂立股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600530) until February 2015.

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Mr. Sheng obtained an executive master’s degree in business administration from China Europe International Business School (中歐國際工商學院) in the PRC in March 2001.

### SENIOR MANAGEMENT

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

<u>Name</u>	<u>Age</u>	<u>Time of joining our Group</u>	<u>Position</u>	<u>Roles and responsibilities</u>
Mr. Tian Ming (田明)	53	April 2011	Chairman of the Board, Executive Director and Chief Executive Officer	Formulating the overall corporate and business strategies and overseeing the management and operation
Mr. Jin Lei (金磊)	46	June 2011	Executive Director and Vice President	Overseeing the content production and research and development
Mr. Xu Xiangdong (徐向東)	58	June 2011	Executive Director and Vice President	Overseeing the offline business development and team management
Mr. Lu Wei (陸偉)	45	June 2011	Executive Director and Vice President	Overseeing the research and development of original content and the development of overseas business and online business
Ms. Wang Yan (王艷)	48	March 2015	Executive Director, Chief Financial Officer and Joint Company Secretary	Overseeing the financial operation, risk management and investor relations
Mr. Cao Zhigao (曹志高)	56	April 2011	Chief Operating Officer	Overseeing the management, operation and marketing

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The following sets forth the biographies of the members of our senior management.

**Mr. Tian Ming (田明)**, aged 53, is the chairman of our Board, executive Director and chief executive officer of our Company. For details of his biography, see “— Board of Directors — Executive Directors” in this section.

**Mr. Jin Lei (金磊)**, aged 46, is our executive Director and vice president. For details of his biography, see “— Board of Directors — Executive Directors” in this section.

**Mr. Xu Xiangdong (徐向東)**, aged 58, is our executive Director and vice president. For details of his biography, see “— Board of Directors — Executive Directors” in this section.

**Mr. Lu Wei (陸偉)**, aged 45, is our executive Director and vice president. For details of his biography, see “— Board of Directors — Executive Directors” in this section.

**Ms. Wang Yan (王艷)**, aged 48, is our executive Director, chief financial officer and joint company secretary. For details of her biography, see “— Board of Directors — Executive Directors” in this section.

**Mr. Cao Zhigao (曹志高)**, aged 56, and joined our Group as chief operating officer of Canxing Culture in April 2011. He is primarily responsible for overseeing the management, operation and marketing of the Group.

Prior to joining our Group, he worked at Shanghai Youlian Advertising Co., Ltd. (上海友聯廣告有限公司) from March 2000 to December 2001, Shanghai Tianchuan Advertising Co., Ltd. (上海天傳廣告有限公司) from January 2002 to August 2005, Shanghai Tianhe Communication Advertisement Co., Ltd. (上海天禾互動廣告有限公司) from August 2005 to December 2005, and Shanghai Aikang Advertisement Co., Ltd. (埃康廣告(上海)有限公司) from June 2010 to August 2010.

Mr. Cao obtained a bachelor’s degree in Chinese language and literature from Southwest Normal Education University (西南師範大學) in the PRC in July 1985.

### JOINT COMPANY SECRETARIES

**Ms. Wang Yan (王艷)**, see “— Board of Directors — Executive Directors” in this section.

**Ms. Leung Wing Han Sharon (梁穎嫻)**, is a joint company secretary of our Company. Ms. Leung possesses more than 16 years of experience in the company secretary profession. She is familiar with the Listing Rules, the Companies Ordinance as well as compliance work for offshore companies. Ms. Leung is currently a director of Corporate Services of Tricor Services Limited and has been providing corporate secretarial and compliance services to a portfolio of clients including multinational corporations and private companies.



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Ms. Leung is a Chartered Secretary, a Chartered Governance Professional and a fellow member of both The Hong Kong Chartered Governance Institute (formerly known as “The Hong Kong Institute of Chartered Secretaries”) and The Chartered Governance Institute in the United Kingdom. She is also a member of the Hong Kong Institute of Certified Public Accountants.

Ms. Leung obtained a bachelor’s degree in business administration and a master’s degree in laws.

### BOARD COMMITTEES

Our Company currently has three committees under the Board, which are the Audit Committee, the Remuneration Committee and the Nomination Committee. These committees operate in accordance with their respective terms of reference established by the Board.

#### Audit Committee

Our Company has established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C.3 and paragraph D.3 of the Corporate Governance Code. The Audit Committee consists of three Directors, being Mr. Chen Rehao, Mr. Sheng Wenhao and Mr. Li Liangrong. The chairperson of the Audit Committee is Mr. Chen Rehao, being our independent non-executive Director with the appropriate professional accounting or related financial management expertise required under Rule 3.10(2) of the Listing Rules. The primary duties of the Audit Committee include, among others:

- reviewing our compliance, accounting policies and financial reporting procedures;
- supervising the implementation of our internal audit system;
- advising on the appointment or replacement of external auditors;
- liaising between our internal audit department and external auditors; and
- other responsibilities as authorized by our Board.

#### Remuneration Committee

Our Company has established the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph B.1 of the Corporate Governance Code. The Remuneration Committee consists of three Directors, being Mr. Li Liangrong, Mr. Chen Rehao and Mr. Jin Lei. The chairperson of the Remuneration Committee is Mr. Li Liangrong. The primary duties of the Remuneration Committee include, among others:

- making recommendations to the Board on our policy and structure concerning remuneration of our Directors and members of the senior management;



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- making recommendations to the Board on the specific remuneration package of each Director and members of the senior management;
- reviewing and approving compensations payable to executive Directors and members of senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- reviewing and approving compensation arrangements relating to dismissal or removal of any Director for his or her misconduct to ensure that such arrangements are consistent with contractual terms and are otherwise reasonable and appropriate; and
- other responsibilities as authorized by our Board.

### Nomination Committee

Our Company has established the Nomination Committee with written terms of reference in compliance with paragraph A.5 of the Corporate Governance Code. The Nomination Committee consists of three Directors, being Mr. Tian Ming, Mr. Li Liangrong and Mr. Chen Rehao. The chairperson of the Nomination Committee is Mr. Tian Ming. The primary duties of the Nomination Committee include, among others:

- reviewing the structure, size and composition of the Board annually, and advising on any changes of the Board proposed in accordance with the strategies of our Company;
- identifying, selecting or making recommendations to our Board on the selection of individuals nominated for directorships;
- making recommendations to the Board on relevant matters relating to the appointment and re-appointment of our Directors;
- assessing the independence of independent non-executive Directors; and
- other responsibilities as authorized by our Board.

### CORPORATE GOVERNANCE

Pursuant to code provision A.2.1 in the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, the roles of chairman and chief executive should be separate and should not be performed by the same individual.

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Mr. Tian is currently serving as the chairman of the Board as well as the chief executive officer of our Company. As Mr. Tian has been managing our Group’s business and overall strategic planning for several years, our Directors consider that vesting the roles of chairman and chief executive officer in Mr. Tian is beneficial to the business prospects and management of our Group by ensuring consistent leadership within our Group. Taking into account all the corporate governance measures that we are going to implement upon [REDACTED], our Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable our Company to make and implement decisions promptly and effectively. Accordingly, our Company had not segregated the roles of its chairman and chief executive officer. Our Board will continue to review and consider splitting the roles of chairman of our Board and the chief executive officer of our Company at an appropriate time if necessary, taking into account the circumstances of our Group as a whole.

Saved as disclosed above, as of the Latest Practicable date and to the best of the knowledge, information and belief of our Directors, having made all reasonable enquiries, the Directors are not aware of any deviation from provisions in the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

### DIRECTORS’ INTEREST

Except as disclosed in this document, each of the Directors and members of the senior management (i) had no other relationship with any of the Directors and senior management as of the Latest Practicable Date; and (ii) did not hold any other directorships in listed companies in the three years prior to the Latest Practicable Date. For the Directors’ interests in the Shares within the meaning of Part XV of the SFO, see “Statutory and General Information — C. Further Information about Our Directors and Substantial Shareholders — 1. Disclosure of Interests — (a) Interests and short positions of our Directors in the share capital of our Company and its associated corporations following completion of the [REDACTED]” in Appendix IV to this document.

Except as disclosed in this document, there are no other matters in respect of each of our Directors and the members of our senior management that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other material matters relating to our Directors and the members of our senior management that need to be brought to the attention of our Shareholders.

Except as disclosed in this document, none of the Directors is interested in any business, apart from our business, which competes or is likely to compete, either directly or indirectly, with our business under Rule 8.10(2) of the Listing Rules.

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### BOARD DIVERSITY

We have adopted a board diversity policy which sets out the approach to achieve and maintain an appropriate balance of diversity perspectives of our Board that are relevant to our business growth. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merits and contribution that the selected candidates will bring to the Board.

Our Directors have a balanced mix of knowledge and skills, including overall management and strategic development, publicity and branding, TV/web variety programs distribution, content development, investment and financing, accounting and financial management. They obtained degrees in various majors, including in, financial management, and journalism and business administration. We have three independent non-executive Directors with different industry backgrounds, representing one-third of the Board. In addition, our Board has a wide range of age, ranging from 44 years old to 75 years old.

We have also taken and will continue to take steps to promote gender diversity at all levels of our Company, including but without limitation at the Board and senior management levels. The Board has one female member and 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. Our Company also intends to promote gender diversity when recruiting staff at the mid to senior level so that our Company will have a pipeline of female senior management. Taking into account our existing business mode and specific needs as well as the different background of our Directors, we are of the view that the composition of our Board satisfies our board diversity policy.

Our Nomination Committee is responsible for ensuring the diversity of our Board. After the [REDACTED], our Nomination Committee will review 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 the board diversity policy on annual basis.

### COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Company offers executive Directors and senior management members, who are also employees, compensation in the form of salaries, bonuses, social security plans, housing provident fund plans and other benefits. The independent non-executive Directors receive compensation based on their responsibilities. For details of the service contracts and appointment letters that we have entered into with our Directors, see “Statutory and General Information — C. Further Information about Our Directors and Substantial Shareholders — 2. Particulars of Directors’ Service Contracts and Appointment Letters” in Appendix IV to this document.

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The aggregate amounts of remuneration paid to the Directors for the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022 were approximately RMB9.8 million, RMB9.4 million, RMB9.7 million and RMB3.2 million, respectively.

For the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022, the five highest paid employees included three, three, three and three Directors, respectively. The aggregate amounts of remuneration paid to the remaining two, two, two and two highest paid individuals who are neither a Director nor chief executive of the Company for the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022 were approximately RMB5.3 million, RMB5.5 million, RMB5.0 million and RMB1.8 million, respectively.

It is estimated that remuneration equivalent to approximately RMB6.8 million (excluding possible share-based payments) in aggregate will be paid to the Directors by our Company for the year ending December 31, 2022, based on the arrangements in force as of the date of this document.

No remuneration was paid by our Company to the Directors or the five highest paid individuals as inducement to join or upon joining the Company or as a compensation for loss of office during the Track Record Period. Furthermore, none of the Directors had waived or agreed to waive any remuneration during the Track Record Period.

### COMPLIANCE ADVISOR

We have appointed China Securities (International) Corporate Finance Company Limited as the compliance advisor pursuant to Rule 3A.19 of the Listing Rules, and the compliance advisor will advise our Company in the following circumstances.

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- where our Company proposes to use the [REDACTED] of the [REDACTED] in a manner that is different from that detailed in this document or where our business activities, developments or results deviate from any forecasts, estimates or other information in this document; and
- where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the Shares, the possible development of a false market in the Shares or any other matters.

The initial term of the appointment of the compliance advisor will commence on the [REDACTED] and is expected to end on the date when the Company distributes the annual report of its financial results for the first full financial year commencing after the [REDACTED].