

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board comprises seven Directors, including one executive Director, three non-executive Directors and three independent non-executive Directors.

The following table sets forth certain information in respect of our Directors:

Name	Age	Position/Title	Date of appointment as Director	Date of joining our Group	Roles and responsibilities
Mr. Lei Jun (雷軍)	[52]	Chairman and Non-Executive Director	January 2012	January 2012	Responsible for overall strategy, business development, operations and management of the Group
Mr. Zou Tao (鄒濤)	[47]	Vice Chairman and Non-Executive Director	December 2016	January 2012	Responsible for overall strategy, business development, operations and management of the Group
Mr. Wang Yulin (王育林)	[46]	Executive Director and Chief Executive Officer	April 2015	December 2012	Responsible for the Group’s business development, daily operations and management
Dr. Ye Hangjun (葉航軍)	[46]	Non-Executive Director	April 2021	April 2021	Providing professional advice, opinion and guidance to the Board
Mr. Yu Mingto (喻銘鐸)	[59]	Independent Non-executive Director	May 2020	May 2020	Providing independent opinion and judgment to the Board
Mr. Wang Hang (王航)	[51]	Independent Non-executive Director	May 2020	May 2020	Providing independent opinion and judgment to the Board
Ms. Qu Jingyuan (曲靜淵)	[49]	Independent Non-executive Director	April 2022	April 2022	Providing independent opinion and judgment to the Board

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Executive Director and Non-executive Directors

Mr. Lei Jun (雷軍), aged [52], is a non-executive Director and the chairman of the Board.

Mr. Lei co-founded Xiaomi Corporation (HKEx: 1810) with other partners, and currently serves as the chairman, the chief executive officer, the executive director and a member of the remuneration committee of Xiaomi Corporation. He joined Kingsoft Group in 1992 and has held various senior positions in Kingsoft Group, including the chairman of the Board since July 2011, a non-executive director since August 2008, an executive director between July 1998 and August 2008, and the chief executive officer between 1998 and December 2007. Since December 2011, Mr. Lei has served as a director of Kingsoft Office (SSE STAR Market: 688111), a public company listed on Shanghai Stock Exchange.

Mr. Lei received his bachelor’s degree in computer science from Wuhan University (武漢大學) in July 1991. He has been a member of the board of Wuhan University since November 2003.

Mr. Lei was elected as one of the “Top 10 Economic Personages of China” in 2017 and one of “100 Outstanding Private Entrepreneurs on the 40th Anniversary of the China’s Reform and Opening-up”. In 2020, Mr. Lei was honored with the title of “National Advanced Individual of Private Economy Fighting against COVID-19”, title of “Beijing Model Worker” and title of “Outstanding Entrepreneur in the 30th Anniversary of Capital Market”. In 2021, Mr. Lei was awarded the 11th “China Charity Award” by the Ministry of Civil Affairs of the People’s Republic of China, ranked first in Forbes “2021 China’s Best CEO List” and was selected as one of the “Top 10 News Figures of China’s Private Economy in 2021”.

Mr. Lei is also a famous angel investor in China.

Mr. Zou Tao (鄒濤), aged [47], is a non-executive Director and the vice chairman of the Board. Mr. Zou joined Kingsoft Group in 1998 and has held various senior positions in Kingsoft Group, including a senior vice president from December 2007 to December 2016, an executive director since August 2009, and the chief executive officer since December 2016. Mr. Zou is also a director of certain subsidiaries of Kingsoft Group. Mr. Zou has been a director of Seasun Holdings Limited, a director of Cheetah Mobile Inc. (NYSE: CMCM), a public company listed on the New York Stock Exchange, and chairman of Kingsoft Office (SSE STAR Market: 688111), a public company listed on Shanghai Stock Exchange. Mr. Zou also served as a director of Xunlei Limited (Nasdaq: XNET), a public company listed on the Nasdaq, from December 2016 to April 2020 and a director of 21Vianet Group, Inc. (Nasdaq: VNET), which is also a public company listed on the Nasdaq, from December 2016 to December 2020. Mr. Zou served as the CEO of Seasun Holdings until January 2018.

Mr. Zou received his bachelor’s degree in chemistry from Nankai University (南開大學) in June 1997.

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Mr. Wang Yulin (王育林), aged [46], is our executive Director and our chief executive officer. Mr. Wang is also a director and the general manager of certain subsidiaries of the Company.

Mr. Wang joined Kingsoft Group in December 2012 and served as a senior vice president at Kingsoft Group until March 2020. Mr. Wang served as our president from December 2012 to December 2016. Prior to joining Kingsoft Group, Mr. Wang served as the executive vice president at Phoenix New Media Limited (NYSE: FENG), a public company listed on the New York Stock Exchange, from March 2009 to December 2012.

Mr. Wang received his bachelor’s degree in chemistry from Nankai University (南開大學) in June 1998 and an MBA degree from Tsinghua University (清華大學) in January 2008.

Dr. Ye Hangjun (葉航軍), aged [46], is a non-executive Director since April 2021.

Dr. Ye Hangjun has served as a general manager of business segment of Xiaomi Corporation (HKEx: 1810), responsible for research and development of autonomous driving technology and products since December 2021. He joined Xiaomi Corporation in 2012 and served as an engineering director from September 2012 to February 2019, a general manager of business segment from February 2019 to February 2021, and the chairman of the technical committee of Xiaomi Corporation from February 2021 to December 2021. Before joining Xiaomi Corporation, he was a director of index download group, search platform department at Tencent Holdings Limited (HKEx: 0700), a public company listed on the Stock Exchange, from October 2010 to September 2012. Prior to that, he was a software engineer at Google Inc. (Nasdaq: GOOG), a public company listed on the Nasdaq, from February 2006 to October 2010. From July 2003 to February 2006, he served as a staff research member at International Business Machines Corporation (“IBM”) (NYSE: IBM), a public company listed on the New York Stock Exchange.

Dr. Ye received his PhD and bachelor’s degrees in computer science from Tsinghua University (清華大學) in July 2003 and June 1998, respectively.

Independent Non-Executive Directors

Mr. Yu Mingto (喻銘鐸), aged [59], is an independent non-executive Director since May 2020.

Since August 2019, Mr. Yu has served as the vice chairman of Egis Technology Inc. (6462.TWO), a capacitive and lens type fingerprint sensors service provider and a public company listed on Taiwan OTC Exchange. Prior to that, Mr. Yu served as the president at Kaiyu Consulting Inc. from July 2013 to September 2019, the chief financial officer at Xiaomi Corporation (HKEx: 1810) from October 2011 to November 2012 and at Mediatek Inc. (聯發科技) (2454. TW), a public company listed on the Taipei Stock Exchange, from 2001 to 2010. Mr. Yu has appropriate accounting and related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

Mr. Yu received an MBA degree from the Wharton School, University of Pennsylvania in May 1995.

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Mr. Wang Hang (王航), aged [51], is an independent non-executive Director since May 7, 2020.

Mr. Wang is the founding partner of Hosen Capital (厚生投資), a Chinese private equity firm focusing on food and consumer sectors since he co-founded it in March 2010. Mr. Wang also serves as the vice chairman of the board of New Hope Group (新希望集團), a private enterprise group mainly engaged in modern agriculture and food industry, since 2012. Prior to that, he served as the chief operation officer of its finance department from 2001 to 2004 and its vice president from 2004 to 2012 since he joined New Hope Group in 2001. Mr. Wang also serves as a director of New Hope Liuhe Co., Ltd. (新希望六和股份有限公司) (SZSE: 000876), a company listed on the Shenzhen Stock Exchange since 2011. Additionally, from July 2017 to April 2020. Mr. Wang first served as the chairman and then the vice chairman of the board of Sichuan XW Bank Corp., Ltd. (四川新網銀行股份有限公司) (“**XW Bank**”), the third digital bank in China and co-founded by New Hope Group, Xiaomi, Hongqi Chain (紅旗連鎖, SZSE: 002697) and other shareholders in December 2016. Mr. Wang was re-elected and serves as the chairman of the board of XW Bank since April 2020. From July 2006 to October 2020, Mr. Wang first served as a non-executive director and then a supervisor of China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司, the “**Minsheng Bank**”) (HKEx: 1988; SSE: 600016), a company listed on both the Stock Exchange and Shanghai Stock Exchange. Mr. Wang also serves as the vice chairman of the board of CMBC International Holdings Limited (民生商銀國際控股有限公司, the “**CMBCI**”), a wholly-owned subsidiary of Minsheng Bank since March 2015.

Mr. Wang obtained his bachelor’s degree and master’s degree in economics from Peking University (北京大學) in July 1992 and July 1996, respectively. He passed the PRC bar examination in September 1995, and obtained the Certificate of Securities (Asset Management) from the Asset Management Association of China (中國證券投資基金協會) in July 2017.

Ms. Qu Jingyuan (曲靜淵), aged [49], was appointed as an independent non-executive Director on April 14, 2022.

Ms. Qu has been the founding partner of Dajishi (Beijing) Technology Co., Ltd. (大技獅(北京)科技有限公司) since December 2019. Prior to that, Ms. Qu worked at Matrix Partners China (經緯創投(北京)投資管理顧問有限公司) as a director from May 2015 to May 2017 and a capital market consultant from May 2017 to May 2021. Between March 2007 and May 2015, Ms. Qu was the director and deputy general manager at Baofeng Group Co., Ltd. (暴風集團股份有限公司). She served as the manager of financial department and the financial director between March 2000 and August 2006 at Beijing Kingsoft Software Co., Ltd. (北京金山軟件有限公司). From February 2017 to April 2022, Ms. Qu served as an independent non-executive director of Kingsoft Office (SSE STAR Market: 688111), a public company listed on Shanghai Stock Exchange and served as an independent non-executive director of Chengdu Xgimi Technology Co., Ltd. (成都極米科技股份有限公司) (SSE STAR Market: 688696), a public company listed on Shanghai Stock Exchange from June 2019 to April 2021. Ms. Qu has appropriate accounting and related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

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Ms. Qu obtained the accounting qualification certificate conferred by Ministry of Finance of PRC in May 1996. Ms. Qu received her bachelor’s degree in accounting from Shandong Technology and Business University (山東工商學院) in July 1993 and the degree of EMBA from China Europe International Business School (中歐國際工商學院) in October 2013.

Disclosure Pursuant to Rule 13.51(2) of the Listing Rules

Save as disclosed in this Document, (1) none of the Directors had held any other directorships in any other company listed in Hong Kong or overseas during the three years immediately prior to the Latest Practicable Date, (2) there is no other matter in respect of each of the Directors that is required to be disclosed pursuant to Rules 13.51(2)(a) to (v) of the Listing Rules, and (3) there is no other material matter relating to our Directors that needs to be brought to the attention of the Shareholders.

SENIOR MANAGEMENT

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

Name	Age	Position	Date of Joining our Group	Role and responsibilities
Mr. Wang Yulin (王育林)	[46]	Executive Director and Chief Executive Officer	December 2012	Responsible for the Group’s business development, daily operations and management
Mr. He Haijian (何海建)	[40]	Chief Financial Officer	January 2020	Responsible for the Group’s financial planning, treasury, legal affairs, strategic investments, and investor relations affairs
Mr. Liang Shouxing (梁守星)	[42]	Chief Operating Officer	February 2015	Responsible for the management of operation system, edge cloud business and certain enterprise cloud business of the Group
Mr. Wang Shouhu (王首虎)	[52]	President	December 2021	Responsible for overall operation and management of the public service clients of the Group and Camelot

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Name	Age	Position	Date of Joining our Group	Role and responsibilities
Dr. Liu Tao (劉濤)	[40]	Senior Vice President	July 2015	Responsible for operation and management of general internet business system of the Group
Mr. Tian Kaiyan (田開顏)	[44]	Vice President	September 2013	Responsible for operation and management of technology research and development system of the Group
Mr. Qian Yifeng (錢一峰)	[36]	Vice President	October 2014	Responsible for operation and technology development of certain business verticals of the Group

Mr. Wang Yulin (王育林), aged [46], is the Director and the chief executive officer of the Company. For further details, please refer to the paragraph headed “– Executive Director and Non-Executive Directors” above.

Mr. He Haijian (何海建), aged [40], is our chief financial officer, and is responsible for the Group’s financial planning, treasury, legal affairs, strategic investments, and investor relations affairs.

Prior to joining the Group in January 2020, Mr. He served as an executive director of the TMT (telecommunications, media and technology) group and the mergers and acquisitions group sequentially at Goldman Sachs (Asia) L.L.C. from September 2015 to January 2020. Mr. He has extensive experience in complex merger and acquisition transactions. Mr. He was an associate of the TMT investment banking division at Bank of America Merrill Lynch from May 2014 to September 2015 in Hong Kong, and was a vice president at Citigroup Global Markets Inc. from October 2010 to May 2013 in New York.

Mr. He received his bachelor’s degree and master’s degree in electronic engineering from Southeast University (東南大學) in June 2003 and April 2006, respectively, and an MBA from University of Chicago in March 2014. Mr. He is also a Chartered Financial Analyst charter holder.

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Mr. Liang Shouxing (梁守星), aged [42], is currently our chief operating officer, and is responsible for the management of operation system, edge cloud business and certain enterprise cloud business of the Group.

Mr. Liang joined the Group in February 2015. Prior to joining the Group, Mr. Liang once worked at Shanghai Qiniu Information Technology Co., Ltd. (上海七牛信息技術有限公司). Mr. Liang worked at Chuang Sheng Shi Lian Digital Technology (Beijing) Co., Ltd. (創盛視聯數碼科技(北京)有限公司) from January 2012 to April 2014. From June 2008 to September 2011, Mr. Liang worked at ChinaCache International Holdings Ltd. (Nasdaq: CCIH), a public company listed on the Nasdaq.

Mr. Liang received his bachelor’s degree in computer science from Fuzhou University (福州大學) in July 2000.

Mr. Wang Shouhu (王首虎), aged [52], was appointed as our president in December 2021, and is responsible for the overall operation and management of the public service clients of the Group and Camelot.

Mr. Wang joined Camelot in 2016. Mr. Wang has over 25 years of experience and expertise in enterprise service management and corporate consulting. Prior to joining Camelot, he worked at IBM for more than 19 years. During his employment at IBM, he successively served as an associate partner from 2002 to 2005, a partner from 2005 to 2011, a vice president based in Beijing from 2011 to 2014 and a vice president based in New York, the United States from 2014 to 2016. From 1997 to 2002, he worked at PricewaterhouseCoopers before PwC Consulting merged with IBM in 2002.

Mr. Wang received his bachelor’s degree in photoelectronic technology from Huazhong University of Science and Technology (華中科技大學) in July 1991 and master’s degree in optical and quantum electronics from Beijing Institute of Technology (北京理工大學) in February 1994.

Dr. Liu Tao (劉濤), aged [40], is our senior vice president and is responsible for the operation and management of general internet business system of the Group.

Prior to joining us in July 2015, Dr. Liu served as a data center architect at Baidu, Inc. (Nasdaq: BIDU), a public company listed on the Nasdaq, from July 2009 to July 2015.

Dr. Liu received his bachelor’s degree in communication and information system in September 2004 and PhD degree in June 2009, respectively, from the University of Science and Technology of China (中國科學技術大學).

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Mr. Tian Kaiyan (田開顏), aged [44], is currently our vice president and is responsible for operation and management of technology research and development system of the Group.

Mr. Tian is also a director and the general manager of certain subsidiaries of the Company. Prior to joining us in September 2013, Mr. Tian served as the business assistant to the chief executive officer and the strategy director of Kingsoft Group from 2012 to 2013. Prior to joining Kingsoft Group, he worked as a senior game producer at Zynga from January 2012 to August 2012. He was a program manager at Microsoft Corporation (Nasdaq: MSFT), a public company listed on the Nasdaq, from January 2008 to April 2011.

Mr. Tian received his bachelor’s degree in communication engineering in July 2001 and master’s degree in computer science and technology in April 2004, respectively, from Beijing University of Posts and Telecommunications (北京郵電大學).

Mr. Qian Yifeng (錢一峰), aged [36], is our vice president and is responsible for the operation and technology development of certain business verticals of the Group.

Prior to joining us in October 2014, Mr. Qian served as an engineer and an architect at Baidu, Inc. (Nasdaq: BIDU) from July 2010 to November 2014.

Mr. Qian received his bachelor’s degree in computer science from Nanjing University (南京大學) in June 2007 and his master’s degree in computer software and theory from the Institute of Software, Chinese Academy of Sciences (中國科學院軟件研究所) in July 2010.

Disclosure Pursuant to Rule 13.51(2) of the Listing Rules

Save as disclosed in this Document, (1) none of the senior management had held any other directorships in any other company listed in Hong Kong or overseas during the three years immediately prior to the Latest Practicable Date, (2) there is no other matter in respect of each of our senior management that is required to be disclosed pursuant to Rules 13.51(2)(a) to (v) of the Listing Rules, and (3) there is no other material matter relating to our senior managers that needs to be brought to the attention of the Shareholders.

Directors’ and Senior Management’s Interests

As of the Latest Practicable Date, none of our Directors or members of our senior management are related to other Directors or members of our senior management of the Company.

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As of the Latest Practicable Date, save for the interests in the Shares of the Company held by our Directors which are disclosed in the section headed “Statutory and General Information – C. Further Information about Our Directors, Senior Management and Substantial Shareholders – 3. Disclosure of Interests” in Appendix IV, none of our Directors held any interest in the securities within the meaning of Part XV of the SFO.

JOINT COMPANY SECRETARIES

Ms. Wang Yi (王軼), aged [45], joined our Group in May 2021, as our general counsel and the Board secretary. She was appointed as our joint company secretary in April 2022. Prior to joining our Group, Ms. Wang worked as an executive director within the legal division at Goldman Sachs Services (Asia) Limited from May 2014 to May 2021. Prior to that, Ms. Wang practiced law with Latham & Watkins LLP as an associate from September 2013 to May 2014, and with Simpson Thacher & Bartlett LLP as an associate from October 2007 to August 2013. With over 14-year working experience at US law firms and investment bank, Ms. Wang has rich experience in securities offerings, corporate financing and general corporate matters.

Ms. Wang received her bachelor of arts degree majoring in English literature from Kinjo Gakuin University in Japan in March 2000, her master of arts in law from Waseda University in Japan in March 2003, and her Juris Doctor from Duke Law School in the U.S. in December 2006. Ms. Wang was admitted to the New York State bar in November 2008.

Ms. So Ka Man (蘇嘉敏), aged [48], joined our Group and was appointed as one of our joint company secretaries in April 2022. Ms. So is a director of corporate services of Tricor Services Limited and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. So is currently the company secretary or joint company secretary of companies listed on the Hong Kong Stock Exchange, namely, Xiaomi Corporation (HKEx: 1810), Kuaishou Technology (HKEx: 1024), China Logistics Property Holdings Co., Ltd (HKEx: 1589), China Yongda Automobiles Services Holdings Limited (HKEx: 3669), and Embry Holdings Limited (HKEx: 1388).

Ms. So received her bachelor’s degree in accountancy from the Hong Kong Polytechnic University in November 1996. Ms. So is a chartered secretary, a chartered governance professional and a fellow of both The Hong Kong Chartered Governance Institute (HKCGI) (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (CGI) (formerly known as The Institute of Chartered Secretaries and Administrators).

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DIRECTORS’ REMUNERATION

For details of the appointment letters that we have entered into with our Directors, see “Statutory and General Information – C. Further Information about our Directors, Senior Management and Substantial Shareholders – 1. Particulars of Directors’ service agreements” in Appendix IV.

The remuneration of the Directors and senior management is paid in the form of fees, basic salaries, housing fund, allowances and benefits in kind, employer’s contributions to a retirement benefit scheme and discretionary bonuses.

The aggregate amount of remuneration (including basic salaries, housing fund, allowances and benefits in kind, employer’s contributions to a retirement benefit scheme, equity-settled share-based payment and discretionary bonuses) expenses for the Directors for the three years ended December 31, 2019, 2020 and 2021 and the three months ended March 31, 2022, was approximately RMB5.5 million, RMB115.8 million, RMB29.1 million and RMB0.8 million, respectively.

The aggregate amount of remuneration (including basic salaries, housing fund, allowances and benefits in kind, employer’s contributions to a retirement benefit scheme, equity-settled share-based payment, discretionary bonuses and remuneration incurred in respect of accepting office as Director) expenses for the five highest paid individuals of the Group, excluding the Directors, for the three years ended December 31, 2019, 2020 and 2021 and the three months ended March 31, 2022, were approximately RMB35.8 million, RMB39.1 million, RMB28.1 million and RMB3.4 million, respectively.

Further information on the remuneration of the Directors and the five highest paid individuals during the Track Record Period is set out in the Accountants’ Report in Appendix IA.

Save as disclosed above, no other payments have been paid or are payable in respect of the Track Record Period to the Directors by our Group.

During the Track Record Period, no remuneration was paid to the Directors and the five highest paid individuals of the Group as an inducement to join or upon joining the Group. No compensation was paid to or receivable by any Director or any of the five highest paid individuals during the Track Record Period for the loss of any office in connection with the management of the affairs of any member of the Group. None of the Directors waived any emoluments during the Track Record Period.

EQUITY INCENTIVE PLANS

During the Track Record Period, we have adopted the 2013 Share Option Scheme, the 2013 Share Award Scheme and the 2021 Share Incentive Plan. The principal terms of these equity incentive plans are summarized in the paragraph headed “Statutory and General Information – D. Equity Incentive Plans” in Appendix IV.

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CORPORATE GOVERNANCE

We have established the following committees in our Board of Directors: an Audit Committee, a Compensation Committee and a nominating and corporate governance committee. We plan to split up the current nominating and corporate governance committee of the Board and establish a separate Nomination Committee and a Corporate Governance Committee, respectively, effective upon the [REDACTED]. The committees operate and will operate in accordance with the terms of reference established and to be established by our Board.

Audit Committee

Our Audit Committee is 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 (with effect from [REDACTED]). The Audit Committee oversees our accounting and financial reporting processes and the audits of the financial statements of the Company. The primary duties of the Audit Committee are, among other things:

- (a) to review and recommend to the Board for approval, the appointment, re-appointment or removal of the independent auditor, after considering its annual performance evaluation of the independent auditor;
- (b) to approve the remuneration and terms of engagement of the independent auditor and pre-approving all auditing and non-auditing services permitted to be performed by our independent auditors;
- (c) to evaluate the independent auditor's qualifications, performance and independence;
- (d) to review with the independent registered public accounting firm any audit problems or difficulties and management's response;
- (e) to discuss with our independent auditor, among other things, the audits of the financial statements, including whether any material information should be disclosed, issues regarding accounting and auditing;
- (f) to review and approve all proposed related party transactions;
- (g) to review and recommend the financial statements for inclusion within our quarterly earnings releases and to our Board for inclusion in our annual reports;
- (h) to discuss the annual audited financial statements with management and the independent registered public accounting firm;
- (i) to periodically review and reassess the adequacy of the committee charter;

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- (j) to approve annual audit plans, and undertake an annual performance evaluation of the internal audit function;
- (k) to meet separately and periodically with management and the independent registered public accounting firm;
- (l) to monitor compliance with our code of business conduct and ethics, and reporting such compliance to the Board; and
- (m) to report regularly to the Board.

Our Audit Committee comprises three members, namely Mr. Yu Mingto, Ms. Qu Jingyuan, and Mr. Wang Hang. The chairman of the Audit Committee upon the [REDACTED] will be Mr. Yu Mingto, who is an independent non-executive Director with the appropriate accounting and related financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules. We have also determined that each of Mr. Yu Mingto, Ms. Qu Jingyuan, and Mr. Wang Hang satisfies the requirements of Rule 5605(c)(2) of the Listing Rules of the Nasdaq and meets the independence standards under Rule 10A-3 under the U.S. Exchange Act.

Compensation Committee

Our Compensation Committee is 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 (with effect from the [REDACTED]). The Compensation Committee assists the board in reviewing and approving the compensation structure, including all forms of compensation, relating to our directors and executive officers. The primary duties of the Compensation Committee are, among other things:

- (a) to oversee the development and implementation of compensation programs in consultation with our management;
- (b) to review and approve, or recommend to the Board for its approval, the compensation for our executive officers;
- (c) to review periodically and approve any incentive compensation or equity plans, programs or other similar arrangements;
- (d) to periodically review and reassess the adequacy of the committee charter;
- (e) to select compensation consultant, legal counsel or other adviser only after taking into consideration all factors relevant to that person's independence from management; and
- (f) to report regularly to the Board.

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Upon [REDACTED], our Compensation Committee comprises three members, namely Ms. Qu Jingyuan, Mr. Lei Jun and Mr. Yu Mingto. The chairlady of the Compensation Committee upon the [REDACTED] will be Ms. Qu Jingyuan.

Nomination Committee

The Nomination Committee is expected to be spilt up from the current nominating and corporate governance committee of the Board effective upon the [REDACTED]. The Nomination Committee is expected to be in compliance with the requirements in respect of nomination committees in the Corporate Governance Code set out in Appendix 14 to the Listing Rules.

The Nomination Committee assists the Board in selecting individuals qualified to become our directors and in determining the composition of the Board and its committees. The primary duties of the Nomination Committee, which shall be effective upon the [REDACTED], are among other things:

- (a) to recommend nominees to the Board for election or re-election to the Board, or for appointment to fill any vacancy on the Board;
- (b) to review and evaluate the size, composition, function and duties of the Board consistent with its needs;
- (c) to review candidates’ qualifications for membership on the board or a committee of the Board based on the criteria approved by the Board;
- (d) to make recommendations to the Board as to determinations of director independence;
- (e) to review and approve compensation (including equity-based compensation) for the Directors;
- (f) to periodically review and reassess the adequacy of the committee charters; and
- (g) to evaluate the performance and effectiveness of the Board as a whole.

Upon the [REDACTED], the Nomination Committee will consist of Mr. Lei Jun, Mr. Wang Yulin, Ms. Qu Jingyuan, Mr. Yu Mingto and Mr. Wang Hang. The chairman of the Nomination Committee upon the [REDACTED] will be Mr. Lei Jun.

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Corporate Governance Committee

The Corporate Governance Committee is to be spilt up from the current nominating and corporate governance committee of the Board effective upon the [REDACTED]. The Corporate Governance Committee is expected to assist the Board to exercise its business judgment to act in what they reasonably believe to be in the best interests of the Company and the Shareholders, and also to ensure the compliance with the requirements under the Corporate Governance Code set out in Appendix 14 to the Listing Rules.

The primary duties of the Corporate Governance Committee, which shall be effective upon the [REDACTED], are among other things:

- (a) to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and our senior management;
- (c) to review and monitor the Company’s policies and practices on compliance with the applicable legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual applicable to employees and directors;
- (e) to review the Company’s compliance with the Corporate Governance Code;
- (f) to review and monitor the Company’s actions in furtherance of its ESG responsibilities and monitor its performance in ESG related matters;
- (g) to review and monitor the Company’s policies and practices on the management of data security and the compliance with the applicable legal and regulatory requirements;
- (h) to review and monitor whether the Company is operated and managed for the benefit of all of the Shareholders;
- (i) to seek to ensure effective and ongoing communication between the Company and the Shareholders; and
- (j) to report on the work of the Corporate Governance Committee on an annual basis.

Upon the [REDACTED], the Corporate Governance Committee will consist of four members, namely Mr. Zou Tao, Mr. Wang Yulin, Dr. Ye Hangjun and Ms. Qu Jingyuan. The chairman of the Corporate Governance Committee upon the [REDACTED] will be Mr. Zou Tao.

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COMPLIANCE ADVISER

We have appointed Guotai Junan Capital Limited as our Compliance Adviser pursuant to Rules 3A.19 of the Listing Rules. The Compliance Adviser will provide us with guidance and advice as to compliance with the requirements under the Listing Rules and applicable Hong Kong laws. Pursuant to Rules 3A.23 of the Listing Rules, the Compliance Adviser will advise the Company, among others, in the following circumstances:

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

CORPORATE GOVERNANCE CODE

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, save as disclosed below, we expect to comply with the Corporate Governance Code set out in Appendix 14 of the Listing Rules after the [REDACTED].

BOARD DIVERSITY POLICY

We are committed to promoting the culture of diversity in the Company. We have strived to promote diversity to the extent practicable by taking into consideration a number of factors in our corporate governance structure.

We have adopted a board diversity policy (the “**Board Diversity Policy**”) which sets out the approach to achieve and maintain diversity in the Board. Pursuant to the Board Diversity Policy, selection of Director candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical capabilities, professional qualifications and skills, knowledge, length of service and other related factors. We will also consider our own business model and special needs. The ultimate selection of Director candidates will be based on merits of the candidates and contribution that the candidates will bring to the Board.

DIRECTORS AND SENIOR MANAGEMENT

The Board currently consists of one female Director and six male Directors with a balanced mix of knowledge and skills, including but not limited to overall management and strategic development, finance, accounting and risk management. After the [REDACTED], we will strive to keep gender balance of the Board through measures implemented by the Nomination Committee in accordance with our Board Diversity Policy. In particular, we will keep identifying and selecting female individuals with a diverse range of skills, experience and knowledge in different fields who are suitably qualified to become our Board members and maintain at least one female Director in our Board.

Going forward and with a view to developing a pipeline of potential successors to our Board that may meet the board diversity requirements as set out above, we will (i) continue to make appointments based on merits with reference to board diversity as a whole; (ii) take steps to promote gender diversity at all levels of our Group by recruiting staff of different genders; (iii) consider the possibility of nominating female management staff who has the necessary skills and experience to our Board; and (iv) provide career development opportunities and more resources in training female staff with the aim of promoting them to the senior management or the Board so that we will have a pipeline of female senior management and potential successors to our Board in a few years’ time. Our Directors will exercise fiduciary duties in the process, acting in the best interests of our Company and the Shareholders as a whole when making the relevant appointments.

Upon the [REDACTED], The Nomination Committee will be responsible for the implementation of the Board Diversity Policy. The Nomination Committee will review our Board Diversity Policy from time to time to ensure its continued effectiveness, and will also include in successive annual reports a summary of the Board Diversity Policy, including any measurable objectives set for implementing the Board Diversity Policy and the progress on achieving these objectives.

DISCLOSURE UNDER RULE 8.10 OF THE LISTING RULES

Mr. Lei Jun is a renowned entrepreneur in China. As of the Latest Practicable Date, apart from his interests and directorships in the Company and Kingsoft Corporation, Mr. Lei Jun also holds directorships and equity interests in Xiaomi and its various subsidiaries, associate and affiliated companies. As Xiaomi and its relevant various subsidiaries, associate and affiliated companies mainly operate as separate businesses and have their own separate shareholder bases, Mr. Lei Jun has no current intention to inject any of these interests into our Company.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Lei Jun is also a founding partner of Shunwei Capital (“**Shunwei**”), which operates investment funds specializing in start-ups, early to mid-stage and growth capital investments in internet and technology industries. While Shunwei may acquire non-controlling interests in certain business that operate in cloud services sectors similar to those in which our Group operates, Shunwei is a pure financial investor, and generally has no management or shareholding control over its investee companies. We therefore do not believe that Shunwei competes in any material way with our Group. In addition to the minority investments held by Shunwei, as a renowned angel investor in China, Mr. Lei Jun also personally holds a number of minority interests in private companies in a variety of sectors, none of which, to the best of Mr. Lei Jun’s knowledge, materially compete with our Group.

Each of the Directors confirms that as of the Latest Practicable Date, saved as disclosed in this Document, he/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.