
DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board currently consists of six Directors comprising three executive Directors and three independent non-executive Directors. The powers and duties of our Board include convening general meetings and reporting our Board’s work at our Shareholders’ meetings, determining our business and investment plans, preparing our annual financial budgets and final reports, formulating proposals for profit distributions and exercising other powers, functions and duties as conferred by the Articles. We [have entered] into service agreements with each of our executive Directors. We [have also entered] into letters of appointment with each of our independent non-executive Directors.

The following table sets forth certain information in respect of members of our Board and senior management of our Company:

Members of our Board

Name	Age	Date of joining our Group	Date of appointment as Director	Existing position in our Group	Roles and responsibilities in our Group	Relationship with other Directors and senior management
Mr. Jia Xiaodong (賈小東)	[34]	Upon founding of our Group	June 12, 2018	Chairman of the Board, executive Director and chief executive officer	Responsible for formulating the overall business direction and strategic planning of our Group	None
Mr. Huang Xiang (黃翔)	[38]	Upon founding of our Group	June 12, 2018	Executive Director	Responsible for overseeing the operations and technical aspects (including product development and know-how management) of our Group	None
Mr. Li Xin (李欣)	[39]	April 18, 2016	June 12, 2018	Executive Director	Responsible for overseeing the financial management, human resources management, marketing and business development of our Group	None
Mr. Zhan Peixun (詹培勳)	[34]	[•], 2022	[•], 2022	Independent non-executive Director	Responsible for providing independent advice on the operations and management of our Group	None

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Name	Age	Date of joining our Group	Date of appointment as Director	Existing position in our Group	Roles and responsibilities in our Group	Relationship with other Directors and senior management
Mr. Leung Ming Shu (梁銘樞)	[46]	[•], 2022	[•], 2022	Independent non-executive Director	Responsible for providing independent advice on the operations and management of our Group	None
Ms. Chak Hoi Kee Clara (翟凱琪)	[49]	[•], 2022	[•], 2022	Independent non-executive Director	Responsible for providing independent advice on the operations and management of our Group	None

Members of our senior management

Name	Age	Date of joining our Group	Date of appointment to current position	Existing position in our Group	Roles and responsibilities in our Group	Relationship with other Directors and senior management
Mr. Zeng Ke (曾科)	[38]	April 14, 2014	April 14, 2014	Vice president	Responsible for project management and engine development of our Group	None
Mr. Chu Kai Chi (朱啟智)	[37]	October 21, 2019	October 21, 2019	Chief Financial Officer and company secretary	Responsible for overseeing the financial management, capital market operations and company secretarial affairs of our Group	None
Mr. Zhao Xin (趙鑫)	[34]	April 18, 2016	April 18, 2016	Vice president	Responsible for overseeing the business development for the domestic and overseas markets of our Group	None
Mr. Guo Yuheng (郭宇恆)	[35]	November 19, 2018	November 19, 2018	Vice president	Responsible for overseeing the product development and planning of our Group	None

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Executive Directors

Mr. Jia Xiaodong (賈小東), aged [34], co-founded our Group with Mr. Huang in December 2013. Mr. Jia was appointed as our Director on June 12, 2018 and was re-designated as our executive Director and appointed as the chairman of our Board and the chief executive officer of our Group on June 23, 2021. Mr. Jia is primarily responsible for formulating the overall business direction and strategic planning of our Group. Mr. Jia is also a director of certain other members of our Group.

Prior to founding our Group in December 2013, from June 2010 to August 2013, Mr. Jia served as the main planner of “Fantasy Basketball Manager” and product manager of Shenzhen Fantasy Technology Co., Ltd. (深圳市範特西科技有限公司), and was subsequently promoted to be the general manager of the mobile department, where he was primarily responsible for the research and development of this company’s only mobile game at the time, team management, publishing management and market development.

Mr. Jia has been a qualified High-Level Talents (高層次人才) certified by Human Resources Bureau of Bao’an District, Shenzhen (深圳市寶安區人力資源局) since October 2018 and a qualified High-Level Professional (高層次專業人才) certified by Human Resources and Social Security Administration of Shenzhen Municipality (深圳市人力資源和社會保障局) since May 2018.

Mr. Jia obtained a bachelor’s degree in telecommunications engineering from Xi’an College of Posts & Telecommunications (西安郵電學院) in the PRC in July 2010 and obtained a master’s degree in science in telecommunications from The Hong Kong University of Science and Technology in Hong Kong in November 2012.

Mr. Jia was the legal representative, executive director and general manager of (i) 深圳市夢想世界科技有限公司 (for identification only, Shenzhen Dream World Technology Co., Ltd.), a company established in the PRC with limited liability in November 2013, which was deregistered in the PRC in April 2018 and (ii) 深圳掌上競藝軟件技術有限公司 (for identification only, Shenzhen Zhangshangjingyi Software Technology Co., Ltd.), a company established in the PRC with limited liability in December 2020, which was deregistered in the PRC in January 2022. Mr. Jia confirmed that (i) each of the above company was solvent upon its deregistration; and (ii) as at the Latest Practicable Date, no claims or penalties had been made against him and he was not aware of any actual or potential claims or penalties that had been or would be made against him as a result of the deregistration of each of the above company.

Mr. Huang Xiang (黃翔), aged [38], co-founded our Group with Mr. Jia in December 2013. He was appointed as our Director on June 12, 2018 and was re-designated as our executive Director on June 23, 2021. Mr. Huang has been primarily responsible for overseeing the operations and technical aspects (including product development and know-how management) of our Group. Mr. Huang is also a director of certain other members of our Group, including Gala Technology (BVI) and Gala Technology (HK).

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Mr. Huang has over 11 years of experience in the electronic engineering industry. From 2009 to 2012, Mr. Huang served as a software engineer at In2media Group, a creative digital agency, where he was primarily responsible for creative content and 3D engine development.

Mr. Huang obtained a bachelor’s degree in business administration from Changsha University of Science and Technology (長沙理工大學) in the PRC in June 2006 and he is currently a doctoral student majoring in engineering science in Tsinghua University (清華大學) in the PRC.

Mr. Huang was (i) the responsible person of 深圳市創真視界科技有限公司杭州分公司 (for identification only, Shenzhen Chuangzhen Shijie Technology Co., Ltd. Hangzhou Branch Company), a branch company of Chuangzhen Shijie established in the PRC, which was deregistered in the PRC in January 2019, and (ii) the supervisor of 深圳掌上競藝軟件技術有限公司 (for identification only, Shenzhen Zhangshangjingyi Software Technology Co., Ltd.), a company established in the PRC with limited liability in December 2020, which was deregistered in the PRC in January 2022. Mr. Huang confirmed that (i) each of the above company was solvent upon its deregistration; and (ii) as at the Latest Practicable Date, no claims or penalties had been made against him and he was not aware of any actual or potential claims or penalties that had been or would be made against him as a result of the deregistration of each of the above company.

On December 8, 2020, the business licence of 北京創真視通科技有限公司 (for identification only, Beijing Chuangzhen Shitong Technology Co., Ltd.) (“**Beijing Chuangzhen**”), a PRC company for which Mr. Huang was registered as legal representative and director, was revoked (the “**Revocation**”) because Beijing Chuangzhen failed to commence operations after the lapse of more than six months from the date of its establishment. As confirmed by Mr. Huang, (i) the original plan was for Beijing Chuangzhen to be a project company for developing 3-D reconstruction technology, however given such plan did not subsequently materialize, Beijing Chuangzhen had been dormant since its establishment; (ii) he delegated the administrative matters concerning Beijing Chuangzhen to support staff and due to inadvertent oversight, the support staff did not arrange to deregister Beijing Chuangzhen within the statutory time limit under the applicable PRC laws; and (iii) to the best of his knowledge, information and belief, Beijing Chuangzhen was solvent at the time of the Revocation and no claims or penalties had been made against him and he was not aware of any actual or potential claim or penalties that had been or would be made against him as a result of the Revocation as at the Latest Practicable Date. Following the Revocation, Mr. Huang may not be qualified to be registered as supervisor, director or senior manager of any company established in the PRC for a period of three years from the date of the Revocation pursuant to the applicable provisions under the PRC Company Law (the “**Suspension**”). On June 17, 2021, Beijing Chuangzhen obtained clearance for its deregistration from the relevant local branch of the SAIC.

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Our Board is of the view that Mr. Huang is suitable to be our executive Director notwithstanding the Revocation and the Suspension on the following grounds: (1) he is one of our Founders and has made significant contributions to our business development since our inception. He possesses valuable industry experience and knowledge and could continue to lead our Group’s operations and further development as our executive Director; (2) the Revocation arose due to inadvertent oversight of the support staff and did not involve his dishonesty or bad faith, and it was reasonable for Mr. Huang to delegate the administrative matters concerning Beijing Chuangzhen to support staff so that he could focus on his senior management role of overseeing the operations and technical aspects (including product development and know-how management) of our Group; (3) as advised by our PRC Legal Advisers, as at the Latest Practicable Date, no administrative penalties had been made against Mr. Huang relating to the Revocation; and (4) Mr. Huang has attended relevant training provided by the legal advisers to our Company on the duties and responsibilities of the directors of a Hong Kong listed issuer under the Listing Rules and other applicable securities laws and regulations in Hong Kong to strengthen his awareness and knowledge. Having considered the factors set out above, including but not limited to the view of our Board and our PRC Legal Advisers, pursuant to Rules 3.08 and 3.09 of the Listing Rules, the Sole Sponsor is of the view that Mr. Huang is suitable to be an executive Director of our Company notwithstanding the Revocation and the Suspension.

Mr. Li Xin (李欣), aged [39], was appointed as our Director on June 12, 2018 and was re-designated as our executive Director on June 23, 2021. He is primarily responsible for overseeing the financial management, human resources management, marketing and business development of our Group. Mr. Li is also a director of Gala Technology (HK).

Prior to joining our Group in April 2016, from May 2010 to March 2014, Mr. Li served as a head of business development department of Chengdu High-tech Investment Group Co., Ltd. (成都高新投資集團有限公司), an investment company, where he was primarily responsible for overseeing the sales and business development. From April 2014 to April 2016, he served as a vice president of Tap4fun Co., Ltd. (成都創人所愛科技股份有限公司), a mobile game development and publishing company, where he was primarily responsible for overseeing the business development, investment and overall management.

Mr. Li obtained a bachelor’s degree in information engineering from Shanghai Jiaotong University (上海交通大學) in the PRC in July 2006.

Mr. Li was the legal representative, executive director and general manager of 霍爾果斯阿瑟萊特網絡科技有限公司 (for identification only, Khorgas Aetherlight Network Technology Co., Ltd.) and 成都喬戈裏文化傳播有限公司 (for identification only, Chengdu Qiaogeli Cultural Communications Co., Ltd.), each a company established in the PRC with limited liability, which were deregistered in the PRC in March 2019 and December 2018, respectively. Prior to deregistration, the business licence of Chengdu Qiaogeli Cultural Communications Co., Ltd. was revoked in June 2017, which occurred more than three years preceding the Latest Practicable Date. As confirmed by our PRC Legal Advisers, as at the Latest Practicable Date, Mr. Li was not restricted under the PRC Company Law to be registered as a director, supervisor or senior manager of any PRC entity. Mr. Li confirmed that (i) each of the above companies was solvent upon its

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deregistration; and (ii) as at the Latest Practicable Date, no claims or penalties had been made against him and he was not aware of any actual or potential claims or penalties that had been or would be made against him as a result of the deregistration of the above companies. Having considered the above, including but not limited to the view of our Board and our PRC Legal Advisers, pursuant to Rules 3.08 and 3.09 of the Listing Rules, the Sole Sponsor is of the view that Mr. Li is suitable to be an executive Director of our Company.

Independent non-executive Directors

Mr. Zhan Peixun (詹培勳), aged [34], was appointed as an independent non-executive Director on [•] 2022. He is primarily responsible for providing independent advice on the operations and management of our Group.

Mr. Zhan has more than 5 years of finance experience. From December 2012 till now, he has been serving as director at Shenzhen Chiu Heung Tea Co., Ltd (深圳潮鄉茶業有限公司), a brand retail firm, where he is mainly responsible for company strategy development and public relation management. Since May 2018, he has been serving as a director at Shenzhen Bonuo Management Consulting Company Limited (深圳博諾管理諮詢有限責任公司), a business consulting firm, where he is mainly responsible for providing professional advice to corporate clients on fundraising, investment and management.

Mr. Zhan has been a member of Chinese Financial Association of Hong Kong (香港中國金融協會) since November 2014. Since March 2017, he has been serving as the Deputy Secretary-General of Hong Kong Chiu Chow Chamber of Commerce (香港潮州商會), a prestigious centennial chamber of commerce. He was appointed as a committee member of the Youth Committee of All-China Federation of Returned Overseas Chinese (中國僑聯青年委員會) since November 2019. Mr. Zhan obtained a bachelor’s degree in management from Sun Yat-sen University in June 2010 and a master’s degree in social science from The Hong Kong University of Science and Technology in November 2011. Since 2019, he has been a part-time PhD candidate in finance at the Shanghai University of Finance and Economics.

Mr. Leung Ming Shu (梁銘樞), aged [46], was appointed as an independent non-executive Director on [•] 2022. He is primarily responsible for providing independent advice on the operations and management of our Group.

Mr. Leung has more than 23 years of corporate finance and management experience. From September 1998 to July 2001, he served as an accountant at PricewaterhouseCoopers (羅兵咸永道會計師事務所), an accounting firm, where he was mainly responsible for providing annual audit services for listed companies. From October 1999 to December 2000, he served as a senior consultant at Arthur Andersen & Co (安達信會計師事務所), where he was mainly responsible for providing consultancy service for mergers and acquisitions and business restructuring projects. From February 2003 to March 2006, he worked as a senior manager in the mergers and acquisitions department at CDC Corporation, a NASDAQ listed company, and as chief financial officer of Sino Splendid Holdings Limited (中國華泰瑞銀控股有限公司) (formerly known as Chinadotcom Incorporation (中華網科技公司)), a subsidiary of CDC Corporation and mainly engaged in the provision of software and online information whose shares are listed on GEM of the

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Stock Exchange (stock code: 8006), where he was mainly responsible for investor relations, leading mergers and acquisition activities and overseeing the finance operations of the company. From November 2006 to January 2008, he served as chief financial officer of Beijing Lingtu Spacecom Technology Co., Ltd (北京靈圖星訊科技有限公司), a subsidiary of Beijing Lingtu Software Co., Ltd (北京靈圖軟件技術有限公司), a company mainly engaged in the provision of digital map and global positioning system (GPS) service, where he was responsible for conducting equity fund raising, and overseeing the finance operations of that company. Mr. Leung has been the company secretary of China ITS (Holdings) Co., Ltd. (中國智能交通系統(控股)有限公司) since January 2008 and the chief financial officer of this company from January 2008 to December 2012, a company mainly engaged in the provision of intelligent transportation solutions covering expressway, railway, and urban traffic sectors whose shares are listed on the Main Board of the Stock Exchange (stock code: 1900), where he was mainly responsible for strategies, financial management and investor relations. From January 2013 to January 2017, he served as chief financial officer of Visual China Group (視覺中國文化發展股份有限公司) whose shares are listed on the Main Board of the Shenzhen Stock Exchange (stock code: 000681.SZ), a company mainly engaged in the provision of image authorization, where he was mainly responsible for mergers and acquisitions, overall financial management of the company. Since January 2018, he has been serving as a founding and managing partner at Harmony Capital (和諧資本), an investment fund with a focus on internet and consumer sectors, where he is mainly responsible for fund overall management and investment operations.

Since April 2021, he has been serving as chief financial officer and a member of strategy committee of 58 Group and managing partner of 58 industry fund, where he is mainly responsible for overseeing overall financial and legal functions and strategic investment and management of the 58 industry fund.

From June 2008 to February 2021, he served as an independent non-executive director at Comtec Solar Systems Group Limited (卡姆丹克太陽能系統集團有限公司) whose shares are listed on the Main Board of the Stock Exchange (stock code: 0712), a company engaged in the provision of solar rooftop distributed generators. Since February 2013, he has been serving as an independent non-executive director at Cabbeen Fashion Limited (卡賓服飾有限公司) whose shares are listed on the Main Board of the Stock Exchange (stock code: 2030), a men outwears brand in China. Since March 2017, he has been serving as an independent non-executive director at Sun.King Technology Group Limited (賽晶科技集團有限公司) (formerly known as Sun.King Power Electronics Group Limited (賽晶電力電子集團有限公司)) whose shares are listed on the Main Board of the Stock Exchange (stock code: 0580), a company mainly engaged in the provision of power electron capacitor (電力電子電容器). Since December 2019, he has been serving as an independent non-executive director at Renrui Human Resources Technology Holdings Limited (人瑞人才科技控股有限公司) whose shares are listed on the Main Board of the Stock Exchange (stock code: 6919), a company mainly engaged in the provision of human resources services. From February 2020 to April 2022, he served as an independent director at Glory Star New Media Group Holdings Limited (耀世星輝新文娛集團控股有限公司) whose shares are listed on the NASDAQ (stock code: GSMG.US), a company mainly engaged in the provision of mobile entertainment. Since August 2021, he has been serving as a non-executive director at GOGOX HOLDINGS LIMITED (快狗打車控股有限公司) whose shares are listed on the

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Main Board of the Stock Exchange (stock code: 2246), a company mainly engaged in the provision of logistic and delivery solution services and platform services which uses technology to connect transacting user and logistic and delivery service provider in the PRC, Hong Kong, Singapore, Republic of Korea, and other Eastern and Southern Asian Countries. Since May 2022, he has been serving as an independent non-executive director at Infinities Technology International (Cayman) Holding Limited (多牛科技國際(開曼)集團有限公司) (formerly known as Jiu Zun Digital Interactive Entertainment Group Holdings Limited (九尊數字互娛集團控股有限公司)) whose shares are listed on the Main Board of the Stock Exchange (stock code: 1961), a company mainly engaged in the development and operation of mobile games and the distribution of digital media content in the PRC.

Mr. Leung has been a Fellow Member of Association of Chartered Certified Accountants and the Fellow Member of the Hong Kong Institute of Certified Public Accountants since February 2007 and June 2010, respectively. Mr. Leung obtained a First Class Honor bachelor’s degree in accounting from the City University of Hong Kong in November 1998 and a master’s degree in accounting from The Chinese University of Hong Kong in November 2001.

Mr. Leung was also a director of Ambient Consulting Group Limited and Couponxpress Company Limited, each a company incorporated in Hong Kong with limited liability, which were dissolved in Hong Kong in November 2004 and March 2009, respectively. Mr. Leung confirmed that (i) each of the above companies was solvent upon its deregistration or dissolution; and (ii) as at the Latest Practicable Date, no claims or penalties had been made against him and he was not aware of any actual or potential claims or penalties that had been or would be made against him as a result of the deregistration or dissolution of the above companies.

Ms. Chak Hoi Kee Clara (翟凱琪), age [49], was appointed as an independent non-executive Director on [•], 2022. She is primarily responsible for providing independent advice on the operations and management of our Group.

Ms. Chak has more than 16 years of experience in the field of corporate development, mergers and acquisitions and private equity investments. From January 2004 to August 2006, she served with her last position as Associate Director at Sun Hung Kai Properties Direct Investment Ltd., an investment company where she was responsible for private equity and related investments. From September 2006 to May 2008, she served as Associate Director at GE Corporate Financial Services Asia, a financial services division of General Electric where she was responsible for conducting due diligence, valuation and negotiation on investments including the potential investments in financial institutions in the PRC and Vietnam. From June 2008 to April 2012, she served as Vice President at JRE Partners, a joint venture focused on Greater China where she was responsible for the full investment cycle from deal sourcing, due diligence, financial projections, terms negotiation to investment documentation. From May 2012 to April 2018, she served as Head of Business Development at Maxim’s Caterers Limited, a Hong Kong based food, beverage and restaurant chain where she was responsible for the group’s M&A and business development activities. From November 2018 to October 2019, she served as Chief Financial Officer at Bayshore Pacific Hospitality Limited, a Taiwan based restaurant chain

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where she was mainly responsible for the full accounting, finance and fund-raising functions. Since November 2019, she has been serving as Managing Director at LionRock Capital Limited, a Hong Kong based private equity fund where she was responsible for leading direct investment activities from deal sourcing, due diligence, financial projections, terms negotiation to investment documentation.

Ms. Chak has been qualified as a Chartered Financial Analyst (CFA) by the CFA Institute since August 2002. Ms. Chak obtained a bachelor’s degree Economics and Political Science from University of Toronto in June 1995 and a master’s degree in Business Administration from The Chinese University of Hong Kong in December 2000.

Save as disclosed above, none of our Directors (i) have held any other directorships in listed companies during the three years immediately preceding the date of this document; and (ii) held any other position in our Company or other members of our Group.

Our Directors confirm that, none of them or their respective close associates has any interest in a business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

Save as disclosed in the sections headed “History, Reorganization and Corporate Structure — Corporate and Shareholding Structure — Our Group’s Shareholding Structure after the Reorganization”, “Substantial Shareholders” and paragraph C1(a) of “Appendix IV — Statutory and General Information” in this document, as at the Latest Practicable Date, none of our Directors (i) had any interests in the Shares within the meaning of Part XV of the SFO; or (ii) had any relationship with any other Directors, senior management or substantial shareholders of our Company.

Save as disclosed above, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no information relating to our Directors that is required to be disclosed pursuant to paragraphs (b) to (v) of Rule 13.51(2) of the Listing Rules or any other matters concerning any Director that needs to be brought to the attention of our Shareholders as of the Latest Practicable Date.

SENIOR MANAGEMENT

Our executive Directors and other member of our senior management are responsible for the day-to-day operations and management of our business. See “— Board of Directors — Executive Directors” for the biographical details of our executive Directors, namely Mr. Jia Xiaodong, Mr. Huang Xiang and Mr. Li Xin. Members of our senior management also include the following:

Mr. Zeng Ke (曾科), aged [38], joined our Group as the vice president of research and development department in April 2014 and he is primarily responsible for project management and engine development of our Group. Prior to joining our Group, from March 2011 to March 2014, he served as a software engineer of Microsoft Corporation, where he was primarily responsible for development of Microsoft Office 2013.

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Mr. Zeng obtained a master’s degree in computer science from University of Southern California in the United States in December 2010.

Mr. Chu Kai Chi (朱啟智), aged [37], joined our Group as the chief financial officer in October 2019 and he is responsible for overseeing the financial management, capital market operations and company secretarial affairs of our Group.

Mr. Chu has over 13 years of finance experience. Prior to joining our Group, from October 2007 to February 2014, Mr. Chu served as audit manager of PricewaterhouseCoopers. From March 2014 to July 2016, Mr. Chu served as financial manager of Braiform (HK) Limited, a global hanger manufacturer and vendor, where he was primarily responsible for overseeing the internal audit and financial management. From July 2016 to May 2017, Mr. Chu served as the chief financial officer of China Payment Technology Co., Ltd. (中付支付科技有限公司), a credit card bill acquiring agency recognized by Union Pay, where he was primarily responsible for overseeing the financial management. From May 2017 to October 2019, he served as the chief financial officer of medical sector and executive vice president of Hong Kong area of Guangdong Jinmeiji Group Co., Ltd. (廣東金美濟集團有限公司), an integrated medical group company, where he was primarily responsible for overseas market expansion and operation strategy planning.

Mr. Chu has been a certified public accountant of The Hong Kong Institute of Certified Public Accountants since January 2011. Mr. Chu obtained a bachelor’s degree in accountancy and financial services from The Hong Kong Polytechnic University in Hong Kong in December 2007.

Mr. Zhao Xin (趙鑫), aged [34], joined our Group as the vice president in April 2016 and he is responsible for overseeing the business development for the domestic and overseas markets.

Prior to joining our Group, from July 2011 to November 2012, Mr. Zhao served as the product manager of Gospell Digital Technology Co., Ltd. (高斯貝爾數碼科技股份有限公司), a company mainly engaged in R&D and manufacturing of communication equipment, whose shares are listed on the Main Board of the Shenzhen Stock Exchange (stock code: 2848), where he was primarily responsible for overseeing the strategy planning of the products and overall management of mobile department. From December 2012 to November 2015, Mr. Zhao served as the marketing director of Tap4fun Co., Ltd. (成都尼畢魯科技股份有限公司), a software development company, where he was primarily responsible for the promotion and distribution of the company’s products in the global market.

Mr. Zhao obtained a bachelor’s degree in science from Texas Christian University in the United States in May 2011.

Mr. Guo Yuheng (郭宇恆), aged [35], joined our Group as the product vice president in November 2018 and he is responsible for product development and planning.

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Mr. Guo has over 10 years of experience in the game industry in the PRC. Prior to joining our Group, from February 2010 to April 2011, Mr. Guo served as the game designer of Shanghai Molyyou Digital Entertainment Co., Ltd. (上海摩力遊數字娛樂有限公司), a software and hardware development company, where he was primarily responsible for core play design. From October 2011 to July 2012, Mr. Guo served as the lead designer of Haihao Computer Technology (Shanghai) Co., Ltd. (海浩計算機科技(上海)有限公司), a technology development company, where he was primarily responsible for leading the design department. From August 2012 to May 2015, he served as the main designer of Shenzhen Tencent Computer System Co., Ltd. (深圳市騰訊計算機系統有限公司), a network and information technology services provider, where he was primarily responsible for game designing. From December 2016 to November 2018, he served as the general manager of Shenzhen Volcano Animation Design Co., Ltd. (深圳市火山動漫設計有限公司), an animation design company, where he was primarily responsible for animation film designing.

Mr. Guo obtained a bachelor’s degree in fine arts from University of Ottawa in Canada in December 2010, he also obtained an associate’s degree in animation design and production from Huaruan Software Engineering Institute of Guangzhou University (廣州大學華軟軟件學院) in the PRC in June 2009.

COMPANY SECRETARY

Mr. Chu Kai Chi (朱啟智), our chief financial officer, was appointed as our company secretary on June 23, 2021. For biographical details of Mr. Chu, please refer to “Senior Management — Mr. Chu Kai Chi (朱啟智)” in this section.

BOARD COMMITTEES

Our Board has established the Audit Committee, the Remuneration Committee and the Nomination Committee and delegated various responsibilities to these committees, which assist our Board in discharging its duties and overseeing particular aspects of our Group’s activities.

Audit committee

Our Group has established the Audit Committee on [•], 2022 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and code provision D.3.3 of the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 14 to the Listing Rules. The Audit Committee consists of three members, namely, Mr. Leung Ming Shu, Ms. Chak Hoi Kee Clara and Mr. Zhan Peixun. Mr. Leung Ming Shu has been appointed as the chairman of the Audit Committee as he has the appropriate professional qualifications or related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

The primary duties of the Audit Committee include, but are not limited to, (i) reviewing and supervising our financial reporting process and internal control system of our Group, risk management and internal audit; (ii) providing advice and comments to our Board; and (iii) performing other duties and responsibilities as may be assigned by our Board.

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Remuneration committee

Our Group has established the Remuneration Committee on [•], 2022 with written terms of reference in compliance with Rule 3.25 of the Listing Rules and code provision E.1.2 of the CG Code as set out in Appendix 14 to the Listing Rules. The Remuneration Committee consists of three members, namely Mr. Zhan Peixun, Mr. Leung Ming Shu and Mr. Li Xin. Mr. Zhan Peixun has been appointed as the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee include, but are not limited to (i) establishing, reviewing and providing advices to our Board on our policy and structure concerning remuneration of our Directors and senior management and on the establishment of a formal and transparent procedure for developing policies concerning such remuneration; (ii) determining the terms of the specific remuneration package of each Director and senior management member; and (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by our Directors from time to time.

Nomination committee

Our Group has established the Nomination Committee on [•], 2022 with written terms of reference in compliance with Rule 3.27A of the Listing Rules and code provision B.3.1 of the CG Code as set out in Appendix 14 to the Listing Rules. The Nomination Committee consists of three members, namely Mr. Jia, Mr. Zhan Peixun and Ms. Chak Hoi Kee Clara. Mr. Jia has been appointed as the chairman of the Nomination Committee.

The primary duties of the Nomination Committee include, but are not limited to, (i) reviewing the structure, size and composition of our Board on a regular basis and making recommendations to our Board regarding any proposed changes to the composition of our Board; (ii) identifying, selecting or making recommendations to our Board on the selection of individuals nominated for directorship, and ensuring the diversity of our Board members; (iii) assessing the independence of our independent non-executive Directors; and (iv) making recommendations to our Board on relevant matters relating to the appointment, re-appointment and removal of our Directors and succession planning for our Directors.

CORPORATE GOVERNANCE

Our Directors recognize the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of our Group so as to achieve effective accountability.

Our Company has adopted the code provisions stated in the CG Code. Our Company is committed to the view that our Board should include a balanced composition of executive Directors and independent non-executive Directors so that there is a strong independent element on our Board, which can effectively exercise independent judgment.

DIRECTORS AND SENIOR MANAGEMENT

According to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Jia is currently the chairman of our Board and the chief executive officer of our Group. Taking into account Mr. Jia’s extensive experience in the online game industry and in view of Mr. Jia’s role in the overall management of our Group since our Group’s founding, our Board believes that it is in the interest of our Group for Mr. Jia to take up both roles for effective management and operations. Therefore, our Directors consider that the deviation from such code provision is appropriate. Notwithstanding such deviation, our Directors are of the view that our Board is able to function efficiently and perform its responsibilities with all key and appropriate issues discussed in a timely manner. In addition, as all major decisions will be made in consultation with the members of our Board and the relevant Board committees, and there are three independent non-executive Directors on our Board who can provide independent advice on the operations and management of our Group, our Board takes the view that there is adequate safeguard in place to ensure a sufficient balance of powers within our Board. Our Board will also review the structure and composition of our Board and senior management team from time to time in light of our prevailing circumstances to maintain a high standard of corporate governance practices of our Company.

Save for the deviation from code provision C.2.1 of the CG Code as disclosed above, it is expected that our Group will be able to comply with the code provisions in the CG Code upon the [REDACTED].

BOARD DIVERSITY POLICY

Our Board has adopted a board diversity policy which sets out the objective and approach to achieve diversity of our Board. Our Group recognizes the benefits of having a diversified Board and sees increasing diversity at the Board level as an essential element in supporting the attainment of our Group’s strategic objectives and sustainable development. Our Group seeks to achieve diversity of our Board through the consideration of a number of factors, including but not limited to professional experience, skills, knowledge, education background, gender, age and ethnicity. Our Directors have a balanced mix of skills and experiences, including overall management, brand improvement, business development, investment, finance auditing and accounting experiences. We have three independent non-executive Directors who have different industry backgrounds, including accounting, finance and investment. Furthermore, our Directors are of a wide range of age, from [34] years old to [49] years old.

After [REDACTED], the Nomination Committee will review the board diversity policy and its implementation from time to time to ensure its implementation and monitor its continued effectiveness, and the same will be disclosed in our corporate governance report in accordance with the Listing Rules after [REDACTED], including any measurable objectives set for implementing the board diversity policy and the progress on achieving these objectives on an annual basis. Ms. Chak Hoi Kee Clara, being our independent non-executive Director who has practical experience in her fields, could contribute to gender diversity of our Board and bringing valuable views from a female perspective to our Board in managing our Company.

DIRECTORS AND SENIOR MANAGEMENT

The effective implementation of the board diversity policy will depend, to a certain extent, on our Shareholders’ independent judgment on the suitability of individual candidates and their views on the scale of gender diversity of our Board. To ensure gender diversity of our Board after [REDACTED], the Nomination Committee will review the Board composition from time to time and identify suitable Director candidates of both genders to our Board for consideration where appropriate.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and members of our senior management receive compensation from our Company in the form of fees, salaries, bonuses and other benefits in kind such as contributions to pension plans. The aggregate remuneration (including fees, salaries, contributions to pension schemes, bonus, share-based payments, retirement benefits scheme, allowance and other benefits in kind) paid to our Directors for the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022 were approximately RMB2.7 million, RMB2.8 million, RMB2.7 million and RMB1.3 million, respectively. Please see note 9(b) to the consolidated financial statements of our Group in Appendix I to this document for further details. Save as disclosed above, no other amounts have been paid or are payable by any member of our Group to our Directors during the Track Record Period.

Please refer to note 9(a) to the consolidated financial statements of our Group in Appendix I to this document for details on the emoluments of the five highest paid individuals in our Group during the Track Record Period.

No remuneration was paid by us to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office in respect of the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022. Further, none of our Directors had waived or agreed to waive any remuneration during the same periods.

Under the arrangement currently in force, the aggregate remuneration (including fees, salaries, contributions to pension schemes, bonus, share-based payments, retirement benefits scheme, allowances and other benefits in kind) of our Directors for the year ending December 31, 2022 is estimated to be no more than RMB3.5 million. Our Board will review and determine the remuneration and compensation packages of our Directors and senior management and, following the [REDACTED], will receive recommendation from the Remuneration Committee which will take into account salaries paid by comparable companies, time commitment and responsibilities of our Directors and performance of our Group.

DIRECTORS AND SENIOR MANAGEMENT

COMPLIANCE ADVISER

Our Company has appointed UOB Kay Hian (Hong Kong) Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, our compliance adviser 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 shares issues and share repurchases;
- where our Company proposes 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 our Company under Rule 13.10 of the Listing Rules.

The term of the appointment of our compliance adviser shall commence on the [REDACTED] and end on the date on which our Company distribute our annual report in respect of our financial results for the first full financial year commencing after the [REDACTED].