

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board consists of seven Directors, of whom four are executive Directors and three are independent non-executive Directors. Our Board is responsible and has general powers for the management and conduct of our business. The functions and duties of our Board include but are not limited to convening Shareholders’ meetings and reporting our Board’s work at Shareholders’ meetings; implementing the resolutions passed at Shareholders’ meetings; determining business plans and investment plans; preparing annual budget proposals and final accounts proposals; preparing plans for profit distribution and recovery of losses; preparing plans for the increase or decrease in registered capital; and exercising other powers, functions and duties as conferred by the Articles of Association.

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

Name	Position	Age	Date of appointment as Director	Date of joining our Group	Roles and responsibilities in our Group	Relationship with other Directors or senior management
Executive Directors						
Wang Lei (汪磊)	Executive Director, chairman of the Board and chief executive officer	39	June 24, 2021	April 1, 2009	Strategic development, overall operation and management and major decision making of our Group	Nil
Li Yanhao (李艷浩) . . .	Executive Director, senior vice president and chief technology officer	40	December 13, 2021	March 27, 2009	Assisting in overall management and overall research, development and technical management of our Group	Nil

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Name	Position	Age	Date of appointment as Director	Date of joining our Group	Roles and responsibilities in our Group	Relationship with other Directors or senior management
Xu Bing (徐冰)	Executive Director, vice president and chief officer for data	39	December 13, 2021	August 3, 2009	Assisting in overall management of our Group and responsible for the sales and marketing activities of our Group	Nil
Li Yao (李堯)	Executive Director, vice president, secretary to the Board and joint company secretary	40	December 13, 2021	February 29, 2016	Overseeing our daily business operations and assisting in overall management of our Group	Nil
Independent non-executive Directors						
Jiang Yi (江一)	Independent non-executive Director	37	September 8, 2022	September 8, 2022	Supervising and providing independent opinion and judgement to our Board	Nil
Tan Deqing (譚德慶)	Independent non-executive Director	56	September 8, 2022	September 8, 2022	Supervising and providing independent opinion and judgement to our Board	Nil
Wang Beili (王蓓莉)	Independent non-executive Director	37	September 8, 2022	September 8, 2022	Supervising and providing independent opinion and judgement to our Board	Nil

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Executive Directors

Wang Lei (汪磊), aged 39, was appointed as our Director on June 24, 2021. He was appointed as our chairman of the Board, chief executive officer and re-designated as our executive Director on December 13, 2021. He is primarily responsible for the strategic development, overall operation and management and major decision making of our Group.

Mr. Wang joined our Group as a general manager of Ophyer Technology on April 1, 2009.

Mr. Wang has been closely involved in the operation and management of our Group. Other than serving as an executive Director, Mr. Wang has been assuming or assumed the following positions of our Group:

- general manager, director, legal representative and chairman of the board of Ophyer Technology, since April 1, 2009, June 20, 2016, June 20, 2016 and June 20, 2016, respectively. Mr. Wang was also the supervisor of Ophyer Technology from September 24, 2014 to June 19, 2016;
- legal representative, executive director and manager of Hupo Jinyuan since June 29, 2016;
- legal representative, executive director and manager of Shixin Network from February 9, 2017 to September 16, 2021 before its deregistration;
- executive director and manager of Zhongrunxing since November 6, 2018;
- director of Ophyer HK since August 10, 2021;
- legal representative, executive director and manager of Beijing Flowing Cloud since November 17, 2021; and
- legal representative, executive director and manager of Beijing Digital since August 18, 2022.

Shixin Network was established in the PRC on February 9, 2017 and was principally engaged in development of online games and related sales business. Shixin Network was deregistered on September 16, 2021. Mr. Wang confirmed that (i) Shixin Network was solvent with no outstanding liabilities arising from any material non-compliance incidents, claims, litigations or proceedings arising from its operation immediately prior to its deregistration; (ii) there was no wrongful act on

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his part leading to its dissolution and was not aware of any actual or potential claim that had been or would be made against him as a result of such deregistration; and (iii) no misconduct on his part had been involved in such deregistration.

Mr. Wang has over 16 years of experience in the Internet technology industry. Prior to joining our Group, Mr. Wang had the following working experience:

<u>Name of organisation</u>	<u>Principal business activities</u>	<u>Last position and responsibilities</u>	<u>Period of service</u>
Newpalm (China) Information Technology Co., Ltd.* (掌中萬維(中國)信息科技有限公司) . .	Information technology services	WAP operations manager	July 2005 — May 2006
Beijing Ourpalm Co., Ltd.* (北京掌趣科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300315)	Games developer	Senior operations director	June 2006 — January 2009

Mr. Wang received the “Industry Leading Individual Award” at the 7th session of the Beijing Animation Event issued by the Beijing Animation Committee in August 2018.

Mr. Wang obtained his bachelor’s degree in automation from the North China University of Technology (北方工業大學) in Beijing, PRC in July 2005, and his master’s degree in project management from the Beijing University of Posts and Telecommunications (北京郵電大學) in Beijing, PRC in March 2013.

Li Yanhao (李艷浩), aged 40, was appointed as our Director on December 13, 2021 and was re-designated as our executive Director on December 13, 2021. He is also a senior vice president and the chief technology officer of our Group, responsible for assisting in overall management and overall R&D and technical management of our Group.

Mr. Li joined our Group as a director of Ophyer Technology on March 27, 2009. Mr. Li was the technology director of Ophyer Technology from April 1, 2009 to August 31, 2016 and the general manager of Ophyer Technology from September 1, 2016 to December 31, 2020, and has been the senior vice president and chief technology officer of Ophyer Technology since January 1, 2021.

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Mr. Li has over 15 years of experience in software engineering. Prior to joining our Group, Mr. Li had the following working experience:

Name of organisation	Principal business activities	Last position and responsibilities	Period of service
Beijing Chuangli Century Software Co., Ltd.* (北京創利世紀軟件有限公司)	Software development	Software engineer, primarily responsible for mobile game business development	January 2005 to May 2007
Aikexin (Beijing) Technology Limited* (愛可信(北京)傳媒技術有限公司)	Software development	Software engineer	June 2007 to January 2009

Mr. Li graduated with an undergraduate degree in electronic science and technology from the University of Electronic Science and Technology of China (電子科技大學) in Sichuan, PRC in July 2004.

Xu Bing (徐冰), aged 39, was appointed as our Director on December 13, 2021 and was re-designated as our executive Director on December 13, 2021. She is also a vice president and chief officer for data of our Company, responsible for assisting in overall management and sales and marketing activities of our Group.

Ms. Xu joined our Group as a commercial manager of Ophyer Technology on August 3, 2009. Ms. Xu became a director of Ophyer Technology since June 20, 2016 and the commercial cooperation director of Ophyer Technology from September 1, 2016 to December 31, 2020, and the vice president and the chief officer for data of Ophyer Technology since January 1, 2021.

Ms. Xu has over 14 years of experience in the information technology services industry. Prior to joining our Group, Ms. Xu had the following working experience:

Name of organisation	Principal business activities	Last position and responsibilities	Period of service
Beijing Joyes Tech. Co., Ltd.* (北京卓娛互動科技有限公司)	Mobile games sales and operation platform	Business development manager, primarily responsible for market development related work	January 2007 — March 26, 2008

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<u>Name of organisation</u>	<u>Principal business activities</u>	<u>Last position and responsibilities</u>	<u>Period of service</u>
Shanghai Jichuang Network Technology Co., Ltd.* (上海積創網絡科技有限公司)	Mobile games developer	Terminal cooperation manager, primarily responsible for promoting games and cooperating with mobile terminals to provide game content	April 2008 — April 2009
Yimenlou (Beijing) Technology Co., Ltd.* (億門樓(北京)科技有限公司)	Information technology services	Marketing manager	April 2009 — August 2009

Ms. Xu obtained her bachelor’s degree in international economics and trading from Jilin University of Finance and Economics (吉林財經大學) (previously known as the Changchun Taxation College (長春稅務學院)) in Jilin, PRC in July 2006.

Li Yao (李堯), aged 40, was appointed as our Director on December 13, 2021. He was appointed as our joint company secretary to the Board and re-designated as our executive Director on December 13, 2021. He is also a vice president of our Company, responsible for overseeing our daily business operations and assisting in overall management of our Group.

Mr. Li Yao joined our Group as deputy general manager and secretary to the board of Ophyer Technology on February 29, 2016.

Mr. Li Yao has been closely involved in the operation and management of our Group. Other than serving as a Director, Mr. Li Yao has been assuming or assumed the following positions:

- deputy general manager, secretary to the board and director of Ophyer Technology since February 29, 2016, February 29, 2016 and June 20, 2016, respectively;
- executive director and manager of Kashi Fanxing from May 2018 to August 9, 2021 before its deregistration;
- executive director, legal representative and manager of Hefei Xingcheng from April 2020 to December 21, 2021 before its deregistration;
- supervisor of Beijing Xingshi since April 10, 2020;

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- executive director, legal representative and manager of Nanyang Ophyer from October 2020 to October 29, 2021 before its deregistration; and
- executive director, legal representative and general manager of Shenzhen Huachuang since January 12, 2021.

Kashi Fanxing was established in the PRC on May 9, 2018 and did not carry out any material business operation since its establishment, and was deregistered on August 9, 2021. Nanyang Ophyer was established in the PRC on September 29, 2017 and was principally engaged in product research and development, and was deregistered on October 29, 2021. Mr. Li Yao confirmed that (i) each of Kashi Fanxing and Nanyang Ophyer was solvent with no outstanding liabilities arising from any material non-compliance incidents, claims, litigations or proceedings arising from its operation immediately prior to its deregistration; (ii) there was no wrongful act on his part leading to the deregistration of Kashi Fanxing and Nanyang Ophyer and was not aware of any actual or potential claim that had been or would be made against him as a result of such dissolution; and (iii) no misconduct on his part had been involved in such deregistration.

Mr. Li Yao has over 16 years of experience in games and software development. Prior to joining our Group, Mr. Li Yao had the following working experience:

Name of organisation	Principal business activities	Last position and responsibilities	Period of service
Ourpalm Co., Ltd.* (北京掌趣科技股份有限公司) . . .	Games developer	Product manager, primarily responsible for games related business	December 2004 — December 2007
Shanghai Snowfish Tech. Co., Ltd.* (上海雪鯉魚計算機科技有限公司)	Software developer	Mobile games product director, primarily responsible for Java related business	January 2008 — June 2010
Beijing Fengxinzi Computer Technology Co., Ltd.* (北京風信子計算機科技有限公司) (currently known as (Beijing Planet Wings Sports Culture Co., Ltd.* 北京星球之翼體育文化有限公司)). . . .	Information publication services	General manager, primarily responsible for marketing and operation of the company	July 2010 — January 2016

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Mr. Li Yao received the 2018 National Equities Exchange and Quotations Gold Medal for Secretary of the Board (2018年度新三板金牌董秘) issued by the Rhino Star (IPO3.COM) in 2018.

Mr. Li Yao obtained his diploma in stage lighting and sound engineering from the Beijing Broadcast and Television University (北京廣播電視大學) (subsequently known as Beijing Open University (北京開放大學)) in Beijing, PRC in July 2005, and his bachelor’s degree in Chinese literature and linguistics from the Central Broadcast and Television University (中央廣播電視大學) (subsequently known as The Open University of China (國家開放大學)) in Beijing, PRC in January 2011.

Independent Non-executive Directors

Jiang Yi (江一), aged 37, was appointed as our independent non-executive Director on September 8, 2022. He is primarily responsible for supervising and providing independent judgement to the Board.

Mr. Jiang has over nine years of experience in the field of corporate services. Mr. Jiang had the following working experience:

<u>Name of organisation</u>	<u>Principal business activities</u>	<u>Last position and responsibilities</u>	<u>Period of service</u>
Zhonglian Hengye (Beijing) Investment Management Co., Ltd.* (中聯恒業(北京)投資管理有限公司)	Investment management	Chairman of the Board, primarily responsible for leading the board and focusing on strategic matters	March 2012 — Present
Qingyun Technology (Beijing) Co., Ltd.* (擎雲科技(北京)有限公司)	Technology promotion and application service industry	Chairman of the Board, primarily responsible for leading and supervising the board and the senior management	November 2014 — Present
HCR Co., Ltd.* (北京慧辰資道資訊股份有限公司), a company listed on the Shanghai Stock Exchange Science and Technology Innovation Board (stock code: 688500)	Data intelligence solution	Independent non-executive director, primarily responsible for providing independent opinion and judgement to the company	April 2019 — Present

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Mr. Jiang obtained his bachelor’s degree in electronic information engineering from the Wuhan University of Science and Technology (武漢科技大學) in Wuhan, PRC in June 2007.

Tan Deqing (譚德慶), aged 56, was appointed as our independent non-executive Director on September 8, 2022. He is primarily responsible for supervising and providing independent judgement to the Board.

Mr. Tan has extensive experience in the education sector. Prior to joining our Group, Mr. Tan was a lecturer in Beihua University and a lecturer and associate professor in Qingdao University. He also had the following experience:

<u>Name of organisation</u>	<u>Principal business activities</u>	<u>Last position and responsibilities</u>	<u>Period of service</u>
Southwest Jiaotong University	Education	Professor, primarily responsible for teaching strategies, operations research, practical statistics, game theory and data modelling	September 2005 — Present

Qingdao Chengzhi Marketing Planning Co., Ltd.* (青島誠智營銷策劃有限公司) (“**Qingdao Chengzhi**”) was established in the PRC on May 27, 1999 and was principally engaged in business services and was deregistered and Mr. Tan confirmed that (i) Qingdao Chengzhi was solvent with no outstanding liabilities arising from any material non-compliance incidents, claims, litigations or proceedings arising from its operation immediately prior to its deregistration; (ii) there was no wrongful act on his part leading to its deregistration and was not aware of any actual or potential claim that had been or would be made against him as a result of such dissolution; and (iii) no misconduct on his part had been involved in such deregistration.

Mr. Tan was a director of the 7th and 8th sessions of Leading Organization of Operations Research Society of China and a standing director of the 3rd session of Corporate Operations Research Division of Operations Research Society of China. He is currently a member of the Expert Database of the National Doctoral and Master’s Thesis Sampling Commentary.

Mr. Tan obtained his bachelor’s degree in mathematics from the Northeast Normal University (東北師範大學) in Jilin, PRC in July 1988, and his master’s degree in applied mathematics from Sichuan University (四川大學) in Sichuan, PRC in June 1994. He obtained his doctorate in management from Southwest Jiaotong University (西南交通大學) in Sichuan, PRC in January 2005.

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Wang Beili (王蓓莉), aged 37, was appointed as our independent non-executive Director on September 8, 2022. She is primarily responsible for supervising and providing independent judgement to the Board.

Ms. Wang has over 13 years of experience in finance and accounting. Prior to joining our Group, Ms. Wang had the following working experience:

Name of organisation	Principal business activities	Last position and responsibilities	Period of service
PricewaterhouseCoopers Zhongtian Certified Public Accountants (Special General Partnership)	Accounting	Audit manager, primarily responsible for provision of audit services	August 31, 2007 — November 24, 2013
Yum! Brands, Inc., China Division (百勝餐飲)	Food services	Finance manager — internal audit, primarily responsible for internal audit related matters	December 2013 — February 2015
Zigong Noah Financial Services Co., Ltd. (自貢 諾亞金融服務有限公司)	Information technology and process outsourcing services	Investor relationships senior relationship manager, primarily responsible for managing investor relationships	March 2, 2015 — June 27, 2016
Shanghai Xin Gong Investment Management Co., Ltd.* (上海信公投資管理有限 公司)	Investment and asset management	Operation director of Investment Department, primarily responsible for the operation of the Investment Department	February 3, 2017 — Present
Fenyi Huiyu Investment Management Co., Ltd.* (分宜匯譽投資管理有限 公司)	Investment and asset management	Executive director and general manager, primarily responsible for overall management of the company	April 2017 — Present

Ms. Wang obtained her bachelor’s degree in Business Administration from Fudan University (復旦大學) in Shanghai, PRC in July 2007. In March 2014, she was qualified as a Certified Public Accountant in the PRC.

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

Save as disclosed in this section and in the paragraph headed “Statutory and General Information — C. Further Information about Directors and Substantial Shareholders — 1. Disclosure of Interests” in Appendix IV to this document, each of our Directors confirms with respect to himself or herself that he or she (1) did not hold other long positions or short positions in the Shares, underlying Shares, debentures of our Company or any associated corporation (within the meaning of Part XV of the SFO) as of the Latest Practicable Date; (2) had no other relationship with any Directors, senior management or substantial or Controlling Shareholders of our Company as of the Latest Practicable Date except that Mr. Wang and Mr. Li have entered into a concert party agreement according to which they confirm and acknowledged that they have been cooperating and parties acting in concert with respect to the matter of Ophyer Technology. For further details, see the paragraph headed “History, Development and Corporate Structure — Concert Party Agreement” in this document; (3) did not hold any other directorships in the three years prior to the Latest Practicable Date in any public companies of which the securities are listed on any securities market in Hong Kong and/or overseas; and (4) there are no other matters concerning our Directors’ appointment that need to be brought to the attention of our Shareholders and the Stock Exchange or shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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SENIOR MANAGEMENT

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

Name	Position	Age	Date of appointment as senior management	Date of joining our Group	Roles and responsibilities in our Group	Relationship with other Directors and senior management
Wang Lei (汪磊)	Chief executive officer	39	April 1, 2009	April 1, 2009	Strategic development, overall operation and management and major decision making of our Group	Nil
Li Yanhao (李艷浩)	Senior vice president and chief technology officer	40	April 1, 2009	March 27, 2009	Assisting in overall management and overall research, development and technical management of our Group	Nil
Xu Bing (徐冰)	Vice president and chief officer for data	39	August 3, 2009	August 3, 2009	Assisting in overall management of our Group and responsible for the sales and marketing activities of our Group	Nil
Li Yao (李堯)	Vice president, secretary to the Board and joint company secretary	40	February 29, 2016	February 29, 2016	Overseeing our daily business operations and assisting in overall management of our Group	Nil
Zhang Jiming (張紀明)	Chief financial officer	47	March 22, 2021	March 22, 2021	Overseeing the financial and taxation affairs of our Group	Nil

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Name	Position	Age	Date of appointment as senior management	Date of joining our Group	Roles and responsibilities in our Group	Relationship with other Directors and senior management
Han Yizhe (韓沂哲) . . .	Vice president, chief sales and marketing officer	37	March 26, 2019	March 26, 2019	Overall management and strategic planning, marketing and business development of our Group	Nil
Zuo Yanhong (左艷紅) . . .	Finance vice president	39	April 18, 2016	April 18, 2016	Overseeing accounting and finance matters of our Group	Nil

For biographical details of Mr. Wang, Mr. Li, Ms. Xu Bing and Mr. Li Yao, please see the paragraph headed “— Executive Directors” in this section.

Zhang Jiming (張紀明), aged 47, joined our Group as the chief financial officer of Ophyer Technology on March 22, 2021, and was appointed as the chief financial officer of our Company on December 13, 2021. He is primarily responsible for overseeing the financial and taxation affairs of our Group.

Mr. Zhang has over 14 years of experience in accounting and finance. Prior to joining our Group, Mr. Zhang had the following working experience:

Name of organisation	Principal business activities	Last position and responsibilities	Period of service
PricewaterhouseCoopers 普華永道中天會計師事務所(特殊普通合夥)北京分所	Accounting	Senior accountant, primarily responsible for performing audit work	January 2002 — December 2004
Bombardier Canada Beijing Office (加拿大龐巴迪公司北京辦事處)	Transportation equipment	Financial analyst, primarily responsible for overseeing the finance, budget, operational control and internal control	December 2004 — August 2006

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Name of organisation	Principal business activities	Last position and responsibilities	Period of service
China Hydroelectric Corporation (中華水電公司)	Hydropower	Financial controller, primarily responsible for reviewing financial reports and annual reports, making financial analysis, budgets and forecasts, and other financial control works	October 2009 — May 2012
Amsinomed Medical Co., Ltd.* (北京美中雙和醫療器械股份有限公司)	Medical equipment manufacturing	Chief financial officer, primarily responsible for formulating business plans, strategies and major decisions and overseeing the financial management	June 2012 — July 2013
Beijing GeoEnviron Engineering & Technology. Inc* (北京高能時代環境技術股份有限公司) (Shanghai Stock Exchange stock code: 603588)	Solid waste treatment, household waste disposal and environment restoration	Chief financial officer, primarily responsible for formulating business plans, strategies and major decisions and overseeing the financial management	August 2013 — March 2016
Beijing Sanwei Investment Fund Management Co., Ltd.* (北京三維投資基金管理有限公司)	Investment management and consulting for non-securities business	Deputy general manager, primarily responsible for general management of investment	April 2016 — April 2018
Baicells Technologies Co., Ltd.* (北京佰才邦技術股份有限公司)	Small base station communication system equipment	Chief financial officer, primarily responsible for formulating business plans, strategies and major decisions and overseeing the financial management	April 2018 — August 2019

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Mr. Zhang obtained his bachelor’s degree in accounting from the Capital University of Economics and Business (首都經濟貿易大學) in Beijing, PRC in July 1998 and his masters degree in business administration from University of Connecticut in Connecticut, United States in August 2008.

Han Yizhe (韓沂哲), aged 37, joined our Group on March 26, 2019 and was the marketing director of Hupo Jinyuan from March 26, 2019 to April 30, 2019, the marketing director of Zhongrunxing from May 1, 2019 to June 30, 2020 and was the vice president and chief sales and marketing officer of Ophyer Technology since July 2020. He is primarily responsible for overall management, strategic planning, marketing, sales and business development of our Group.

Mr. Han has over 13 years of experience in marketing operations. Prior to joining our Group, Mr. Han had the following working experience:

<u>Name of organisation</u>	<u>Principal business activities</u>	<u>Last position and responsibilities</u>	<u>Period of service</u>
Beijing Ruicheng Advertising Co., Ltd.* (北京瑞誠廣告有限公司), a wholly-owned subsidiary of a Hong Kong listed company (stock code: 1640)	Advertising and media agency on TV, Internet and other media platform	Strategy director, primarily responsible strategic planning and customer services	January 28, 2009 — May 30, 2013
Tibet Shannan Dongfang Bojie Advertising Co., Ltd.* (西藏山南東方博傑廣告有限公司), a wholly-owned subsidiary of a Shenzhen listed company (stock code: 300058)	Advertisement	Marketing director, primarily responsible for strategic planning and customer services	June 3, 2013 — December 28, 2018

Mr. Han obtained his bachelor’s degree in calligraphy from the Luxun Academy of Fine Arts (魯迅美術學院) in Liaoning, PRC in July 2008.

Zuo Yanhong (左艷紅), aged 39, joined our Group on April 18, 2016 and was the finance manager of Ophyer Technology from April 18, 2016 to December 31, 2020 and the finance vice president since January 1, 2021. Ms. Zuo was appointed as the finance vice president of our Company on December 13, 2021. She is primarily responsible for overseeing accounting and finance matters of our Group.

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Ms. Zuo has over 10 years of experience in corporate management and accounting. Prior to joining our Group, Ms. Zuo had the following working experience:

<u>Name of organisation</u>	<u>Principal business activities</u>	<u>Last position and responsibilities</u>	<u>Period of service</u>
Youth League Committee of the Wuhan University of Science and Technology* (武漢科技學院團委) . . .	Educational institution	Specific class supervisor (團委幹事)	June 2006 — July 2008
Tianjin Zhongyou Sida Petroleum Materials Co., Ltd.* (天津中油四達石油材料有限公司)	Petroleum materials and chemicals	Office manager	September 2008 — October 2010
Beijing Kangquan Gelin Information Technology Co., Ltd.* (北京康全格林信息技術有限公司)	Information technology services	Administrative officer	March 2011 — October 2011
Beijing Zhengji Xinyun Trading Co., Ltd.* (北京鑫瑞遠達商貿有限公司)	Sales of daily necessities, toiletries, construction materials and furniture	Accounting supervisor	September 2015 — April 2016

Ms. Zuo obtained her bachelor’s degree in international economics and trading from the South-Central University for Nationalities (中南民族大學) in Hubei, PRC in July 2006. Ms. Zuo obtained her junior accounting title (初級會計職稱) from the Ministry of Human Resources and Social Security of the PRC on May 16, 2017.

JOINT COMPANY SECRETARIES

Mr. Li Yao, aged 40, was appointed as one of the joint company secretaries on December 13, 2021. For biographical details of Mr. Li Yao, please see the paragraph “— Executive Directors” in this section.

Ms. Chan Sau Ling (陳秀玲), was appointed as one of the joint company secretaries on December 13, 2021.

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Ms. Chan 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. Chan is currently the company secretary/joint company secretary of listed companies on The Stock Exchange of Hong Kong Limited, namely, China Longyuan Power Group Corporation Limited 龍源電力集團股份有限公司 (stock code: 916), CSmall Group Limited 金貓銀貓集團有限公司 (stock code: 1815), Huafa Property Services Group Company Limited 華發物業服務集團有限公司 (stock code: 982), Huisen Household International Group Limited 匯森家居國際集團有限公司 (stock code: 2127) and Wise Ally International Holdings Limited 麗年國際控股有限公司 (stock code: 9918).

Ms. Chan is a chartered secretary, a chartered governance professional and a fellow of both The Hong Kong Chartered Governance Institute (HKCGI) (formerly “The Hong Kong Institute of Chartered Secretaries”) and The Chartered Governance Institute (CGI) (formerly “The Institute of Chartered Secretaries and Administrators”) in the United Kingdom.

BOARD COMMITTEES

We have established the following committees in our Board: the Audit Committee, the Remuneration Committee and the Nomination Committee. The committees operate in accordance with terms of reference established by our Board.

Audit Committee

Our Company has established an Audit Committee (with effect from the [REDACTED]) with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph A.2 and paragraph D.3 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules (the “**Corporate Governance Code**”). The Audit Committee consists of three independent non-executive Directors, being Ms. Wang Beili, Mr. Jiang Yi and Mr. Tan Deqing. The chairlady of the Audit Committee is Ms. Wang Beili. Ms. Wang Beili holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules. The primary duties of the Audit Committee include, without limitation, assisting our Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems of our Group, overseeing the audit process and performing other duties and responsibilities as assigned by our Board.

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Remuneration Committee

Our Company has established a Remuneration Committee (with effect from the [REDACTED]) with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph E.1 of the Corporate Governance Code. The Remuneration Committee consists of two independent non-executive Directors, being Mr. Tan Deqing and Ms. Wang Beili, and one executive Director, being Mr. Wang Lei. The Remuneration Committee is chaired by Mr. Tan Deqing. The primary duties of the Remuneration Committee include, but are not limited to, the following: (i) making recommendations to our Board on our policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration; (ii) determining the specific remuneration packages of all Directors and senior management; and (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by our Board from time to time.

Nomination Committee

Our Company has established a Nomination Committee (with effect from the [REDACTED]) with written terms of reference in compliance with Rule 3.27A of the Listing Rules and paragraph B.3 of the Corporate Governance Code. The Nomination Committee consists of three independent non-executive Directors, being Mr. Tan Deqing, Mr. Jiang Yi and Ms. Wang Beili. The chairman of the Nomination Committee is Mr. Tan Deqing. The primary functions of the Nomination Committee include, without limitation, reviewing the structure, size and composition of our Board, assessing the independence of independent non-executive Directors and making recommendations to our Board on matters relating to the appointment of Directors.

Board diversity policy

We are committed to promoting the culture of diversity in our 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 established the board diversity policy which sets out the objective and approach to achieve and maintain diversity of our Board in order to enhance the effectiveness of our Board. Pursuant to the board diversity policy, we seek to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, language, cultural background, educational background, industry experience and professional experience. Our Directors have a balanced mix of knowledge and skills, including knowledge and experience in the areas of technology, business management, finance and accounting, etc. Our Directors, with two females and five males, range from 37 years old to 56 years old and are able to bring a balance of diversity perspectives to our Board.

DIRECTORS AND SENIOR MANAGEMENT

We are also committed to adopting a similar approach to promote diversity within management (including but not limited to the senior management) of our Company to enhance the effectiveness of corporate governance of our Company as a whole.

The Nomination Committee is delegated by our Board to be responsible for compliance with relevant codes governing board diversity under the Code. After the [REDACTED], the 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 an annual basis.

CORPORATE GOVERNANCE

Pursuant to Code Provision C.2.1 of the Corporate Governance Code, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from, the requirement that the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual. Mr. Wang is our chairman and chief executive officer. With extensive experience in the technology services and game development industry, Mr. Wang is responsible for the strategic development, overall operation and management and major decision-making of our Group and is instrumental to our growth and business expansion since he joined our Group. Our Board considers that vesting the roles of chairman and chief executive officer in the same person is beneficial to the management of our Group. The balance of power and authority is ensured by the operation of the senior management and our Board, which comprises experienced and visionary individuals. Our Board currently comprises four executive Directors (including Mr. Wang) and three independent non-executive Directors and therefore has a fairly strong independence element in its composition. Decisions to be made by our Board requires approval by at least a majority of our Directors. Mr. Wang and the other Directors are aware of and undertake to fulfil their fiduciary duties as Directors, which require, among other things, that he/she acts for the benefit and in the best interests of our Company and will make decisions of our Group accordingly. Our Board will continue to review the effectiveness of the corporate governance structure of our Group in order to assess whether separation of the roles of chairman and chief executive officer is necessary.

Save as disclosed above, we are in compliance with all code provisions of the Corporate Governance Code.

DIRECTORS AND SENIOR MANAGEMENT

REMUNERATION OF DIRECTORS AND MANAGEMENT

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

The aggregate amount of remuneration which was paid to our Directors for the three years ended December 31, 2021 and the three months ended March 31, 2022 were approximately RMB1.33 million, RMB1.71 million, RMB2.63 million and RMB0.7 million, respectively.

The aggregate amount of remuneration which were paid by our Group to our five highest paid individuals (including both employees and Directors) for the three years ended December 31, 2021 and the three months ended March 31, 2022 were approximately RMB1.79 million, RMB2.04 million, RMB3.27 million and RMB0.9 million, respectively.

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

For additional information on Directors’ remuneration during the Track Record Period as well as information on the highest paid individuals, please see Note 11 of the Accountants’ Report set out in Appendix I to this document.

[REDACTED] SHARE OPTION SCHEME

We have conditionally adopted the **[REDACTED]** Share Option Scheme on September 8, 2022. Please see the paragraph headed “Statutory and General Information — D. Share Incentive Schemes — 1. **[REDACTED]** Share Option Scheme” in Appendix IV to this document for a description of our **[REDACTED]** Share Option Scheme.

DIRECTORS AND SENIOR MANAGEMENT

COMPLIANCE ADVISOR

We have appointed Shenwan Hongyuan Capital (H.K.) Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance advisor will advise us on the following circumstances:

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

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