
DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

As of the date of this Document, our Board of Directors comprises nine Directors, including four executive Directors, two non-executive Directors and three independent non-executive Directors. Our executive Directors, non-executive Directors and independent non-executive Directors will be subject to rotation and re-election at the annual general meetings of our Company in accordance with the Articles of Association.

The table below sets forth certain information in respect of the members of the Board of Directors of our Company:

Name	Age	Position	Roles and responsibilities	Date of joining our Group	Date of appointment as Director
Dr. Zhang Fabao (張發寶) ^(Note)	46	Executive Director and Chairman of the Board	Overall strategic development, corporate governance and management of our Group	November 2012	November 2021
Dr. Li Xinmei (李欣梅) ^(Note)	47	Executive Director and Chief Executive Officer	Overall strategic planning, organizational development and overseeing the business operations of our Group	November 2012	June 2021
Mr. Fan Jie (樊傑)	51	Executive Director and Co-Chief Executive Officer	Business management of the Group with a focus on digital marketing and real-world research business lines	March 2022	April 2022
Mr. Wang Shuai (王帥)	42	Executive Director and Vice President	Overall strategic planning and general management and execution of the business operations of our Group	June 2016	November 2021
Mr. Hu Xubo (胡旭波)	47	Non-executive Director	Providing professional strategic advice to the Board	December 2015	November 2021

Note:

Dr. Li is the spouse of Dr. Zhang.

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

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Name	Age	Position	Roles and responsibilities	Date of joining our Group	Date of appointment as Director
Mr. Yan Shengfeng (閔盛楓)	31	Non-executive Director	Providing professional strategic advice to the Board	November 2021	November 2021
Ms. Liu Tao (劉濤)	58	Independent non-executive Director	Supervising and providing independent opinion and judgment to the Board	Date of this Document	Date of this Document
Mr. Yu Mingyang (余明陽)	58	Independent non-executive Director	Supervising and providing independent opinion and judgment to the Board	Date of this Document	Date of this Document
Mr. Lau Yiu Kwan Stanley (劉耀坤)	68	Independent non-executive Director	Supervising and providing independent opinion and judgment to the Board	Date of this Document	Date of this Document

EXECUTIVE DIRECTORS

Dr. Zhang Fabao (張發寶), aged 46, a founder of our Group, was appointed as our Director in November 2021, and re-designated as our executive Director in April 2022. Dr. Zhang has also been chairman of the Board since November 2021. Dr. Zhang is responsible for the overall strategic development, corporate governance and management of our Group. Concurrently, Dr. Zhang holds various directorships and management positions in our subsidiaries and Consolidated Affiliated Entities, details of which are set out in the table below:

Name of our Subsidiary or Consolidated Affiliated Entity	Directorship and/or Management Position	Date of Appointment
Shanghai MedSci	Director and chairman of the board of directors	April 2015
Shanghai Chungu	Executive director and chairman of the board of directors	January 2013

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Previously, Dr. Zhang also served as a co-general manager of Shanghai MedSci from November 2012 to April 2015. Dr. Zhang has served as an associate professor of Anhui University of Chinese Medicine (安徽中醫藥大學) since October 2009 and as a standing director of World Federation of Chinese Medicine Societies since May 2021. Dr. Zhang has also served as a member of the Clinical Trial Contract Research Organization Branch of China Quality Association for Pharmaceuticals (中國醫藥質量管理協會) since October 2017.

Dr. Zhang obtained a bachelor’s degree in acupuncture and a master’s degree in integrated Chinese and western medicines from Anhui College of Traditional Chinese Medicine (安徽中醫學院, currently known as Anhui University of Chinese Medicine (安徽中醫藥大學)) in the PRC in July 1999 and July 2002, respectively. Dr. Zhang also obtained a doctor’s degree in natural science from Chinese Academy of Sciences (中國科學院大學) in the PRC in March 2006.

Dr. Zhang is the spouse of Dr. Li Xinmei, our executive Director and chief executive officer.

Dr. Li Xinmei (李欣梅), aged 47, a founder of our Group, was appointed as our Director in June 2021 and re-designated as our executive Director in April 2022. Dr. Li has also been our chief executive officer since June 2021. Dr. Li is responsible for the overall strategic planning, organizational development and overseeing the business operations of our Group. Dr. Li has been a director and the general manager at Shanghai MedSci since November 2012, and was re-designated as the co-chief executive officer at Shanghai MedSci since March 2022.

Prior to founding our Group, Dr. Li served as a postdoctoral researcher at Florida State University, and at University of Texas Southwestern Medical Center, respectively. Subsequently, Dr. Li has served as an associate professor at Anhui University of Chinese Medicine (安徽中醫藥大學) since October 2009.

Dr. Li obtained a bachelor’s degree in Chinese medicine and a master’s degree in integrated Chinese and Western medicine from Anhui College of Traditional Chinese Medicine (安徽中醫學院, currently known as Anhui University of Chinese Medicine (安徽中醫藥大學)) in the PRC in July 2000 and July 2003, respectively. Dr. Li also obtained a doctor’s degree in biophysics from University of Science and Technology of China (中國科學技術大學) in the PRC in May 2006.

Dr. Li is the spouse of Dr. Zhang Fabao, our executive Director and chairman of the Board.

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Mr. Fan Jie (樊傑), aged 51, is our executive Director and co-chief executive officer and joined our Group in March 2022. Mr. Fan is primarily responsible for the business management of the Group with a focus on digital marketing and real-world research business lines. Concurrently, Mr. Fan has served as the co-chief executive officer of Shanghai MedSci since March 2022.

Mr. Fan has over 25 years’ experience in pharmaceutical marketing and sales. Prior to joining our Group, Mr. Fan worked at Xi’an Janssen Pharmaceutical Co., Ltd. (西安楊森製藥有限公司) from January 1997 to February 2022, where he served various positions and his last position was head of excellence business department of pulmonary hypertension and channel value.

Mr. Fan obtained a bachelor’s degree in business administration (online education) and an EMBA degree from South China University of Technology (華南理工大學) in the PRC in January 2012 and June 2014, respectively.

Mr. Wang Shuai (王帥), aged 42, was appointed as our Director in November 2021, and re-designated as our executive Director in April 2022. Mr. Wang has also been our vice president since December 2021. He is responsible for the overall strategic planning and general management and execution of the business operations of our Group. Mr. Wang has also been serving as a vice president and director of Shanghai MedSci since June 2016 and September 2020, respectively.

Prior to joining the Group, Mr. Wang worked at Beijing Xunbo Hengtai Technology Development Co., Ltd. (北京訊博恒泰科技發展有限公司), a company primarily engaged in medical advertisement, from November 2007 to August 2011, mainly responsible for providing medical consulting services to pharmaceutical companies. Subsequently, Mr. Wang worked at Beijing KINGYEE Technology Co., Ltd. (北京金葉天盛科技有限公司), an Internet physician platform company primarily engaged in providing digital marketing solutions for pharmaceutical companies from December 2011 to October 2013, and served as the sales director of KINGYEE (Beijing) Co., Ltd. (金葉天成(北京)科技有限公司) from November 2013 to December 2015, responsible for the sales and sales management. Mr. Wang also served as the general manager at Beijing Chaokanglian Information Technology Co., Ltd. (北京朝康聯信息科技有限公司), a company primarily engaged in medical advertisement, from January 2016 to June 2016, responsible for operation management.

Mr. Wang obtained a bachelor’s degree in clinical medicine from China Medical University (中國醫科大學) in the PRC in July 2003.

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NON-EXECUTIVE DIRECTORS

Mr. Hu Xubo (胡旭波), aged 47, was appointed as our Director in November 2021 and re-designated as our non-executive Director in April 2022. Mr. Hu has been a director of Shanghai MedSci since December 2015.

Mr. Hu has over 15 years of experience in investment management, strategic consulting and operations management in the biomedicine industry. He joined Qiming Venture Partners in October 2006 and is currently a managing partner of the firm. Mr. Hu has been a director of Shanghai Sanyou Medical Co. Ltd. (上海三友醫療器械股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688085), since May 2014, and of APT Medical Inc. (深圳惠泰醫療器械股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688617), since May 2014. Mr. Hu has also served as a non-executive director of MicroTech Medical (Hangzhou) Co., Ltd. (微泰醫療器械(杭州)股份有限公司), a company listed on the Stock Exchange (stock code: 2235), since November 2016. From January 2014 to April 2018, Mr. Hu also served as a non-executive director of BBI Life Sciences Corporation (BBI生命科學有限公司) (previously listed on the Stock Exchange (stock code: 1035.HK), delisted by way of privatization in June 2020). Since December 2021, Mr. Hu has been a director and indirect minority shareholder of Jiaying Clinflash Computer Technology Co., Ltd. (嘉興易迪希計算機技術有限公司) (“**Clinflash**”), a company engaged in the development of information system for clinical trials, which differs from our principal business. See “Business” for details. In addition, taking no executive roles, Mr. Hu was not involved in the daily management or operation of our Company or Clinflash. As such, the directorship and shareholding held by Mr. Hu in Clinflash would not give rise to any material competition issue under Rule 8.10 of the Listing Rules.

Previously, Mr. Hu also served as a director of Amoy Diagnostics Co., Ltd. (廈門艾德生物醫藥科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300685), from June 2015 to August 2021; and as a non-executive director of Antengene Corporation Limited (德琪醫藥有限公司), a company listed on the Stock Exchange (stock code: 06996), from November 2018 to March 2021.

Mr. Hu obtained a bachelor’s degree in preventive medicine from Shanghai Medical University (上海醫科大學) (currently known as Shanghai Medical College of Fudan University (復旦大學上海醫學院)) in the PRC in July 1998, and a master’s degree in business administration from Ecole Nationale des Ponts et Chaussees (Tongji campus) in the PRC in October 2004.

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Mr. Yan Shengfeng (閔盛楓), aged 31, was appointed as our Director in November 2021 and re-designated as our non-executive Director in April 2022.

Prior to joining our Group, Mr. Yan served as a consultant at Roland Berger from December 2013 to May 2017, responsible for providing consultancy services for enterprise management. Concurrently, Mr. Yan has subsequently served as an investment associate and the investment director since June 2017 at Tencent Technology (Beijing) Co., Ltd. (騰訊科技(北京)有限公司), a fellow subsidiary of Image Frame Investment (HK) Limited which is a shareholder of the Company, responsible for equity investment and related work.

Mr. Yan obtained a bachelor’s degree in civil engineering and a bachelor’s degree in economic management from Tsinghua University (清華大學) in the PRC in July 2012.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Liu Tao (劉濤), aged 58, was appointed as our independent non-executive Director with effect from the date of this Document.

Prior to joining our Group, Ms. Liu served as an independent director of Shanghai No. 1 Pharmacy Co., Ltd. (上海第一醫藥股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600833), from June 2017 to June 2019; as an independent non-executive director of Zhejiang Songyuan Automotive Safety Systems. Co., Ltd. (浙江松原汽車安全系統股份有限公司) from June 2017 to December 2019; and as an independent director of Shanghai Jielong Industry Group Co., Ltd. (上海界龍實業集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600836), from May 2018 to September 2020.

Concurrently, Ms. Liu has served as an associate professor of Antai College of Economics & Management (安泰經濟與管理學院) at Shanghai Jiao Tong University (上海交通大學) since August 2001; as an independent non-executive director and the chairwoman of the audit committee of Glorious Property Holdings Ltd. (恆盛地產控股有限公司), a company listed on the Stock Exchange (stock code: 00845), since September 2015; and as an independent director and the chairwoman of the audit committee of Shanghai SafBon Water Service (Holding) Inc. (上海巴安水務股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300262), since May 2016. In addition, Ms. Liu has also served as an independent director and a member of the audit committee of Changjiang Investment Industrial Co., Ltd. (長江投資實業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600119), since February 2018; and as an independent non-executive director and the chairwoman of the audit committee of Shanghai Gench Education Group Limited (上海建橋教育集團有限公司), a company listed on the Stock Exchange (stock code: 1525), since December 2018. The Board is of the view that Ms. Liu has the appropriate accounting or related financial management experience for the purpose of Rule 3.10(2) of the Listing Rules.

Ms. Liu graduated from Shaanxi Institute of Finance (陝西財經學院), currently known as School of Economics and Finance of Xi’an Jiaotong University (西安交通大學經濟與金融學院), in the PRC with a bachelor’s degree in finance (財政學) in July 1986, and a master’s degree in economics in July 1989.

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Mr. Yu Mingyang (余明陽), aged 58, was appointed as our independent non-executive Director with effect from the date of this Document.

Mr. Yu has extensive experience in branding strategy and management. Prior to joining our Group, Mr. Yu served as an independent non-executive director of Noble Jewelry Holdings Limited (億鑽珠寶控股有限公司), a company listed on the Stock Exchange (stock code: 00475) and currently known as Central Development Holdings Limited (中發展控股有限公司), from January 1994 to January 2002; and as an independent director of Zonoco Group Co., Ltd. (獐子島集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002069), from June 2007 to June 2010. Mr. Yu also served as an independent director of Shandong Homey Aquatic Development Co., Ltd. (山東好當家海洋發展股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600467), from March 2011 to May 2015; and as an independent non-executive director of Carpenter Tan Holdings Limited (譚木匠控股有限公司), a company listed on the Stock Exchange (stock code: 837), from September 2007 to January 2016.

Currently, Mr. Yu has served as a professor at Shanghai Jiao Tong University (上海交通大學) since September 2005; as an independent director of Shanghai Xujiahui Commercial Co., Ltd. (上海徐家匯商城股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002561), since March 2018; and as an independent director of Golden Home Living Co., Ltd. (金牌廚櫃家居科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603180), since September 2019.

Mr. Yu obtained his bachelor’s degree in philosophy from Hangzhou University (杭州大學) in the PRC in July 1983. Mr. Yu obtained a master’s degree and a doctor’s degree in management from Fudan University (復旦大學) in the PRC in July 1993 and July 1996, respectively.

Mr. Lau Yiu Kwan Stanley (劉耀坤), aged 68, was appointed as our independent non-executive Director with effect from the date of this Document.

Prior to joining the Group, Mr. Lau served as the general manager at Baxter (China) Investments Co., Ltd from July 2002 to April 2009; as the president of China Biologic Products, Inc. from December 2010 to March 2012; as the chief operating officer at Eddingpharm Investment Co. Ltd. from March 2012 to February 2013; and as the chief executive officer at Amsino Medical Group from March 2013 to November 2014. Subsequently, Mr. Lau founded Shenzhen Tailai Biotechnology Co., Ltd. (深圳泰萊生物科技有限公司) in July 2018 and has been the chairman of the board of directors since April 2020.

Concurrently, Mr. Lau has served as an independent non-executive director of Solasia Pharma K.K., a company listed on the Tokyo Stock Exchange (securities code: 45970), since December 2014; and as chairman of the board of directors and an independent director of Gland Pharma Ltd, a company listed on the BSE Limited (stock code: 543245) and the National Stock Exchange of India Limited (symbol: GLAND), since June 2019.

Mr. Lau obtained a bachelor’s degree in pharmaceuticals from University of London in the United Kingdom.

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SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of our business. The table below shows certain information in respect of the senior management of our Company:

Name	Age	Position	Date of joining our Group	Date of appointment as the senior management of the Company	Roles and responsibilities
Dr. Li Xinmei (李欣梅)	47	Executive Director and Chief Executive Officer	November 2012	June 2021	Overall strategic planning, organizational development and overseeing the business operations of our Group
Mr. Fan Jie (樊傑)	51	Executive Director and Co-Chief Executive Officer	March 2022	March 2022	Business management of the Group with a focus on digital marketing and real-world research business lines
Mr. Wang Shuai (王帥)	42	Executive Director and Vice President	June 2016	November 2021	Overall strategic planning and general management and execution of the business operations of our Group
Mr. Yang Chun (楊春)	44	Vice President	November 2012	November 2021	Overall strategic planning and general management and execution of the business operations of our Group
Mr. Yuan Xiaohui (袁曉暉)	39	Finance Controller	March 2021	March 2021	Overall management of finance, investment and financing activities of our Group
Mr. Wang Tianpei (王天培)	43	Vice President of R&D	February 2022	February 2022	Overall technology strategy and research and development activities of our Group
Ms. Huang Mingai (黃明愛)	48	Vice President of Medicine	April 2012	November 2021	Overseeing the professionalism of our medical content and medical team management

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Dr. Li Xinmei (李欣梅), aged 47, is our executive Director and chief executive officer. Please see her biography in “— Executive Directors” above.

Mr. Fan Jie (樊傑), aged 51, is our executive Director and co-chief executive officer. Please see his biography in “— Executive Directors” above.

Mr. Yang Chun (楊春), aged 44, was appointed as our vice president in November 2021. He is responsible for the overall strategic planning and general management and execution of the business operations of our Group. Mr. Yang has been a vice president and a director at Shanghai MedSci since November 2012 and April 2015, respectively. Previously, Mr. Yang also served as our Director from November 2021 to April 2022.

Prior to joining the Group, Mr. Yang served as the product director of Shanghai Keduan Biological Technology Co., Ltd. (上海科端生物科技有限公司), a company primarily engaged in the trade and development of general devices and reagents, from October 2003 to September 2006, responsible for product development; and as the general manager at Shanghai BIOON Info-tech Co., Ltd. (上海北岸信息技術有限公司), a company primarily engaged in the provision of life science related information, responsible for general business operation. Since September 2010, Mr. Yang has also served as an executive director of Shanghai March International Trading Co., Ltd. (上海瑪趣國際貿易有限公司), a company primarily engaged in trade of general devices and reagents and an Independent Third Party.

Mr. Yang obtained a bachelor’s degree in plant protection and a master’s degree in molecular phytopathology from Nanjing Agricultural University (南京農業大學) in the PRC in June 1999 and December 2003, respectively.

Mr. Wang Shuai (王帥), aged 42, is our executive Director and vice president. Please see his biography in “— Executive Directors” above.

Mr. Yuan Xiaohui (袁曉暉), aged 39, is our finance controller and joined our Group in March 2021. Mr. Yuan is primarily responsible for the overall management of finance, investment and financing activities of our Group. Concurrently, Mr. Yuan has served as the finance controller of Shanghai MedSci since March 2021.

Mr. Yuan has extensive experience in accounting and finance. Prior to joining our Group, Mr. Yuan served as an audit assistant at Shanghai Zhonghua Huyin CPA (上海眾華滬銀會計師事務所) from October 2006 to December 2010; and as senior auditor, manager and senior manager at Ernst & Young Hua Ming LLP (安永華明會計師事務所(特殊普通合伙)) from December 2010 to March 2021. Mr. Yuan has been a certified member of the Chinese Institute of Certified Public Accountants and the American Institute of Certified Public Accountants since January 2013 and June 2018, respectively.

Mr. Yuan obtained a bachelor’s degree in statistics from Hunan University (湖南大學) in the PRC in June 2005.

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Mr. Wang Tianpei (王天培), aged 43, is our vice president of R&D and joined our Group in February 2022. Mr. Wang is primarily responsible for the overall technology strategy and research and development activities of our Group. Concurrently, Mr. Wang has served as the vice president of R&D of Shanghai MedSci since February 2022.

Prior to joining our Group, Mr. Wang worked at Shanghai HEWLETT-PACKARD Co., Ltd. (上海惠與有限公司) from July 2005 to June 2014; and served as a secondary project manager at Wuxi Wensi Haihui Information Technology Co., Ltd. (Shanghai Branch) (無錫文思海輝信息技術有限公司上海分公司) from August 2014 to January 2016, responsible for the project delivery and management. Subsequently, Mr. Wang served as the principal consultant at Veeva Systems Software (Shanghai) Co., Ltd. (維我軟件(上海)有限公司) from February 2016 to May 2018, responsible for product R&D, pre-sales and project delivery; and as a senior consultant at Ims Market Research Consulting (Shanghai) Co., Ltd. (艾昆緯企業管理諮詢(上海)有限公司) from May 2018 to May 2019, responsible for the product R&D and delivery. Mr. Wang also worked at Crediteyes Co., Ltd. (上海倍通企業信用徵信有限公司) from June 2019 to February 2020 and successively as customer service director and IT project director at Pharmeyes Co., Ltd. (上海倍通醫藥科技諮詢有限公司) from March 2020 to February 2021, responsible for product R&D, sales and project delivery; and as the senior industry general manager in the sales department at Beijing Renkehudong Network Technology Co., Ltd. (北京仁科互動網絡技術有限公司) from February 2021 to February 2022, responsible for the strategy formulation, overall operation, product R&D, pre-sales, delivery, operation and maintenance, as well as staff management.

Mr. Wang obtained a bachelor’s degree in mechanical design and manufacturing and a master’s degree in software engineering from Tongji University (同濟大學) in the PRC in July 2003 and November 2005, respectively.

Ms. Huang Mingai (黃明愛), aged 48, has served as our vice president of medicine since November 2021. Ms. Huang joined our Group in April 2012. Ms. Huang is primarily responsible for overseeing the professionalism of our medical content and medical team management. Concurrently, Ms. Huang has served as the vice president of medicine of Shanghai MedSci since February 2022.

Ms. Huang has held various positions at Shanghai MedSci since she joined our Group, including academic editor from April 2012 to January 2015, responsible for academic business; academic manager from February 2015 to June 2016, responsible for providing academic guidance; senior academic manager from July 2016 to July 2017, responsible for the business-to-customer clinical academic business line; academic director from August 2017 to May 2020 and senior academic director from June 2020 to March 2021, responsible for both business-to-business and business-to-customer clinical academic business lines; and academic deputy general manager since April 2021, responsible for the management of the business-to-business division of medical science.

DIRECTORS AND SENIOR MANAGEMENT

Ms. Huang obtained a bachelor’s degree in clinical medicine and a master’s degree in hygiene toxicology from Yanbian University (延邊大學) in the PRC in July 1997 and June 2005, respectively. Ms. Huang also obtained a doctor’s degree in preventive medicine from Central University of Korea in Korea in August 2009.

Save as disclosed above, none of our Directors or senior management members has been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this Document.

Save as disclosed above, to our Directors’ best knowledge, information and belief, having made all reasonable enquiries, there is no other matter with respect to the appointment of our Directors that needs to be brought to the attention of our Shareholders, and there is no information relating to our Directors that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules as of the Latest Practicable Date.

As of the Latest Practicable Date, save for the interests in the shares of our Company held by our executive Directors, which are disclosed in “Appendix IV — Statutory and General Information — C. Further Information about Our Directors”, none of our Directors held any interest in the securities within the meaning of Part XV of the SFO.

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

JOINT COMPANY SECRETARIES

Mr. Yang Chun (楊春) is our vice president. He was appointed as one of our joint company secretaries in April 2022. Please see his biography in “— Senior Management” above.

Ms. Kwan Sau In (關秀妍) is a manager of corporate services of Tricor Services Limited. She has over nine years of experience in corporate secretarial and compliance matters for Hong Kong-listed companies as well as multinational, private and offshore companies. Ms. Kwan is an associate member of each of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom and obtained a bachelor’s degree of business administration in corporate administration from Hong Kong Metropolitan University (formerly known as the Open University of Hong Kong) in August 2013.

Our Company [has been granted] a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules such that Mr. Yang may be appointed as a joint company secretary of our Company. However, the waiver can be revoked if there are material breaches of the Listing Rules by our Company. See “Waivers from Strict Compliance with the Listing Rules” for details.

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REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors receive compensation in the form of salaries, allowances, benefits in kind, discretionary bonuses, retirement scheme contributions and other share-based compensation. We determine the compensation of our Directors based on each Director’s responsibilities, qualification, position and seniority. Each of the independent non-executive Directors has entered into an appointment letter with our Company effective upon the date of this Document. For additional information, see “Appendix IV — Statutory and General Information — C. Further Information about Our Directors — 1. Particulars of Directors’ service contracts and appointment letters”.

The aggregate amount of remuneration of our Directors (including salaries, allowances, benefits in kind, contribution to the pension scheme and other share-based compensation) for the years ended December 31, 2019, 2020 and 2021 and for the five months ended May 31, 2022 were approximately RMB2.12 million, RMB2.17 million, RMB2.61 million and RMB1.39 million, respectively.

It is estimated that remuneration and benefits in kind (excluding any discretionary bonus which may be paid to any Directors) equivalent to approximately RMB7.50 million in aggregate will be paid to our Directors by us in respect of the financial year ending December 31, 2022 under arrangements in force at the date of this Document.

For each of the years ended December 31, 2019, 2020 and 2021 and the five months ended May 31, 2022, there were two, two, one and one Director(s) among the five highest paid individuals. The total remuneration for the remaining individuals among the five highest paid individuals for the years ended December 31, 2019, 2020 and 2021 and for the five months ended May 31, 2022 was approximately RMB2.66 million, RMB1.89 million, RMB8.65 million and RMB3.64 million, respectively.

During the Track Record Period, 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 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 Notes 8 and 9 of the Accountants’ Report set out in Appendix I to this Document. For details of the Shares underlying the awards granted to our Directors and senior management, see “Appendix IV — Statutory and General Information — D. Equity Incentive Plan”.

Save as disclosed above in this section and “Financial Information”, “Appendix I — Accountants’ Report” and “Appendix IV — Statutory and General Information”, no other payments have been paid or are payable in respect of the Track Record Period to our Directors by our Group.

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EQUITY INCENTIVE PLAN

We have approved and adopted the Equity Incentive Plan, the principal terms of which are summarized in “Appendix IV — Statutory and General Information — D. Equity Incentive Plan”.

CORPORATE GOVERNANCE

We have adopted certain corporate governance measures in compliance with the Corporate Governance Code. We aim to achieve a high standard of corporate governance, which is crucial to safeguard the interests of our Shareholders. To accomplish this, we expect to comply with the Corporate Governance Code (other than as disclosed in “Corporate Governance Code” below) after the [REDACTED]. We have established the following committees in our Board of Directors: an Audit Committee, a Remuneration Committee and a Nomination Committee. The committees operate in accordance with terms of reference established by our Board of Directors.

Audit Committee

We have established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The Audit Committee consists of three independent non-executive Directors, namely, Ms. Liu Tao, Mr. Yu Mingyang and Mr. Lau Yiu Kwan Stanley. Ms. Liu Tao is the chairwoman of the Audit Committee and has the related financial management expertise 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 controls, internal control and risk management systems of our Group and overseeing the audit process.

Remuneration Committee

We have established the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The Remuneration Committee consists of one executive Director, namely Dr. Li Xinmei, and two independent non-executive Directors, namely, Ms. Liu Tao and Mr. Yu Mingyang. Mr. Yu Mingyang is the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee include, without limitation, the following: (i) making recommendations to the Board on our Company’s policy and structure for all Directors’ and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (ii) determining the delegated responsibility and the remuneration packages of individual executive Directors and senior management, or alternatively, making recommendations to the Board on such remuneration packages; and (iii) ensuring that the performance-related elements of remuneration form a significant proportion of the total remuneration package of executive Directors and are designed to align their interests with those of Shareholders and to give our Directors incentives to perform at the highest levels.

DIRECTORS AND SENIOR MANAGEMENT

Nomination Committee

We have established the Nomination Committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and the Corporate Governance Code. The Nomination Committee consists of one executive Director, namely Dr. Zhang Fabao, and two independent non-executive Directors, namely, Mr. Yu Mingyang and Mr. Lau Yiu Kwan Stanley. Dr. Zhang Fabao is the chairman of the Nomination Committee. The primary duties of the Nomination Committee include, without limitation, reviewing the structure, size and composition of the Board, assessing the independence of independent non-executive Directors and making recommendations to the Board of Directors on matters relating to the appointment of Directors.

DIVERSITY

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 adopted 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 age, race, gender, language, cultural background, educational background, industry experience and professional experience. Our Directors have a balanced mix of knowledge, skills and experience in the areas of information technology, finance, accounting, investment and healthcare. The ages of our Directors range from 30 to 58 years old.

Our Board currently consists of two female Directors and seven 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, as well as professional experiences in investment industry. The Board of Directors is of the view that our Board satisfies our board diversity policy.

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.

DIRECTORS AND SENIOR MANAGEMENT

Our Nomination Committee is delegated by our Board to be responsible for compliance with relevant codes governing board diversity under the Corporate Governance Code. Based on our existing business model, business needs and the background of our Directors, our Directors believe that our current Board composition satisfies the principles under the board diversity policy. Nevertheless, after the [REDACTED], our Nomination Committee will continue to 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. In recognizing the particular importance of gender diversity, our Nomination Committee will use its best endeavors to actively identify and recommend additional suitably qualified female candidates to be nominated as members of the Board upon [REDACTED] (keeping in mind the importance of management continuity and the timeline for retirement and reappointment of Directors under the Articles) in order to further enhance our Board’s gender diversity in the long run. We will also continue to ensure that there is gender diversity when recruiting staff at mid to senior level so that we will have a pipeline of female senior management and potential successors to our Board in due time to ensure gender diversity of our Board. Our Group will continue to emphasize training of female talent and providing long-term development opportunities for our female staff.

CORPORATE GOVERNANCE CODE

Our Directors consider that upon [REDACTED], we will comply with all applicable code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

COMPLIANCE ADVISOR

We have appointed TC Capital International Limited as our Compliance Advisor pursuant to Rule 3A.19 of the Listing Rules. Our Compliance Advisor will provide us with guidance and advice as to compliance with the Listing Rules and applicable Hong Kong laws. Pursuant to Rule 3A.23 of the Listing Rules, our Compliance Advisor will advise our Company in certain circumstances, including: (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 our Group deviate from any forecast, estimate or other information in this Document; and (d) where the Stock Exchange makes an inquiry to our Company under Rule 13.10 of the Listing Rules.

The term of appointment of our Compliance Advisor shall commence on the [REDACTED] and is expected to end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED].

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

DIRECTORS AND SENIOR MANAGEMENT

COMPETITION

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

From time to time our non-executive Directors may serve on the boards of both private and public companies within the healthcare industry. However, as these non-executive Directors are not members of our executive management team, we do not believe that their interests in such companies as directors would render us incapable of carrying on our business independently from the other companies in which they may hold directorships from time to time.