

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Upon [REDACTED], our Board will consist of nine Directors, including two executive Directors, four non-executive Directors and three independent non-executive Directors. The following table provides certain information about our Directors:

Name	Age	Position	Date of Joining the Group	Date of Appointment as a Director	Roles and Responsibilities
Ms. Zhang Lele (張樂樂)	44	Executive Director and CEO	September 1, 2019	May 12, 2020	Responsible for overall strategic planning, business direction, operational management, and supervision of the senior management of the Group
Mr. Huang Yuqing (黃雨青)	32	Executive Director and CFO	May 10, 2021	November 15, 2022	Responsible for overall strategic planning, investment and financing, mergers and acquisitions, capital markets and investor relations of the Group
Dr. Chen Lian Yong (陳連勇)	60	Non-executive Director and chairman of our Board	July 3, 2019	August 23, 2019	Responsible for providing strategic advice and recommendations on the operations and management of the Group
Dr. Xie Qin (謝沁)	42	Non-executive Director	August 23, 2019	August 23, 2019	Responsible for providing strategic advice and recommendations on the operations and management of the Group

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Name	Age	Position	Date of Joining the Group	Date of Appointment as a Director	Roles and Responsibilities
Mr. Huang Xiao (黃瀟)	37	Non-executive Director	August 26, 2020	August 26, 2020	Responsible for providing strategic advice and recommendations on the operations and management of the Group
Ms. Yang Yunxia (楊雲霞)	49	Non-executive Director	August 26, 2020	August 26, 2020	Responsible for providing strategic advice and recommendations on the operations and management of the Group
Mr. Chung Ming Kit (鍾明杰)	45	Independent non-executive Director	[●]	[●]	Responsible for supervising and providing independent advice on the operations and management of the Group
Mr. Tao Tak Yan Dennis (陶德仁)	46	Independent non-executive Director	[●]	[●]	Responsible for supervising and providing independent advice on the operations and management of the Group
Mr. Ye Xiaoxiang (葉曉翔)	48	Independent non-executive Director	[●]	[●]	Responsible for supervising providing independent advice on the operations and management of the Group

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Executive Directors

Ms. Zhang Lele (張樂樂), aged 44, is our founder. She was appointed as our Director on May 12, 2020 and was re-designated as our executive Director on November 15, 2022. Ms. Zhang has been serving as our CEO since September 1, 2019, and as the chief executive officer of Cutia Shanghai, Aurora Cutis and Cutia Wuxi since September 2019, November 2020 and December 2020 respectively. Ms. Zhang has been serving as a director of Cutia HK, Cutia Shanghai, Aurora Cutis and Cutia Wuxi since June 2020, November 2020, November 2020 and December 2020 respectively. Ms. Zhang is responsible for overall strategic planning, business direction, operational management, and supervision of the senior management of the Group.

Ms. Zhang has worked in the pharmaceutical industry for approximately 20 years, accumulating a wealth of first-hand experience in the industry with a proven track record of success. Prior to joining the Group, Ms. Zhang served as an assistant business development manager at Shanghai Novartis Trading Co., Ltd (上海諾華貿易有限公司) from June 2008 to June 2011. She has worked in Eisai China Inc. (衛材(中國)藥業有限公司), which is wholly owned by Eisai Co., Ltd, a Japanese pharmaceutical company listed on the Tokyo Stock Exchange (stock code: 4523) as the head of optimization and development department responsible for business development, sales and marketing training from September 2014 to February 2015 and the head of strategic alliances responsible for sales of products from strategic alliances from March 2015 to September 2016. From October 2016 to April 2019, she has served as the head of strategic projects department in Santen Pharmaceutical (China) Co., Ltd. (參天製藥(中國)有限公司) where she was responsible for overall management.

Ms. Zhang obtained a bachelor’s degree in pharmaceutical preparations from Shenyang Pharmaceutical University (瀋陽藥科大學) in the PRC in July 2000, and a master’s degree in pharmacology from Shanghai Institute of Pharmaceutical Industry (上海醫藥工業研究院) in the PRC in July 2005.

Mr. Huang Yuqing (黃雨青), aged 32, was appointed as our executive Director on November 15, 2022. Mr. Huang has been serving as our CFO since May 10, 2021. Mr. Huang is responsible for overall strategic planning, investment and financing, mergers and acquisitions, capital markets and investor relations of the Group.

Prior to joining the Group, Mr. Huang had served as the lead analyst for Greater China Healthcare Research at Jefferies Hong Kong Limited from February 2017 to March 2018. He was recognized as one of the Top Three Best Analysts in the healthcare industry by the Institutional Investor All-China Research Team Survey in 2017. From March 2018 to October 2019, he worked in Kintor Pharmaceutical Limited (開拓藥業有限公司), a clinical-stage novel drug developing company listed on the Stock Exchange (stock code: 9939), as the chief financial officer and chief business officer. He had also worked at Harvest Global Investments Limited (嘉實國際資產管理有限公司), with his last position as an analyst from May 2020 to May 2021.

Mr. Huang obtained a bachelor’s degree in communication studies from Fudan University (復旦大學) in the PRC in July 2014.

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Non-executive Directors

Dr. Chen Lian Yong (陳連勇), aged 60, was appointed as our Director and the chairman of our Board on August 23, 2019, and was re-designated as our non-executive Director on November 15, 2022. He is primarily responsible for providing strategic advice and recommendations on the operations and management of the Group.

Dr. Chen has more than 20 years of experience in the life sciences and medical-related industries. He is currently the founding managing partner and chief executive officer of 6 Dimensions Capital (通和毓承), the private equity fund management company under which the Controlling Shareholders are managed. He has been the founder and managing partner of Frontline BioVentures (Hong Kong) Limited since 2012 and a partner at Eight Roads Capital Advisors (Hong Kong) Limited (formerly known as FIL Capital Management (Hong Kong) Limited) from May 2008 to March 2014, as well as an executive director and general manager of Frontline BioVentures (Shanghai) Limited (崇凱創業投資諮詢(上海)有限公司) since September 2013.

Dr. Chen was a director of Shanghai Hile Bio-Technology Co. Ltd. (上海海利生物技術股份有限公司), a veterinary biological product manufacturer listed on the Shanghai Stock Exchange (stock code: 603718), from December 2014 to April 2021, and he was a non-executive director of Hua Medicine (華領醫藥), a company primarily engaged in drug development business and listed on the Hong Kong Stock Exchange (stock code: 2552), from January 2015 to March 2022. He has been the chairman of Ocumension Therapeutics (歐康維視生物), a company primarily engaged in ophthalmic therapies and listed on the Hong Kong Stock Exchange (stock code: 1477), since May 2018 and was re-designated from executive director to non-executive director with effect from July 20, 2021. He was a non-executive director of CStone Pharmaceuticals (基石藥業), an immuno-oncology drugs and molecularly targeted drugs manufacturer listed on the Hong Kong Stock Exchange (stock code: 2616), from August 2018 to July 2021, and has been a director of 111, Inc. (111集團), an internet medical and health company listed on the Nasdaq Stock Market (stock code: YI), since May 2019. From February 2019 to July 2021, Dr. Chen served as a director in Brie Biosciences (Shanghai) Co., Ltd. (騰盛博藥醫藥技術(上海)有限公司), a subsidiary of Brie Biosciences Limited, a biotechnology company listed on the Hong Kong Stock Exchange (stock code: 2137).

Dr. Chen obtained a bachelor’s degree in chemistry from Peking University (北京大學) in the PRC in July 1984. He obtained his Ph.D. in chemistry with grand distinction from the Catholic University of Louvain in Belgium in June 1991. He conducted postdoctoral research in chemistry at the Massachusetts Institute of Technology in the United States from August 1991 to December 1992.

Dr. Xie Qin (謝沁), aged 42, was appointed as our Director on August 23, 2019, and was re-designated as our non-executive Director on November 15, 2022. She is primarily responsible for providing strategic advice and recommendations on the operations and management of the Group.

Dr. Xie has more than 10 years of experience in the pharmaceuticals-related industry. Prior to joining the Group, Dr. Xie has served as a senior investment manager in Shanghai Pharmaceuticals Holding Co. Ltd. (上海醫藥集團股份有限公司), a company primarily engaged

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in pharmaceutical industry and listed on both the Shanghai Stock Exchange (stock code: 601607) and the Hong Kong Stock Exchange (stock code: 2607), from November 2010 to December 2012. From September 2013 to December 2015, she had served as a business development manager in Huizheng (Shanghai) Pharmaceutical Technology Co., Ltd. (輝正(上海)醫藥科技有限公司), a subsidiary of Zhejiang Hisun Pharmaceutical Co., Ltd. (浙江海正藥業股份有限公司), a pharmaceutical company listed on the Shanghai Stock Exchange (stock code: 600267). From January 2016 to August 2017, she had served at 6 Dimensions Venture Consultant (Shanghai) Co., Ltd. (毓承投資諮詢(上海)有限公司). Since September 2017, she has worked in Frontline Bioventures (Shanghai) Limited (崇凱創業投資諮詢(上海)有限公司) with her current position as a partner.

Dr. Xie obtained a bachelor’s degree in clinical medicine from the Xi’an Jiaotong University (西安交通大學) in the PRC in July 2003. She then received her master’s degree in pharmacology and doctorate degree in pharmacology from University of Oxford in the United Kingdom in September 2004 and April 2011, respectively.

Mr. Huang Xiao (黃瀟), aged 37, was appointed as our Director on August 26, 2020, and was re-designated as our non-executive Director on November 15, 2022. He is primarily responsible for providing strategic advice and recommendations on the operations and management of the Group.

Prior to joining the Group, Mr. Huang has been serving at YF Capital (雲鋒基金) with his current position as managing director since May 2015. He currently serves as a director in more than ten private companies, most of which are focusing on medical or technology industry, such as CBMG Holdings, Microport Cardiac Rhythm Management Limited, Sironax Ltd. and Livzon Biologics Limited.

Mr. Huang obtained a bachelor’s degree in life science from Tsinghua University (清華大學) in the PRC in August 2007, and a doctor’s degree in cell biology from Yale University in the United States in December 2012.

Ms. Yang Yunxia (楊雲霞), aged 49, was appointed as our Director on August 26, 2020, and was re-designated as our non-executive Director on November 15, 2022. She is primarily responsible for providing strategic advice and recommendations on the operations and management of the Group.

Ms. Yang is a partner of Sequoia Capital China. Prior to joining Sequoia Capital China in May 2015, Ms. Yang successively served as an investment manager and a vice president in Legend Capital Co., Ltd. (君聯資本管理股份有限公司) from April 2011 to May 2015. From December 2009 to April 2011, she worked in Johnson & Johnson, a company listed on the New York Stock Exchange (stock code: JNJ). Ms. Yang served as a director in Burning Rock Biotech Limited, a company listed on NASDAQ (stock code: BNR). From June 2019 to February 2021, Ms. Yang served as a director in Adagene Inc., a clinical-stage biotech company listed on NASDAQ (stock code: ADAG).

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Ms. Yang obtained a master’s degree in clinical science from Tongji Medical University (同濟醫科大學) (currently known as Tongji Medical College of Huazhong Technology University (華中科技大學)) in the PRC in July 1997, and a master’s degree of business administration from Duke University in the United States in May 2009.

Independent Non-executive Directors

Mr. Chung Ming Kit (鍾明杰), aged 45, has been appointed as an independent non-executive Director on [●]. He is primarily responsible for supervising and providing independent advice on the operations and management of the Group.

Mr. Chung has over 20 years of experience in finance, accounting and management. He served as an auditor at Deloitte Touche Tohmatsu (德勤會計事務所) from September 2001 to April 2006. From June 2006 to March 2008, he served as the financial executive manager of Tomoike Industrial (HK) Ltd. (香港友池有限公司), a subsidiary of CDW Holding Limited (CDW控股有限公司), a company listed on the Singapore Exchange Securities Trading Limited (stock code: BXE). He worked in China Medical Technologies Inc. (中國醫療技術公司), a company previously listed on Nasdaq Stock Market (stock code: CMED) and delisted on February 2012, from April 2008 to January 2012, with his last position held as the group financial controller. And he worked at I.T. Limited, a company previously listed on the Hong Kong Stock Exchange (stock code: 999) and delisted on April 2021 due to privatization, from April 2012 to January 2014, with his last position held as the financial controller. From January 2014 to July 2017, he served as the chief financial officer and company secretary in China Fordoo Holdings Limited (中國虎都控股有限公司) (currently known as China Anchu Energy Storage Group Limited (中國安儲能源集團有限公司)), a menswear company listed on the Hong Kong Stock Exchange (stock code: 2399). From July 2017 to July 2019, he worked at New World Department Store China Limited (新世界百貨中國有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 825), where his last position was the chief financial officer. From September 2020 to September 2022, he served as the financial controller in Arredamenti Company Limited, and has been a non-executive director in Arredamenti Company Limited since September 2022. Since September 2022, he also has been a chief financial officer in Computime Group Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 320).

Mr. Chung obtained a bachelor’s degree of business administration in accounting from Hong Kong University of Science and Technology in Hong Kong in November 2001. He obtained a certificate of membership from the Hong Kong Institute of Certified Public Accountants in January 2005 and then a fellow in October 2014. He was qualified as a chartered financial analyst in September 2008, granted by the Board of Governors of CFA Institute.

Mr. Tao Tak Yan Dennis (陶德仁), aged 46, has been appointed as an independent non-executive Director on [●]. He is primarily responsible for supervising and providing independent advice on the operations and management of the Group.

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From March 2004 to August 2010, Mr. Tao worked at Morgan Stanley Asia Limited with his last position as the executive director in the research division. Mr. Tao has been serving as the principal of Anta Capital Management Limited, where he was responsible for asset allocation and risk managements for off-shore investments since August 2010. He has also been serving as the vice president in ANTA Investment Limited, a subsidiary of ANTA Sports Products Limited, a sporting goods manufacturer listing on the Hong Kong Stock Exchange (stock code: 2020), where he was responsible for merger, acquisition and capital market affairs, since March 2016.

Mr. Tao obtained a bachelor’s degree of arts from University of California, Berkeley in the United States in May 1998. He was qualified as a chartered financial analyst in September 2003, granted by the Board of Governors of CFA Institute.

Mr. Ye Xiaoxiang (葉曉翔), aged 48, has been appointed as an independent non-executive Director on [●]. He is primarily responsible for supervising and providing independent advice on the operations and management of the Group.

From October 2003 to March 2016, Mr. Ye held various positions at Eisai China Inc., a company wholly owned by Eisai Co., Ltd, a Japanese pharmaceutical company listed on the Tokyo Stock Exchange (stock code: 4523), including legal manager, senior director of the department of legal and compliance, and head of administration division, where he was mainly responsible for legal and compliance affairs. Since April 2016, Mr. Ye has been working in Eisai China Holding Ltd., a company wholly owned by Eisai Co., Ltd, where he served as a vice president and general counsel of China region.

Mr. Ye obtained a bachelor’s degree in engineering from Southwest Jiaotong University (西南交通大學) in the PRC in July 1996. He obtained a master’s degree in law from Nankai University (南開大學) in the PRC in July 2003. He obtained the Certificate of National Legal Professional Qualification issued by the Ministry of Justice of the PRC in September 2002, and the Certificate of Patent Agent Qualification issued by the China National Intellectual Property Administration in March 2003.

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

Save as disclosed above and in this Document, each of our Directors confirms with respect to himself or herself that he or she (i) 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; (ii) 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 [REDACTED] on any securities market in Hong Kong and/or overseas; and (iii) there are no other matters concerning his or her appointment that need to be brought to the attention of our Shareholders and the Stock Exchange or shall be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. As of the Latest Practicable Date, none of our Directors or senior management is related to other Directors or senior management of our Company.

SENIOR MANAGEMENT

The following table sets out information regarding the members of senior management of our Company:

Name	Age	Position	Date of Joining the Group	Date of Appointment as a member of senior management of the Group	Roles and Responsibilities
Ms. Zhang Lele (張樂樂)	44	Executive Director and CEO	September 1, 2019	September 1, 2019	Responsible for overall strategic planning, business direction, operational management, and supervision of the senior management of the Group
Mr. Huang Yuqing (黃雨青)	32	Executive Director and CFO	May 10, 2021	May 10, 2021	Responsible for overall strategic planning, investment and financing, mergers and acquisitions, capital markets and investor relations of the Group

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Name	Age	Position	Date of Joining the Group	Date of Appointment as a member of senior management of the Group	Roles and Responsibilities
Mr. Zhu Qi (朱琦)	50	Chief medical officer	September 9, 2019	September 9, 2019	Responsible for clinical operations, medical, pharmacovigilance, clinical pharmacology, statistics and data management, and medical support for product development and lifecycle management of the Group
Dr. Lei Lei (雷磊)	38	Senior vice president of research and development department	January 10, 2020	January 10, 2020	Responsible for the overall research and development work of the Group
Ms. Zhang Chunna (張春娜)	44	Senior vice president of regulatory affairs department	October 10, 2019	October 10, 2019	Responsible for the development and registration of the Company’s products, the establishment and compliance management of product lines and research and development platforms of the Group
Ms. Xu Jingxin (徐靜欣)	44	Senior vice president of manufacturing and quality control department	December 1, 2020	December 1, 2020	Responsible for the Company’s quality management system and production operations, including the project management and daily management of the plant under construction in Wuxi, the PRC

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Name	Age	Position	Date of Joining the Group	Date of Appointment as a member of senior management of the Group	Roles and Responsibilities
Mr. Wu Jiaru (鄔佳儒)	39	Senior vice president of finance and integrated management department	August 5, 2019	August 5, 2019	Responsible for decision making and executive oversight of finance, information technology and procurement operations

Ms. Zhang Lele (張樂樂), aged 44, is our founder, executive Director and CEO. For more details of her biography, see “– Directors – Executive Directors” above.

Mr. Huang Yuqing (黃雨青), aged 32, is our executive Director and CFO. For more details of his biography, see “– Directors – Executive Directors” above.

Mr. Zhu Qi (朱琦), aged 50, joined our Group on September 9, 2019 and has been serving as the chief medical officer of our Group since then. He is primarily responsible for clinical operations, medical, pharmacovigilance, clinical pharmacology, statistics and data management, and medical support for product development and lifecycle management of the Group.

Mr. Zhu has more than 20 years of experiences in the medical industry. Prior to joining our Group, Mr. Zhu worked in Shanghai Johnson & Johnson Pharmaceuticals Ltd. (上海強生製藥有限公司) from August 2001 to May 2005. He then worked in Shanghai Roche Pharmaceuticals Limited (上海羅氏製藥有限公司) from May 2005 to July 2006 and worked in Nanjing Organon Pharmaceutical Co., Ltd. Shanghai Branch (南京歐加農製藥有限公司上海分公司) from August 2006 to April 2007. From May 2007 to September 2010, Mr. Zhu worked in Baxter (China) Investment Co., Ltd. (百特(中國)投資有限公司), where he is responsible for medical affairs in Hong Kong and Mainland China. He then served as director of medical affair in Shandong Bausch & Lomb Freda Pharmaceutical Co., Ltd, a subsidiary of Bausch + Lomb Corporation, a company listed on the New York Stock Exchange (stock code: BLCO), and Biogen Idec Pharmaceutical Consultancy (Shanghai) Company Limited (百健艾迪醫藥諮詢(上海)有限公司), from October 2010 to March 2013. From September 2013 to September 2015, he worked in AbbVie Pharmaceutical Trading (Shanghai) Co., Ltd. (艾伯維醫藥貿易(上海)有限公司) as a medical affair associate director. Mr. Zhu also served as a medical affair director in the Shanghai branch of Wyeth Pharmaceutical Co., Ltd. (惠氏製藥有限公司上海分公司) from September 2015 to January 2018 and in Menarini (China) Investment Co. (美納裏尼(中國)投資有限公司) from February 2018 to August 2019.

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Mr. Zhu obtained a bachelor’s degree in Chinese medicine and a master’s degree in Chinese medicine Surgery from Shanghai University of Traditional Chinese Medicine (上海中醫藥大學) in the PRC in July 1995 and July 2001, respectively. He also obtained a master’s degree of business administration from the Joint MBA program of Shanghai University of Finance and Economics-Webster University (上海財經大學-美國韋伯斯特大學合作培養工商管理碩士項目) in the PRC in December 2005.

Dr. Lei Lei (雷磊), aged 38, joined our Group on January 10, 2020 as the senior director of research and development department, and has been serving as the senior vice president of research and development department of our Group since September 2022. He is primarily responsible for the overall research and development work of the Group.

Dr. Lei has over 10 years of experiences in the development of medical/pharmaceutical products. Prior to joining the Group, Dr. Lei served as a senior product development engineer responsible for development of medical products in 3M Medical Devices and Materials Manufacturing (Shanghai) Co., Ltd (明尼蘇達礦業製造醫用器材(上海)有限公司) from October 2012 to January 2017. From January 2017 to January 2020, he worked as a senior scientist and then a principal scientist in Shanghai Johnson & Johnson Pharmaceuticals Ltd. (上海強生製藥有限公司).

Dr. Lei obtained a bachelor’s degree in Pharmaceutical Engineering and master’s degree in Biochemistry and Molecular Biology from Southwest Jiaotong University (西南交通大學) in the PRC in July 2006 and in December 2008, respectively. He also obtained a doctor’s degree in Pharmaceutical Science from Shanghai Jiao Tong University (上海交通大學) in the PRC in January 2013. He has been a member of the Industrial Pharmaceutics Group of the Shanghai Pharmaceutical Society 2020 Pharmaceutics Special Committee (上海市藥學會2020藥劑學專委會工業藥劑學組) since June 2021.

Ms. Zhang Chunna (張春娜), aged 44, joined our Group on October 10, 2019 as the vice president of regulatory affairs department, and has been serving as the senior vice president of regulatory affairs department our Group since September 2022. She is primarily responsible for the development and registration of the Company’s products, the establishment and compliance management of product lines and research and development platforms of the Group.

Ms. Zhang has more than 15 years of experiences in the research and development pharmaceutical industry. Prior to joining the Group, Ms. Zhang served as an intermediate research and development staff in Shanghai Institute of Pharmaceutical Industry (上海醫藥工業研究院有限公司) from April 2004 to March 2006. From April 2006 to December 2009, she served as a department director in Beijing Hanmi Pharmaceutical Co., Ltd. (北京韓美藥品有限公司) where she was mainly responsible for development and manufacture of new drugs. From January 2010 to November 2010 and from November 2010 to October 2019, she served as a manager of product development department in Senju Pharmaceutical Co., Ltd Beijing Office (日本千壽製藥株式會社北京代表處) and Senju Pharmaceutical Science & Technology (Beijing) Co., Ltd. (千壽製藥科技(北京)有限公司), where she was mainly responsible for product development and regulatory affairs.

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Ms. Zhang obtained a bachelor’s degree with a major in pharmacy (Japanese) from Shenyang Pharmaceutical University (瀋陽藥科大學) in the PRC in July 2001, and a master’s degree of medicine from Shanghai Jiao Tong University (上海交通大學) in the PRC in March 2004.

Ms. Xu Jingxin (徐靜欣), aged 44, joined our Group as vice president of manufacturing and quality control department on December 1, 2020 and has been serving as the senior vice president of manufacturing and quality control department of our Group since January 2022. She is primarily responsible for the management of the Company’s quality management system and production operations, including the project management and daily management of the plant under construction in Wuxi, the PRC.

Ms. Xu has more than 20 years of experiences in quality management of medical products. Prior to joining the Group, Ms. Xu worked in Pfizer Pharmaceutical (Wuxi) Co., Ltd. (輝瑞製藥(無錫)有限公司), a subsidiary of Pfizer Inc., a company listed on the New York Stock Exchange (Stock Code: PFE), with her last position as a quality assurance manager from July 2001 to April 2010. She then served as various positions responsible for policy and strategy planning for quality improvement in Wuxi plant of AstraZeneca Pharmaceutical Co., Ltd. (阿斯利康製藥有限公司), a subsidiary of AstraZeneca plc, listed on London Stock Exchange (stock code: ZAN), from April 2010 to September 2018. She then served as a quality manager responsible for policy and strategy planning for quality improvement in Japanese Yonehara plant of AstraZeneca Pharmaceutical Co., Ltd. (阿斯利康製藥有限公司) from September 2018 to February 2019. From February 2019 to November 2020, she also worked in BeiGene (Suzhou) Co., Ltd. (百濟神州(蘇州)生物科技有限公司) (currently known as SuGene Pharmaceuticals (Suzhou) Co., Ltd.), a subsidiary of BeiGene, Ltd. listed on the Stock Exchange (stock code: 6160), the NASDAQ (stock code: BGNE) and the Shanghai Stock Exchange (stock code: 688235) where she first served as a director of excellent quality operations management in China and then a quality manager.

Ms. Xu obtained a bachelor’s degree with a major in pharmacy (Japanese) from Shenyang Pharmaceutical University (瀋陽藥科大學) in the PRC in July 2001.

Mr. Wu Jiaru (鄔佳儒), aged 39, joined our Group on August 5, 2019 as the finance manager, and has been serving as the senior vice president of finance and integrated management department of our Group since November 1, 2022. He has served as a supervisor of Aurora Cutis from November 2020 to April 2021. He is primarily responsible for decision making and executive oversight of finance, information technology and procurement operations.

Prior to joining the Group, Mr. Wu served as a senior system controller in Giti Tire (China) Investment Company Ltd. (佳通輪胎(中國)投資有限公司), where he was mainly responsible for improvement and execution of financial policy, from October 2013 to February 2019. From February 2019 to July 2019, he served as a reporting expert in KaVo-Sybron Dental (Shanghai) Co. Ltd. (卡瓦盛邦(上海)牙科醫療器械有限公司) where he was mainly responsible for analysis of financials as well as improvement and execution of financial system and operation process.

Mr. Wu obtained a bachelor’s degree in accounting from the Shanghai University of Finance and Economics (上海財經大學) in the PRC in July 2008. He was qualified as US Certified Public Accountant by Guam Board of Accountancy in March 2019.

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COMPANY SECRETARY

Ms. Chan Sze Ting (陳詩婷) has been appointed as the company secretary of the Company on November 15, 2022. Ms. Chan currently serves as an associate director of the corporate services division of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services.

Ms. Chan has over 16 years of experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies.

Ms. Chan is a Chartered Secretary, a Chartered Governance Professional and an Associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. Ms. Chan holds a bachelor of laws degree from the University of London.

CORPORATE GOVERNANCE

Audit committee

We have established an audit committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. The audit committee of the Company comprises three members, namely Mr. Chung Ming Kit (鍾明杰), Mr. Ye Xiaoxiang (葉曉翔) and Mr. Tao Tak Yan Dennis (陶德仁), with Mr. Chung Ming Kit (鍾明杰) being our independent non-executive Director with the appropriate professional qualifications or accounting or related financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules) as chairman of the audit committee. The primary duties of the Company’s audit committee are, among other things, to review and supervise the financial reporting process and internal controls system of our Group, review and approve connected transactions and provide advice and comments to the Board.

Remuneration committee

We have established a remuneration committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code set out in Appendix 14 to the Listing Rules. The remuneration committee of the Company comprises three members, namely Mr. Ye Xiaoxiang (葉曉翔), Dr. Chen Lian Yong (陳連勇) and Mr. Chung Ming Kit (鍾明杰), with Mr. Ye Xiaoxiang (葉曉翔) as chairman of the remuneration committee. The primary duties of the Company’s remuneration committee are to review and make recommendations to the Board on the terms of remuneration packages, bonuses and other compensation payable to our Directors and other senior management.

DIRECTORS AND SENIOR MANAGEMENT

Nomination committee

We have established a nomination committee with written terms of reference in compliance with the Corporate Governance Code set out in Appendix 14 to the Listing Rules. The nomination committee of the Company comprises three members, namely Dr. Chen Lian Yong (陳連勇), Mr. Tao Tak Yan Dennis (陶德仁) and Mr. Chung Ming Kit (鍾明杰), with Dr. Chen Lian Yong (陳連勇) as chairman of the nomination committee. The primary duties of the nomination committee are to make recommendations to our Board on the appointment of Directors and management of Board succession.

Board diversity

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

Our Company has adopted a board diversity policy which sets out the objective and approach to achieve and maintain diversity of the 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, educational background, industry experience and professional experience. Our Directors have balanced mix of gender, knowledge, skills and experiences, including management, strategic planning, law, finance, investment, healthcare and technology industries. They obtained degrees in various areas such as biology, medicine, pharmacology, business administration, engineering, law, and accounting. We have also taken, and will continue to take steps to promote gender diversity at the Board level of our Company. Upon [REDACTED], our Board comprises six male members and three female members, and we expect to maintain such gender ratio at the Board level going forward. After [REDACTED], the nomination committee will revisit the board diversity policy and monitor its implementation from time to time. Our nomination committee will also use their best efforts to identify and recommend suitable female candidates for the Board’s consideration in the future to ensure that gender diversity can be maintained. With reference to our board diversity policy, we will also 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 the Board. Our Group will continue to emphasize training of female talent and providing long-term development opportunities for our female staff.

Corporate Governance Code

We aim to achieve high standard of corporate governance which are crucial to our development and safeguard the interests of our Shareholders. In order to accomplish this, we expect to comply with the Corporate Governance Code set out in Appendix 14 to the Listing Rules.

DIRECTORS AND SENIOR MANAGEMENT

KEY TERMS OF EMPLOYMENT CONTRACTS

We normally enter into (i) an employment contract and (ii) a non-competition agreement with our key management members and technical personnel. We normally enter into an employment contract with our key management members and technical personnel with a term of one year. Below sets forth the key terms of these contracts we enter into with our key management members and technical personnel.

Confidentiality

Scope of confidential information: Information the employee shall keep confidential includes but is not limited to: products, technical, business and operational information of the Group, or any of its suppliers or customers, and any other confidential information owned by any other third parties to whom our Group owes confidentiality obligations, that the employee may produce, obtain or otherwise acquire or have access to during the course of his employment by the Company but have not yet gone into public.

Confidential obligation: The employee (i) shall keep confidential information in confidence, and take reasonable and good faith precautions to prevent any unauthorized use or disclosure of the confidential information; (ii) without our Group's written consent, shall not keep any forms of carriers that record the confidential information, and ought to return all our Group's property, including but not limited to any forms of carriers, to our Group upon the departure of the employee or our Group's request.

Confidential period: The confidentiality obligation shall continue to be in effect during the course of employment and after the departure of the employee.

Ownership of intellectual work products

Acknowledgment: The employee acknowledges and agrees that our Group shall own (i) all sorts of intellectual work products that the employee produces during the course of his or her employment with our Group; (ii) all sorts of intellectual work products related to our Group's business and products that the employee produces by mainly using the working conditions, confidential information and/or any other preferential conditions provided by our Group; and (iii) any invention or creation that the employee produces within one year after his or her departure from our Group, provided that the work products relate to any task assigned to the employee or are otherwise within the employee's scope of work.

Non-competition

Term and Scope: The non-competition obligation is effective during the course of employment and for a period of two (2) years thereafter. The employee shall bear the non-competition obligation him or her self, and cause and procure his or her affiliates (including but not limited to, his or her spouse, children, brothers and sisters, parents, relatives by law, grandparents, grandchildren, uncles, aunts and cousins) to also keep non-competition obligation.

DIRECTORS AND SENIOR MANAGEMENT

Non-competition obligation: The employee shall not, and shall cause and procure that his/her affiliates shall not, without the prior written consent of the Company, directly or indirectly, carry on or be in any way interested in any and all business worldwide, which competes or proposes to compete with the Group’s business, whether (i) in the capacity of sole proprietorship, shareholding, investing, partnership, licensors or in any other way; (ii) by acting as a consultant (or provide consultancy service or similar service), employee or officer in any capacity in such business or providing technical, commercial or professional advice to such business; (iii) by supplying any product or service of the same type as or similar to or competitive with any product or service supplied by the Group to any person who is a customer of the Group; or (iv) by manufacturing, marketing, selling and distributing products worldwide that are identical to or compete with any products of such business, or in any way compete with the Group.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors receive compensation in the form of salaries, bonuses, other allowances and benefits in kind, including our Company’s contribution to the pension scheme on their behalf and share-based payment. Our Directors’ remuneration is determined with reference to the relevant Director’s experience and qualifications, level of responsibility, performance and the time devoted to our business, and the prevailing market conditions.

The aggregate amount of remuneration to our Directors for the two years ended December 31, 2020 and 2021 and the six months ended June 30, 2022 were RMB14.3 million, RMB27.0 million and RMB6.6 million, respectively. It is estimated that remuneration and benefits in kind (excluding any possible payment of discretionary bonus) equivalent to approximately RMB66.5 million in aggregate will be paid and granted to our Directors by us in respect of the financial year ending December 31, 2023 under arrangements in force at the date of this Document.

COMPETITION

As of the Latest Practicable Date, none of the other Directors 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.

DIRECTORS AND SENIOR MANAGEMENT

The aggregate amount of remuneration to our five highest paid individuals (including Director and chief executive) for the two years ended December 31, 2020 and 2021 and the six months ended June 30, 2022 were RMB22.8 million, RMB42.8 million and RMB26.9 million, respectively.

During the Track Record Period, (i) no remuneration was paid to our Directors or the five highest paid individuals as an inducement to join, or upon joining our Group; (ii) no compensation was paid to, or receivable by, our Directors, past Directors or the five highest paid individuals 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; and (iii) none of our Directors waived any emoluments.

For more details on remuneration of our Directors and the highest paid individuals, see Notes 9 and 10 to the Accountants’ Report.

COMPLIANCE ADVISOR

Our Company has appointed Somerley Capital Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, our compliance advisor will advise our Company in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including 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 advisor 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].