

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

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

Name	Age	Position	Date of joining our Group	Date of appointment as a Director	Roles and responsibilities	Relationship with other Directors and senior management
Chairperson and non-executive Director						
Dr. LIU Jiren (劉積仁)	66	Chairman of the Board, non-executive Director, chairman of the Nomination Committee and the Strategy Committee, and member of the Remuneration Committee	July 15, 2011	July 15, 2011	Responsible for overall strategic planning, overall management and business direction of the Group	None
Executive Director						
Ms. ZONG Wenhong (宗文紅)	53	Executive Director, chief executive officer and member of the Strategy Committee	August 3, 2015	December 27, 2019	Responsible for operational management and business based on overall strategy and development of our Group	None

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Name	Age	Position	Date of joining our Group	Date of appointment as a Director	Roles and responsibilities	Relationship with other Directors and senior management
Non-executive Directors (aside from our Chairperson)						
Ms. LU Zhaoxia (盧朝霞)	64	Non-executive Director	July 15, 2011	July 15, 2011	Responsible for participating in the formulation of business plans, strategies and major decisions through the Board	None
Dr. WANG Nan (王楠)	46	Non-executive Director	November 18, 2015	November 18, 2015	Responsible for participating in the formulation of business plans, strategies and major decisions through the Board	None
Mr. PU Chengchuan (蒲成川)	35	Non-executive Director	December 30, 2022	December 30, 2022	Responsible for participating in the formulation of business plans, strategies and major decisions through the Board	None
Dr. CHEN Lianyong (陳連勇)	59	Non-executive Director, and member of the Audit Committee and the Strategy Committee	December 27, 2019	December 27, 2019	Responsible for participating in the formulation of business plans, strategies and major decisions through the Board	None

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Name	Age	Position	Date of joining our Group	Date of appointment as a Director	Roles and responsibilities	Relationship with other Directors and senior management
Independent non-executive Directors						
Ms. CHEN Yan (陳艷)	60	Independent non-executive Director and chairman of the Audit Committee and the Remuneration Committee	[●]	[●]	Responsible for offering independent advice to the Board on the operations and management of our Group	None
Dr. FANG Weiyi (方唯一)	65	Independent non-executive Director and member of the Remuneration Committee, Nomination Committee and the Strategy Committee	[●]	[●]	Responsible for offering independent advice to the Board on the operations and management of our Group	None
Dr. YIN Guisheng (印桂生)	57	Independent non-executive Director and member of the Audit Committee, the Nomination Committee and the Strategy Committee	[●]	[●]	Responsible for offering independent advice to the Board on the operations and management of our Group	None

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Chairperson and non-executive Director

Dr. LIU Jiren (劉積仁), aged 66, has been the chairman of the Board and a non-executive Director of our Company since July 15, 2011. He is a core founding member of our Group.

Dr. Liu is one of the founders of Neusoft Corporation. He served as a director and the general manager of Shenyang Neusoft Software Co., Ltd. (瀋陽東軟軟件股份有限公司) (“**Neusoft Software**”) (formerly known as Shenyang Neu-Alpine Software Co., Ltd (瀋陽東大阿爾派軟件股份有限公司), the predecessor of Neusoft Corporation), from June 1991 to August 1999, the chairman of the board of Neusoft Software from August 1999 to June 2008, and the chairman of the board and president of the former Neusoft Corporation from May 2003 to June 2008. He has acted as the chairman of the board of Neusoft Corporation since June 2008, and the chief executive officer of Neusoft Corporation from June 2008 to April 2021. Dr. Liu has concurrently served as the chairman of the board of Neusoft Holdings since November 2011. Since August 2018, he has served as a non-executive director and the chairman of the board of Neusoft Education Technology Co., Limited (東軟教育科技有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 9616.HK) mainly engaged in providing private IT higher education services. In addition, Dr. Liu served as a lecturer at Northeastern University (東北大學) (formerly known as Northeastern University of Technology (東北工學院)) from May 1987 to June 1988, and the vice president of Northeastern University from March 1995 to August 2014.

Dr. Liu received his bachelor’s, master’s and doctoral degrees in computer science from Northeastern University in the PRC in April 1980, December 1982 and November 1987, respectively. He has been a professor of Northeastern University since June 1988.

Executive Director

Ms. ZONG Wenhong (宗文紅), aged 53, has been the chief executive officer of our Company since December 15, 2015 and the executive Director since December 27, 2019 (previously the vice president and chief medical officer) of our Company. Ms. Zong also holds directorship and senior management position in a number of our Group members, including: (i) the director and the general manager of Xikang Medical, (ii) the director and the general manager of Xikang Information, (iii) the director and the general manager of Xikang Medical Management, (iv) the director and the general manager of Xikang Medical System, (v) a director and the general manager of Liaoning Xikang, (vi) the director and the general manager of Shanghai Xikang, (vii) the director and the general manager of Ningbo Xikang, and (viii) the director and the general manager of Xikang WFOE. Ms. Zong currently does not hold any executive position in Neusoft Corporation or Neusoft Holdings.

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Prior to joining our Group, Ms. Zong worked consecutively as (i) the deputy director of Shanghai Jing'an Community Health Service Management Center (上海市靜安區社區衛生服務管理中心) (formerly known as Shanghai Zhabei Community Health Service Management Center (上海市閘北區社區衛生服務管理中心)) from August 2007 to January 2010 and (ii) the standing deputy director of Shanghai Jing'an Health Technology and Information Center (上海市靜安區衛生技術信息中心) (formerly known as Shanghai Zhabei Health Technology and Information Center (上海市閘北區衛生科技與信息中心)) from February 2010 to July 2015. She has served as the vice chairman of the Health Records and Regional Health Informatization Professional Committee (健康檔案與區域衛生信息化專業委員會) of the Chinese Medical Information and Big Data Association (中國衛生信息與健康醫療大數據協會) since May 2019.

Ms. Zong obtained her bachelor's degree in clinical medicine in July 2002 from Shanghai Jiao Tong University School of Medicine (上海交通大學醫學院) (formerly known as Shanghai No.2 Medicine University (上海第二醫科大學)) in the PRC, and her master's degree in software engineering from Dalian University of Technology (大連理工大學) in the PRC in January 2009. Ms. Zong received her intermediate qualifications (中級資格) in obstetrics and gynecology, internal medicine and general medicine from National Health Commission of the People's Republic of China (中華人民共和國國家衛生健康委員會) in October 2002, June 2004 and June 2005, respectively. She was granted the title of Chief Physician (主任醫師) in general medicine from Shanghai Municipal Human Resources and Social Security Bureau (上海市人力資源和社會保障局) in November 2013.

Non-executive Directors

Ms. LU Zhaoxia (盧朝霞), aged 64, has been a non-executive Director of our Company since July 15, 2011.

Ms. Lu served as a senior vice president from October 1995 to March 2019 of Neusoft Corporation and the chief operating officer from May 2008 to August 2009. She also served as an executive director of our joint venture company, Lanxi Healthcare Group (藍熙健康管理集團有限公司) from September 2014 to May 2018 and concurrently held various management positions in several subsidiaries of Lanxi Healthcare Group. Ms. Lu currently is (i) the president of 5G Intelligent Collaborative Innovation Research Institute (東軟集團5G智慧醫院協同創新研究院) and (ii) the chairperson of the board and the chief executive officer of Neusoft Hifly Medical Technology Co., Ltd. (東軟漢楓醫療科技有限公司) since March 2019.

Ms. Lu obtained her bachelor's and master's degree in computer science in July 1982 and in March 1986, respectively, from Northeastern University in the PRC. She received her title of professor at Northeastern University in September 1996.

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Dr. WANG Nan (王楠), aged 46, has been a non-executive Director of our Company since November 18, 2015.

Dr. Wang has been working for Neusoft Corporation since August 1995. From August 1995 to May 2011, she served in Neusoft Corporation, in a consecutive order, as (i) the head of Java application department of the software center (軟件中心Java應用部), (ii) the deputy manager and the head of mobile Internet affair department (移動互聯網事業部) of Neusoft Middleware Technology Branch (東軟中間件技術分公司), (iii) the deputy director of Neusoft Automotive Advanced Technology Research Center (東軟汽車電子先行技術研究中心), (iv) the vice president and the director of strategic alliance and overseas business promotion department (戰略聯盟與海外業務推進事業部). She is currently (i) the senior vice president since May 2011, (ii) the secretary to the board since December 2011, and (iii) the chief investment officer since April 2021 in Neusoft Corporation. Aside from being a key member of Neusoft Corporation, Dr. Wang has also served as a non-executive director of Hospital Corporation of China Limited (弘和仁愛醫療集團有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 3869.HK) since May 2017.

Dr. Wang obtained her bachelor's, master's and doctoral degrees in computer science from Northeastern University in the PRC in June 1994, in March 1997 and in July 2009, respectively. She received her title of intermediate computer engineer (中級計算機工程師) from Liaoning Provincial Department of Human Resources and Social Security (遼寧省人力資源和社會保障廳) on June 30, 2006. Dr. Wang became a member of Review Committee of Shanghai Stock Exchange in July 2019.

Mr. PU Chengchuan (蒲成川), aged 35, has been a non-executive Director of our Company since December 2022.

Mr. Pu has served as a director of the private equity department of Hony Capital, focusing on the investment in medical and healthcare-related fields since May 2018. Mr. Pu also serves as an executive director of Hospital Corporation of China Limited, a company listed on the Hong Kong Stock Exchange (stock code: 3869.HK) since June 2021.

Mr. Pu obtained his bachelor's degree in science (physics) in July 2008 from Tsinghua University in the PRC, and his master's degree in finance in June 2012 from Peking University in the PRC.

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Dr. CHEN Lianyong (陳連勇), aged 59, has been a non-executive Director of our Company since December 27, 2019.

Dr. Chen started and worked as a scientist in drug development of Schering Plough Research Institute from January 1993 to July 1997. He has been engaged in the consulting and investment activities in the field of biotech ever since. Dr. Chen is currently the founding managing partner and the chief executive officer of 6 Dimensions Capital, L.P. since August 2017. He has been an executive director and the general manager of Frontline BioVentures (Shanghai) Limited (崇凱創業投資諮詢(上海)有限公司) since September 2013. He holds directorships in a number of listed companies, including: (i) a director of Shanghai Hile Bio-Technology Co., Ltd. (上海海利生物技術股份有限公司) (stock code: 603718.SH) since December 2014, (ii) a director of Hua Medicine (華領醫藥) (stock code: 2552.HK) since January 2015, (iii) the chairperson of the board and an executive director of Ocumension Therapeutics (歐康維視生物) (stock code: 1477.HK) since May 2018, (iv) a director of CStone Pharmaceuticals (基石藥業) (stock code: 2616.HK) since August 2018, and (v) a director of 111, Inc. (NASDAQ: YI) since May 2019.

Dr. Chen obtained his bachelor's degree in chemistry from Peking University (北京大學) in PRC in July 1984. He received his doctoral degree in chemical sciences from the University of Louvain in Belgium in June 1991 and was a postdoctoral researcher in bioorganic chemistry at Massachusetts Institute of Technology in the United States from August 1991 to December 1992.

Independent non-executive Directors

Ms. CHEN Yan (陳艷), aged 60, has been an independent non-executive Director of our Company since [●].

With expertise in accounting and financial management, Ms. Chen has been a lecturer from May 1990 to July 1997, an associate professor from July 1997 to July 2005, a professor since July 2005, and a doctoral supervisor since July 2010 at Dongbei University of Finance and Economics (東北財經大學). From May 2018 till now, Ms. Chen has served as a director of Liaoning SC Technology Co., Ltd. (遼寧思凱科技股份有限公司). She has concurrently served as an independent non-executive director of Wanda Hotel Development Co., Ltd. (萬達酒店發展有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 169.HK) since March 2019. From May 2019 to September 2020, she served as an independent non-executive director of Zhangzidao 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.SZ).

Ms. Chen obtained her bachelor's and master's degrees in economics in July 1984 and July 1998, respectively, and her doctoral degree in management with accounting major in June 2006, from Dongbei University of Finance and Economics (formerly known as Liaoning Institute of Finance and Economics (遼寧財經學院)) in the PRC. Ms. Chen is a former member of the American Accounting Association, a former member of the Association of Certified Fraud Examiners, and a senior member of The Chinese Institute of Certified Public Accountants.

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Dr. FANG Weiyi (方唯一), aged 65, has been an independent non-executive Director of our Company since [●].

Prior to joining our Group, Dr. Fang worked at The First Affiliated Hospital of Dalian Medical University (大連醫科大學附屬第一醫院), the chief physician (主任醫師) and head of department of cardiology (心內科主任) from June 1995 to November 2003. During his service at The First Affiliated Hospital of Dalian Medical University, Dr. Fang concurrently served as a professor and doctoral supervisor (博士生導師), and as the head of Institute of Cardiovascular Diseases (大連醫科大學附屬第一醫院心血管病研究所), from August 1999 to November 2003. He then served as the head of department of cardiology, doctoral supervisor and the head of teaching and research section of internal medicine department (內科教研室主任) from November 2003 to June 2017, and subsequently as the honorary head of department of cardiology from July 2017 to December 2018 at Shanghai Chest Hospital of Shanghai Jiaotong University (上海交通大學附屬胸科醫院). Dr. Fang has served as the chief hospital administrator of Hefei High-Tech Cardiovascular Hospital (合肥高新心血管病醫院) since December 2017 and as the honorary head of department of cardiology of Huadong Hospital Affiliated to Fudan University (復旦大學附屬華東醫院) since January 2019.

Dr. Fang obtained his doctoral degree in clinical cardiovascular medicine from Tongji Medical College of Huazhong University of Science and Technology (華中科技大學同濟醫學院) (the successor of Tongji Medical University (同濟醫科大學)) in the PRC in June 1990. He received his titles of chief physician in June 1995 and professor in August 1999 from Liaoning Provincial Department of Human Resources and Social Security (遼寧省人力資源和社會保障廳).

Dr. YIN Guisheng (印桂生), aged 57, has been an independent non-executive Director of our Company since [●].

Prior to joining our Group, Dr. Yin has been teaching at College of Computer Science and Technology of Harbin Engineering University (哈爾濱工程大學計算機科學與技術學院) as, in a consecutive order, (i) a lecturer from April 1989 to September 1998, (ii) an associate professor from October 1998 to July 2000, and (iii) a professor since September 2003.

Dr. Yin obtained his bachelor's degree in computer application and technology in July 1986, his master's degree in computer application in April 1989, and his doctoral degree in control theory and control engineering in April 2000 from Harbin Engineering University (哈爾濱工程大學).

Save as disclosed above in this section, none of our Directors held any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this document. Save as disclosed herein, to the best knowledge, information and belief of the Directors having made all reasonable inquiries, there are no other matters with respect to the appointment of the Directors that need 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 Rule 13.51(2)(a) to (v) 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 following table provides information about members of our senior management:

Name	Age	Position	Date of joining our Group	Date of appointment as a senior management	Roles and responsibilities	Relationship with other Directors and senior management
Ms. ZONG Wenhong (宗文紅)	53	Executive Director, chief executive officer and member of the Strategy Committee	August 3, 2015	December 15, 2015	Responsible for operational management and business based on overall strategy and development of our Group	None
Ms. WANG Shuli (王淑力)	48	Vice president and chief financial officer	March 9, 2017	March 14, 2017	Responsible for overall financial planning and management, corporate governance, information disclosure and investor relations management of our Group	None
Mr. YANG Yuanwei (楊元蔚)	46	Vice president	July 3, 2017	July 13, 2017	Responsible for business expansion of our Group	None
Mr. SHAO Shuli (邵樹力)	46	Vice president	February 18, 2021	February 22, 2021	Responsible for operation management of the cloud hospital of our Group	None

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Ms. ZONG Wenhong (宗文紅) is an executive Director and the chief executive officer of our Company. See “– Directors” in this section for her biographical details.

Ms. WANG Shuli (王淑力), aged 48, has been the vice president and the chief financial officer of our Company since March 14, 2017.

Ms. Wang worked for Neusoft Corporation from May 1997 to February 2012, including, as the manager of financial center (財務中心), the director of investment management and auditing department (投資管理審計部), the chief accountant, the chief financial officer of Philips and Neusoft Medical Systems Co., Ltd. (東軟飛利浦醫療設備系統有限責任公司), and the director of business development department (企業發展部). From March 2012 to May 2013, Ms. Wang served as the vice president and the chief financial officer of our Group. Subsequently she served as a non-executive director and the chief financial officer from June 2013 to October 2016, and a vice president from June 2013 to February 2017 of Shenyang Machine Tool Co., Ltd. (瀋陽機床股份有限公司), a listed company on Shenzhen Stock Exchange (stock code: 000410.SZ).

Ms. Wang obtained her bachelor’s degree in industrial accounting in July 1993 and her master’s degree in management engineering in March 1996 from Northeastern University in the PRC. She received her title of Chief Accountant (高級會計師) from Liaoning Provincial Department of Human Resources and Social Security (遼寧省人力資源和社會保障廳) in December 2006. She is also a member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since 1995.

Mr. YANG Yuanwei (楊元蔚), aged 46, has been the vice president of our Company since July 13, 2017. He is also (i) a director of Chongqing Jinxi, (ii) the general manager of Xikang Smart Wearable Equipment, and (iii) a director of Heilongjiang Xikang.

Mr. Yang served as the vice president of San Meditech Technologies (Huzhou) Co., Ltd. (聖美迪諾醫療科技(湖州)有限公司) from May 2012 to December 2015. From January 2016 to June 2017, he subsequently served as the executive vice president of Zhejiang Helowin Medical Technology Co., Ltd. (浙江好絡維醫療技術有限公司).

Mr. Yang obtained his bachelor’s degree in economics from Chongqing Technology and Business University (重慶工商大學) (formerly known as Yuzhou University (渝州大學)) in the PRC in July 1999. He then received his master’s degree in business administration from Cheung Kong Graduate School of Business (長江商學院) in the PRC in October 2012.

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Mr. SHAO Shuli (邵樹力), aged 46, has been the vice president of our Company since February 22, 2021.

Prior to joining our Group, Mr. Shao served as the chief advisor of government affairs department of Neusoft Corporation and the dean of the Neusoft Institute of Smart Governance (東軟智慧政務研究院) from April 2000 to February 2021. During his service, Mr. Shao acted as a consultant, software architecture designer and project manager and advised on various large-scale projects about informatization sponsored by the State Council and its ministries, commissions and bureaus.

Mr. Shao obtained his bachelor’s degree in machine manufacturing technology and equipment in July 1997 and his master’s degree in machine design and theory in March 2000 from Northeastern University in the PRC. He received his title of senior information system project manager (高級信息系統項目管理師) from Liaoning Provincial Department of Human Resources and Social Security (遼寧省人力資源和社會保障廳) in May 2013.

Save as disclosed above in this section, none of our senior management held any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this document.

JOINT COMPANY SECRETARIES

Ms. WANG Shuli (王淑力), was appointed as a joint company secretary of our Company on October 5, 2021. See “– Senior Management” in this section for her biographical details.

Mr. WONG Wai Chiu (黃偉超), was appointed as a joint company secretary of our Company on May 27, 2021.

Mr. Wong is the associate director of SWCS Corporate Services Group (Hong Kong) Limited. He has extensive experience in compliance and listed companies secretarial work.

Mr. Wong obtained his bachelor’s degree in social science (Honours) from the University of Hong Kong, his Post-Graduate diploma in Hong Kong and the United Kingdom law from the Manchester Metropolitan University in the United Kingdom, his master’s degree in corporate governance from the Hong Kong Polytechnic University, his master’s degree in arbitration and dispute resolution from City University of Hong Kong and his master’s degree in applied science from the University of Technology Sydney in Australia. Mr. Wong is a fellow of Hong Kong Institute of Chartered Secretaries, a fellow of the Chartered Governance Institute, a member of CPA Australia, a member of the Hong Kong Trustee Association and a Certified Trust Practitioner.

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REMUNERATION OF THE DIRECTORS AND SENIOR MANAGEMENT

The aggregate amount of fees, salaries, allowances, retirement benefits scheme contributions and other benefits we paid to our Directors (without consideration of the employee incentive schemes) in respect of the financial years ended December 31, 2020, 2021 and 2022 was RMB2.6 million, RMB2.9 million and RMB2.5 million, respectively. Further information on the remuneration of each Director during the Track Record Period is set out in Appendix I to this document.

In the financial years ended December 31, 2020, 2021 and 2022, the total remuneration (including fees, salaries, allowances, retirement benefit scheme contributions and other benefits without taking into consideration of the employee incentive schemes) we paid to the five highest paid individuals amounted to RMB7.2 million, RMB9.9 million and RMB7.6 million, respectively.

Under the arrangement currently in force, we estimate the total remuneration (before tax) payable to Directors for the year ending December 31, 2023 will be RMB3.0 million.

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. During the Track Record Period, no compensation was paid to, or receivable by, our Directors, former 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. None of our Directors waived any emoluments during the Track Record Period.

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

For the details of the service contracts and appointment letters that we have entered into with our Directors, see the section headed “Statutory and General Information – C. Further Information about our Directors – 1. Directors’ service contracts” in Appendix IV to this document.

CORPORATE GOVERNANCE

Board Committees

Audit Committee

We have established an audit committee 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 primary duties of the audit committee are to review and supervise the financial reporting process and internal controls system of the Group, review the financial information of the Group and consider issues relating to the external auditors and their appointment. Our audit committee comprises one non-executive Director, namely Dr. Chen Lianyong, and two

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independent non-executive Directors, namely Ms. Chen Yan and Dr. Yin Guisheng. Ms. Chen Yan, being the chairperson of the committee, has appropriate accounting and related financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules.

Remuneration Committee

We have established a remuneration committee 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 primary duties of the remuneration committee are to make recommendations to the Board on our Group’s policy and structure for all remuneration of directors’ and senior management and on the establishment of a formal and transparent procedure for development remuneration policy. Our remuneration committee comprises one non-executive Director, namely Dr. Liu, and two independent non-executive Directors, namely Ms. Chen Yan and Dr. Fang Weiyi, with Ms. Chen Yan being the chairperson of the committee.

Nomination Committee

We have established a nomination committee in compliance with the Corporate Governance Code set out in Appendix 14 to the Listing Rules, the primary duties of which are to review the structure, size and composition of the Board, assess the independence of the independent non-executive directors, and make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors. Our nomination committee comprises one non-executive Director, namely Dr. Liu Jiren, and two independent non-executive Directors, namely Dr. Fang Weiyi and Dr. Yin Guisheng. Dr. Liu Jiren has been duly appointed as the chairperson of the committee.

Strategy Committee

We have established a strategy committee in compliance with the Corporate Governance Code set out in Appendix 14 to the Listing Rules. The primary duties of such committee are to review and make suggestions for the development strategies and plans, major investments, financing and capital injection, and the major business reorganization, acquisition, merger and asset transfer of our Company. Our strategy committee comprises five Directors, namely Dr. Liu Jiren, Ms. Zong Wenhong, Dr. Chen Lianyong, Dr. Fang Weiyi and Dr. Yin Guisheng with Dr. Liu Jiren being the chairperson of the committee.

Share Option Schemes

In order to incentivize our Directors, senior management and other participants for their contribution to our Group and to attract and retain suitable personnel to our Group, we adopted the Share Option Schemes. For further details, see the section headed “Appendix IV – Statutory and General Information – D. Share Option Schemes” in this document.

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Board Diversity Policy

Our Company has adopted a board diversity policy which sets out the approach to achieve diversity of the Board. Our Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level, including gender diversity, as an essential element in maintaining the Company's competitive advantage and enhancing its ability to attract, retain and motivate employees from the widest possible pool of available talent. We currently have five male and four female Directors. Pursuant to the board diversity policy, in reviewing and assessing suitable candidates to serve as a director of the Company, the nomination committee will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry and regional experience. Pursuant to the board diversity policy, the nomination committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for adoption.

Management Presence

Pursuant to Rule 8.12 of the Listing Rules, our Company must have a sufficient management presence in Hong Kong. This will normally mean that at least two of our executive Directors must be ordinarily resident in Hong Kong.

Since our core business operations are principally located, managed and conducted in the PRC and will continue to base in the PRC, our executive Director and senior management members are and will continue to be based in the PRC. Accordingly, we have applied for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements of Rule 8.12 of the Listing Rules. See "Waivers from Strict Compliance with the Listing Rules and Exemptions from the Companies (Winding Up and Miscellaneous Provisions) Ordinance – Management Presence in Hong Kong" for further details.

COMPLIANCE ADVISOR

We have appointed Somerley Capital Limited as our compliance advisor (the "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 Adviser 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;

DIRECTORS AND SENIOR MANAGEMENT

- (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, developments or results of our Group deviate from any forecast, estimate, or other information in the [REDACTED] document; and
- (d) where the Exchange makes an inquiry of our Company concerning unusual movements in the price or trading volume of its [REDACTED] securities or any other matters 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].

CORPORATE GOVERNANCE CODE

The Company is committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders. To accomplish this, the Company intends to comply with the corporate governance requirements under the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules after the [REDACTED].