

## DIRECTORS AND SENIOR MANAGEMENT

### BOARD OF DIRECTORS

Our Board currently consists of seven Directors comprising three executive Directors, one non-executive Director and three independent non-executive Directors.

The following table sets forth information in respect of our Directors:

#### Members of our Board

Name	Age	Existing position(s) in our Group	Roles and responsibilities in our Group	Date of joining our Group	Date of appointment as Director
Li Guiping <sup>(1)</sup> (李桂屏) . . . . .	52	Chairwoman of our Board and executive Director	Overall strategic planning, business policy development and major operational decisions making of our Group	September 2016	June 2021
Bo Shijiu <sup>(1)</sup> (薄世久). . . . .	59	Chief executive officer and executive Director	Overall operational management of our Group	September 2016	June 2021
Jia Hui (賈惠) . . . . .	47	Executive Director and vice president	Management of pledged vehicle monitoring services of our Group	November 2017	April 2023
Jin Ting (靳婷). . . . .	40	Non-executive Director	Providing insights for financial management and business development of our Group	April 2023	April 2023
Shen Jinjun (沈進軍). . . . .	66	Independent non-executive Director	Providing independent advice on the operation and management of our Group	[●]	[●]

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Name	Age	Existing position(s) in our Group	Roles and responsibilities in our Group	Date of joining our Group	Date of appointment as Director
Dong Yang (董揚) . . . . .	67	Independent non-executive Director	Providing independent advice on the operation and management of our Group	[●]	[●]
Wang Fukuan (王福寬). . . . .	50	Independent non-executive Director	Providing independent advice on the operation and management of our Group	[●]	[●]

*Note:*

- (1) Mr. Bo Shijiu and Ms. Li Guiping are spouse.

### Executive Directors

**Ms. Li Guiping (李桂屏)**, aged 52, our founder and was appointed as our Director in June 2021 and was re-designated as our executive Director and appointed as the chairwoman of our Board in April 2023. Since September 2016, she has been serving as the executive director and general manager in Changjiu Jinfu. Ms. Li is responsible for the overall strategic planning, business policy development and major operational decision-making of our Group.

Prior to joining our Group, from April 2003 to November 2014, Ms. Li served as the president in Changjiu Industrial. From July 2007 to November 2014, she also served as the president and chairman of the board of directors in Guangxi Changjiu Automobile Investment Co., Ltd. (廣西長久汽車投資有限公司), a subsidiary of Changjiu Industrial. Since September 2016, Ms. Li has been serving as a director in Beijing Changjiu Logistics Corp. (北京長久物流股份有限公司), a company listed in Shanghai Stock Exchange (stock code: 603569).

Ms. Li graduated from China University of Political Science and Law Graduate School (中國政法大學研究生院) in the PRC in August 1990 with a major in enterprise management. She completed automobile marketing executive management program in business administration (EMBA) from Shanghai Hong Kong University – Fudan University School of Continuing Professional Education (上海香港大學 – 復旦大學專業繼續教育學院) in the PRC in December 2004. She completed advanced development course of market capitalization management of listed companies from PBC School of Finance, Tsinghua University (清華大學五道口金融學院) in April 2015.

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**Mr. Bo Shijiu (薄世久)**, aged 59, our founder and was appointed as our Director in June 2021 and was re-designated as our executive Director and appointed as the chief executive officer in April 2023. He is responsible for the overall operational management of our Group.

Mr. Bo has over 30 years of experience in the automotive and logistics industry and corporate management. Owing to Mr. Bo’s in-depth knowledge and network connections in the automotive logistics industry in China, Mr. Bo has been a key driver of our business strategies and achievements to date. From February 1993 to December 2003, Mr. Bo was the chairman of Fada Automobile Delivery Service Department of First Automobile Work Factory (第一汽車製造廠發達汽車發送服務處). In March 1999, Changjiu Industrial was established and Mr. Bo has been its chairman of the board of directors since then. Since September 2003, Mr. Bo has been the chairman of the board of directors in Beijing Changjiu Logistics Corp. (北京長久物流股份有限公司). Under Mr. Bo’s leadership, Beijing Changjiu Logistics Corp. successfully completed the listing on the Shanghai Stock Exchange (stock code: 603569) in August 2016. Mr. Bo was appointed as the vice president of China Federation of Logistics & Purchasing (中國物流與採購聯合會) in the PRC and the president of China Automotive Logistics Association of CFLP (中國物流與採購聯合會汽車物流分會) in September 2011 and November 2010 respectively.

Mr. Bo obtained his bachelor degree in business management from Jilin University (吉林大學) in the PRC in July 1997. Mr. Bo obtained the qualification as a certified international logistics specialist (高級物流師) issued by the Ministry of Labour and Social Security of the PRC in June 2009.

**Ms. Jia Hui (賈惠)**, aged 47, joined our Group and served as the vice president in Changjiu Jinfu in November 2017, and was appointed as our vice president in March 2023. She was appointed as our executive Director in April 2023. She is responsible for management of pledged vehicle monitoring services of our Group.

Ms. Jia has over 20 years of experience in automobile dealership operation management services and pledged vehicle monitoring services. Prior to joining our Group, from February 2002 to April 2004, Ms. Jia served as an operating director of brand business department in Henan Fuda Holdings Co., Ltd. (河南富達控股有限公司). From May 2004 to January 2007, Ms. Jia served as vice president in Henan Changjiang Modern Sales Company (河南長江現代銷售公司). From January 2007 to April 2011, she served as a senior manager of operation control department and assistant to president in Changjiu Industrial. From April 2011 to November 2017, she served as a chief operating officer and vice president in Beijing Consultation Branch of Changjiu Industrial (吉林省長久實業集團有限公司北京諮詢分公司). Since November 2017, Ms. Jia has been the head of smart business group of our Group.

Ms. Jia received her bachelor degree in business administration from China Agricultural University (中國農業大學) in the PRC in July 2018 through long distance learning. She completed advanced development course of integration of industry and finance from PBC School of Finance, Tsinghua University (清華大學五道口金融學院) in October 2017. In 2023, Ms. Jia was admitted to the executive management program in business administration

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(EMBA) provided by Peking University Guanghua School of Management (北京大學光華管理學院). She was qualified as a specially-invited expert in China Automobile Dealers Association Research Institute (中國汽車流通協會凱達研究院) in September 2016. She obtained the title of 2018 supply chain e-commerce leading flag bearer from China E-commerce Innovation Promotion Alliance (中國電子商務創新推進聯盟) in June 2018.

### Non-executive Directors

**Ms. Jin Ting (靳婷)**, aged 40, joined our Group and was appointed as our non-executive Director in April 2023. She is primarily responsible for providing insights for financial management and business development of our Group.

From June 2006 to October 2017, Ms. Jin served in Beijing Caissa International Travel Agency Co., Ltd. (北京凱撒國際旅行社有限責任公司), where Ms. Jin was the financial manager, business director of financial management center and manager of corporate development department. From November 2017 to March 2020, Ms. Jin served as the assistant president and financial controller in Caissa Tongsheng Travel Agency (Group) Co., Ltd. (凱撒同盛旅行社(集團)有限公司). From June 2017 to October 2019, she was also the deputy finance director in Caissa Tosun Development Co., Ltd. (凱撒同盛發展股份有限公司) (formerly known as Hna-Caissa Travel Group Co., Ltd. (海航凱撒旅遊集團股份有限公司)), a company listed in Shenzhen Stock Exchange (stock code: 000796) and the controlling shareholder of both Beijing Caissa International Travel Agency Co., Ltd. and Caissa Tongsheng Travel Agency (Group) Co., Ltd.. Ms. Jin has been the vice president and financial controller in Beijing Changjiu Logistics Corp. (北京長久物流股份有限公司), a company listed in Shanghai Stock Exchange (stock code: 603569) since November 2020.

Ms. Jin obtained a bachelor degree of accounting from Heilongjiang Institute of Technology (黑龍江工程學院) in the PRC in July 2004 and a master’s degree of science in applied accounting and finance from Hong Kong Baptist University (香港浸會大學) in November 2019.

### Independent non-executive Directors

**Mr. Shen Jinjun (沈進軍)**, aged 66, was appointed as our independent non-executive Director on [●]. He is primarily responsible for providing independent advice on the operation and management of our Group.

From October 2005 to September 2014, Mr. Shen served as the vice president and secretary-general in China Automobile Dealers Association (中國汽車流通協會), and has been the president since October 2014. Mr. Shen was appointed as an independent non-executive director of China Grand Automotive Services Group Co., Ltd. (廣匯汽車服務集團股份公司), a company listed in Shanghai Stock Exchange (stock code: 600297) from July 2015 to August 2021. He has been appointed as an independent non-executive director of Zhongsheng Group Holdings Ltd. (中升集團控股有限公司), a company listed in the Stock Exchange (stock code:

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0881) since November 2009. He has also been appointed as an independent non-executive director of Beijing Changjiu Logistics Corp. (北京長久物流股份有限公司), a company listed in Shanghai Stock Exchange (stock code: 603569) from December 2013 to February 2023.

Mr. Shen obtained his bachelor degree in electronics from Beijing Open University (北京開放大學) (formerly known as Beijing Radio and Television University (北京廣播電視大學)) in June 1982.

**Mr. Dong Yang (董揚)**, aged 67, was appointed as our independent non-executive Director in [●]. He is primarily responsible for providing independent advice on the operation and management of our Group.

From April 2000 to August 2007, Mr. Dong was the deputy secretary of the party committee, general manager and director of Beijing Automotive Group Co., Ltd. (北京汽車集團有限公司) (formerly known as Beijing Automotive Industry Holding Co., Ltd. (北京汽車工業控股有限責任公司)). From July 2007, Mr. Dong started to serve as the executive vice president and secretary general at China Association of Automobile Manufacturers (中國汽車工業協會). Since April 2020, Mr. Dong has been the managing partner and chairman of the board of directors of Beijing Virtue Capital Investment Management Center (Limited Partnership) (北京德載厚投資管理中心(有限合夥)).

Mr. Dong has been appointed as an independent non-executive director of Brilliance China Automotive Holdings Limited (華晨中國汽車控股有限公司), a company listed in the Stock Exchange (stock code: 1114) since May 2021. From May 2009 to March 2016, Mr. Dong was an independent non-executive director of Chongqing Changan Automobile Co., Ltd. (重慶長安汽車股份有限公司), a company listed in the Shenzhen Stock Exchange (stock code: 000625).

Mr. Dong obtained his bachelor and master degree in automotive from Tsinghua University (清華大學) in the PRC in July 1982 and November 1984, respectively. He was certificated as the senior engineer of researcher’s grade (研究員級高級工程師) by China Academy of Machinery Science and Technology (機械科學研究總院) in September 2008.

**Mr. Wang Fukuan (王福寬)**, aged 50, was appointed as our independent non-executive Director in [●]. He is primarily responsible for providing independent advice on the operation and management of our Group.

From July 1994 to December 1996, Mr. Wang served as an accountant in Jilin Gold Company (吉林省黃金公司). From January 1997 to March 2000, Mr. Wang was the finance department accountant and accountant in charge in Changchun North China Wuhuan Industrial Co., Ltd. (長春北方五環實業股份有限公司). From April 2000 to August 2003, he served as the financial officer in Beijing Dongjiao Minxiang Hotel Co., Ltd. (北京東交民巷飯店有限公司). From September 2003 to December 2008, Mr. Wang was the financial officer in Zhongjun Insurance Broker (Beijing) Co., Ltd. (中軍保險經紀(北京)有限公司) (formerly known as Hongfu Insurance Brokers (Beijing) Co., Ltd. (宏孚保險經紀(北京)有限公司)). From January

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2012 to July 2022, he was the project manager and audit department manager in Beijing Zhongqingrui Certified Public Accountants Co., Ltd. (北京中青瑞會計師事務所有限公司). Mr. Wang has been the audit project partner in Beijing Xingye Certified Public Accountants Co., Ltd. (北京興業會計師事務所有限公司) since September 2022.

Mr. Wang obtained his diploma of accounting in Jilin University (吉林大學) in the PRC in July 1994. He obtained the intermediate professional qualification in accounting (會計中級職稱) from Ministry of Finance of the PRC (中華人民共和國財政部) in May 1999 and the senior accountant (高級會計師) from Jilin Province Department of Finance (吉林省財政廳) in January 2007. He obtained the practicing qualification of tax agent from the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部) and State Taxation Administration of the PRC (國家稅務總局) in June 2009. He also obtained the Chinese Certified Public Accountant Certificate (中國註冊會計師證書) from Beijing Institute of Certified of Public Accountants (北京註冊會計師協會) in July 2019.

Save as disclosed in this section, each of our Directors had no other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of our Company and none of our Directors have held any other directorships in listed companies during the three years immediately preceding the date of this document.

Mr. Bo was: (i) a legal representative of Guangxi Changjiu Transportation Co., Ltd. (廣西長久運輸有限責任公司) (“**Changjiu Transportation**”), a company established in the PRC with limited liability principally engaged in highway passenger transportation services, whose business license was revoked on May 28, 2016 because it ceased its business operation and failed to conduct annual inspection on a timely basis under PRC laws; (ii) a responsible person of Jilin Changjiu Industrial Group Co., Ltd., Nong’an Branch (吉林省長久實業有限公司農安分公司) (“**Changjiu Industrial Nong’an Branch**”), the branch office of Changjiu Industrial principally engaged in automotive wholesale and retail, whose business license was revoked on September 9, 2005 because it ceased its business operation and failed to conduct annual inspection on a timely basis under PRC laws. Mr. Bo confirmed that the failure of conducting annual inspection on a timely basis for Changjiu Transportation and Changjiu Industrial Nong’an Branch was due to the employees who were in charge of this matter were negligent in timely filing of inspection documents. Moreover, such companies were solvent when their business licenses being revoked and were not involved in any material non-compliance that led to the revocation of their business licenses. Mr. Bo further confirmed that, as of the Latest Practicable Date, no claims had been made against him and he was not aware of any threatened or potential claims made against him and there was no outstanding claims and/or liabilities as a result of the revocation of the business licenses of such companies.

Mr. Bo was a legal representative, an executive director and a general manager of Dalian Bonded Zone Changjiu Logistics Limited Company (大連保稅區長久物流有限公司) (“**Dalian Changjiu Logistics**”), a company established in the PRC with limited liability principally engaged in warehousing and logistics agency services. Ms. Li was a supervisor of Dalian Changjiu Logistics. According to the PRC laws, the PRC company’s supervisor will not be liable for the revocation of its business license. The business license of Dalian Changjiu Logistics was revoked on June 29, 2006 because it ceased its business operation and failed to

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conduct annual inspection on a timely basis under PRC laws. Mr. Bo confirmed that the failure of conducting annual inspection on a timely basis for Dalian Changjiu Logistics was due to the employees who were in charge of this matter were negligent in timely filing of inspection documents. Moreover, Dalian Changjiu Logistics was solvent when its business license being revoked and was not involved in any material non-compliance that led to the revocation of its business license. Each of Mr. Bo and Ms. Li further confirmed that, as of the Latest Practicable Date, no claims had been made against him/her and he/she was not aware of any threatened or potential claims made against him/her and there was no outstanding claims and/or liabilities as a result of the revocation of the business license of such company.

Each of our Directors has confirmed that there are no other matters relating to his/her appointment as a Director that need to be brought to the attention of our Shareholders and there was no other information relating to his/her appointment which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### SENIOR MANAGEMENT

Our senior management comprises our executive Directors, namely Mr. Bo Shijiu and Ms. Jia Hui, and the following members:

Name	Age	Existing position(s) in our Group	Roles and responsibilities in our Group	Date of joining our Group	Date of appointment as senior management
Xu Zhengran (徐徵然). . . . .	45	Vice president	Responsible for business segment information system construction, promotion and ecological construction of the automobile logistics service platform, and new energy innovation business of our Group	March 2023	March 2023
Wang Yuanbin (王元彬). . . . .	40	Vice president	Responsible for the management of automobile dealership operation management services of our Group	April 2022	February 2023

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Name	Age	Existing position(s) in our Group	Roles and responsibilities in our Group	Date of joining our Group	Date of appointment as senior management
Tan Zhengyang (談正陽). . . . .	44	Vice president and financial controller	Responsible for financial accounting management and economic accounting of our Group	May 2022	May 2022

Our executive Directors and members of our senior management are responsible for the day-to-day operations and management of the business of our Group. For the biographical details of our executive Directors, please refer to “Executive Directors” in this section.

**Mr. Xu Zhengran (徐徵然)**, aged 45, joined our Group and was appointed as our vice president in March 2023. He is primarily responsible for business segment information system construction, promotion and ecological construction of the automobile logistics service platform, and the new energy innovation business of our Group.

Mr. Xu has over 23 years of industry experience in information technology construction and industrial Internet. Prior to joining our Group, from January 2001 to October 2004, Mr. Xu served as a software engineer and project manager in Venustech Group Inc. (啟明星辰信息技術集團股份有限公司), a company listed in Shenzhen Stock Exchange (stock code: 002439). From April 2005 to October 2008, Mr. Xu was the director of research and development department at Beijing Star Softcomm Co., Ltd. (北京軟通科技有限責任公司). From October 2009 to May 2013, Mr. Xu was the director of research and development department at G-Net Cloud Service Co., Ltd. (全時雲商務服務股份有限公司). From September 2013 to November 2013, he served as a senior architect responsible at Tencent Technology (Shenzhen) Co., Ltd. (騰訊科技(深圳)有限公司), a company listed in the Stock Exchange (stock code: 0700). From August 2015, Mr. Xu started to work as a tech director at Kelly Services (Singapore) Pte. Ltd. From May 2019, he started to work as chief technology officer and vice president at Lonnic Technology Sdn. Bhd. From March 2021 to December 2021, he was the chief technology officer and vice president at the Hebei branch of China United Network Communications Group Co., Ltd. (中國聯合網絡通信有限公司河北省分公司). From April 2022 to October 2022, he was the chief technology officer at Beijing Changjiu Logistics Corp. (北京長久物流股份有限公司), a company listed in Shanghai Stock Exchange (stock code: 603569). From October 2022 to February 2023, Mr. Xu was the vice president at Xunruida Technology (Beijing) Co., Ltd. (迅睿達科技(北京)有限公司), a wholly-owned subsidiary of Changjiu Industrial.



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Mr. Xu obtained his bachelor degree of textile engineering and minored in computer application and maintenance from Dalian Polytechnic University (大連工業大學) (formerly known as Dalian College of Light Industry (大連輕工業學院)) in the PRC in July 2000. He obtained his master degree of software engineering from Beijing University of Posts and Telecommunications (北京郵電大學) in the PRC in December 2008.

**Mr. Wang Yuanbin (王元彬)**, aged 40, joined our Group in April 2022, and was appointed as our vice president in February 2023. He is primarily responsible for the management of automobile dealership operation management services of our Group.

Mr. Wang has over 10 years of experience in the automobile dealership operation management. Prior to joining our Group, from March 2011 to November 2016, he served as the general manager and a sales manager in Henan Changjiu Jisheng Automobile Sales & Service Co., Ltd. (河南長久吉盛汽車銷售服務有限公司). From December 2016 to September 2019, Mr. Wang served as the general manager in Zhengzhou Yuhua Toyota Automobile Sales & Service Co., Ltd. (鄭州裕華豐田汽車銷售服務有限公司). From October 2019 to April 2022, he served as the general manager of the third business division in Beijing branch of Guangxi Changjiu Automobile Investment Co., Ltd. (廣西長久汽車投資有限公司北京分公司).

Mr. Wang graduated from Henan University of Animal Husbandry and Economy (河南牧業經濟學院) (formerly known as Henan Commercial Higher College (河南商業高等專科學校)) in the PRC in July 2007 with a major in e-commerce. He was qualified as a used car appraiser (二手車鑒定評估師) by Henan Automobile Industry Association Practicing Skills Appraisal Station (河南省汽車行業協會職業技能鑒定站) and Henan Practicing Skills Appraisal Guidance Center (河南省職業技能鑒定指導中心) in June 2014. He completed advanced master of business administration (MBA) courses for professional managers of Changjiu Group from Xi'an Jiaotong University School of Management (西安交通大學管理學院) in the PRC in October 2017.

**Mr. Tan Zhengyang (談正陽)**, aged 44, joined our Group and served as our vice president and financial controller in May 2022. Mr. Tan is responsible for financial accounting management and economic accounting of our Group.

Prior to joining our Group, from September 2005 to November 2010, Mr. Tan worked at AviChina Industry & Technology Company Limited (中國航空科技工業股份有限公司), a company listed in the Stock Exchange (stock code: 2357). From December 2010 to May 2022, Mr. Tan served in Avic Automobile Industry Holding Co., Ltd (中國航空汽車系統控股有限公司) (“Avic Automobile Industry”), where he was the deputy chief accountant and the financial accounting department director general. During his tenure in AviChina Automobile Industry, Mr. Tan was assigned to serve as the finance and auditor commissioner of board of director of Nexteer Automotive Group Limited (耐世特汽車系統集團有限公司), a company listed in Hong Kong Stock Exchange (stock code: 1316) and a subsidiary of Avic Automobile Industry. From November 2015 to December 2019, he served as vice president and corporate secretary of Henniges Automotive Holdings, Inc, a subsidiary of Avic Automobile Industry.

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Mr. Tan obtained his bachelor degree and master degree in accounting in Central University of Finance and Economic (中央財經大學) in the PRC in June 2001 and June 2007, respectively. Mr. Tan obtained the CPA qualification (註冊會計師) from Beijing CPA Institute in September 2010. He obtained the qualification of intermediate accountant (中級會計師) issued by the Beijing Municipal Human Resources and Social Security Bureau (北京市人力資源與社會保障廳) in October 2014. He was also recognized as senior accountant by Avic Corporation of China, Ltd. (中國航空工業集團有限公司) in 2018.

### JOINT COMPANY SECRETARIES

**Ms. Zhang Yexi (張燁茜)**, aged 33, was appointed as the joint company secretary of our Company in April 2023. Ms. Zhang joined our Group as the securities representative and then served as the secretary to the board in December 2021. She is responsible for capital financing, investor relations maintenance, daily operation of the office of the board and the company secretarial matters of our Group.

Prior to joining our Group, from November 2013 to June 2015, Ms. Zhang was the audit manager in Beijing Xingzhonghai Accountant Firm Co., Ltd. (北京興中海會計師事務所有限公司). From June 2015 to June 2019, she was the securities affairs representative in Beijing Changjiu Logistics Corp. (北京長久物流股份有限公司), a company listed in Shanghai Stock Exchange (stock code: 603569). From July 2019 to December 2021, she served in Beijing Yingpu Technology Co., Ltd. (北京影譜科技股份有限公司), where she was an investment director.

Ms. Zhang obtained a bachelor degree of accounting from Shanxi University of Finance and Economics (山西財經大學) in the PRC in October 2011. She also obtained a bachelor degree major in business administration and a master degree major in management (accounting & finance) in Hochschule für Oekonomie und Management (德國埃森經濟與管理高等學院) in September 2011 and July 2013 respectively. Ms. Zhang obtained the qualification of Director Secretary Qualification Certificate (董秘資格證書) from Shanghai Stock Exchange in April 2018. She also passed the qualification examinations of fund practitioner (基金從業人員資格考試) from Asset Management Association of China (中國證券投資基金業協會) in October 2021.

**Ms. Tang King Yin (鄧景賢)**, aged 37, was appointed as the joint company secretary of our Company in April 2023.

Ms. Tang is a senior manager of corporate services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Ms. Tang has over 10 years of experience in the corporate secretarial field. She has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies.

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Ms. Tang is currently serving as the company secretary or joint company secretary of four companies listed on the Stock Exchange of Hong Kong, namely, Tuya Inc. (塗鴉智能) (stock code: 2391), Yum China Holdings, Inc. (百勝中國控股有限公司) (stock code: 9987), Leading Holdings Group Limited (領地控股集團有限公司) (stock code: 6999) and Ling Yue Services Group Limited (領悅服務集團有限公司) (stock code: 2165).

Ms. Tang obtained a bachelor degree of business administration from Hong Kong Shue Yan University in July 2011 and a master degree of corporate governance and compliance from the Hong Kong Baptist University in November 2021. Ms. Tang 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, respectively.

### BOARD COMMITTEES

Our Board [has established] the audit committee, the remuneration committee and the nomination committee and delegated various responsibilities to these committees, which assist our Board in discharging its duties and overseeing particular aspects of our Group’s activities.

#### Audit committee

Our Group [has established] the audit committee pursuant to Rule 3.21 of the Listing Rules with written terms of reference in compliance with paragraph D.3 of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Listing Rules. The audit committee consists of three members, namely, Mr. Wang Fukuan, Ms. Jin Ting and Mr. Dong Yang. Mr. Wang Fukuan has been appointed as the chairman of the audit committee, and Mr. Wang has the appropriate professional qualifications or related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

The primary duties of the audit committee include, but are not limited to: (i) assisting our Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems of our Group; (ii) overseeing the audit process and performing other duties and responsibilities as assigned by our Board.

#### Remuneration committee

Our Group [has established] the remuneration committee pursuant to Rule 3.25 of the Listing Rules with written terms of reference in compliance with paragraph E.1 of Part 2 of the CG Code as set out in Appendix 14 to the Listing Rules. The remuneration committee consists of three members, namely Mr. Bo Shijiu, Mr. Shen Jinjun and Mr. Dong Yang. Mr. Shen Jinjun has been appointed as the chairman of the remuneration committee.

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The primary duties of the remuneration committee include, but are not limited to: (i) making recommendations to our Board on our policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration; (ii) determining the specific remuneration packages of all Directors and senior management; and (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by our Board from time to time.

### **Nomination committee**

Our Group [has established] the nomination committee pursuant to Rule 3.27A of the Listing Rules with written terms of reference in compliance with paragraph B.3 of Part 2 of the CG Code as set out in Appendix 14 to the Listing Rules. The nomination committee consists of three members, namely Ms. Li Guiping, Mr. Shen Jinjun and Mr. Dong Yang. Ms. Li has been appointed as the chairwoman of the nomination committee.

The primary duties of the nomination committee include, but are not limited to: (i) reviewing the structure, size and composition of our Board; (ii) assessing the independence of independent non-executive Directors; and (iii) making recommendations to our Board on matters relating to the appointment of Directors.

## **CORPORATE GOVERNANCE**

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

Our Company has adopted the code provisions stated in the CG Code. Our Company is committed to the view that our Board should include a balanced composition of executive Directors, non-executive Directors and independent non-executive Directors so that there is a strong independent element on our Board, which can effectively exercise independent judgment. It is expected that our Group will be able to continue to comply with the code provisions in the CG Code upon the [REDACTED].

### **BOARD DIVERSITY POLICY**

Our Board has adopted a board diversity policy which sets out the objective and approach to achieve diversity of our Board. Our Group recognizes the benefits of having a diversified Board and sees increasing diversity at the Board level as an essential element in supporting the attainment of our Group’s strategic objectives and sustainable development. Our Group seeks to achieve diversity of our Board through the consideration of a number of factors, including but not limited to professional experience, skills, knowledge, gender and age. Our Directors have a balanced mix of experiences, including operation and management of technology companies, investment, corporate retail, risk management, finance and funding, auditing and tax. Furthermore, the ages of our Directors range from [40] years old to [66] years old. In terms

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## DIRECTORS AND SENIOR MANAGEMENT

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of gender diversity, three of our seven Directors are female. Our Directors recognize the particular importance of gender diversity and we will continue to maintain the current gender ratio for our Board after [REDACTED]. Taking into account our existing business model and specific needs as well as the diversified background of our Directors, our Directors consider that the composition of our Board upon the [REDACTED] satisfies our board diversity policy.

After [REDACTED], the nomination committee will review the board diversity policy and its implementation from time to time to ensure its implementation and monitor its continued effectiveness, and the same will be disclosed in our corporate governance report in accordance with the Listing Rules, including any measurable objectives set for implementing the board diversity policy and the progress on achieving these objectives on an annual basis.

Nevertheless, with a view to developing a pipeline of potential successors to our Board that can maintain our gender diversity, our Group will (i) continue to apply the principle of appointments based on merits with reference to board diversity as a whole; (ii) take steps to promote gender diversity at all levels of our Group by recruiting staff at a mid to senior level with regard to the benefits of gender diversity; and (iii) engage more resources in training female staff who we consider having the suitable experience, skills and knowledge for our business to equip themselves with the attributes and competencies required to serve as members of our Board in light of our strategic needs and the industry in which we operate with the aim of promoting them to our Board in a few years' time.

## COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and members of our senior management receive compensation from our Company in the form of salaries, bonuses and contributions to retirement benefit and scheme. The aggregate remuneration (including fees, salaries, bonus, retirement benefits scheme, allowance and other benefits in kind) for our Directors for each of the years ended December 31, 2020, 2021, 2022 and the six months ended June 30, 2023 was RMB0.7 million, RMB1.4 million, RMB1.5 million and RMB3.6 million, respectively. Save as disclosed above, no other amounts have been paid or are payable by any member of our Group to our Directors during the Track Record Period.

The aggregate amount of salaries, bonuses and contributions to retirement benefit and scheme for our five highest paid individuals for each of the years ended December 31, 2020, 2021, 2022 and the six months ended June 30, 2023 was RMB2.9 million, RMB4.4 million, RMB5.0 million and RMB7.5 million, respectively.

No remuneration was paid by us to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office in respect of each of the years ended December 31, 2020, 2021, 2022 and the six months ended June 30, 2023. Further, none of our Directors had waived or agreed to waive any remuneration during the same periods.

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## DIRECTORS AND SENIOR MANAGEMENT

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Under the arrangement currently in force, the aggregate remuneration (inclusive of benefits in kind and estimated share-based payment expense in relation to the Restricted Shares and [REDACTED] Share Options granted to our Director to be recognized in our Group’s profit or loss for the year ending December 31, 2023, but exclusive of any discretionary bonuses) of our Directors for the year ending December 31, 2023 is estimated to be approximately RMB9.4 million. Our Board will review and determine the remuneration and compensation packages of our Directors and senior management and, following the [REDACTED], will receive recommendation from the remuneration committee which will take into account salaries paid by comparable companies, time commitment and responsibilities of our Directors and performance of our Group.

### COMPLIANCE ADVISOR

Our Company has appointed Zhongtai International 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] from 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].