

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board of Directors comprises eight Directors, including five executive Directors and three independent non-executive Directors.

The following table sets out information regarding the Directors.

Name	Age	Position/Title	Date of Appointment as Director	Date of Joining Our Group	Roles and Responsibilities
Executive Directors					
Mr. Zhang Zhengyu (章徵宇)	57	Chairman of the Board and executive Director	January 2018	February 2009	Overall strategic planning, business direction and operational management of our Group
Mr. Xin Jie (辛潔)	49	Executive Director and chief executive officer	April 2021	January 2021	Overall strategic planning and daily operation of our Group
Mr. Xue Qiangjun (薛強軍)	55	Executive Director, deputy general manager and financial director	January 2018	January 2010	Overall strategic financial planning, financial management and financial reporting of our Group
Mr. Zhu Xiaosong (朱曉松)	52	Executive Director	July 2018	February 2009	Overall operational management of the global business of our Group
Mr. Wang Yu (王愚)	46	Executive Director, deputy general manager and chief technology officer	December 2020	July 2019	Overall technical management and providing technology direction of our Group

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Name	Age	Position/Title	Date of Appointment as Director	Date of Joining Our Group	Roles and Responsibilities
Independent non-executive Directors					
Mr. Chun Chang	67	Independent non-executive Director	April 2021	April 2021	Participating in the decision making for our Company’s significant events, and advising on issues relating to corporate governance, audit and remuneration and assessment of our Directors, Supervisors and senior management
Mr. Wong Chi Kin (黃志堅)	50	Independent non-executive Director	June 2023	June 2023	Participating in the decision making for our Company’s significant events, and advising on issues relating to corporate governance, audit and remuneration and assessment of our Directors, Supervisors and senior management
Ms. Lin Lanfen (林蘭芬)	54	Independent non-executive Director	July 2023	July 2023	Participating in the decision making for our Company’s significant events, and advising on issues relating to corporate governance, audit and remuneration and assessment of our Directors, Supervisors and senior management

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Executive Directors

Mr. Zhang Zhengyu (章徵宇), aged 57, is the chairman of the Board and an executive Director of our Company. Mr. Zhang joined our Group in February 2009 and served as our chief executive officer from February 2009 to March 2023. Mr. Zhang has been serving as the chairman of the Board since January 2018. He was appointed as our Director in January 2018 and was re-designated as our executive Director in June 2023. He is primarily responsible for the overall strategic planning, business direction and operational management of our Company.

Mr. Zhang founded Zhejiang Lianlian Technology Co., Ltd. (浙江連連科技有限公司) (“**Zhejiang Lianlian**”) in 2004 and now serves as its chairman of the board. Mr. Zhang also served as the chairman of the board of Beijing Tianrongxin Technology Co., Ltd. (北京天融信科技有限公司) from May 2012 to January 2018, and as the chairman of the board in Beijing Tianrongxin Network Security Technology Co., Ltd (北京天融信網絡安全技術有限公司) from September 2011 to January 2018. Prior to that, Mr. Zhang served as the vice chairman of the board of Shanghai Create Capital Co., Ltd. (上海格雷特投資管理有限公司) from September 2003 to July 2004.

Mr. Zhang received his bachelor’s degree in computer software in July 1989 from Zhejiang University (浙江大學) in the PRC and his master’s degree in public policy and management in August 2002 from University of Southern California in the United States.

Mr. Xin Jie (辛潔), aged 49, is an executive Director and chief executive officer of our Company. Mr. Xin was appointed as our Director in April 2021, as the chief executive officer in March 2023 and was re-designated as our executive Director in June 2023. He is primarily responsible for the overall strategic planning and daily operation of our Company.

Prior to joining our Group, Mr. Xin worked in China International Capital Corporation Limited (中國國際金融股份有限公司, a company listed both on the Shanghai Stock Exchange (stock code: 601995) and the Hong Kong Stock Exchange (stock code: 3908)) from July 2007 to January 2021. Mr. Xin served as managing director of CICC Capital Operation Co., Ltd. (中金資本運營有限公司) from March 2019 to January 2021 and in CICC Jiacheng Investment Management Co., Ltd. (中金佳成投資管理有限公司) from February 2017 to March 2019; and served as the chief financial officer and a member of the management committee of CICC from January 2014 and April 2015, respectively, to February 2017, where he was responsible for the overall financial and accounting management, major decision-making and strategic development; and as executive director of CICC from July 2007 to October 2011. Previously, Mr. Xin served as the director of Standard Chartered Private Equity from March 2005 to June 2007, as the deputy chief representative of Veolia Water Group North China from May 2003 to February 2005 and as the general manager of the Beijing office of Good Investment Co. Ltd. from July 2000 to April 2003.

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Mr. Xin also served as a director of Zheshang Jinhui Trust Co., Ltd. (浙商金匯信託股份有限公司) from July 2012 to February 2022, during which he was also the chief executive officer from July 2012 to January 2014; and as a director of BrightGene Bio-Medical Technology Co., Ltd. (博瑞生物醫藥(蘇州)股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688166), from December 2016 to December 2020.

Mr. Xin received his bachelor’s degree in business administration in June 1996 from University of Georgia in the United States and his master’s degree in world economics in June 2005 from Nankai University (南開大學) in the PRC.

Mr. Xue Qiangjun (薛強軍), aged 55, is an executive Director, deputy general manager and financial director of our company. Mr. Xue was appointed as our Director in January 2018 and was re-designated as our executive Director in June 2023. He has been serving as our deputy general manager and financial director since December 2020. He is primarily responsible for the overall strategic financial planning, financial management and financial reporting of our Group. Mr. Xue has been serving as chief financial officer of our Company from January 2010 to December 2020.

Besides the positions in our Group, Mr. Xue served as a director of Hangzhou Hyperchain Technology Co., Ltd. (杭州趣鏈科技有限公司) from November 2016 to October 2018. He also worked as a general manager in finance department of UnionPay Data Service Co., Ltd (銀聯數據服務有限公司) from February 2004 to December 2009.

Mr. Xue graduated from Zhejiang University (浙江大學) in the PRC and received his bachelor’s degree of science in July 1991, his master’s degree of economics in March 1996 and his doctoral degree of economics in March 2007.

Mr. Zhu Xiaosong (朱曉松), aged 52, is an executive Director of our Company. Mr. Zhu was appointed as our Director in January 2018 and was re-designated as our executive Director in June 2023. He also served as our deputy general manager from January 2018 to June 2023. Mr. Zhu is primarily responsible for the overall operational management of the global business of our Group.

Besides the positions in our Group, Mr. Zhu served as an executive director of Hangzhou Donghan Paifu Investment Management Co., Ltd. (杭州東翰派富投資管理有限公司, now known as Hangzhou Donghan Paifu Private Equity Fund Management Co., Ltd. (杭州東翰派富私募基金管理有限公司)) from July 2015 to January 2021. Mr. Zhu also served as the vice president in Hangzhou branch of Guangzhou Lianxin Communication Technology Co., Ltd. (廣州連欣通信科技有限公司) from February 2008 to February 2011 and as the president from November 2012 to May 2013. Previously, Mr. Zhu also served as a director and general manager of Shanghai Create Capital Co., Ltd. (上海格雷特投資管理有限公司) from January 2004 to December 2007.

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Mr. Zhu received his bachelor’s degree in machinery and manufacturing in July 1996 from Tsinghua University (清華大學) in the PRC and his master’s degree in business administration in June 2001 from University of California, Los Angeles in the United States.

Mr. Wang Yu (王愚), aged 46, is an executive Director, deputy general manager and chief technology officer of our Company. Mr. Wang was appointed as our chief technology officer, Director and deputy general manager in November 2020, December 2020 and June 2023, respectively, and was re-designated as our executive Director in June 2023. He is primarily responsible for the overall technical management and providing technology direction of our Company.

Prior to joining our Group, Mr. Wang served as a vice president of technology of ZhongAn Online Property Insurance Co., Ltd. (眾安在線財產保險股份有限公司), a company listed on the Stock Exchange (stock code: 6060) from February 2016 to June 2019. Mr. Wang worked as a senior technology expert in Ant Group Co., Ltd. (螞蟻科技集團股份有限公司) from March 2013 to July 2015. He also worked as a technology expert at Alibaba (China) Network Technology Co., Ltd. (阿里巴巴(中國)網絡技術有限公司) from January 2012 to March 2013. He also worked at Hangzhou Yisai Communication Co., Ltd. (杭州依賽通信有限公司) from November 2009 to January 2012. Prior to that, Mr. Wang worked at UTStarcom Communication Co., Ltd. (UT斯達康通訊有限公司) (Nasdaq: UTSI) from November 2003 to October 2009.

Mr. Wang received his bachelor’s degree in geochemistry in July 1999 from Nanjing University (南京大學) in the PRC and his master’s degree in computer application technology in June 2003 from Graduate School of Chinese Academy of Sciences (中國科學院研究生院, now known as University of Chinese Academy of Sciences (中國科學院大學)) in the PRC. Mr. Wang also received a master’s degree in business administration in June 2013 from Zhejiang University (浙江大學) in the PRC.

Independent Non-executive Directors

Mr. Chun Chang, aged 67, was appointed as our independent Director in April 2021 and was re-designated as our independent non-executive Director in June 2023. He is primarily responsible for participating in the decision making for our Company’s significant events, and advising on issues relating to corporate governance, audit and remuneration and assessment of our Directors, Supervisors and senior management.

Mr. Chang has over 35 years of experience in management. Mr. Chang is now a professor of finance at Shanghai Advanced Institute of Finance of Shanghai Jiao Tong University (上海交通大學上海高級金融學院) since May 2010 and he also worked as its executive dean from 2010 to 2021. Besides his academic achievements, Mr. Chang now serves as an independent Director in the following companies: in Shanghai Life Insurance Co., Ltd. (上海人壽保險股份有限公司) since March 2015; in Fubon Bank (China) Co., Ltd. (富邦華一銀行有限公司) since July 2020; and in Schroeder Bank of Communications Wealth Management Co., Ltd. (施羅德交銀理財有限公司) since February 2022. He previously served as an independent director in

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CICC Fund Management Co., Ltd. (中金基金管理有限公司) from February 2014 to May 2020. He also served as an independent director in Shanghai Securities Co., Ltd. (上海證券股份有限公司) and in City Cloud International Co. Ltd. (杭州城雲國際有限公司) during the past decade.

Mr. Chang received his bachelor’s degree in mathematics in January 1982 from East China Normal University (華東師範大學) in the PRC, his master’s degree in science in June 1983 from University of Oregon in the United States and his PhD degree in June 1987 from Northwestern University Kellogg School of Management in the United States.

Mr. Wong Chi Kin (黃志堅), aged 50, was appointed as our independent non-executive Director in June 2023. He is primarily responsible for participating in the decision making for our Company’s significant events, and advising on issues relating to corporate governance, audit and remuneration and assessment of our Directors, Supervisors and senior management.

Mr. Wong has over 25 years of solid experience in accounting, banking and corporate finance with reputable commercial banks and leading investment banks (including ING Bank, UBS and Morgan Stanley) as well as various main board listed companies in Hong Kong. Mr. Wong now holds directorship in the following companies which are listed on the Stock Exchange: as an independent non-executive director of Jiu Rong Holdings Limited (久融控股有限公司) (stock code: 2358) since August 2023; as a non-executive director of Tsui Wah Holdings Limited (翠華控股有限公司) (stock code: 1314) since November 2016, where he previously served as its independent non-executive director from November 2012; as an independent non-executive director of Forgame Holdings Limited (雲遊控股有限公司) (stock code: 0484) since April 2020; and as an independent non-executive director of Modern Chinese Medicine Group Co., Ltd. (現代中藥集團有限公司) (stock code: 1643) since April 2023. During the past three years, Mr. Wong served as a non-executive director of Asiary Media Group Limited (雅仕維傳媒集團有限公司), a company listed on the Stock Exchange (stock code: 1993), since March 2017 to June 2023, and as an independent non-executive director of Mayer Holdings Limited (美亞控股有限公司), a company listed on the Stock Exchange (stock code: 1116), from November 2021 to February 2022. From July 2018 to July 2019, Mr. Wong served as an independent non-executive director of Shenzhou Space Park Group Limited (神舟航天樂園集團有限公司), a company previously listed on the Stock Exchange (former stock code: 0692) and delisted in December 2019 under Rule 6.01A of the Listing Rules.

Besides the directorship, Mr. Wong is a deputy chief executive officer of Orient Victory Smart Urban Services Holding Limited (東勝智慧城市服務控股有限公司, previously known as Orient Victory Travel Group Company Limited (東勝旅遊集團有限公司)), a company listed on the Stock Exchange (stock code: 0265), since July 2023 and previously served as its chief financial officer from October 2014 to 2018. Prior to that, Mr. Wong held various management positions at China Qinfa Group Limited (中國秦發集團有限公司), a company listed on the Stock Exchange (stock code: 0866), including chief financial officer and company secretary from April 2011 to October 2014.

Mr. Wong is a fellow of the following institutions: CPA Australia since February 2001; the Hong Kong Institute of Certified Public Accountants since February 2005. Mr. Wong received his bachelor of science degree with honors in finance from the City University of Hong Kong in December 1996. He then obtained a certificate in consecutive interpretation of

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Putonghua and English from the University of Hong Kong School of Professional and Continuing Education in March 2001. Mr. Wong received his master’s degree in practicing accounting in November 2001 from Monash University in Australia and a master of business administration degree (EMBA) from the Chinese University of Hong Kong in December 2010.

Ms. Lin Lanfen (林蘭芬), aged 54, was appointed as our independent non-executive Director in July 2023. She is primarily responsible for participating in the decision making for our Company’s significant events, and advising on issues relating to corporate governance, audit and remuneration and assessment of our Directors, Supervisors and senior management.

Ms. Lin works for School of Computer Science and Technology at Zhejiang University (浙江大學計算機科學與技術學院) since January 1996. She is now a PhD tutor since January 2007 and is a professor and deputy president of the Institute of Artificial Intelligence (人工智能研究所) of Zhejiang University since January 2006. She also served as the assistant of dean from December 2011 to December 2016. Previously, she was an associate professor from July 1998 to December 2005, as a research assistant from January 1998 to June 1998 and as a postdoctoral fellow from January 1996 to December 1997.

Ms. Lin graduated from Northwestern Polytechnical University (西北工業大學) in the PRC and received her bachelor of engineering degree in aircraft manufacturing engineering in July 1990 and her doctor of engineering degree in aerospace manufacturing engineering in March 1996. Ms. Lin is a member of China Computer Federation (中國計算機學會會員) since May 2005 and a member of Institute of Electrical and Electronics Engineers since March 2018.

SUPERVISORY COMMITTEE

The Supervisory Committee currently consists of three Supervisors as of the date of this Document. The Supervisors include two shareholders’ representative Supervisors and one employee Supervisor. The shareholders’ representative Supervisors and the employee Supervisor are elected at the shareholders’ meetings and the staff representative assembly, respectively, for a term of three years, subject to re-election upon their retirement or resignation. The functions and duties of the Supervisory Committee include reviewing financial reports and business reports prepared by the Board and overseeing the financial and business performance of our Group. They are also entitled to appoint certified public accountants and practicing auditors to re-examine our Company’s financial information where necessary.

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The following table sets out information in respect of the Supervisors.

Name	Age	Position/Title	Date of Appointment as Supervisor	Date of Joining Our Group	Roles and Responsibilities
Mr. Wu Wei (吳偉)	50	Chairman of the Supervisory Committee and Shareholders’ representative Supervisor	December 2020	December 2020	Supervising the performance of our Directors and members of senior management, and performing other supervisory duties as a shareholders’ representative Supervisor
Ms. Song Jingfang (宋靜芳)	48	Shareholders’ representative Supervisor	December 2020	February 2009	Supervising the performance of our Directors and members of senior management, and performing other supervisory duties as a shareholders’ representative Supervisor
Ms. Hong Xiaoxue (洪曉雪)	27	Employee Supervisor	December 2020	June 2017	Monitoring financial position of our Group, and supervising the performance of Directors and senior management as a representative of our employees

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Supervisors

Mr. Wu Wei (吳偉), aged 50, is the Chairman of our Supervisory Committee and a shareholders’ representative Supervisor of our Company since December 2020 and is primarily responsible for supervising the performance of our Directors and members of senior management, and performing other supervisory duties as a shareholders’ representative Supervisor.

Mr. Wu now serves as the supervisor of Shanghai Create Capital Co., Ltd. (上海格雷特投資管理有限公司) since May 2004. Mr. Wu founded and has been serving as the executive director and general manager of Hangzhou Duyan Equity Investment Co., Ltd. (杭州度岩股權投資有限公司, now known as Hangzhou Duyan Private Equity Fund Co., Ltd. (杭州度岩私募基金有限公司)) since June 2019. Mr. Wu was a director of Synergy Innovation Fund Management Co., Ltd. (協同創新基金管理有限公司) from November 2014 to July 2020. Before that, he served as a secretary of the board at Shahe Industrial Co., Ltd. (沙河實業股份有限公司) from March 1999 to August 1999.

Mr. Wu received his bachelor’s degree in technology economy in July 1994 from Huazhong University of Science and Technology (華中理工大學) in the PRC and his master’s degree in business administration in June 2004 from Peking University (北京大學) in the PRC.

Ms. Song Jingfang (宋靜芳), aged 48, has been a shareholders’ representative Supervisor of our Company since December 2020. Ms. Song joined our Group in February 2009 and has been serving as our strategic development manager. She is primarily responsible for supervising the performance of our Directors and members of senior management, and performing other supervisory duties as a shareholders’ representative Supervisor.

Prior to joining our Group, Ms. Song worked at Zhejiang Provincial Department of State Security Training Center (浙江省國家安全廳培訓中心) from January 1993 to October 2007.

Ms. Song received her associate degree in administration management in January 2008 from University for Provincial Organ Workers in Zhejiang Province (浙江省省級機關職工業餘大學) in the PRC.

Ms. Hong Xiaoxue (洪曉雪), aged 27, has been our employee Supervisor since December 2020. Ms. Hong joined our Group and has been serving as a human resources business partner since June 2017. She is primarily responsible for monitoring financial position of our Group, and supervising the performance of Directors and senior management as a representative of our employees.

Ms. Hong graduated in June 2017 from Hangzhou Vocational Technology College (杭州職業技術學院) in the PRC.

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SENIOR MANAGEMENT

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

Name	Age	Position/ Title	Date of Appointment as Senior Management	Date of Joining Our Group	Roles and Responsibilities
Mr. Xin Jie (辛潔)	49	Executive Director and chief executive officer	March 2023	January 2021	Overall strategic planning, business direction and operational management of our Group
Mr. Xue Qiangjun (薛強軍)	55	Executive Director, deputy general manager and financial director	January 2010	January 2010	Overall strategic financial planning, financial management and financial reporting of our Group
Mr. Wang Yu (王愚)	46	Executive Director deputy general manager and chief technology officer	June 2023	July 2019	Overall technical management and providing technology direction of our Group
Mr. Yan Hao (閔浩)	39	Secretary of Board	December 2020	November 2020	Overall information disclosure and investor relationship of our Group

Mr. Xin Jie (辛潔), aged 49, is an executive Director and chief executive officer of our Company. For details of his biography, please see “– Board of Directors – Executive Directors” in this section above.

Mr. Xue Qiangjun (薛強軍), aged 55, is an executive Director, deputy general manager and financial director of our Company. For details of his biography, please see “– Board of Directors – Executive Directors” in this section above.

Mr. Wang Yu (王愚), aged 46, is an executive Director, deputy general manager and chief technology officer of our Company. For details of his biography, please see “– Board of Directors – Executive Directors” in this section above.

Mr. Yan Hao (閔浩), aged 39, joined our Group and has been serving as the secretary of Board since December 2020. He was appointed as our joint company secretary in June 2023. He is primarily responsible for overall information disclosure and investor relationship of our Company.

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Prior to joining our Group, Mr. Yan worked in China International Capital Corporation Limited (中國國際金融股份有限公司) from July 2007 to October 2020, where he worked in various departments including capital markets, planning and analysis, and private equity, and his last position before his departure is vice president.

Mr. Yan received his bachelor’s degree in finance from Peking University (北京大學) in July 2007.

OTHER INFORMATION

Except as disclosed above, each of our Directors, Supervisors and members of senior management has not been a director of any public company whose securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this Document.

None of our Directors has any interests in any business, which competes or is likely to compete, either directly or indirectly, with our business which would require disclosure under Rule 8.10 of the Listing Rules.

None of our Directors, Supervisors and members of the senior management is related to other Directors, Supervisors and members of the senior management.

Except as disclosed above, to the best knowledge, information and belief of our Directors and Supervisors having made all reasonable inquiries, there was no other matter with respect to the appointment of our Directors and Supervisors that needs to be brought to the attention of the Shareholders, and there was no information relating to our Directors and Supervisors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and no other matters are required to be brought to the attention of Shareholders as of the Latest Practicable Date.

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules in June 2023, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

Each of the independent non-executive Directors has confirmed (i) his/her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company under the Listing Rules as of the Latest Practicable Date, and (iii) that there are no other factors that may affect his/her independence at the time of his/her appointments.

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JOINT COMPANY SECRETARIES

Mr. Yan Hao (閔浩), aged 39, is our secretary of Board and joint company secretary. For details of his biography, please see “– Board of Directors – Senior Management” in this section above.

Ms. Cheung Lai Ha (張麗霞), aged 44, was appointed as the joint company secretary of our Company in June 2023. Ms. Cheung is primarily responsible to perform company secretarial matters. Ms. Cheung is an associate member of The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom. Ms. Cheung has over ten years of experience in corporate governance covering various sectors such as company secretary and compliance. Ms. Cheung obtained her master’s degree in corporate governance from The Open University of Hong Kong in 2011.

BOARD COMMITTEES

Our Board delegates certain responsibilities to various committees. In accordance with the relevant PRC laws and regulations and the Corporate Governance Code, Appendix C1 to the Listing Rules, our Company has formed five Board committees, namely the Audit Committee, the Remuneration and Assessment Committee, the Nomination Committee and Compliance and Risk Management Committee and Strategy Committee.

Audit Committee

We have established an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C.4 and paragraph D.3 of Part 2 of the Corporate Governance Code, Appendix C1 to the Listing Rules. The Audit Committee consists of three Directors, namely Mr. Wong Chi Kin (黃志堅), Mr. Chun Chang and Ms. Lin Lanfen (林蘭芬). Mr. Wong Chi Kin (黃志堅), who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules, serves as the chairperson of the Audit Committee. The primary duties of the Audit Committee include, but not limited to, the following:

- proposing the appointment or change of external auditors to our Board, and monitoring the independence of external auditors and evaluating their performance;
- guiding internal audit work;
- examining the financial information of our Company, reviewing financial reports and statements of our Company and giving comments on relevant matters;
- assessing the effectiveness of internal control;

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- coordinating the communication among management, internal audit department, related departments and external audit agency; and
- dealing with other matters that are authorized by the Board or involved in relevant laws and regulations.

Remuneration and Assessment Committee

We have established a Remuneration and Assessment Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules, paragraph E.1 of Part 2 of the Corporate Governance Code, Appendix C1 to the Listing Rules. The Remuneration and Assessment Committee consists of three Directors, namely Mr. Chun Chang, Ms. Lin Lanfen (林蘭芬) and Mr. Zhang Zhengyu (章徵宇). Mr. Chun Chang serves as the chairperson of the Remuneration and Assessment Committee. The primary duties of the Remuneration and Assessment Committee include, but not limited to, the following:

- formulating individual remuneration plans for Directors and members of the senior management in accordance with the terms of reference of the job responsibilities, the importance of their positions as well as the remuneration benchmarks for the relevant positions in other comparable companies;
- examining the criteria of performance evaluation of Directors and the senior management of our Company, and conducting annual performance evaluation;
- supervising the implementation of the remuneration plan of the Company; and
- dealing with other matters that are authorized by the Board.

Nomination Committee

We have established a Nomination Committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules, paragraph B.3 of Part 2 of the Corporate Governance Code, Appendix C1 to the Listing Rules. The Nomination Committee consists of three Directors, namely Ms. Lin Lanfen (林蘭芬), Mr. Wong Chi Kin (黃志堅) and Mr. Zhu Xiaosong (朱曉松). Ms. Lin Lanfen (林蘭芬) serves as the chairperson of the Nomination Committee. The primary duties of the Nomination Committee include, but not limited to, the following:

- making recommendations to our Board with regards to the size and composition of our Board based on our Company’s business operation, asset scale and equity structure;
- researching and developing standards and procedures for the election of our Board members, general managers and members of the senior management, and making recommendations to our Board;
- conducting extensive search and providing to our Board suitable candidates for Directors, general managers and other members of the senior management;

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- examining our Board candidates, general manager and members of the senior management and making recommendations to our Board;
- assessing and reviewing the independence of independent non-executive Directors; and
- dealing with other matters that are authorized by our Board.

Compliance and Risk Management Committee

We have established a Compliance and Risk Management Committee. The Compliance and Risk Management Committee consists of three Directors, namely Mr. Zhang Zhengyu (章徵宇), Mr. Xin Jie (辛潔) and Mr. Wong Chi Kin (黃志堅). Mr. Zhang Zhengyu (章徵宇) serves as the chairperson of the Compliance and Risk Management Committee. The primary duties of the Compliance and Risk Management Committee include, but not limited to, the following:

- reviewing general goals and fundamental policies of our compliance and risk management, internal control and risk management system of our Group;
- improving corporate governance of our Group;
- assessing the risks our operations may be exposed to and make recommendations to our Board accordingly; and
- dealing with other matters that are authorized by our Board.

Strategy Committee

We have established a Strategy Committee. The Strategy Committee consists of three Directors, namely Mr. Zhang Zhengyu (章徵宇), Mr. Xin Jie (辛潔) and Mr. Chun Chang. Mr. Zhang Zhengyu (章徵宇) serves as the chairperson of the Strategy Committee. The primary duties of the Strategy Committee include, but not limited to, the following:

- reviewing the Company’s long-term development strategies, major investment decisions and other important matters affecting the Company’s development;
- providing recommendations with respect to key strategic initiatives;
- assisting the Board in establishing the strategic planning process, identifying and addressing organizational challenges and evaluating strategic alternatives; and
- dealing with other matters that are authorized by our Board.

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EMPLOYMENT ARRANGEMENT OF SENIOR MANAGEMENT

We normally enter into (i) an employment contract and (ii) a confidentiality and non-competition agreement with each of our senior management members. The key terms of such contracts are set forth below.

- *Terms:* We normally enter into a three-year employment contract with our senior management members. For details of the expiration date of the employment contracts of our senior management members, please refer to the paragraph headed "– Senior Management" in this section above.
- *Non-competition:* the non-competition obligations shall subsist throughout the employee's period of employment and up to two years after termination of employment. During the non-competition period, without prior written consent from our Company, the employee shall not (i) instigate, induce, solicit or encourage any of our employees to terminate the employment relationship with us; (ii) solicit any of our customers or suppliers to terminate the business relationship with us or substantially reduce the transaction amount with us; and (iii) engage in a business (self-owned or others') of the same industry as our Company, or hold any position in any other entity which engages in similar business, develops and sells similar solutions developed or sold by our Company, or competes with our Company.

Confidentiality

- *Confidential information:* The employee shall keep confidential information, namely confidential business-related information of our Company, including but not limited to any invention, product, computer software, and technical solutions that were developed in the course of work or based on our Company's technology or business information. The employee shall also keep in confidence business secrets and related business arrangements of our business partners that he or she becomes aware in the course of work, and any confidential business information that the employee is responsible to keep for any other third parties.
- *Obligation and duration:* The employee shall not, without prior written approval from the Company, divulge, publish, transfer or otherwise disclose any confidential information to any third-party, or any of our employees who is not permitted to receive such information under the confidentiality policy. Such obligation of confidentiality shall continue to be effective for the term of his or her employment and thereafter, and until the relevant information has been publicized by our Company or otherwise known to the public.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

REMUNERATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Our Directors and Supervisors received their remuneration in the form of salaries, social security, housing benefits and other employee benefits, the employer’s contribution to the pension plans, discretionary bonuses and share-based compensation.

For the years ended December 31, 2020, 2021, 2022 and the nine months ended September 30, 2023, the aggregate amount of emoluments paid or payable to our Directors amounted to approximately RMB22.7 million, RMB18.8 million, RMB17.4 million and RMB35.2 million, respectively.

For the years ended December 31, 2020, 2021, 2022 and the nine months ended September 30, 2023, the aggregate amount of emoluments paid or payable to our Supervisors amounted to approximately RMB1.1 million, RMB0.8 million, RMB0.8 million and RMB0.7 million, respectively.

Under the arrangement currently in force, we estimate the total compensation before taxation to be accrued to our Directors and our Supervisors for the year ending December 31, 2024 to be approximately RMB91.5 million. The actual remuneration of Directors and Supervisors in 2024 may be different from the expected remuneration.

For the years ended December 31, 2020, 2021, 2022 and the nine months ended September 30, 2023, there were two, three, three and four Directors among the five highest paid individuals, respectively. The total emolument for the remaining individuals among the five highest paid individuals for the years ended December 31, 2020, 2021, 2022 and the nine months ended September 30, 2023 were RMB47.1 million, RMB12.8 million, RMB9.7 million and RMB6.0 million, respectively.

We confirmed that during the Track Record Period, no remuneration was paid by our Company to, or receivable by, our Directors, Supervisors or the five highest paid individuals as an inducement to join or upon joining our Company or as compensation for loss of office in connection with the management positions of any subsidiary of our Company.

During the Track Record Period, none of our Directors or Supervisors waived any remuneration. Save as disclosed above, no other payments have been paid, or are payable, by our Company or any of our subsidiary to our Directors, Supervisors or the five highest paid individuals during the Track Record Period.

For details regarding the terms of the [REDACTED] Share Option Schemes, please refer to the section headed “Statutory and General Information – Further Information about Our Directors, Supervisors, Senior Management and Substantial Shareholders – 5. [REDACTED] Share Option Schemes” in Appendix VIII to this Document.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

CORPORATE GOVERNANCE

Our Company is committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders. To accomplish this, our Company intends to comply with Corporate Governance Code set out in Appendix C1 to the Listing Rules and the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules after the [REDACTED].

BOARD DIVERSITY POLICY

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.

We have adopted the board diversity policy (the “**Board Diversity Policy**”) which sets out the objective and approach to achieve and maintain diversity of our Board in order to enhance the effectiveness of our Board. Pursuant to the board diversity policy, we seek to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, educational background, industry experience and professional experience. Our Directors have a balanced mix of knowledge and skills, including knowledge and experience in the overall management, accounting, corporate finance and software engineering. They obtained degrees in various areas including management, business administrations, economics, mathematics, finance and computer software. Our board diversity policy is well implemented as evidenced by the fact that there are Directors ranging from 46 years old to 67 years old with experience from different industries, sectors and genders.

We will continue to take steps to promote gender diversity at all levels of our Company, including but not limited to our Board and the senior management levels. We will encourage our incumbent Board members to recommend female candidate directors and take other actions to help achieve greater board diversity, for example inviting some of our outstanding female staff at mid to senior level to attend and observe Board meeting. This will allow our Board to understand more about these potential female candidates before they are nominated to our Board and provide opportunities for potential female candidates to prepare themselves for director duties. We will also continue to ensure that there is gender diversity when recruiting staff at mid to senior level so that we will have a pipeline of female senior management and potential successors to our Board in due time to ensure gender diversity of our Board. Our Group will continue to emphasize training of female talent and providing long-term development opportunities for our female staff including but not limited to business operation, management, accounting and finance, legal and compliance. As such, we are of the view that our Board will be offered chances to identify competent female staff at mid to senior level to be nominated as a Director in future with a pipeline of female candidates.

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

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Upon [REDACTED], our Board comprises seven male members and one female member. Our Nomination Committee is responsible for ensuring the diversity of our Board members. After the [REDACTED], our Nomination Committee will review the board diversity policy from time to time, develop and review measurable objectives for implementing the policy, and monitor the progress on achieving these measurable objectives to ensure its continued effectiveness. We will disclose in our corporate governance report about the implementation of the board diversity policy on an annual basis.

COMPLIANCE ADVISER

We have appointed Somerley Capital Limited as our compliance adviser (the “**Compliance Adviser**”) pursuant to Rule 3A.19 of the Listing Rules. The Compliance Adviser will provide us with guidance and advice as to compliance with the Listing Rules and other applicable laws, rules, codes and guidelines. Pursuant to Rule 3A.23 of the Listing Rules, the 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;
- (c) where we propose to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this Document or where our business activities, developments or results deviate from any forecast, estimate or other information in this Document; and
- (d) where the Hong Kong Stock Exchange makes an inquiry to our Company regarding unusual movements in the price or [REDACTED] volume of its [REDACTED] securities or any other matters in accordance with Rule 13.10 of the Listing Rules.

Pursuant to Rule 3A.24 of the Listing Rules, the Compliance Adviser will, on a timely basis, inform our Company of any amendment or supplement to the Listing Rules that are announced by the Hong Kong Stock Exchange. The Compliance Adviser will also inform our Company of any new or amended law, regulation or code in Hong Kong applicable to us, and advise us on the continuing requirements under the Listing Rules and applicable laws and regulations.

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