

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Upon Listing, our Board will consist of six Directors, including two executive Directors, one non-executive Director and three independent non-executive Directors. The following table provides certain information about our Directors:

Name	Position	Age	Date of appointment as Director	Date of joining our Group	Role and responsibility
Leaf Hua Li (李華)	Founder, Chairman of the Board, Executive Director and Chief Executive Officer	45	April 15, 2014	December 2007	Responsible for the overall strategy, research and development, business development and management of our Group
Nineway Jie Zhang (張傑)	Executive Director	48	October 31, 2014	October 2013	Responsible for the overall strategy and business development of our Group
Shan Lu (盧山)	Non-executive Director	47	October 31, 2014	October 2014	Participating in the formulation of the overall strategy of our Group
Vic Haixiang Li (李海翔)	Independent Non-executive Director ⁽¹⁾	50	March 7, 2019	March 2019	Providing professional opinion and advice to the Board
Brenda Pui Man Tam (譚沛雯)	Independent Non-executive Director ⁽²⁾	52	March 7, 2019	March 2019	Providing professional opinion and advice to the Board
Yijiang Wang (王一江)	Independent Non-executive Director ⁽³⁾	69	Listing Date	Listing Date	Providing professional opinion and advice to the Board

Notes:

- (1) Mr. Vic Haixiang Li is our independent director under applicable U.S. regulations and is also an independent non-executive Director for the purpose of the Listing Rules.
- (2) Ms. Brenda Pui Man Tam is our independent director under applicable U.S. regulations and is also an independent non-executive Director for the purpose of the Listing Rules. We have determined that Ms. Tam qualifies as an “audit committee” financial expert under the applicable rules of the SEC and has the appropriate professional accounting or financial management experience.
- (3) The appointment of Mr. Yijiang Wang as our independent non-executive Director will take effect from the Listing Date.
- (4) Other than their roles as Directors, there are no family or other relationships among any of the Directors.

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Executive Directors

Leaf Hua Li (李華), aged 45, is our founder, chairman of the Board, executive Director and chief executive officer. Mr. Li currently holds various positions in other members of the Group, including director, chief executive officer, legal representative and general manager. He is responsible for the overall strategy, research and development, business development and management of our Company. Mr. Li also leads the technology committee of our Company to formulate technology development strategies, optimize the existing technology infrastructure and implement large-scale technology projects of our Group.

Mr. Li has rich experience and expertise in the technology and internet sectors in China. Before founding our Company, Mr. Li had served in several senior management roles at Tencent, including the head of Tencent's multi-media business and its innovation center. He joined Tencent in 2000 and was the 18th founding employee of Tencent. He was an early and significant research and development participant of Tencent QQ, the founder of Tencent Video and also led the product design and development of Tencent Video. Mr. Li invented over ten international and domestic patents during his service at Tencent.

Mr. Li has been an independent director of Boqii Holding Limited, a company listed on the NYSE (stock symbol: BQ), since September 2020.

Mr. Li received his bachelor's degree in computer science and technology from Hunan University in June 2000.

Nineway Jie Zhang (張傑), aged 48, is our executive Director. Mr. Zhang currently holds various positions in other members of the Group, including director, legal representative and general manager. Mr. Zhang is responsible for the overall strategy and business development of our Group.

Mr. Zhang has been working in internet securities trading business since 2002. Prior to joining our Group, Mr. Zhang served as the deputy head of the business department of the Shenzhen branch of China Galaxy Securities Co., Ltd. (中國銀河證券股份有限公司), a company listed on the Stock Exchange (stock code: 6881), responsible for the development of online retail business.

Mr. Zhang received an associate's degree in marketing from Nanjing University of Science and Technology in June 1994, a master's degree in business administration from South China University of Technology in June 2009 and an executive master's degree in business administration from Cheung Kong Graduate School of Business in September 2013.

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Non-executive Director

Shan Lu (盧山), aged 47, is our non-executive Director and participates in the formulation of the overall strategy of our Group.

Mr. Lu joined Tencent in 2000 and currently serves as the Senior Executive Vice President of Tencent and President of the Technology and Engineering Group of Tencent. Previously, Mr. Lu served as General Manager of the IM Product Division, Vice President of the Platform Research and Development System and Senior Vice President of the Operations Platform System of Tencent. Since March 2008, he has been responsible for managing Tencent's operating system. Since May 2012, he has been leading Tencent's Technology and Engineering Group. Mr. Lu has extensive experience in Internet technology. Mr. Lu has served as a director of China United Network Communications Limited (中國聯合網絡通信股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600050), since February 2018.

Mr. Lu received a Bachelor of Science degree in Computer Science and Technology from the University of Science and Technology of China (USTC) in July 1998.

Independent Non-executive Directors

Vic Haixiang Li (李海翔), aged 50, is our independent non-executive Director, and is mainly responsible for providing professional opinion and advice to the Board.

Mr. Vic Li is the founder and managing partner of Virtus Inspire Ventures, a boutique venture capital fund that offers seed, venture, and growth stage funding, responsible for providing strategic advice on the overall development of Virtus Inspire Ventures. Prior to founding Virtus Inspire Ventures, Mr. Vic Li had served as the Senior Executive Vice President of Tencent since 1999 and was responsible for the planning, construction and management and operation of its platforms. From 2010 to 2012, he was in charge of Tencent's online search business. Mr. Vic Li left Tencent in 2012. He now focuses on investments in technology, media and telecommunications as well as medical technology companies in China.

Mr. Vic Li received his bachelor's degree in computer software from South China University of Technology in July 1994 and his master's degree in business administration from China Europe International Business School in September 2017. He was recognized as "China Top CIO" by the CEO and CIO magazine in 2008.

Brenda Pui Man Tam (譚沛雯), aged 52, is our independent non-executive Director and is responsible for providing professional opinion and advice to the Board.

Ms. Tam served as a partner at the Beijing office of PricewaterhouseCoopers China and PricewaterhouseCoopers Hong Kong from 2007 to 2016 and a senior manager at the Beijing office of PricewaterhouseCoopers China from 2006 to 2007. Prior to that, Ms. Tam served as

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an audit experienced manager and an audit senior manager at the San Jose office of PricewaterhouseCoopers LLP from 2000 to 2006. Ms. Tam also served in multiple audit positions at PricewaterhouseCoopers Hong Kong from 1995 to 2000 and at Ernst & Young Hong Kong from 1992 to 1995.

Ms. Tam received her bachelor's degree in accountancy from City University of Hong Kong in November 1992. Ms. Tam is qualified as a certified public accountant in the United States (California), a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom.

Yijiang Wang (王一江), aged 69, is our independent non-executive Director and is responsible for providing professional opinion and advice to the Board. Dr. Wang's appointment will take effect from the Listing Date.

Dr. Wang is currently a professor of economics and human resources management and the associate dean for academic affairs of the Cheung Kong Graduate School of Business ("CKGSB"). Prior to joining CKGSB, Dr. Wang held positions including a member of the Chinese Economists' Society in the U.S. Dr. Wang has been editorial board member, co-editor and/or chief editor of various internationally renowned journals, including the China Economic Review, South China Economics, Annals of Economics and Finance and Journal of Comparative Economics.

Dr. Wang has been an independent non-executive director of Shenzhen Overseas Chinese Town Co., Ltd. (深圳華僑城股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000069) since April 2020, China VAST Industrial Urban Development Co., Ltd., a company listed on the Stock Exchange (stock code: 6166) since November 2017 and TCL Electronics Holdings Limited, a company listed on the Stock Exchange (stock code: 1070) since February 2016. He has also been a non-executive director of Zhejiang Red Dragonfly Footwear Co., Ltd. (浙江紅蜻蜓鞋業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603116) since September 2019. He was an independent non-executive director of Zhuhai Holdings Investment Group Limited, a company which was listed on and has been delisted from the Stock Exchange, from August 2015 to June 2016. He was also an independent director of Shenzhen Zhongqingbao Interactive Network Co. Ltd. (深圳中青寶互動網絡股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300052) from March 2014 to May 2020.

Dr. Wang received his bachelor's degree in economics from Peking University in July 1982, master's degree in economics from Peking University in July 1985, master's degree in economics from Harvard University in June 1989 and Doctor of Philosophy in economics from Harvard University in November 1991.

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

Save as disclosed in this document, (i) none of the Directors had held any other directorships in any other company listed in Hong Kong or overseas during the three years immediately prior to the Latest Practicable Date; (ii) there is no other matter in respect of each of our Directors that is required to be disclosed pursuant to Rules 13.51(2)(a) to (v) of the Listing Rules; and (iii) there is no other material matter relating to our Directors that needs to be brought to the attention of our Shareholders.

SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of our business. The following table sets out certain information in respect of the senior management of the Group:

<u>Name</u>	<u>Position</u>	<u>Age</u>	<u>Date of joining our Group</u>	<u>Role and responsibility</u>
Leaf Hua Li (李華)	Founder, Chairman of the Board, Executive Director and Chief Executive Officer	45	December 2007	Responsible for the overall strategy, research and development, business development and management of our Group
Arthur Yu Chen (陳宇)	Chief Financial Officer	46	September 2017	Responsible for the accounting, finance and internal controls functions, and the capital markets activities of our Group
Robin Li Xu (徐禮)	Senior Vice President	39	August 2013	Responsible for product development, operations, marketing and business growth of our Group

Note:

- (1) Other than their roles as our senior management members, there are no family or other relationships among any of the senior management members.

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Leaf Hua Li (李華), aged 45, is our founder, chairman of the Board, executive Director and chief executive officer. For further details, please refer to the section headed “— Executive Directors” above.

Arthur Yu Chen (陳宇), aged 46, has served as our chief financial officer since September 2017 and is responsible for the accounting, finance and internal controls functions, and the capital markets activities of our Group.

Prior to joining our Group, Mr. Chen served as a director at Citigroup Global Markets Asia Limited from 2009 to 2016 in its equity business, responsible for management of institutional stock business. Mr. Chen also served as a vice president at China International Capital Corporation from 2005 to 2009.

Mr. Chen received his bachelor’s degree in economics from Shanghai University of Finance & Economics in June 1998 and his master’s degree in business administration from China Europe International Business School in December 2005.

Robin Li Xu (徐禮), aged 39, has served as a senior vice president of our Company since September 2019 and is responsible for product development, operations, marketing and business growth of our Group.

Mr. Xu served as our vice president from August 2013 to September 2019. Prior to joining our Group, Mr. Xu has over ten years of experience in the internet industry including seven years at Tencent where he was a senior product manager responsible for online payment product development and operations for Tenpay.

Mr. Xu received his bachelor’s degree in science from Heilongjiang University in July 2006.

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

Save as disclosed in this document, (i) none of the senior management members had held any other directorships in any other company listed in Hong Kong or overseas during the three years immediately prior to the Latest Practicable Date; (ii) there is no other matter in respect of each of our senior management members that is required to be disclosed pursuant to Rules 13.51(2)(a) to (v) of the Listing Rules; and (iii) there is no other material matter relating to our senior management members that needs to be brought to the attention of our Shareholders.

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JOINT COMPANY SECRETARIES

Yu Qian (于千), aged 35, has been appointed as our joint company secretary taking effect from October 25, 2021.

Mr. Yu has been the legal director of our Group, responsible for overseeing our legal and compliance department since July 2020. Prior to joining our Group, he was a senior legal counsel at Baidu Group (百度集團) from April 2015 to July 2020 and was the chairman of the supervisory board of Beijing Huanxiang Zongheng Network Technology Co., Ltd. (北京幻想縱橫網絡技術有限公司). He also previously worked as a legal counsel at China National Oil and Gas Exploration and Development Company Ltd. (中國石油國際勘探開發有限公司) (formerly known as China National Oil and Gas Exploration and Development Company (中國石油天然氣勘探開發公司)).

Mr. Yu received his bachelor's degree in law from Guangdong University of Foreign Studies in June 2009 and juris doctor degree from Texas Tech University School of Law in May 2012.

Lam Wing Chi (林穎芝), has been appointed as our joint company secretary taking effect from June 30, 2022.

Ms. Lam is a senior manager of Corporate Services of Tricor Services Limited, an Asia's leading business expansion specialist specializing in integrated Business, Corporate and Investor Services. Ms. Lam has over nine years of experience in the corporate secretarial field. Ms. Lam is a Chartered Secretary, a Chartered Governance Professional and an associate of both The Hong Kong Chartered Governance Institute (HKCGI) (formerly "The Hong Kong Institute of Chartered Secretaries") and The Chartered Governance Institute (CGI) (formerly "The Institute of Chartered Secretaries and Administrators") in the United Kingdom. Ms. Lam currently serves as the company secretary of Raffles Interior Limited (stock code: 1376), Canggang Railway Limited (stock code: 2169), GoFintech Innovation Limited (formerly known as China Fortune Financial Group Limited (stock code: 290)) and AIM Vaccine Co., Ltd (stock code: 6660).

Ms. Lam received her bachelor's degree in accounting from Hong Kong Shue Yan University in July 2012.

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DIRECTORS' REMUNERATION

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

The remuneration of our Directors and senior management is paid in the form of fees, basic salaries, housing fund, allowances and benefits in kind, employer’s contributions to a retirement benefit scheme, discretionary bonuses and share-based compensation.

The aggregate amount of remuneration (including fees, basic salaries, housing fund, allowances and benefits in kind, employer’s contributions to a retirement benefit scheme, discretionary bonuses and share-based compensation) for our Directors for the years ended December 31, 2019, 2020, 2021 and the six months ended June 30, 2022 were HK\$6.4 million, HK\$14.3 million, HK\$17.7 million and HK\$7.3 million, respectively.

The aggregate amount of remuneration (including basic salaries, housing fund, allowances and benefits in kind, employer’s contributions to a retirement benefit scheme, discretionary bonuses and share-based compensation) for the five highest paid individuals of the Group, excluding our Directors, for the years ended December 31, 2019, 2020, 2021 and the six months ended June 30, 2022 were HK\$12.1 million, HK\$16.7 million, HK\$34.5 million and HK\$29.4 million, respectively.

Under the arrangement currently in force, the Company expects that the aggregate amount of remuneration (including fees, basic salaries, housing fund, allowances and benefits in kind, employer’s contributions to a retirement benefit scheme, discretionary bonuses and share-based compensation) to be paid to our Directors for the year ending December 31, 2022 will be approximately HK\$25.0 million.

Further information on the remuneration of the Directors and the five highest paid individuals during the Track Record Period is set out in the Accountant’s Report in Appendix IA to this document. For share incentive grants to our Directors and executive officers, see “Statutory and General Information — D. Share Incentive Plans” in Appendix IV to this document. Our PRC subsidiaries and Consolidated Affiliated Entities are required by law to make contributions equal to certain percentages of each employee’s salary for his or her medical insurance, maternity insurance, workplace injury insurance, unemployment insurance, pension benefits through a PRC government-mandated multi-employer defined contribution plan and other statutory benefits. Our Hong Kong subsidiaries are required by the Hong Kong Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) to make monthly contributions to the mandatory provident fund scheme in an amount equal to 5% of an employee’s salary subject to the statutory maximum at HK\$1,500.

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 Company.

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During the Track Record Period, no remuneration was paid to any Director or any of the five highest paid individuals of our Group as an inducement to join or upon joining our Group. No compensation was paid to or receivable by any Director or any of the five highest paid individuals during the Track Record Period for the loss of any 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.

CORPORATE GOVERNANCE

Audit Committee

Our audit committee is in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules with effect from Listing. Our audit committee oversees our accounting and financial reporting processes and the audits of the financial statements of our Group. Our audit committee is responsible for, among other things:

- appointing the independent auditors and pre-approving all auditing and non-auditing services permitted to be performed by the independent auditors;
- reviewing with the independent auditors any audit problems or difficulties and management's response;
- discussing the annual audited financial statements with management and the independent auditors;
- reviewing the adequacy and effectiveness of our accounting and internal control policies and procedures and any steps taken to monitor and control major financial risk exposures;
- reviewing and approving all proposed related party transactions;
- meeting separately and periodically with management and the independent auditors; and
- monitoring compliance with our code of business conduct and ethics, including reviewing the adequacy and effectiveness of our procedures to ensure proper compliance.

Upon Listing, our audit committee will consist of three members, namely Mr. Vic Haixiang Li, Ms. Brenda Pui Man Tam and Mr. Yijiang Wang. The chairperson of the audit committee is Ms. Brenda Pui Man Tam, who is an independent Director with the appropriate accounting and related financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules. For the avoidance of doubt, the appointment of Mr. Yijiang Wang to our audit committee will take effect upon Listing.

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Compensation Committee

Our compensation committee is in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules with effect from Listing. Our compensation committee assists the Board in reviewing and approving the compensation structure, including all forms of compensation, relating to our Directors and executive officers. Our compensation committee is responsible for, among other things:

- reviewing and approving, or recommending to the Board for its approval, the compensation for our chief executive officer and other executive officers;
- reviewing and recommending to the Board for determination with respect to the compensation of our non-employee directors;
- reviewing periodically and approving any incentive compensation or equity plans, programs or similar arrangements; and
- selecting compensation consultant, legal counsel or other adviser only after taking into consideration all factors relevant to that person's independence from management.

Upon Listing, our compensation committee will consist of three members, namely Mr. Vic Haixiang Li, Ms. Brenda Pui Man Tam and Mr. Li. The chairperson of the compensation committee is Mr. Vic Haixiang Li.

Nomination Committee

Our nomination committee is in compliance with Chapter 8A of the Listing Rules and Corporate Governance Code as set out in Appendix 14 to the Listing Rules with effect from Listing. Our existing nominating and corporate governance committee will be re-designated and separated into (i) the nomination committee, and (ii) corporate governance committee with effect from Listing. Our nomination committee, among other things, assists the Board in selecting individuals qualified to become our Directors and in determining the composition of the Board and its committees. Our nomination committee is responsible for, among other things:

- selecting and recommending to the director nominees for election by the Shareholders or appointment by the Board;
- reviewing annually with the Board the current composition of the Board with regards to characteristics such as independence, knowledge, skills, experience and diversity; and
- making recommendations on the frequency and structure of Board meetings and monitoring the functioning of the committees of the Board.

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Upon Listing, our nomination committee will consist of three members, namely Mr. Vic Haixiang Li, Ms. Brenda Pui Man Tam and Mr. Li. The chairperson of the nomination committee is Mr. Vic Haixiang Li.

Corporate Governance Committee

Our corporate governance committee is in compliance with Chapter 8A of the Listing Rules and the Corporate Governance Code set out in Appendix 14 to the Listing Rules with effect from Listing. Our existing nominating and corporate governance committee will be re-designated and separated into (i) the nomination committee, and (ii) corporate governance committee with effect from Listing.

The primary duties of the corporate governance committee are, among other things, to advise the Board periodically with regards to significant developments in the law and practice of corporate governance as well as our compliance with applicable laws and regulations, and make recommendations to the board on all matters of corporate governance and on any remedial action to be taken.

Upon Listing, our corporate governance committee will consist of three independent non-executive Directors, namely Mr. Vic Haixiang Li, Ms. Brenda Pui Man Tam and Mr. Yijiang Wang. The chairperson of the corporate governance committee is Mr. Yijiang Wang. For the avoidance of doubt, the appointment of Mr. Yijiang Wang to our corporate governance committee will take effect upon Listing. For details of their experience in corporate governance related matters, please refer to their biographies in the sub-section headed “— Board of Directors — Independent Non-executive Directors” above.

In accordance with Rule 8A.30 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, the work of our corporate governance committee as set out in its terms of reference includes:

- (a) to develop and review our Company’s policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor our Company’s policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;

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- (e) to review our Company's compliance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules and disclosure in the Corporate Governance Report;
- (f) to review and monitor whether the Company is operated and managed for the benefit of all of its Shareholders;
- (g) to confirm, on an annual basis, that the beneficiaries of weighted voting rights have been members of the Board throughout the year and that no matters under Rule 8A.17 of the Listing Rules have occurred during the relevant financial year;
- (h) to confirm, on an annual basis, whether or not the beneficiaries of weighted voting rights have complied with Rules 8A.14, 8A.15, 8A.18 and 8A.24 of the Listing Rules throughout the year;
- (i) to review and monitor the management of conflicts of interests and make recommendation to the Board on any matter where there is a potential conflict of interest between our Company, its subsidiaries or Consolidated Affiliated Entities and/or Shareholder on one hand and any beneficiary of weighted voting rights on the other;
- (j) to review and monitor all risks related to our Company's WVR structure, including connected transactions between our Company and/or its subsidiaries or Consolidated Affiliated Entities on one hand and any beneficiary of weighted voting rights on the other and make recommendation to the Board on any such transaction;
- (k) to make recommendation to the Board as to the appointment or removal of the compliance adviser of the Company;
- (l) to seek to ensure effective and on-going communication between our Company and its Shareholders, particularly with regards to the requirements of Rule 8A.35 of the Listing Rules; and
- (m) to report on the work of the corporate governance committee on at least a half-yearly and annual basis covering all areas of its terms of reference, including disclosing, on a comply or explain basis, its recommendations to the Board in respect of the matters in items (i) to (k) above.

Pursuant to Rule 8A.32 of the Listing Rules, the Corporate Governance Report prepared by our Company for inclusion in our interim and annual reports after Listing will include a summary of the work of the corporate governance committee for the relevant period.

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Roles of our Independent Non-executive Directors

Pursuant to Rule 8A.26 of the Listing Rules, the role of the independent non-executive directors of a listed company with WVR structure must include, but is not limited to, the functions described in Code Provisions A.6.2, A.6.7 and A.6.8 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The functions of our independent non-executive Directors include:

- (a) participating in Board meetings to bring an independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;
- (b) taking the lead where potential conflicts of interests arise;
- (c) serving on the audit, compensation, nomination and corporate governance committees, if invited;
- (d) scrutinizing our Company's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting;
- (e) giving the Board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation;
- (f) making positive contribution to the development of our Company's strategy and policies through independent, constructive and informed comments; and
- (g) attending general meetings and developing a balanced understanding of the views of our Shareholders.

Chairman of the Board and Chief Executive

Pursuant to code provision A.2.1 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from the requirement that the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual. We do not have a separate chairman and chief executive officer and Mr. Li currently performs these two roles. The Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairman of the Board and the chief executive officer of the Company at a time when it is appropriate by taking into account the circumstances of the Group as a whole.

BOARD DIVERSITY POLICY

We will adopt a board diversity policy (“**Board Diversity Policy**”) which sets out the approach to achieve and maintain diversity in our Board prior to Listing. Our Company recognises and embraces the benefits of having a diverse Board. Pursuant to our Board Diversity Policy, selection of Board candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical capabilities, professional qualifications and skills, knowledge, length of service and other related factors. We will also consider our own business model and special needs. The ultimate selection of Director candidates will be based on merits of the candidates and contribution that the candidates will bring to our Board.

Our Board comprises of six members, including one female Director. Our Directors also have a balanced mix of knowledge, skills and experience, including property development, business management, finance and investment. They obtained degrees in various majors including computer science, business administration, accountancy, science and economics. We have three independent non-executive Directors who have different industry backgrounds, representing half of our Board members. In recognition of the particular importance of gender diversity, our Company has taken, and will continue to take steps to promote gender diversity in our Board. Further, our Company will continue to consider increasing the proportion of female Board members over time when selecting suitable new or additional candidates for appointments to our Board so as to ensure that appropriate gender diversity is achieved with reference to stakeholders’ expectation and international and local recommended best practices, where appropriate.

Our nomination committee will be responsible for the implementation of our board diversity policy. Upon completion of the Listing, our nomination committee will review our board diversity policy from time to time to ensure its continued effectiveness and we will disclose the implementation of our board diversity policy in our Corporate Governance Report on an annual basis.

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COMPLIANCE ADVISER

We have appointed Guotai Junan Capital Limited as our compliance adviser (the “**Compliance Adviser**”) pursuant to Rules 3A.19 and 8A.33 of the Listing Rules. The Compliance Adviser will provide us with guidance and advice as to compliance with the requirements under the Listing Rules and applicable Hong Kong laws. Pursuant to Rules 3A.23 and 8A.34 of the Listing Rules, the Compliance Adviser will advise our Company, among others, in the following circumstances:

- (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 the business activities, development or results of our Company deviate from any forecast, estimate or other information in this document;
- (d) where the Hong Kong Stock Exchange makes an inquiry to the Company regarding unusual movements in the price or trading volume of its listed securities or any other matters in accordance with Rule 13.10 of the Listing Rules;
- (e) the WVR structure;
- (f) transactions in which any beneficiary of weighted voting rights in the Company has an interest; and
- (g) where there is a potential conflict of interest between the Company, its subsidiary and/or Shareholders (considered as a group) on one hand and any beneficiary of weighted voting rights in the Company on the other.

The term of appointment of the Compliance Adviser shall commence on the Listing Date. Pursuant to Rule 8A.33 of the Listing Rules, the Company is required to engage a compliance adviser on a permanent basis.

DISCLOSURE UNDER RULE 8.10 OF THE LISTING RULES

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