

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Overview

Upon the [REDACTED], our Board will consist of nine Directors, including four executive Directors, two non-executive Directors and three independent non-executive Directors. All Directors are elected by the general meeting of Shareholders for a term of three years which is renewable upon re-election. The major powers and functions of the Board include, but are not limited to, convening the general meetings, presenting reports to the general meetings, implementing the resolutions passed at the general meetings, determining the operational plans and investment plans of the Group, determining the annual financial budgets and final accounts of the Group, determining the fundamental management systems of the Group, formulating profit distribution plans and loss recovery plans of the Group, and exercising other powers and functions as conferred by the Articles of Association.

Pursuant to the Company Law, a joint stock company with limited liability is required to establish a supervisory committee. Our Supervisory Committee consists of three Supervisors. Our Supervisors are appointed for a term of three years and are eligible for re-election upon expiry of their term of office.

Our senior management is responsible for the management of day-to-day operations of the Company.

Directors, Supervisors and Senior Management

The following table sets forth certain information of our Directors:

Name	Age	Position	Principal roles and responsibilities	Date of joining the Group	Date of appointment as Director	Relationship with other Directors, Supervisors and senior management
Executive Directors						
Dr. XU Ke (徐克). . . . 70		Chairman of the Board and Executive Director	Ensuring the Board’s effective performance of its function, formulating the business strategies, making major corporate and operational decisions, and responsible for the overall management of our Group	January 1, 2017	January 31, 2018	None

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Name	Age	Position	Principal roles and responsibilities	Date of joining the Group	Date of appointment as Director	Relationship with other Directors, Supervisors and senior management
Mr. CHEN Zhaoyang (陳朝陽)	48	Executive Director and Chief Executive Officer	Assisting the Chairman in formulating business strategies and making major corporate and operational decisions of the Company and ensuring the Board’s effective performance of its function	November 30, 2021	May 10, 2023	None
Ms. HE Yingfei (何英飛)	36	Executive Director	Assisting the Chairman in formulating business strategies and making major corporate and operational decisions of the Company and ensuring the Board’s effective performance of its function	January 1, 2015	June 18, 2021 ⁽¹⁾	None
Mr. FENG Xie (馮錫)	34	Executive Director	Assisting the Chairman in formulating business strategies and making major corporate and operational decisions of the Company and ensuring the Board’s effective performance of its function	April 6, 2021	November 30, 2021	None

Non-executive Directors

Mr. LIU Senlin (劉森林)	39	Non-executive Director	Assisting the Chairman in formulating business strategies and making major corporate and operational decisions of the Company and ensuring the Board’s effective performance of its function	June 18, 2021	June 18, 2021 ⁽¹⁾	None
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Name	Age	Position	Principal roles and responsibilities	Date of joining the Group	Date of appointment as Director	Relationship with other Directors, Supervisors and senior management
Mr. MAO Xiaojun (毛曉軍).	43	Non-executive Director	Assisting the Chairman in formulating business strategies and making major corporate and operational decisions of the Company and ensuring the Board’s effective performance of its function	May 10, 2023	May 10, 2023	None

Independent Non-executive Directors

Mr. WU Xiaohui (吳曉輝). 52	Independent non-executive Director	Supervising and offering independent judgment to the Board	[REDACTED] ⁽²⁾	May 10, 2023 ⁽²⁾	None
Mr. LUO Yi (羅毅). . . . 39	Independent non-executive Director	Supervising and offering independent judgment to the Board	[REDACTED] ⁽²⁾	May 10, 2023 ⁽²⁾	None
Mr. YUAN Jun (袁駿). . . 45	Independent non-executive Director	Supervising and offering independent judgment to the Board	[REDACTED] ⁽²⁾	May 10, 2023 ⁽²⁾	None

Notes:

- (1) The appointment of Ms. HE Yingfei and Mr. LIU Senlin as Directors took effect upon the conversion of our Company into a joint stock company with limited liability on June 30, 2021.
- (2) The appointment of Mr. WU Xiaohui, Mr. LUO Yi and Mr. YUAN Jun as our independent non-executive Directors will take effect on the [REDACTED].

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The following table sets forth certain information of our Supervisors:

Name	Age	Position	Principal roles and responsibilities	Date of joining the Group	Date of appointment as Supervisor	Relationship with other Directors, Supervisors and senior management
Mr. CHEN Guangwei (陳光偉)	54	Chairman of the Supervisory Committee and Supervisor	Overseeing our operations, financial activities and internal controls	October 30, 2014	August 4, 2021	None
Mr. XUE Yuansheng (薛源生)	38	Employee Representative Supervisor	Overseeing our operations, financial activities and internal controls	November 5, 2018	May 31, 2021 ⁽¹⁾	None
Dr. LIU Weiwei (劉魏偉)	41	Supervisor	Overseeing our operations, financial activities and internal controls	May 6, 2020	May 10, 2023	None

Note:

- (1) The appointment of Mr. XUE Yuansheng as our Supervisor took effect upon the conversion of our Company into a joint stock company with limited liability on June 30, 2021.

The following table sets forth certain information of the senior management of the Group:

Name	Age	Position	Principal roles and responsibilities	Date of joining the Group	Date of appointment as senior management	Relationship with other Directors, Supervisors and senior management
Mr. CHEN Zhaoyang (陳朝陽)	48	Chief Executive Officer	Responsible for formulating the business strategies, making major corporate and operational decisions, and responsible for the overall management of our Group	November 30, 2021	November 30, 2021	None
Dr. XU Ke (徐克)	70	General President of Imaging Hospital	Responsible for the overall management of the imaging hospital and the determination of the Group’s medical imaging business strategy	January 1, 2017	January 1, 2017	None

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Name	Age	Position	Principal roles and responsibilities	Date of joining the Group	Date of appointment as senior management	Relationship with other Directors, Supervisors and senior management
Mr. LI Feiyu (李飛宇) . . .	45	Vice President and Executive President of Imaging Hospital	Responsible for the operation, management and development of the imaging hospital services	March 25, 2019	March 25, 2019	None
Ms. HE Yingfei (何英飛) . . .	36	Vice President and Secretary to the Board	Responsible for our corporate governance, information disclosure and investor relations management, day-to-day operation of our Group and establishment of our internal control system	January 1, 2015	August 11, 2020	None
Mr. FENG Xie (馮鐸) . . .	34	Vice President and Chief Financial Officer	Responsible for financial performance, investors relationship, fundraising and strategic investment	April 6, 2021	April 6, 2021	None

Directors

Executive Directors

Dr. XU Ke (徐克), aged 70, has served as our Chairman of the Board since November 2021, and executive Director since January 2018. Dr. Xu joined our Group in January 2017, serving as the general president of our Group’s imaging hospital since then. Dr. Xu is a well-known professional with profound knowledge of medical imaging and has over 35 years’ experience in the industry. He successively served as a lecturer and the attending physician from October 1988 to August 1993, an associate professor and the associate chief physician from September 1993 to August 1996, and a professor and chief physician since December 1995 at radiology department of the First Hospital of China Medical University (中國醫科大學附屬第一醫院). He previously served as the director of the radiology department of China Medical University (中國醫科大學). He was also the president of the First Hospital of China Medical University from 2005 to 2014, and the vice president of China Medical University from June 2013 to March 2014. Dr. Xu was the chief executive of the Radiology Branch of the Chinese Medical Association (14th Term) (中華醫學會放射學分會第十四屆主任委員) from 2014 to 2017, the first president from 2014 to 2017 and the honorary lifetime president (終身名譽會長) of the Chinese College of Interventionalists (中國

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醫師協會介入醫師分會) since 2018 and the editorial advisor of several academic journals in the field of radiology. He received Gold Metal awarded by Asia Pacific Society of Cardio-Vascular Interventional Radiology (APSCVIR) in 2016.

Dr. Xu obtained his bachelor’s degree in medicine from China Medical University (中國醫科大學) in the PRC in December 1982, and his doctoral degree in interventional radiology from Hamamatsu University School of Medicine in Japan in March 1991.

Mr. CHEN Zhaoyang (陳朝陽), aged 48, has served as our executive Director since May 2023 and chief executive officer since December 2021. Mr Chen has more than 19 years of experience in corporate management and healthcare sector. Before joining our Group in November 2021, he served at the medical system business department of International Far Eastern Leasing Co., Ltd. (遠東國際融資租賃有限公司) from April 2004 to July 2012, and Ping An International Financial Leasing Co., Ltd. (平安國際融資租賃有限公司) from November 2012 to November 2016, Ping An Commercial Factoring Co., Ltd. (平安商業保理有限公司) from November 2013 to December 2016, the executive director and general manager of China Minsheng Health Industry Finance Leasing Co., Ltd. (中民投健康產業融資租賃有限公司) from June 2018 to June 2021. Mr. Chen has also served as the general manager and executive director of Shanghai Rong Gong She Fanghou Technology Co., Ltd. (上海融公社芳侯科技有限公司) since March 2020.

Mr. Chen obtained his bachelor’s degree in preventive medicine from Peking University Health Science Center (北京大學醫學部) in the PRC in July 1998.

Ms. HE Yingfei (何英飛), aged 36, has served as our executive Director since June 2021, our vice president and secretary to the Board since August 2020 and the director of board office and head of the risk and compliance committee of our Company since July 2017. Ms. He joined our Group in January 2015. Ms. He also holds several directorships and senior management positions within the Group, including the executive director and general manager of Fuzhou Rimag Medical Imaging Co., Ltd. (撫州一脈陽光醫學影像有限公司) since April 2017, the executive director and general manager of Fengcheng Rimag Medical Imaging Center Co., Ltd. (豐城市一脈陽光醫學影像中心有限公司), since March 2018, the executive director of Xixian New District Rimag Sunshine Medical Image Diagnosis Co., Ltd. (西咸新區一脈陽光醫學影像診斷有限公司) since October 2020, and the executive director and general manager of Liaocheng Rimag Sunshine Medical Image Diagnosis Co., Ltd. (聊城市一脈陽光醫學影像診斷有限公司) since January 2018. Ms. He has served as a director of Shanghai Shihe Intelligent Electronic Technology Co., Ltd. (上海實和智能電子科技有限公司), a joint venture held as to 20% by our Company, since April 2018.

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Ms. He passed the professional undergraduate higher education self-study examination (major in journalism) and graduated from Huazhong University of Science and Technology (華中科技大學) in the PRC in December 2010. She obtained her qualification certificate of secretary to the board of listed company from Shenzhen Stock Exchange in December 2019 and the qualification as a level II enterprise human resource manager from Jiangxi Province Human Resources and Social Security Department (江西省人力資源和社會保障廳) in January 2014.

Mr. FENG Xie (馮驥), aged 34, has served as our executive Director since November 2021 and our vice president and chief financial officer of the Company since April 2021. Before joining our Group, Mr. Feng served as a senior accounting consultant of Deloitte Touche Tohmatsu Limited (德勤華永會計師事務所) from October 2013 to September 2015, and a manager at corporate finance advisory services department of Deloitte Consulting (Shanghai) Co., Ltd. (德勤諮詢(上海)有限公司) from November 2015 to March 2021.

Mr. Feng graduated from the business administration program (mutual recognition of credits between the PRC and Canada) of the international college of Ningbo University (寧波大學) in the PRC in October 2013 and concurrently obtained the bachelor’s degree in business (accounting and international business major) from The University of Manitoba in Canada in February 2013. He has been a member of the Chinese Institute of Certified Public Accountants since April 2018.

Non-executive Directors

Mr. LIU Senlin (劉森林), aged 39, has served as our non-executive Director since June 2021. Mr. Liu has over 12 years of experience in corporate finance and investment. He has served at China International Capital Corporation Limited (a company listed on the Stock Exchange, stock code: 3908) since December 2011, and currently serves as a managing director at CICC Capital Management Co., Ltd. (中金資本運營有限公司, a subsidiary of China International Capital Corporation Limited). He previously also served as a director of SinoMab BioScience Limited (中國抗體製藥有限公司, a company listed on the Stock Exchange, stock code: 3681) from February 2019 to June 2022.

Mr. Liu obtained his bachelor’s degree in biomedical and his master’s degree in management science and engineering from Tsinghua University (清華大學) in the PRC in July 2006 and July 2008, respectively.

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Mr. MAO Xiaojun (毛曉軍), aged 43, has served as our non-executive Director since May 2023. Mr. Mao has over 14 years of experience in accounting and risk control. He previously worked at Shanghai Certified Public Accountants (上會會計師事務所) and served as an assistant general manager of the risk control department of Changjiang Growth Capital Investment Co., Ltd. (長江成長資本投資有限公司). He has also served as the head of risk control department of Nanjing Neovision Investment Management Co., Ltd. (南京高科新浚投資管理有限公司) since March 2016, and a director of Jiangxi Dakang Medical Management Co., Ltd. (江西達康醫療管理有限公司) since July 2022.

Mr. Mao obtained his bachelor’s degree in economics and his master’s degree in management from Beijing Technology And Business University (北京工商大學) in the PRC in June 2002 and June 2006, respectively.

Independent Non-executive Directors

Mr. WU Xiaohui (吳曉輝), aged 52, has been appointed as an independent non-executive Director of our Company in May 2023 and his appointment will take effect from the [REDACTED]. Mr. Wu has over 29 years of experience in accounting and financial management. He served as an accounting manager of Deloitte Touche Tohmatsu Limited from April 1994 to February 1999, a senior accounting manager and accounting partner of Deloitte Touche Tohmatsu Limited from February 2000 to July 2021, a senior partner of Zhong Hui Accounting Firm (中匯會計師事務所) since August 2021, and an independent non-executive director of Intco Medical Technology Co., Ltd. (英科醫療科技股份有限公司, a company listed on the Shanghai Stock Exchange, stock code: 300677) since February 2022.

Mr. Wu graduated from the program of bachelor’s degree in accounting of University of Shanghai for Science and Technology (上海理工大學) in the PRC in July 1993. He has been a member of the Chinese Institute of Certified Public Accountants since March 2000.

Mr. LUO Yi (羅毅), aged 39, has been appointed as an independent non-executive Director of our Company in May 2023 and his appointment will take effect from the [REDACTED]. Mr. Luo has over 12 years of experience in regulatory and law services. He served at People’s Bank of China Nanchang Center Branch (中國人民銀行南昌中心支行) from July 2010 to May 2011, at the Price Supervision, Inspection and Antimonopoly Bureau (價格監督檢查與反壟斷局) and Regulatory Division (法規司) of National Development and Reform Commission (國家發展和改革委員會) of the PRC from May 2011 to May 2021, and a senior consultant of Beijing DHH Law Firm (北京德和衡律師事務所) since September 2021.

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Mr. Luo obtained his bachelor’s degree, his master’s degree and his doctoral degree in law in July 2007, July 2010 and June 2015 from Nanjing Normal University (南京師範大學) in the PRC, respectively. He obtained his PRC lawyer practicing license from Beijing Municipal Bureau of Justice in January 2023.

Mr. YUAN Jun (袁駿), aged 45, has been appointed as an independent non-executive Director of our Company in May 2023 and his appointment will take effect from the [REDACTED]. Mr. Yuan has over 18 years of experience in trading and investment with focus on Asia fixed income clearing corporation markets. He served as a vice president in the fixed income division of Morgan Stanley Asia Limited from July 2004 to December 2010, an executive director and head of Asian FX & Interest Rate Trading of Goldman Sachs International Ltd. from January 2011 to June 2013, an executive director and head of Great China Macro Trading of Goldman Sachs Asia Limited from July 2013 to April 2017, the co-president of TF International Securities Ltd. from April 2017 to October 2019, and the founder and chief investment officer of PrideRock Global Investment Management Limited since December 2019.

Mr. Yuan obtained his bachelor’s degree and master’s degree in computer science from Peking University (北京大學) in the PRC in July 2001 and June 2004, respectively.

Supervisors

Mr. CHEN Guangwei (陳光偉), aged 54, has served as the chairman of the Supervisory Committee and our Supervisor since August 2021. He was our Director from October 2014 to August 2016, our Supervisor from August 2016 to June 2021 and the operation director of our Company from June 2017 to December 2017. He has also served as the director of Yichang Rimag Sunshine Medical Image Diagnosis Center Co., Ltd. (宜昌市一脈陽光醫學影像診斷中心有限公司) since August 2017. Mr. Chen has served as the general manager of Beijing Hezhong Yifang Medical Investment Management Co., Ltd. (北京合衆易方醫療投資管理有限公司) since March 2012.

Mr. Chen obtained his college degree in international economy and trade from Shenyang Institute of Science and Technology (瀋陽科技學院) in the PRC in July 1992.

Mr. XUE Yuansheng (薛源生), aged 38, has served as an employee representative Supervisor since June 2021. He joined our Group in November 2018 and successively served as the senior assistant of Chairman, the director of the information center, and the deputy general manager of Rimag Cloud Services ever since. He has also served as the deputy general manager of Beijing Rimag Information and Jiangxi Rimag Cloud Data Co., Ltd. (江西一脈陽光雲數據有限公司) since October 2022. Before joining our Group, Mr. Xue worked at Shanghai Jixue Technology

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Consulting Co., Ltd. (上海濟學科技諮詢有限公司) and served as a senior consultant of Beijing Hejun Consulting Co., Ltd. (北京和君諮詢有限公司) from August 2013 to June 2016. He is also a co-founder of Shanghai Paisheng Culture Communication Co., Ltd. (上海派升文化傳播有限公司).

Mr. Xue obtained his bachelor’s degree in biotechnology and his master’s degree in biology from Tsinghua University in the PRC in July 2008 and June 2011, respectively.

Dr. LIU Weiwei (劉魏偉), aged 41, has served as our Supervisor since May 2023. He joined our Group in May 2020, serving as the standing deputy general manager of Wuhan Rimag Medical Imaging Diagnosis Center (武漢一脈陽光醫學影像診斷中心) and has served as the deputy director of medical management center of our imaging hospital since April 2023. Prior to joining our Group, Dr. Liu successively served as an intermediate attending physician of the general hospital of Central War Zone of the Chinese People’s Liberation Army (中國人民解放軍中部戰區總醫院) from July 2008 to September 2017, an intermediate attending physician of Wuhan Ping An Health Testing Center (武漢平安健康監測中心) from September 2017 to May 2020.

Dr. Liu obtained his bachelor’s degree in clinical medicine from Hubei University of Science and Technology (湖北科技學院) (formerly known as Xianning College (咸寧學院)) in the PRC in June 2008, his master’s degree in radiation imaging and nuclear medicine from Huazhong University of Science and Technology (華中科技大學) in the PRC in December 2016, and his doctoral degree in radiation imaging and nuclear medicine from Shanxi Medical University (山西醫科大學) in the PRC in June 2022. He obtained his intermediate qualification as chief physician from the Ministry of Human Resources and Social Security (人力資源和社會保障部) and the National Health Commission (國家衛生健康委員會) of the PRC in May 2017.

Senior Management

Mr. XU Ke (徐克), aged 70, is our Chairman of the Board, executive Director, vice president and general president of our Group’s imaging hospital. See “—Directors — Executive Directors” for his biographical details.

Mr. CHEN Zhaoyang (陳朝陽), aged 48, is our executive Director and chief executive officer. See “—Directors — Executive Directors” for his biographical details.

Ms. HE Yingfei (何英飛), aged 36, is our executive Director, vice president and secretary to the Board. See “—Directors — Executive Directors” for her biographical details.

Mr. FENG Xie (馮驪), aged 34, is our executive Director and chief financial officer. See “—Directors — Executive Directors” for his biographical details.

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Mr. LI Feiyu (李飛宇), aged 45, has served as our vice president and the executive president of our imaging hospital since March 2019. He also serves as the executive director and general manager of Beijing Rimag Imaging since September 2020. Before joining our Group, he successively served as an associate chief physician from August 2006 to April 2017 and a vice president of CMIG Healthcare (中民醫療投資股份有限公司).

Mr. Li obtained his bachelor’s degree in clinical medicine and his doctoral degree in medical imaging from Peking University (北京大學) in the PRC in July 2001 and July 2006, respectively. He obtained his qualification certificate as a physician and his practicing certificate as a physician from Beijing Municipal Health Commission in December 2006 and August 2007, respectively. He completed his training in cardiovascular imaging and vulnerable atherosclerosis plaque detection at the Vascular Imaging Lab Department of Radiology of the University of Washington in December 2009 and obtained his certificate of medical equipment usage personnel as a MRI physician and as a nuclear medicine physicist from the Health Human Resources Development Center of the National Health Commission of the PRC (國家衛生健康委人才交流服務中心) (previously known as the Health Human Resources Development Center of the Ministry of Health of the PRC (衛生部人才交流服務中心)) in January 2015 and December 2020, respectively.

General

Save as disclosed above, (i) none of our Directors and Supervisors have held any other directorships in listed companies during the three years immediately prior to the date of this document; (ii) to the best knowledge, information and belief of our Directors and Supervisors having made all reasonable enquiries, there is no additional information with respect to the appointment of Directors and Supervisors that needs to be disclosed pursuant to Rule 13.51(2)(a) to (v) of the Hong Kong Listing Rules.

Joint Company Secretaries

Ms. HE Yingfei (何英飛) was appointed as a joint company secretary of our Company in May 2023. See “— Directors — Executive Directors” for her biographical details.

Ms. ZHANG Xiao (張瀟), aged 36, was appointed as the other joint company secretary of our Company in May 2023. She is an assistant vice president of SWCS Corporate Services Group (Hong Kong) Limited, a professional services provider specializing in corporate services, and has over ten years of experience in the corporate secretarial field. Ms. Zhang has been admitted as an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom in March 2019. She obtained her bachelor’s degree in

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Computer Science from The Chinese University of Hong Kong in December 2010 and her master’s degree in corporate governance from Hong Kong Metropolitan University in November 2018, each in Hong Kong.

Board Committees

Our Company has established three Board committees in accordance with the relevant PRC laws and regulations, the Articles and the corporate governance practice under the Listing Rules, namely the Audit Committee, the Remuneration Committee and the Nomination Committee.

Audit Committee

We have established the Audit Committee in compliance with the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The Audit Committee consists of three members, including two independent non-executive directors, namely Mr. WU Xiaohui and Mr. YUAN Jun, and one non-executive director, namely Mr. LIU Senlin. Mr. WU Xiaohui currently serves as the chairman of the Audit Committee. The primary duties of the Audit Committee are as follows:

- (i) to review significant financial policies of the Company and their implementation, and supervise the financial activities of the Company;
- (ii) to review the financial information and relevant disclosures of the Company;
- (iii) to consider and approve the risk management and internal control evaluation proposal of the Company, and supervise and evaluate the risk management and internal control of the Company;
- (iv) to consider and approve the audit budget, remuneration of staff and appointment and dismissal of major officers of the Company, supervise and evaluate the work of internal audit of the Company and formulate the medium- to long-term audit plan, annual working plan and internal audit system setting plan of the Company as authorized by the Board, and report to the Board;
- (v) to propose the appointment or dismissal of an external accounting firm, supervise the work of the external accounting firm, and evaluate the report of the external accounting firm to ensure that the external accounting firm undertakes its audit responsibilities;
- (vi) to facilitate communications and monitor the relationship between the internal audit department and the external accounting firm;

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- (vii) to monitor the non-compliance of the Company in respect of the financial reports and the risk management and internal control; and
- (viii) other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authority of the place where the Shares of the Company are listed and the requirements of the Articles of Association, and as authorized by the Board.

Remuneration Committee

We have established the Remuneration Committee in compliance with the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The Remuneration Committee consists of three members, including two independent non-executive Directors, namely Mr. YUAN Jun and Mr. LUO Yi, and one executive Director, namely Mr. CHEN Zhaoyang. Mr. YUAN Jun currently serves as the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee are as follows:

- (i) to organize and formulate the remuneration policy and plan of Directors and senior management and submit to the Board for approval, and propose the remuneration distribution plan according to the performance evaluation of Directors and senior management and submit to the Board for approval; and
- (ii) other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authority of the place where the Shares of the Company are listed and the requirements of the Articles of Association, and as authorized by the Board.

Nomination Committee

We have established the Nomination Committee in compliance with the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The Nomination Committee consists of three members, including two independent non-executive Directors, namely Mr. WU Xiaohui and Mr. LUO Yi, and one executive Director, namely Dr. XU Ke. Dr. XU Ke currently serves as the chairman of the Nomination Committee. The primary duties of the Nomination Committee are as follows:

- (i) to formulate procedures and standards for the election of Directors and senior management and make recommendations to the Board on the proposed procedures and standards;
- (ii) to make recommendations to the Board on the nomination of candidates for Directors, Presidents and secretary of the Board;

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- (iii) to preliminarily examine the eligibility of candidates for Directors and senior management;
- (iv) to make recommendations to the Board on the nomination of candidates for chairman and members of the Board committees; and
- (v) other matters required by laws, regulations, regulatory documents, the rules of the securities regulatory authority of the place where the Shares of the Company are listed and the requirements of the Articles of Association, and as authorized by the Board.

Board Diversity Policy

We have adopted a board diversity policy which sets out the approach to achieve and maintain diversity in our 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 Directors currently consists of one female Director and eight male Directors with a balanced mix of gender, knowledge and skills, including but not limited to knowledge and experience in the areas of business management, biotechnology, clinical medicine, healthcare, scientific research, law, financial management and accounting. Taking into consideration our existing business model and specific needs as well as the different background of our Directors, our Directors consider that the composition of our Board upon the [REDACTED] satisfies our board diversity policy. After the [REDACTED], we will strive to keep gender balance of the Board through measures implemented by our Nomination Committee in accordance with our board diversity policy. In particular, we will keep identifying and selecting female individuals with a diverse range of skills, experience and knowledge in different fields who are suitably qualified to become our Board members and maintain at least one female Director and at least 10% female representations in our Board.

Our Nomination Committee is responsible for the implementation of our board diversity policy. Upon completion of the [REDACTED], 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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CONFIRMATION FROM OUR DIRECTORS

Rule 8.10 of the Listing Rules

Each of our Directors confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which competes or is likely to compete, either directly or indirectly, with our Company’s business which would require disclosure under Rule 8.10 of the Listing Rules.

Rule 3.09D of the Listing Rules

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 May 2023, and (ii) understands his or her obligations as a director of a [REDACTED] under the Listing Rules.

Rule 3.13 of the Listing Rules

Each of the independent non-executive Directors has confirmed (i) his independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) he 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 independence at the time of his appointment.

Remuneration of Directors, Supervisors and Senior Management

The Directors, Supervisors and senior management members receive remuneration in the forms of (i) salaries, wages bonuses; (ii) defined contribution plans; (iii) housing fund, medical insurance and other social insurance; and (iv) share-based payment.

The aggregate amount of remuneration (including basic salaries, bonuses, welfare medical and other expenses, share-based payments) paid to our Directors and Supervisors for the years ended December 31, 2021, 2022 and 2023 were approximately RMB56.6 million, RMB2.1 million and RMB3.7 million, respectively.

Under the arrangements currently in force, the aggregate amount of remuneration (including any discretionary bonus which may be paid) payable by our Group to our Directors and Supervisors for the financial year ending December 31, 2024 is expected to be approximately RMB5.3 million.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The aggregate amount of salaries, wages and bonuses, defined contribution plans, housing fund, medical insurance and other social benefits, and share-based payments paid to the five highest-paid non-director individuals of our Group for the years ended December 31, 2021, 2022 and 2023 were approximately RMB84.6 million, RMB3.5 million and RMB5.2 million, respectively.

During the Track Record Period, there was no remuneration paid or payable by our Company to our Directors, Supervisors or the five highest-paid individuals as an inducement to join or upon joining our Company. During the Track Record Period, there was no compensation paid or payable by our Company to our Directors, former Directors, Supervisors, former Supervisors or the five highest-paid individuals for the loss of any office in connection with the management of the affairs of any subsidiary of our Company.

During the Track Record Period, none of our Directors or Supervisors has waived or agreed to waive any remuneration or benefits in kind for the past three years. Save as disclosed above, there was no other payments paid or payable by our Company or any of our subsidiaries to our Directors, Supervisors or the five highest-paid individuals during the Track Record Period. For additional information on our Directors’ and Supervisors’ emoluments during the Track Record Period as well as information on the five highest-paid individuals, please refer to Notes 40 and 9 in the Accountant’s Report set out in Appendix I to this document.

Employee Incentive Scheme

We adopted the Employee Incentive Scheme to incentivize our Directors, senior management and other employees for their contribution to the Group and to retain suitable personnel in our Group. See “Appendix VI — Statutory and General Information — F. Employee Incentive Scheme.”

Compliance with the Corporate Governance Code

We are committed to achieving high standards of corporate governance which are crucial to our development and safeguard the interests of our Shareholders. To accomplish this, we expect to comply with the corporate governance requirements under the Corporate Governance Code and Corporate Governance Report as set out in Appendix C1 to the Listing Rules after the [REDACTED].

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Compliance Adviser

We have appointed Red Sun Capital Limited as our compliance adviser (the “**Compliance Adviser**”) upon the [REDACTED] pursuant to Rule 3A.19 of the Listing Rules. The material terms of the Compliance Adviser’s agreement are as follows:

- (i) Red Sun Capital Limited shall act as our compliance adviser for the purpose of Rule 3A.19 of the Hong Kong Listing Rules for a period commencing on the [REDACTED] and ending on the date on which we comply with Rule 13.46 of the Hong Kong Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED], or until the agreement is terminated, whichever is earlier;
- (ii) the Compliance Adviser will provide us with certain services, including proper guidance and advice as to compliance with the requirements under the Hong Kong Listing Rules and applicable laws, regulations and rules;
- (iii) the Compliance Adviser will, as soon as reasonably practicable, inform us of any amendment or supplement to the Hong Kong Listing Rules announced by the Hong Kong Stock Exchange from time to time, and of any amendment or supplement to the applicable laws, regulations and rules in Hong Kong applicable to the Company; and
- (iv) the Compliance Adviser will act as our additional channel of communication of the Company with the Hong Kong Stock Exchange.