

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

As at the date of this document, the Board of Directors consists of four (4) executive Directors and three (3) independent non-executive Directors. Our executive Directors and independent non-executive Directors will be subject to rotation and re-election at the annual general meetings of our Company in accordance with the Articles of Association.

The functions and duties of our Board include, but are not limited to, determining our Group’s business and investments plans, convening general meetings and reporting on the Board’s work at these meetings, implementing the resolutions passed at these meetings, formulating our Company’s annual financial budget and final accounts, formulating our proposals for distributions of profit, as well as exercising other powers, functions and duties conferred by our Articles of Association. We entered into service contracts with our executive Directors and appointment letters with independent non-executive Directors. Our executive Directors and senior management are responsible for the day-to-day management and operation of our Group’s business.

The following table sets out information in respect of the Directors of our Company:

<u>Name</u>	<u>Age</u>	<u>Positions</u>	<u>Roles and Responsibilities</u>	<u>Date of Joining our Group</u>	<u>Date of Appointment as our Director</u>
Mr. Sun Tao (孫濤)	41	Chairman and executive Director	Overseeing the overall management and business operation, board affairs, formulating strategies and operation plans and making major business decisions of our Group and acting as the chairman of the Nomination Committee	October 2013	December 2021
Mr. Jiang Yanqiu (蔣燕秋)	34	Executive Director and general manager	Overseeing the operation of the Group’s businesses	May 2015	March 2023
Mr. Ji Lijun (季黎俊)	39	Executive Director and deputy general manager	Overseeing the operation of the Group’s businesses and acting as a member of the Remuneration Committee	October 2013	March 2023
Ms. Yu Yihua (虞逸華)	36	Executive Director and chief financial officer	Overseeing the Group’s financial, internal audit and internal control functions	August 2019	May 2023
Mr. Ip Mun Lam (葉滿林)	39	Independent non-executive Director	Providing independent opinion and judgment to the Board and acting as a member of the Remuneration and Audit Committees	[●]	Upon [REDACTED]

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<u>Name</u>	<u>Age</u>	<u>Positions</u>	<u>Roles and Responsibilities</u>	<u>Date of Joining our Group</u>	<u>Date of Appointment as our Director</u>
Mr. Cui Qi (崔琦)	39	Independent non-executive Director	Providing independent opinion and judgment to the Board and acting as the chairman of the Remuneration Committee and a member of the Audit and Nomination Committees	[●]	Upon [REDACTED]
Ms. Zhao Hong (趙竑)	53	Independent non-executive Director	Providing independent opinion and judgment to the Board and acting as the chairman of the Audit Committee and a member of the Nomination Committees	[●]	Upon [REDACTED]

Executive Directors

Mr. Sun Tao (孫濤), aged 41, one of the founders of our Group, is currently serving as an executive Director and the chairman of the Board. Mr. Sun is responsible for overseeing the overall management and business operation, board affairs, formulating strategies and operation plans and making major business decisions of our Group.

Mr. Sun has over 16 years’ experience in the IDC solution industry in the PRC. Prior to founding our Group, from September 2006 to October 2007, Mr. Sun served as the sales manager of Wangsu Science & Technology Co., Ltd. (網宿科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300017) that principally engaged in providing content delivery network, cloud computing, cloud security and global IDC solution services, where he was mainly responsible for sales and marketing work of IDC solution services. From November 2007 to December 2009, Mr. Sun served as a deputy general manager in Guangdong Litong Network Technology Co., Ltd. (廣東力通網絡科技有限公司), a company principally engaged in providing IDC solution services where he was mainly responsible for overseeing the overall management and business operation. He acquired Wuxi Zhida Network Technology Co., Ltd. (無錫市智達網絡科技有限公司) in September 2012 before he founded Cloud Factory in December 2015.

Mr. Sun obtained his bachelor’s degree in Business Administration from Huaihai Institute of Technology (淮海工學院) (currently known as Jiangsu Ocean University (江蘇海洋大學)) in July 2006 in the PRC.

Mr. Sun is currently holding directorship in several principal subsidiaries of our Company, including Cloud Factory and Jiangsu Yiru.

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Mr. Sun was previously a director or supervisor of the following companies, which were established in the PRC prior to their deregistration:

<u>Name of company</u>	<u>Position held before deregistration</u>	<u>Principal business activity immediately prior to deregistration</u>	<u>Date of deregistration</u>
Wuxi Zhida Network Technology Co., Ltd.* (無錫市智達網絡科技有限公司)	Director, general manager and legal representative	Provision of IDC solution services	4 December 2020
Shanghai Weidu Information Technology Co., Ltd.* (上海維渡信息科技有限公司)	Director and legal representative	Provision of information and computing technologies	1 April 2010
Wuxi Zhihui Yi Information Technology Co., Ltd.* (無錫市智慧翼信息科技有限公司)	Supervisor	Provision of information and computer hardware and software	23 May 2019

Mr. Sun confirmed that (i) each of the above companies was deregistered due to business termination resulting from unprofitable personal ventures and/or the need to further focus on our Group’s operation and was solvent at the time of deregistration; (ii) he was not aware of any actual or potential claim which has been or could potentially be made against him as a result of such deregistration; (iii) there was no wrongful act on his part leading to the deregistration of the above companies; and (iv) the deregistered companies were in full compliance with the PRC laws and regulations prior to their deregistration.

Mr. Jiang Yanqiu (蔣燕秋), aged 34, joined our Group in May 2015. Mr. Jiang is currently serving as an executive Director and a general manager of our Company. Mr. Jiang is responsible for overseeing the operation of the Group’s businesses.

Prior to joining our Group, from October 2010 to June 2012, Mr. Jiang worked as a technical supervisor of Jiangsu Eastern Heavy Industries Co., Ltd. (江蘇東方重工有限公司), a shipbuilding company where he was primarily responsible for product testing and improvement. From April 2013 to May 2015, Mr. Jiang successively served as a sales manager of Beijing Sohu New Media Information Technology Co., Ltd. (北京搜狐新媒體資訊技術有限公司), a company mainly engaged in real estate internet advertising, e-commerce and value-added services, where he was mainly responsible for the provision of online advertising services in real estates and vehicle businesses in the regions of Wuxi, Suzhou and Changzhou.

Mr. Jiang obtained his bachelor’s degree in mechanical design, manufacturing and automation from Southeast University Chengxian College (東南大學成賢學院) in the PRC in June 2010.

Mr. Ji Lijun (季黎俊), aged 39, joined our Group in October 2013. Mr. Ji is currently serving as an executive Director and a deputy general manager of our Company. Mr. Ji is responsible for overseeing the operation of the Group’s businesses.

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Prior to joining our Group, from July 2006 to November 2006, Mr. Ji served as a sales engineer of the sales department at Shanghai Tongzhiguang Construction Machinery Co., Ltd. (上海砿之光建築機械有限公司), a company principally engaged in the manufacturing and sales of concrete machinery and spare parts where he was mainly responsible for the sales of products and related solutions, marketing and new customers developments. From November 2006 to September 2009, he worked as a sales engineer of Shanghai Saidong Technologies Co., Ltd. (上海賽東科技有限公司), a company principally engaged in manufacturing and trading packaging machines where he was mainly responsible for the sales of products and related solutions, marketing and new customers developments. From February 2010 to May 2010, Mr. Ji served as a sales engineer of Jintan Jinwang Packaging Technology Co., Ltd. (金壇市金旺包裝科技有限公司) (currently known as Jiangsu Jinwang Intelligent SCI-TECH Co., Ltd. (江蘇金旺智能科技有限公司)), a company principally engaged in the research, development, manufacturing, sales and service of agrochemical preparation intelligent equipment. From June 2010 to December 2015, he joined Wuxi Zhida Network Technology Co., Ltd. (無錫智達網絡科技有限公司), a company mainly engaged in the provision of IDC solution services, where he successively served as the sales manager, the operation and maintenance superintendent (運維主管), the procurement supervisor (採購主管) and the vice general manager where he was mainly responsible for the sales, maintenance and procurement of products and related solutions and the overall management of company.

Mr. Ji obtained his bachelor’s degree in mechanical design and manufacturing and automation from Huaihai Institute of Technology (淮海工學院) (currently known as Jiangsu Ocean University (江蘇海洋大學)) in the PRC in July 2006.

Mr. Ji was previously a director and/or supervisor of the following companies, which were established in the PRC prior to their deregistration:

<u>Name of company</u>	<u>Position held in the company before deregistration</u>	<u>Principal business activity immediately prior to deregistration</u>	<u>Date of deregistration</u>
Wuxi Hanyun Rui Management Consulting Ltd.* (無錫市瀚雲睿管理諮詢有限責任公司)	Supervisor	Provision of consulting service on corporate management	15 January 2019
Qingdao Zhonghai Xintong Network Technology Co., Ltd.* (青島中海信通網絡科技有限公司)	Director and legal representative	Provision of computing services	22 May 2019
Chengdu Aidishi Technology Co., Ltd.* (成都愛蒂仕科技有限公司)	Director, general manager and legal representative	Provision of computing technology and network engineering services	4 July 2019

Mr. Ji confirmed that (i) each of the above companies was deregistered due to business termination resulting from unprofitable personal ventures and the need to further focus on our Group’s operation and was solvent at the time of deregistration; (ii) he was not aware of any actual or potential claim which has been or could potentially be made against him as a result of such deregistration; (iii) there was no wrongful act on his part leading to the deregistration of the above companies; and (iv) the deregistered companies were in full compliance with the PRC laws and regulations prior to their deregistration.

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Ms. Yu Yihua (虞逸華), Aged 36, joined our Group in August 2019. Ms. Yu is currently serving as an executive Director and the chief financial officer of our Company. Ms. Yu is responsible for overseeing the Group’s financial, internal audit and internal control functions.

Prior to joining our Group, from September 2010 to October 2011, Ms. Yu served as a finance assistant of Wuxi Xinzhong Color Printing Factory Co., Ltd. (無錫市新中彩印廠有限公司), a company principally engaged in the design, printing and binding of print, where she was mainly responsible for assisting in accounting works. From April 2012 to December 2013, she served as a finance manager at Wuxi Hongtian Hengye Technology Co., Ltd. (無錫弘田恒業科技有限公司), a company principally engaged in the design, research and development, sales, and after-sales service of cleaning equipment. From February 2014 to October 2016, she worked as a finance manager at Wuxi Junqing Commerce Co., Ltd. (無錫市君慶商貿有限公司), a company principally engaged in the sales of chemical products, metal materials, building materials and other machinery and equipment. From November 2016 to February 2019, she successively served as a chief accountant and then the financial manager of Wuxi Kouta Environmental Protection Technology Co., Ltd. (無錫新弘田環保技術有限公司), a company principally engaged in the research and development, manufacturing, processing, sales, and installation of environmental protection equipment, where her major duties were managing daily operation of the finance team, organising works for costs management and so on.

Ms. Yu obtained her bachelor’s degree in accounting from Radio and Television University of China (中央廣播電視大學) (currently known as Open University of China (國家開放大學)) in the PRC in January 2015. She obtained her master’s degree in business administration from Soochow University (蘇州大學) in July 2022 in the PRC. Ms. Yu was qualified as an intermediate accountant accredited by the Human Resources and Social Security Department of Jiangsu Province (江蘇省人力資源和社會保障廳) in September 2016. In September 2017, Ms. Yu was accredited as a certified management accountant by the Institute of Management Accountants of United States of America and she was accredited as a certified public accountant by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) in December 2018.

Independent Non-Executive Directors

Mr. Ip Mun Lam (葉滿林), aged 39, was appointed as an independent non-executive Director on [●]. Mr. Ip has over 16 years of experience in finance. Mr. Ip has served as a representative of Innovax Capital Limited (“**Innovax Capital**”) since March 2015. He has been a responsible officer of Innovax Capital for Type 6 regulated activities (advising on corporate finance) under the SFO since February 2016 and Mr. Ip is one of the sponsor principals of Innovax Capital.

From July 2006 to May 2011, Mr. Ip served as an assistant manager at KPMG. From May 2011 to June 2013, Mr. Ip worked as an assistant manager and successively as a manager at China Everbright Capital Limited. From July 2013 to February 2015, Mr. Ip served as a corporate finance manager of the corporate finance department for Shenyin Wanguo Enterprises (H.K.) Ltd. (currently known as Shenwan Hongyuan Capital (H.K.) Limited).

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Mr. Ip obtained his bachelor’s degree in actuarial science from University of Hong Kong in December 2006.

Mr. Cui Qi (崔琦), aged 39, was appointed as an independent non-executive Director on [●].

Mr. Cui has over 13 years of experience in the legal profession. From September 2009 to August 2010, Mr. Cui served as an accounting assistant at KPMG. From December 2010 to December 2011, he worked as a trainee solicitor at Jiangsu Golden Harvest Law Firm (江蘇金禾律師事務所). From September 2011 to December 2012, he was an assistant judge of Xiaguang District of Nanjing People’s Court (南京市下關區人民法院). From December 2012 to October 2016, he worked as a deputy chief (副主任科員) at the Nanjing Gulou District MOFCOM. From November 2016 to December 2018, Mr. Cui served as the general legal counsel of Sanpower Group Co., Ltd (三胞集團有限公司), a company principally engaged in new healthcare and new consumption sectors, and then the general legal counsel of Simcere Pharmaceutical Group Limited (先聲藥業集團有限公司), a company principally engaged in innovative research and development of pharmaceuticals, from December 2018 to November 2020. From November 2020 to June 2021, Mr. Cui served as the assistant of the chairman and the general manager of the legal and compliance division of GCL (Group) Holding Co., Ltd. (協鑫(集團)控股有限公司), a company principally engaged in innovation and development with leading green, low-carbon and zero-carbon energy technologies. Since July 2021, Mr. Cui joined the Grandall Law Firm (Nanjing) (國浩律師(南京)事務所) and took up the position as a partner since September 2021. Mr. Cui currently serves as a voluntary expert in litigation service for the Third Circuit Court of the Supreme People’s Court of the PRC (中華人民共和國最高人民法院第三巡迴法庭), a committee member of Xuanwu District, Nanjing Committee of Chinese People’s Political Consultative Conference (中國人民政治協商會議南京市玄武區委員會) and has been an arbitrator under the Nanjing Arbitration Commission, the Hefei Arbitration Commission, and the Wuxi Arbitration Commission since August 2020, October 2021 and November 2021 respectively.

Mr. Cui obtained his bachelor’s degree in economics from Nanjing Forestry University (南京林業大學) in the PRC in June 2006 and his master’s degree in law from Nanjing University (南京大學) in the PRC in March 2009.

Mr. Cui was admitted as a PRC practicing lawyer in October 2019. He obtained the qualification certificate of secretary to the board of directors issued by the Shanghai Stock Exchange as for the Science and Technology Innovation Board in June 2020 and for the Main Board in June 2020. In addition, Mr. Cui obtained the qualification certificate of independent director of a listed company issued by the Shanghai Stock Exchange in November 2019, the securities qualification certificate (證券從業資格) awarded by the Securities Association of China (中國證券業協會) in March 2011, the futures qualification certificate (期貨從業資格) awarded by the China Futures Association (中國期貨業協會) in March 2016 and was accredited as a Microsoft Certified System Engineer (MCSE) by Microsoft in December 2002 and a Cisco Certified Network Associate (CCNA) by Cisco in April 2006.

Ms. Zhao Hong (趙斌), aged 53, was appointed as an independent non-executive Director on [●].

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Ms. Zhao has over 30 years of experience in corporate senior financial management. From July 1992 to May 1993, she served as a financial accountant of Shanghai AT&T Communication Equipment Limited (上海愛梯恩梯通信設備有限公司), then worked as a finance director at Shanghai Asian Sources Software Co., Ltd. (上海亞資軟件有限公司), a company principally engaged in software development and production and the provision of consulting services, from May 1993 to May 1995. From May 1995 to May 1998, Ms. Zhao worked as the senior finance director of Shanghai Quaker Oats Beverage Co., Ltd. (上海貴格飲料有限公司), a company principally engaged in the production and sales of beverages. From May 1998 to September 2015, she served as a senior financial manager of Chindex Medical Limited (美中互利醫療有限公司), a company principally engaged in the provision of leading-edge healthcare technologies and high-quality products and services. In April 2016, Ms. Zhao joined Vestate Group Holdings Limited (國投集團控股有限公司), a company principally engaged in the manufacturing and retail of footwear, serving as an independent non-executive director until November 2020. In addition, she has served as the chief financial officer of Shanghai Yizhile Toys Sales Co., Ltd, a company principally engaged in the retail of toys, since September 2014 where she was mainly responsible for managing financial matters of the company.

Ms. Zhao obtained her bachelor’s degree in economics from Shanghai University of Finance and Economics (上海財經大學) in July 1992 and a master’s degree in business administration from the China Europe International Business School (中歐國際工商學院) in the PRC in June 2008. She obtained the qualification of accountant specialising in accounting (Corporate) conferred by the Ministry of Finance of the PRC in May 1996. Ms. Zhao was qualified as a certified public accountant in China in April 1998 and is currently a non-practicing member of the Chinese Institute of Certified Public Accountants. In addition, Ms. Zhao was granted the title of senior accountant by the Shanghai Municipal Human Resources and Social Security Bureau in November 2019.

Save as referred to the section headed “Relationship with Our Controlling Shareholders” in this document, each of the Directors (i) did not hold other position in our Company or other members of our Group as at the Latest Practicable Date; (ii) had no other relationship with any Directors, senior management or substantial or Controlling Shareholders of our Company as at the Latest Practicable Date; and (iii) had not held any directorship in any other public company the securities of which were listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date.

Immediately following the completion of the [REDACTED] and the [REDACTED], save as referred to in this section and the sections headed “Substantial Shareholders” and “Statutory and General Information” in Appendix IV to this document, each of the Directors does not have any interest in the Shares within the meaning of Part XV of the SFO.

None of the Directors have any interest in any business, other than our Group’s business, which competes or is likely to compete, either directly or indirectly, with our Group’s business.

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Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there were no other matters with respect to the appointment of the Directors which need to be brought to the attention of our Shareholders, and there was no information relating to the Directors that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules as at the Latest Practicable Date.

SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of our business. The table below shows certain information in respect of the senior management of our Company.

<u>Name</u>	<u>Age</u>	<u>Positions</u>	<u>Roles and Responsibilities</u>	<u>Date of Joining our Group</u>	<u>Date of Appointment as our Senior Management</u>
Mr. Sun Tao (孫濤)	41	Chairman and executive Director	Overseeing the overall management and business operation, board affairs, formulating strategies and operation plans, making major business decisions of our Group	October 2013	October 2013
Mr. Jiang Yanqiu (蔣燕秋)	34	Executive Director and general manager	Overseeing the operation of the Group’s businesses	May 2015	May 2015
Mr. Ji Lijun (季黎俊)	39	Executive Director and deputy general manager	Overseeing the operation of the Group’s businesses	October 2013	October 2013
Ms. Yu Yihua (虞逸華)	36	Executive Director and chief financial officer	Overseeing the Group’s financial, internal audit and internal control functions	August 2019	August 2019
Ms. Zhou Xin (周新) ^(Note)	36	Deputy general manager of commercial department	Responsible for the formulation of business strategic and development plan, the management of the Group’s business activities and the application of various licenses for the Group	January 2016	January 2016
Mr. Zhu Wentao (朱文濤)	35	Head of <i>Lingjing Cloud</i> department and deputy general manager	Responsible for the construction, operation and supervision of <i>Lingjing Cloud</i> , our Edge Computing Service business segment	January 2022	January 2022

Note: Ms. Zhou Xiu is the spouse of Mr. Ji Lijun.

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Mr. Sun Tao (孫濤), aged 41, is the chairman of the Board and an executive Director of our Company. For details of his biography, please refer to the paragraph headed “Directors and Senior Management — Board of Directors” of this section.

Mr. Jiang Yanqiu (蔣燕秋), aged 34, is an executive Director and the general manager of our Company. For details of his biography, please refer to the paragraph headed “Directors and Senior Management — Board of Directors” of this section.

Mr. Ji Lijun (季黎俊), aged 39, is an executive Director and the deputy general manager of our Company. For details of his biography, please refer to the paragraph headed “Directors and Senior Management — Board of Directors” of this section.

Ms. Yu Yihua (虞逸華), aged 36, is an executive Director and the chief financial officer of our Company. For details of her biography, please refer to the paragraph headed “Directors and Senior Management — Board of Directors” of this section.

Ms. Zhou Xin (周新), aged 36, has founded our Group in January 2016 and held the equity interest of Cloud Factory on behalf of Mr. Sun pursuant to an entrustment arrangement. Ms. Zhou is currently serving as the deputy general manager of our Group’s commercial department. Ms. Zhou is responsible for the formulation of a business strategic and development plan, the management of our Group’s business activities and the application of various licenses for the Group.

Prior to founding our Group, from January 2012 to December 2015, Ms. Zhou served as a customer service supervisor in Wuxi Zhida Network Technology Co., Ltd. (無錫市智達網絡科技有限公司) and was responsible for the management of the customers’ after-sales service and the application and maintenance of various licenses for the company. From January 2011 to December 2012, Ms. Zhou served as a customer service officer of Yixing Yitong Automobile Sales Service Co., Ltd. (宜興市宜通汽車銷售服務有限公司), a company principally engaged in the sales of automobiles and relevant accessories, and was responsible for customers after-sales service. From July 2006 to December 2008, Ms. Zhou served as a customer service officer in Jintan Kangmei Shopping Centre (金壇康美購物中心), a company principally engaged in providing market facilities leasing and market management services, and was responsible for handling customers’ enquiries.

Ms. Zhou graduated from Jintan Vocational and Technical School (金壇職業技術學校)[#] in the PRC and obtained her post-secondary diploma in marketing in July 2006.

[#]Note: Jintan Vocational and Technical School is not accredited by the Ministry of Education of the PRC.

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Ms. Zhou was previously a supervisor of the following companies, which were established in the PRC prior to their deregistration:

<u>Name of company</u>	<u>Principal business activity immediately prior to deregistration</u>	<u>Date of deregistration</u>
Qingdao Zhonghai Xintong Network Technology Co., Ltd.* (青島中海信通網絡科技有限公司)	Provision of computing services	22 May 2019
Chengdu Aidishi Technology Co., Ltd.* (成都愛蒂仕科技有限公司)	Provision of computing technology and network engineering services	4 July 2019

Ms. Zhou confirmed that (i) the above companies were deregistered due to business termination and they were solvent at the time of deregistration; (ii) she is not aware of any actual or potential claim which she has been or could potentially be made against her as a result of such deregistration; and (iii) there was no wrongful act on her part leading to the deregistration of the above companies.

Mr. Zhu Wentao (朱文濤), aged 35, is currently serving as the deputy general manager of our Group and head of the *Lingjing Cloud* business department. Mr. Zhu is responsible for the construction, operation and supervision of *Lingjing Cloud*, our edge computing service platform.

Mr. Zhu joined our Group in January 2022, prior to which, Mr. Zhu served as a system development engineer in China National Software & Service Company Limited (中國軟件與技術服務股份有限公司), a company principally engaged in developing and providing leading-edge software services, from August 2010 to August 2011 and was mainly responsible for the development and maintenance of online business platforms. From August 2011 to May 2014, Mr. Zhu served as a deputy technical director in Beijing Testor Technology Co., Ltd. (北京泰策科技有限公司), a company principally engaged in the provision of industry solution services for communication network, smart emergency and Industrial Internet, and was mainly responsible for the construction and operation of the platforms for the recursive service, cache service and authoritative service relating to Domain Name System. From May 2014 to May 2015, Mr. Zhu served as a senior manager of the business development centre of China Internet Network Information Centre (中國互聯網絡信息中心) and was mainly responsible for the construction and operation of China’s national top-level domain name “.CN”, and the platforms for the public recursive service and authoritative service. From March 2019 to February 2021, Mr. Zhu served as the general manager in Hangzhou Upyun Technology Co., Ltd. (杭州又拍雲科技有限公司), a company principally engaged in the provision of cloud computing services, and was mainly responsible for the construction and operation of the cloud computing platform for Hangzhou Upyun Technology Co., Ltd..

Mr. Zhu graduated from Xi’an Jiaotong University (西安交通大學) in the PRC and obtained his bachelor’s degree in computer science and technology in September 2010.

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Save as referred to in this section, each of the members of the senior management (i) did not hold other position in our Company or other members of our Group as at the Latest Practicable Date; (ii) had no other relationship with any Directors, senior management or substantial or Controlling Shareholders of our Company as at the Latest Practicable Date; and (iii) had not held any directorship in any other public company the securities of which were listed on any securities market in Hong Kong or overseas in the three years immediately preceding in the Latest Practicable Date.

JOINT COMPANY SECRETARIES

Mr. Ji Lijun was appointed as our company secretary on 26 May 2023. For the biography of Mr. Ji, please refer to the paragraph headed “Directors and Senior Management — Board of Directors — Executive Directors” of this section.

Ms. Lam Chi Ching Cecilia (林芷晴) is a solicitor qualified to practice in Hong Kong. Ms. Lam is currently an associate of Zhong Lun Law Firm LLP, specialising in corporate finance work including initial public offerings, mergers and acquisitions and post-listing compliance matters. Ms. Lam received her LLB degree from the University of Birmingham, United Kingdom in July 2017. Ms. Lam graduated from the Chinese University of Hong Kong with a Master of Laws in International Economic Law in November 2019 and Postgraduate Certificate in Laws in August 2020, respectively.

BOARD COMMITTEES

We have established the following committees within our Board, namely, the Audit Committee, the Nomination Committee and the Remuneration Committee which operate in accordance with the written terms of reference adopted by our Board.

Audit Committee

We established an Audit Committee with written terms of reference in compliance with Rules 3.21 to 3.23 of the Listing Rules and code provision D.3 in Part 2 of the Corporate Governance Code. The primary duties of the Audit Committee are to make recommendations to our Board on the appointment, re-appointment and removal of external auditors; to review the financial statements, risk management and internal control systems of the Company; to oversee our financial reporting process; and to provide advice and comment to our Board on matters related to corporate governance. The Audit Committee consists of three members, namely, Mr. Ip Mun Lam, Ms. Zhao Hong and Mr. Cui Qi. The chairperson of the Audit Committee is Ms. Zhao Hong who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules.

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Remuneration Committee

We established a Remuneration Committee with written terms of reference in compliance with Rules 3.25 to 3.27 of the Listing Rules and code provision E.1 in Part 2 of the Corporate Governance Code. The primary duties of the Remuneration Committee are to make recommendations to the Board regarding our policy and structure for the remuneration of our Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policies; and to make recommendations to the Board on the remuneration packages of our Directors and senior management. The Remuneration Committee consists of three members, namely, Mr. Cui Qi, Mr. Ip Mun Lam and Mr. Ji Lijun. The chairman of the Remuneration Committee is Mr. Cui Qi.

Nomination Committee

We established a Nomination Committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and code provision B.3 in Part 2 of the Corporate Governance Code. The primary duties of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge and experience) of our Board; assess the independence of the independent non-executive Directors; to make recommendations to our Board on the appointment and re-appointment of Directors and succession planning for Directors; and to ensure the diversity of Directors. The Nomination Committee consists of three members, namely, Mr. Sun Tao, Mr. Cui Qi and Ms. Zhao Hong. The chairman of the Nomination Committee is Mr. Sun Tao.

REMUNERATION POLICY

For the years ended 31 December 2020, 2021 and 2022 and the six months ended 30 June 2023, the aggregate amount of fees, salaries, allowances, discretionary bonus, pension schemes contributions and benefits in kind of our Directors were approximately RMB1.1 million, RMB4.0 million, RMB6.6 million and RMB3.0 million, respectively. For details on the remuneration of each Director during the Track Record Period, please refer to the information set out in the Accountants’ Report in Appendix I to this document.

For the years ended 31 December 2020, 2021 and 2022 and the six months ended 30 June 2023, the five highest-paid individuals of our Group included 1, 3, 2 and 3 Directors, respectively, whose remunerations are included in the aggregate amount of fees, salaries, allowances, discretionary bonus, pension scheme contributions paid and benefits in kind granted to the relevant Directors set out above. For details on the remuneration of the five highest-paid individuals during the Track Record Period, please refer to note 10 to the Accountants’ Report in Appendix I to this document.

For the years ended 31 December 2020, 2021 and 2022 and the six months ended 30 June 2023, the aggregate amount of fees, salaries, allowances, discretionary bonus, pension scheme contributions and benefits in kind granted to the remaining 4, 2, 3 and 2 highest-paid individuals who are neither a Director nor chief executive of our Group were RMB1.1 million, RMB877,000, RMB5.0 million and RMB1.2 million, respectively.

DIRECTORS AND SENIOR MANAGEMENT

During the Track Record Period, no remuneration was paid out by our Group to any Director or any of the five highest-paid individuals as an inducement to join or upon joining our Group or as compensation for loss of office. None of our Directors had waived any remuneration during the Track Record Period.

Save as disclosed in this document, no other payments have been made, or are payable, by any member of our Group to the Directors during the Track Record Period.

Our Board will review and determine the remuneration packages of our Directors and senior management and will receive recommendations from the Remuneration Committee which will take into account salaries paid by comparable companies, time commitment and responsibilities of the Directors and the performance of our Group.

[REDACTED] RSU SCHEME

To reward and encourage our employees for their contributions in the development of our Group and to attract and retain talents for future development of our Group, we conditionally approved and adopted a [REDACTED] RSU Scheme by a shareholder’s approval on [●]. For details, please refer to the paragraph headed “Statutory and General Information — D. [REDACTED] RSU Scheme” in Appendix IV to this document.

CORPORATE GOVERNANCE

Our Company is committed to achieving high standards of corporate governance with a view to safeguarding the interest of our Shareholders. To accomplish this, our Company intends to comply with the Corporate Governance Code and the Model Code after the [REDACTED].

The Company has adopted the code provisions stated in the Corporate Governance Code. Our Company is committed to the view that the Board should include a balanced composition of executive Directors and independent non-executive Directors so that there is a strong independent element on the Board, which can effectively exercise independent judgment.

Pursuant to code provision C.2.1 in the Corporate Governance Code, the roles of chairman of the board and chief executive should be separate and should not be performed by the same individual. Mr. Sun, our founder, is currently serving as the chairman of the Board and the executive Director. Throughout our business history, Mr. Sun has been the key leadership figure of our Group who has been primarily involved in the strategic development, overall operational management and major decision-making of our Group. Taking into account of all the corporate governance measures that our Group implemented, our Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable our Company to make and implement decisions promptly and effectively. Accordingly, our Company had not segregated the roles of its chairman and chief executive officer. Our Board will continue to review and consider splitting the roles of chairman of our Board and the chief executive officer of our Company at an appropriate time if necessary, taking into account of the circumstances of our Group as a whole.

DIRECTORS AND SENIOR MANAGEMENT

Saved as disclosed above, as at the Latest Practicable Date and to the best of the knowledge, information and belief of our Directors, having made all reasonable enquiries, our Directors were not aware of any deviation from provisions in the Corporate Governance Code.

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy (the “**Board Diversity Policy**”) in order to enhance the effectiveness of our Board and to maintain a high standard of corporate governance. The Board Diversity Policy sets out the criteria for selecting candidates for our Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skill, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to our Board.

Our Directors have a balanced mix of experiences, including but not limited to information and technology, business management, legal, accounting and academic fields. As at the Latest Practicable Date, our Board currently consists of two female Directors and five male Directors with a balanced mix of knowledge and skills, including but not limited to overall management and strategic development, finance and accounting and risk management. In addition, our Board has a wide range of age, ranging from 33 years old to 53 years old. In particular, two of our existing board members of the Company are female, bringing the female representation to almost 30% of the Board. Taking into account our existing business model, specific needs as well as the different background of our Directors, our Directors are of the view that the composition of our Board satisfies our Board Diversity Policy.

In recognition of the particular importance of the gender diversity, our Nomination Committee will continue to and from time to time identify suitable candidates of both genders to our Board to be appointed as Directors. Our Group has also taken and will continue to take steps to promote gender diversity at all levels of our Company, including but without limitation at the Board and senior management levels.

Our Nomination Committee is responsible for reviewing our Board Diversity Policy, developing and reviewing measurable objectives for implementing the policy and monitoring the progress on achieving the objectives. After the [REDACTED], our Nomination Committee will review our Board Diversity Policy from time to time to ensure its continued effectiveness and we will disclose in our corporate governance report about the implementation of our Board Diversity Policy on an annual basis.

DIRECTORS AND SENIOR MANAGEMENT
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COMPLIANCE ADVISER

We have appointed SPDB International Capital Limited as our 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 requirements under the Listing Rules and applicable Hong Kong laws. Pursuant to Rule 3A.23 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 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 materially deviate from any forecast, estimate, or other information in this document; and
- (d) where the Stock Exchange makes an enquiry of us under Rule 13.10 of the Listing Rules.

The term of the appointment of the Compliance Adviser will commence on the [REDACTED] and end on the date on which we distributed our annual report of our financial results for the first full financial year commencing after the [REDACTED] in compliance with Rule 13.46 of the Listing Rules, and such appointment may be subject to extension by mutual agreement.