

DIRECTORS AND SENIOR MANAGEMENT

OVERVIEW

The Board currently consists of nine Directors, including six executive Directors and three independent non-executive Directors. All Directors are elected by the general meeting 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 Memorandum and Articles of Association.

The following tables set forth information regarding the Directors and senior management.

Directors and Senior Management

The following table sets forth certain information of the Directors:

Name	Age	Position	Major duties	Time of joining the Group	Date of appointment	Relationship with other Directors and senior management
<i>Executive Directors</i>						
Mr. Liu Haoqiong (劉皓瓊)	54	Chairman and executive Director	Responsible for the overall management and business strategies and management of the Group	Since establishment of the Group	Appointed as Director on 19 May 2022; redesignated as executive Director on 28 June 2023	Father of Mr. Liu Dingli and Mr. Liu Dingyi
Mr. Peng Shengqian (彭聲謙)	60	Executive Director	Responsible for management of marketing department, overseeing research and development and a member of the Remuneration Committee	June 2019	Appointed as Director on 19 May 2022; redesignated as executive Director on 28 June 2023	N/A
Ms. Xie Xiaolan (謝小蘭)	63	Executive Director	Responsible for business development and project management of the Telecommunications Infrastructure Services business segment	October 2003	Appointed as Director on 19 May 2022; redesignated as executive Director on 28 June 2023	N/A
Mr. Liu Dingli (劉鼎立)	33	Executive Director	Responsible for management of Digitalisation Solution Services business segment and a member of the Nomination Committee	June 2017	Appointed as Director on 19 May 2022; redesignated as executive Director on 28 June 2023	Son of Mr. Liu Haoqiong; brother of Mr. Liu Dingyi
Mr. Liu Dingyi (劉鼎謙)	28	Executive Director and joint company secretary	Responsible for overseeing legal and compliance activities of the Group	May 2020	Appointed as Director on 19 May 2022; redesignated as executive Director on 28 June 2023	Son of Mr. Liu Haoqiong; brother of Mr. Liu Dingli
Mr. Zhou Zhiqiang (周志強)	41	Executive Director	Responsible for finance and treasury management	August 2017	Appointed as Director on 13 September 2022; redesignated as executive Director on 28 June 2023	N/A

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Name	Age	Position	Major duties	Time of joining the Group	Date of appointment	Relationship with other Directors and senior management
<i>Independent Non-executive Directors</i>						
Mr. Yu Shiyong (余世勇)	61	Independent non-executive Director	Providing independent opinion and judgment to the Board; chairman of the Audit Committee; member of each of the Nomination Committee and the Remuneration Committee	October 2020	17 June 2024	N/A
Mr. Li Yinguo (李銀國)	68	Independent non-executive Director	Providing independent opinion and judgment to the Board; member of the Audit Committee and the chairman of the Remuneration Committee	October 2020	17 June 2024	N/A
Mr. Zhu Yugang (朱玉鋼)	54	Independent non-executive Director	Providing independent opinion and judgment to the Board; member of the Audit Committee and chairman of the Nomination Committee	October 2020	17 June 2024	N/A

The senior management is responsible for the day-to-day management of the Group's business. The following table below sets forth certain information on the senior management of the Company:

Name	Age	Position	Major duties	Time of joining the Group	Date of appointment as senior management	Relationship with other Directors and senior management
Mr. Tseung Yat Ming (蔣一銘)	38	Vice president	Responsible for overseeing corporate finance and capital market activities of the Group	August 2021	17 June 2024	N/A

DIRECTORS

Executive Directors

Mr. Liu Haoqiong (劉皓瓊), 54, is the chairman and an executive Director of the Company. Mr. Liu is responsible the overall management and business strategies of the Group and serves as chairman and general manager of the Group's principal operating subsidiary, Zhonggan Communication.

Mr. Liu has over 20 years of experience in the telecommunications infrastructure industry. From August 2001 to November 2016, Mr. Liu was the legal representative of Nanchang Changjiang Electric Power Engineering Installation Co., Ltd.* (南昌市長江電力工程安裝有限公司) (“**Changjiang Electric**”), a company principally engaged in sale and installation of electronic equipment. Since May 2002, upon establishment of Zhonggan Communication, Mr. Liu has served as the general manager of Zhonggan Communication.

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In November 2012, Mr. Liu obtained the qualification of engineer in telecommunications infrastructure from the Office of Competency of Fuzhou* (撫州市職稱工作辦公室), Jiangxi Province, the PRC. Further, in June 2015, Mr. Liu obtained the qualification in lightning protection work from the China Meteorological Administration (中國氣象局).

Mr. Liu graduated from the Nanchang University in July 1992, where he majored in communication and information systems. In January 2020, Mr. Liu graduated from China University of Petroleum-Beijing, where he majored in computer science and technology through online courses. In December 2021, Mr. Liu completed the Advanced Business Management Program at MBA School of Education of Jiangxi University of Finance and Economics.

Mr. Liu was a director, a supervisor and/or a legal representative of the following companies incorporated in the PRC when they were dissolved due to cessation of business or had their business license revoked, with details as follows:

Company	Position	Place of incorporation	Principal business activity immediately before dissolution/revocation of business license	Date of dissolution/revocation of business license	Means of dissolution/revocation of business license
Jiangxi Gantong Communication Engineering Co., Ltd.* (江西贛通通信工程有限公司 former name 江西省贛達實業發展有限公司)	Legal representative, executive director, and general manager	PRC	Engineering, maintenance and technical consultancy services	25 August 2016	Dissolved by deregistration
Jiangxi Yingdian Investment Management Co., Ltd.* (江西英瓊投資管理有限公司)	Supervisor	PRC	Investment management	30 October 2017	Dissolved by deregistration
Nanchang Changjiang Electric Power Engineering and Installation Co., Ltd.* (南昌市長江電力工程安裝有限公司)	Legal representative	PRC	Sales of electric power equipment and devices, technical consultancy, and engineering	Business license revoked on 18 October 2007 Deregistration on 4 November 2016	Revocation of business licence
Jiangxi Gantong Communication Technology Co., Ltd.* (江西贛通通信技術有限公司)	Legal representative, executive director, and general manager	PRC	Communication engineering, communication engineering maintenance, and technical consultancy services	2 September 2016	Dissolved by deregistration
Jiangxi Gantong Communication Service Co., Ltd.* (江西贛通通信服務有限公司)	Legal representative, executive director, and general manager	PRC	Communication engineering, communication engineering maintenance, and technical consultancy services	29 August 2016	Dissolved by deregistration

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Changjiang Electric was established on 20 August 2001, with the intention of engaging in various business activities, such as providing electric facility services, selling electric equipment, and conducting indoor pipeline installations. However, it has not commenced business since its establishment. Due to the lack of knowledge on the relevant laws and regulations of its responsible persons, the required annual inspection on Changjiang Electric in 2003 and 2004, respectively, was omitted. According to Nanchang Industry and Commerce Administration Bureau’s penalty decision Honggongshanggechuzi [2007] No. 2274 (洪工商個處字[2007]第2274號) on 18 October 2007, the business license of Changjiang Electric was revoked as it had violated the Regulations on the Administration of Company Registration (2005 amended version) (《公司登記管理條例》(2005年修訂版)) due to its failure to carry out the required annual inspection in 2003 and 2004, respectively, which was an unintentional omission. Pursuant to Article 146 of the PRC Company Law, for any person (i) being the legal representative of a PRC company of which the business licence has been revoked and is being ordered to close down due to the violation of laws or regulations; and (ii) bearing the personal responsibility as a result of such revocation of business licence, he or she will be prohibited from being a director, supervisor or senior management in any other PRC companies within three years from the date of such revocation of business licence.

In 2016, Zhonggan Communication planned to apply for listing of its shares on the NEEQ. At the time, one of the legal advisers in the NEEQ listing exercise, Beijing Dacheng (Nanchang) Law Office, noted that Mr. Liu had served as the legal representative of Changjiang Electric and had its business license revoked in 2007. Accordingly, they suggested that Changjiang Electric should proceed with an additional deregistration procedure. Subsequently, on 7 September 2016, a shareholders meeting of Changjiang Electric was held, where it was unanimously resolved to cease operations and initiate the deregistration of Changjiang Electric. Changjiang Electric’s liquidation process commenced on 10 September 2016. As of 31 October 2016, its creditor’s rights and debts had fully liquidated, and its remaining assets had been completely distributed.

As confirmed by the PRC Legal Advisers, on 2 November 2016, Changjiang Electric applied to the Nanchang Market and Quality Supervision Administration Bureau (南昌市市場和質量監督管理局)(“**NMQSAB**”) for deregistration. The NMQSAB verified and processed the deregistration application in accordance to the law on 4 November 2016. Based on the aforementioned circumstances, Beijing Dacheng (Nanchang) Law Firm issued a legal opinion, stating that Mr. Liu’s qualifications to serve as directors, supervisors, and senior managers of the company will not be affected by the revocation of Changjiang Electric’s business license. Subsequently Zhonggan Communication was successfully listed on the NEEQ on 25 January 2017.

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The PRC Legal Advisers are of the view that (i) the reason for the revocation of business licence of Changjiang Electric is an unintentional omission of the required annual inspections, and it has been more than three years since then, there is no violation of Article 146 of the PRC Company Law that Mr. Liu act as a director of the Company; (ii) Mr. Liu was not subject to any administrative penalty for the revocation under the Nanchang Industry and Commerce Administration Bureau’s penalty decision [2007] No.2274 (洪工商個處字[2007]第2274號); (iii) Mr. Liu has not been subject to any administrative penalty for the revocation as verified by China Judicial Instruments Network (中國裁判文書網), China Market Supervision Administrative Punishment Network (中國市場監管行政處罰網), Mr. Liu’s certificate of no criminal record and personal credit report; and (iv) the NMQSAB verified and processed the deregistration application of Changjiang Electric in accordance to the law. For such reasons, as confirmed by the PRC Legal Advisers, the revocation of the business licence of Changjiang Electric will not affect Mr. Liu’s suitability to act as a director of the Company.

Mr. Liu also confirmed that (i) the above companies were solvent immediately prior to their dissolutions or revocation of business licence; (ii) there was no material wrongful act on his part leading to the dissolutions or revocation of business licence of the above companies and was not aware of any actual or potential claim that had been or would be made against him as a result of the dissolutions or revocation of business licence; and (iii) no misconduct or misfeasance had been involved in the dissolution or revocation of business licence of the above companies.

Mr. Peng Shengqian (彭聲謙), aged 60, is an executive Director and a member of the Remuneration Committee of the Company. He has been a director of Zhonggan Communication since February 2020 and the person-in-charge of the Shanghai branch office of Zhonggan Communication since January 2020. Mr. Peng is mainly responsible for management of the marketing development and overseeing research and development of the Group.

From 2001 to 2005, he served as the deputy general manager of Zhejiang Tiantong Electronics Co., Ltd* (浙江天通電子股份有限公司) (currently known as TDG Holding Co., Ltd (天通控股股份有限公司)), a company listed on the Shanghai Stock Exchange (Stock Code: 600330). From September 2007 to April 2011, he served as the deputy general manager of Jiangsu Zhongtian Technology Co., Ltd.* (江蘇中天科技股份有限公司), a Company listed on the Shanghai Stock Exchange (Stock Code: 600522), as well as the deputy general manager of technology division and general manager of broadcast and network division. From April 2011 to February 2012, he served as the sales director of Tongding Interconnection Information Co., Ltd.* (“**Tongding Interconnection**”)(通鼎互聯信息股份公司, a company listed on the Shenzhen Stock Exchange (Stock Code: 002491)). From March 2012 to December 2014, he served as deputy general manager of Tongding Group Co., Ltd.* (通鼎集團有限公司). From May 2015 to June 2019, he served as the deputy general manager of Tongding Interconnection. Since February 2020, he has served as a director of Zhonggan Communication.

Mr. Peng obtained the qualification of senior engineer in electronic engineering awarded by the Department of Human Resources of Zhejiang Province, the PRC, in June 2002. He was qualified as a registered career manager by the China Enterprise Evaluation Association (中國企業評價協會) in January 2007.

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Mr. Peng was a director or supervisor of the following companies incorporated in the PRC when they were dissolved due to cessation of business or had their business license revoked, with details as follows:

Company	Position	Place of incorporation	Principal business activity immediately before dissolution/revocation of business license	Date of dissolution/ revocation of business license	Means of dissolution/ revocation of business license
Zhongtian Technology (Shenyang) Optical Cable Co., Ltd.* (中天科技(瀋陽)光纜有限公司).	Director	PRC	Manufacturing, sales and after-sales service of optical fibers, optical cables etc. for communication	15 August 2019	Dissolved by deregistration
Shanghai Yunjing Electronic Technology Co. Ltd.* (上海運晶電子科技有限公司) (*Shanghai Electric*)	Supervisor	PRC	Development, processing, manufacturing and sales of electronic components	27 July 2010	Revocation of business licence

Referring to the revocation of its business licence, Shanghai Electric overlooked its annual inspection requirement, and as a result it violated the “Regulations on the Administration of Company Registration” (2005 revision)(《公司登記管理條例》(2005年修訂版)). In light of the aforementioned violation, the Nanchang Administration for Industry and Commerce (南昌市工商行政管理局) revoked the business licence of Shanghai Electric in 2010.

As advised by the PRC Legal Advisers, pursuant to Article 146 of the PRC Company Law, for any person (i) being the legal representative of a PRC company of which the business licence has been revoked and is being ordered to close down due to the violation of laws or regulations; and (ii) bearing the personal responsibility as a result of such revocation of business licence, he or she will be prohibited from being a director, supervisor or senior management in any other PRC companies within three years from the date of such revocation of business licence.

The PRC Legal Advisers confirmed that the business licence of Shanghai Electric has been revoked for more than three years. It is also further confirmed by Mr. Peng and verified by the PRC Legal Advisers that Mr. Peng’s oversight did not constitute as a major violation of the relevant laws and regulations. As advised by the PRC Legal Advisers, the aforesaid revocation of the business licence had not affected the suitability of Mr. Peng to act as a Director of the Company.

Mr. Peng confirmed that (i) the above companies were solvent immediately prior to their dissolution or revocation of business licence; (ii) there was no material wrongful act on his part leading to the dissolution or revocation of business licence of the above companies and was not aware of any actual or potential claim that had been or would be made against him as a result of the dissolution or revocation of business licence; and (iii) no misconduct or misfeasance had been involved in the dissolution or revocation of business licence of the above companies.

Mr. Peng graduated from China University of Geosciences (中國地質大學) in Wuhan, the PRC with a bachelor’s degree in petrology and a master degree in science, both in June 1997.

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Ms. Xie Xiaolan (謝小蘭), 63, is an executive Director of the Company, a director of Zhonggan Communication and the director and general manager of Gantong Jiangxi, and has served various positions within the Group.

Ms. Xie has over 18 years of experience in the telecommunications infrastructure industry. From October 2003 to August 2016, she served as the deputy general manager of Zhonggan Communication. Since January 2014, she also served as director of the production department of Zhonggan Communication and is responsible for business development of the infrastructure market and management of production. Further, since August 2016, she has served as the director and assistant to the general manager of Zhonggan Communication.

Ms. Xie received the certification in enterprise cadre recruitment from the Ministry of Human Resources of Nanchang, Jiangxi Province, the PRC in November 1993.

Mr. Liu Dingli (劉鼎立), 33, is an executive Director of the Company, a member of the Nomination Committee, a director of Zhonggan Communication and the director and general manager of GLP Technology and GLP Software, both indirectly wholly-owned subsidiaries of the Company.

From June 2017 to November 2017, he served as the director of the internet technology operation department of Zhonggan Communication. From November 2017 to September 2020, he acted as the general manager of GLP Technology. Since September 2020 to present, he has been serving as the executive director, general manager and legal representative of GLP Technology. Since February 2020, he has been serving as a director of Zhonggan Communication, and since February 2022 he has been serving as the executive director, general manager and legal representative of GLP Software.

Mr. Liu received a bachelor of arts degree in hospitality and tourism management in December 2011 and a master of science in international hospitality management and leadership in March 2013, both from Queen Margaret University in Edinburgh, Scotland.

Mr. Liu was a director or a supervisor of the following companies incorporated in the PRC or Hong Kong when they were dissolved due to cessation of business, with details as follows:

<u>Company</u>	<u>Position</u>	<u>Place of incorporation</u>	<u>Principal business activity immediately before dissolution</u>	<u>Date of dissolution</u>	<u>Means of dissolution</u>
Jiangxi Jixin Communication Co., Ltd.* (江西吉鑫通信有限公司)	Legal representative, executive Director, and general manager	PRC	Network information technology consultancy services and communication technology development	26 August 2016	Dissolved by deregistration
Jiangxi Gantong Real Estate Development Co., Ltd.* (江西贛通房地產開發有限公司).	Legal representative, and executive director	PRC	Real estate development and sales, housing rental, and architectural design	21 August 2020	Dissolved by deregistration
Jiangxi Dingli Automobile Technology Service Co., Ltd* (江西鼎立汽車科技服務有限公司)	Supervisor	PRC	Motor vehicle maintenance services, car detailing, leasing, human resources information consultancy	31 July 2019	Dissolved by deregistration
Castle Front Limited	Director	Hong Kong	Investment holding	24 July 2020	Dissolved by deregistration

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Mr. Liu confirmed that (i) the above companies were solvent immediately prior to their dissolutions; (ii) there was no wrongful act on his part leading to the dissolutions of the above companies and was not aware of any actual or potential claim that had been or would be made against him as a result of the dissolutions; and (iii) no misconduct or misfeasance had been involved in the dissolution of the above companies.

Mr. Liu Dingyi (劉鼎議), aged 28, is an executive Director and a joint company secretary of the Company and is responsible for overseeing legal and compliance activities of the Group. Since May 2020, he has been the assistant to the general manager of the securities and legal department of Zhonggan Communication. Since March 2022, he has served as a director of Zhonggan Communication.

Mr. Liu graduated from Monash University, Australia, in May 2020 with a Bachelor of Business, with a major in banking and finance.

Mr. Zhou Zhiqiang (周志強), aged 41, is an executive Director of the Company and the Group's chief financial officer. Mr. Zhou has over 17 years of experience in financial management. From July 2005 to July 2008, Mr. Zhou served as the accountant of Jiangxi Chenming Paper Co., Ltd. (江西晨鳴紙業有限責任公司), a subsidiary of Shandong Chenming Paper Holdings Co., Ltd.* (山東晨鳴紙業集團股份有限公司), a company listed on the Stock Exchange (Stock Code: 01812) and the Shenzhen Stock Exchange (Stock Code: 000488). From August 2008 to July 2017, he served as the finance manager of Jiangxi Weidahui Real Estate Development Co., Ltd.* (江西省威達匯房地產開發有限公司). Since August 2017, he has been the chief financial officer of Zhonggan Communication. He obtained bachelor's degree in accountancy from Jiangxi University of Finance and Economics in June 2005.

Independent Non-Executive Directors

Mr. Yu Shiyong (余世勇), aged 61, was appointed as an independent non-executive Director of the Company on 17 June 2024. He is also the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee. He has been an independent director of Zhonggan Communication since October 2020.

Mr. Yu has more than 12 years of experience in accounting and financial management. From September 1999 to October 2002, he served as the finance director of Fujian Mindong Electric Power Co., Ltd.* (福建閩東電力股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 000993). During his tenure, he was mainly responsible for accounting, financial information disclosure and comprehensive financial management of the listed company. In particular, he was responsible for the company's restructuring, initial public offering and A-share issuance. From January 2003 to September 2006, he served as the chief financial director of Shandong Chenming Paper Holdings Co., Ltd.* (山東晨鳴紙業集團股份有限公司), a company listed on the Stock Exchange (Stock Code: 01812) and the Shenzhen Stock Exchange (Stock Code: 000488), where he was mainly responsible for internal control and fiscal and taxation management of the listed company. In light of his corporate management and financial management expertise, he served as the financial person in charge in relation to compliance for the company's quarterly, semi-annual and annual financial information disclosure. From May 2010 to June 2013, he was the vice president of Xtep (China) Co., Ltd.* (特步(中國)有限公司), a subsidiary of XTep International Holdings Limited (特步國際控股有限公司), a company listed on the Stock Exchange (Stock Code: 01368), where he was primarily responsible for the

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financial and capital management of the listed company and its PRC subsidiaries. Since April 2020, he has been serving as the executive director and general manager of Xiamen Litu Enterprise Management Consulting Co., Ltd.* (廈門利兔企業管理諮詢有限公司), where he is responsible for the business operation and financial management of the company. Given his professional experience, he has been crucial in establishing the company’s financial management and tax planning system. As part of his role at the company, he has been working with central state-owned listed companies and both large and medium-sized private enterprises as their business training instructor, where he provided training courses regarding investment and financing, internal control, risk management, and financial and taxation management. His training courses aimed to enhance the corporate, fiscal and taxation management of the client companies. From November 2016 to the present, he has also served as a guest lecturer at the School of Accountancy of the Central University of Finance and Economics* (中央財經大學).

In December 1997, Mr. Yu qualified as a senior accountant by Personnel and Labour Department of Ningxia Hui Autonomous Region* (寧夏回族自治區人事勞動廳). In October 2020, Mr. Yu received the Certificate for Strategic Financial Management issued by the Enterprise Financial Management Association of China. In 2006, Mr. Yu obtained the Sino-British Vocational Qualifications Cooperation Project Certificate issued by the Occupation Skill Testing Authority (職業技能鑒定中心) and the China Employment Training Technical Instruction Centre (中國就業培訓技術指導中心), which certified that Mr. Yu has skill of Cambridge International Diploma in Management – Financial Management (Module Certificate) in Higher Professional Level. He was also awarded the certificate of qualification of independent director issued by the Shanghai Stock Exchange in April 2017. In June 2013, Mr. Yu obtained certification as taxpay strategist by the Chinese Society of Educational Development Strategy. Mr. Yu received the Certificate of Qualification for CFO Enterprise Management Post issued by China Enterprise Confederation in September 2006. In August 2006, Mr. Yu obtained qualification as Chief Financial Officer (CFO) for managerial position of China Enterprise Confederation from the CTA Testing Authority.

Mr. Yu obtained a master’s degree in business administration from Stratford University in June 2005. Mr. Yu obtained a PhD in business administration from the Business School at Beijing Normal University (北京師範大學經濟與工商管理學院) in October 2013.

Mr. Yu was the sole proprietor of the following individual industrial and commercial household* (個體工商戶) in the PRC when it was dissolved due to cessation of business with details as follows:

<u>Company</u>	<u>Position</u>	<u>Place of incorporation</u>	<u>Principal business activity immediately before dissolution</u>	<u>Date of dissolution</u>	<u>Means of dissolution</u>
Shenzhen Longhua District Tu Ge Management Consulting Department* (深圳市龍華區兔哥管理諮詢部)	Sole proprietor	PRC	Corporate management consultancy; cultural event planning	19 April 2022	Deregistration

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Mr. Yu confirmed that (i) the above individual industrial and commercial household was solvent immediately prior to its dissolution; (ii) there was no wrongful act on his part leading to the dissolution of the above individual industrial and commercial household and was not aware of any actual or potential claim that had been or would be made against him as a result of the dissolution; and (iii) no misconduct or misfeasance had been involved in the dissolution of the above individual industrial and commercial household.

Mr. Li Yinguo (李銀國), aged 68, was appointed as an independent non-executive Director of the Company on 17 June 2024. He is also a member of the Audit Committee and the chairman of the Remuneration Committee. He has been an independent director of Zhonggan Communication since October 2020.

Mr. Li has more than 10 years of experience in higher education. From January 2004 to April 2016, he worked in Chongqing University of Posts and Telecommunications (重慶郵電大學), serving as vice president and president. From April 2018 to August 2021, Mr. Li was an independent director of Chongqing Chuanyi Automation Co.,Ltd.* (重慶川儀自動化股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (Stock Code: 603100).

Mr. Li obtained a master’s degree in science from Chongqing University in December 1989. Mr. Li graduated from Chongqing University with a doctorate degree in automatic control theory and application in July 1996.

Mr. Zhu Yugang (朱玉綱), aged 54, was appointed as an independent non-executive Director of the Company on 17 June 2024. He is also a member of the Audit Committee and the chairman of the Nomination Committee. He has been an independent director of Zhonggan Communication since October 2020.

From May 2009 to June 2014, he served as the chief lawyer of Jiangxi Hua Gan Law Firm* (江西華贛律師事務所). Since June 2014, he served as the senior partner of Jiangxi Hua Gan Law Firm* (江西華贛律師事務所).

Mr. Zhu is currently a practicing lawyer in the PRC and a member of the Chinese People’s Political Consultative Conference National Committee of Xihu District, of Nanchang Municipal.

Mr. Zhu received an bachelor of laws degree from China Central Radio and TV University (中央廣播電視大學) (currently known as The Open University of China (國家開放大學)) in Beijing, the PRC in November 2004.

Disclosure required under Rule 13.51(2) of the Listing Rules

Save as disclosed above, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters in respect of the Directors that are required to be disclosed pursuant to Rule 13.51(2)(a) to (v) of the Listing Rules, and there is no other material matter relating to the Directors that needs to be brought to the attention of the Shareholders.

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Mr. Liu Haoqiong (劉皓瓊), aged 53, is the Chairman and an executive Director of the Company. Please see “Directors – Executive Directors” in this section for his biographical details.

Mr. Tseung Yat Ming (蔣一銘), aged 38, is the Group’s vice president. From August 2010 to June 2011, Mr. Tseung worked as an analyst in Shanghai Mingyu Xiaoyang Investment Management Co., Ltd.* (上海明渝霄陽投資管理有限公司). From August 2011 to May 2021, he worked in Shanghai Panhou Capital Management Co., Ltd.* (上海磐厚投資管理有限公司) as the investment director. In June of 2021, he served as the secretary of the board of directors and director of investor relations in Suzhou Basecare Medical Corporation Limited (蘇州貝康醫療股份有限公司), a company listed on the Stock Exchange (Stock Code: 02170). Mr. Tseung joined Zhonggan Communication in August 2021 as the vice president and is responsible for overseeing corporate finance and capital market activities of the Group.

Mr. Tseung graduated from East China Normal University (華東師範大學) in July 2007 with a bachelor’s degree in computer science and technology. He later obtained master’s degree in economics from East China Normal University in June 2010.

JOINT COMPANY SECRETARIES

Mr. Liu Dingyi (劉鼎議) was appointed as a joint company secretary of the Company by the Board on 28 June 2023. Please see “Directors – Executive Directors” in this section for Mr. Liu’s biography.

Ms. Wong Wai Yee, Ella (黃慧兒) (“**Ms. Wong**”) was appointed as a joint company secretary of the Company on 28 June 2023. Ms. Wong is a director of Corporate Services Division of Tricor Services Limited, a global professional services provider specialising in integrated business, corporate and investor services.

Ms. Wong has over 20 years of experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. Wong is currently acting as the company secretary or joint company secretary of a few listed companies on the Stock Exchange.

Ms. Wong is a Chartered Secretary, a Chartered Governance Professional and a Fellow of both The Hong Kong Chartered Governance Institute (formerly known as (The Hong Kong Institute of Chartered Secretaries) (“**HKCGI**”) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom. Ms. Wong is a holder of the Practitioner’s Endorsement from HKCGI. Ms. Wong obtained her bachelor’s degree in Economics from The University of Hong Kong and a Postgraduate Diploma in Corporate Administration from the City University of Hong Kong.

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BOARD COMMITTEES

The Company has established three board committees in accordance with the relevant laws and regulations and the corporate governance practice under the Listing Rules, including the Audit Committee, the Remuneration Committee and the Nomination Committee.

Audit Committee

The Audit Committee of the Company consists of three independent non-executive Directors of the Company, namely Mr. Yu Shiyong, Mr. Zhu Yugang and Mr. Li Yinguo. Mr. Yu Shiyong currently serves as the chairman of the Audit Committee. The primary duties of the Audit Committee are as follows:

1. to review significant financial policies of the Group and their implementation, and supervise the financial activities of the Group;
2. to review the financial information and relevant disclosures of the Group;
3. to consider and approve the risk management and internal control evaluation proposal of the Group, and supervise and evaluate the risk management and internal control of the Group;
4. to consider and approve the audit budget, remuneration of staff and appointment and dismissal of major officers of the Group, supervise and evaluate the work of internal audit of the Group and formulate the medium to long-term audit plan, annual working plan and internal audit system setting plan of the Group as authorised by the Board, and report to the Board;
5. to make recommendations to the Group, on the appointment, re-appointment and removal of external auditor, and evaluate the report of the external auditor to ensure that it undertakes its audit responsibilities;
6. to facilitate communications and monitor the relationship between the internal audit department and the external auditor;
7. to monitor the non-compliance of the Group in respect of the financial reports and the risk management and internal control; and
8. 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 Memorandum and the Articles of Association, and as authorised by the Board.

DIRECTORS AND SENIOR MANAGEMENT

Nomination Committee

The Nomination Committee of the Company consists of two independent non-executive Directors, namely Mr. Yu Shiyong and Mr. Zhu Yugang and an executive Director, Mr. Liu Dingli. Mr. Zhu Yugang currently serves as the chairman of the Nomination Committee. The primary duties of the Nomination Committee are as follows:

1. 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;
2. to make recommendations to the Board on the nomination of candidates for Directors, senior management and secretary of the Board;
3. to preliminarily examine the eligibility of candidates for Directors and senior management;
4. to make recommendations to the Board on the nomination of candidates for chairmen and members of the board committees; and
5. 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 Memorandum and the Articles of Association, and as authorised by the Board.

Remuneration Committee

The Remuneration Committee of the Company consists of two independent non-executive Directors, namely Mr. Yu Shiyong and Mr. Li Yinguo and an executive Director, Mr. Peng Shengqian. Mr. Li Yinguo currently serves as the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee are as follows:

1. to organise 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 the Directors and senior management and submit to the Board for approval; and
2. 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 Memorandum and the Articles of Association, and as authorised by the Board.

REMUNERATION AND COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The Group offers the executive Directors and senior management, as its employees, with remuneration in the form of salaries, allowances, benefits in kind, performance-related bonuses, pensions, and other social insurance benefits. Independent non-executive Directors receive compensation according to their duties (including serving as members or chairmen of the board committees).

DIRECTORS AND SENIOR MANAGEMENT

For the years ended 31 December 2021, 2022 and 2023, the aggregate remuneration before tax paid to the Directors (including of fees, salaries, discretionary bonuses, pension plan contributions, welfare, healthcare and other expenses) was approximately RMB2.3 million, RMB2.5 million and RMB1.5 million, respectively. Under the arrangements currently in force, it is estimated that the aggregate amount of remuneration of the Directors (including of fees, salaries, discretionary bonuses, pension plan contributions, welfare, healthcare and other expenses) for the year ending 31 December 2024 will be approximately RMB2.6 million.

The five highest paid individuals of the Group for the years ended 31 December 2021, 2022 and 2023 include three, three and two Directors respectively, whose emoluments are included in the aggregate amount of fees, salaries, discretionary bonuses, pension plan contributions, welfare, healthcare and other expenses paid to the relevant Directors as set out above. For the years ended 31 December 2021, 2022 and 2023, the aggregate amount of fees, salaries, discretionary bonuses, pension plan contributions, welfare, healthcare and other expenses paid to the remaining two, two and three individuals were RMB0.5 million, RMB1.1 million and RMB0.9 million, respectively. Further details on the remuneration of the five highest paid individuals during the Track Record Period are set out in the Accountants’ Report in Appendix I to this document.

During the Track Record Period, none of the Directors waived any remuneration. Save as disclosed above, during the Track Record Period, there were no other payments paid or payable to the Directors or five highest paid individuals by the Company or any of its subsidiaries (i) as an inducement to join or upon joining the Group or (ii) for the loss of any office in connection with the management of the affairs of any member of the Group.

For the details of the service contracts and appointment letters that entered into with the Directors, Please refer to the section headed “Statutory and General Information – C. Further Information about the Directors and substantial shareholders – 1. Directors – (b) Particulars of service contracts agreements and letters of appointment” in Appendix V to this document.

BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy which sets out the approach to achieve and maintain diversity in the Board. Pursuant to the Company’s 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. The Company will also consider its 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 the Board.

The Nomination Committee is responsible for the implementation of the board diversity policy. Upon [REDACTED] of the Listing, the Nomination Committee will review the board diversity policy from time to time to ensure its continued effectiveness and the Company will disclose the implementation of the board diversity policy in its corporate governance report on an annual basis.

DIRECTORS AND SENIOR MANAGEMENT

COMPLIANCE ADVISER

The Company has appointed Zhongtai International Capital Limited as its compliance adviser (the “**Compliance Adviser**”) upon the [REDACTED] in compliance with Rule 3A.19 of the Listing Rules.

The Compliance Adviser will provide the Company with guidance and advice as to compliance with the requirements under the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the Company will consult with and, if necessary, seek advice from the Compliance Adviser in the following circumstances:

- (i) before the publication of any regulatory announcement, circular, or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- (iii) where the Company proposes to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where the business activities, development or results of the Group deviates from any forecast, estimate or other information in this document; and
- (iv) where the Stock Exchange makes an inquiry to the Company regarding unusual movements in the price or trading volume of the Shares.

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