

## DIRECTORS AND SENIOR MANAGEMENT

### DIRECTORS AND SENIOR MANAGEMENT

The Board consists of seven Directors, comprising three executive Directors, one non-executive Director and three independent non-executive Directors. The following table provides certain information about the Directors:

Name	Age	Position(s)	Date of joining the Group (including the Pre-reorganization Group)	Date of appointment as a Director	Roles and responsibilities
XIE Fangmin (謝方敏)	45	Chairman of the Board, executive Director and chief executive officer	August 10, 2015	September 26, 2019	Overall business management of the Group
ZHOU Feng	55	Executive Director and chief strategy officer	November 20, 2015	September 26, 2019	Strategic planning, operation and investment and financing of the Group
ZOU Yuming (鄒宇鳴)	43	Executive Director and chief financial officer	August 1, 2018	August 9, 2021	Corporate finance and financial management of the Group, investor relations, and secretarial affairs of the Board
David McKee HAND	50	Non-executive Director	September 4, 2018	December 14, 2020	Providing strategic advice on the business development, operations and management of our Group

## DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Position(s)	Date of joining the Group (including the Pre- reorganization Group)	Date of appointment as a Director	Roles and responsibilities
WANG Haizhong (王海忠)	57	Independent non-executive Director	[●]	[●]	Providing independent opinion and judgment to the Board
KANG Wei (康韋)	56	Independent non-executive Director	[●]	[●]	Providing independent opinion and judgment to the Board
ZHU Xiaolu (朱小路)	40	Independent non-executive Director	[●]	[●]	Providing independent opinion and judgment to the Board

### DIRECTORS

#### Executive Directors

**Mr. XIE Fangmin (謝方敏)**, aged 45, is our founder, chairman of the Board, executive Director and chief executive officer. He has been our Director since September 26, 2019 and was re-designated as an executive Director in September 2021. He is responsible for overall business management of the Group. Mr. Xie joined Guangdong Jianke and became one of its shareholders in 2011, and founded Yunyi Inc., the ultimate parent company of the Pre-reorganization Group, in August 2015. Prior to that, Mr. Xie served in Baidu (China) Co., Ltd. Guangzhou Branch (百度(中國)有限公司廣州分公司) from August 2005 to March 2009 and his last position was director of value-added services of the operation department. In the early 2000s, Mr. Xie worked at eLong.com (藝龍網), an online travel services provider in the PRC.

Mr. Xie received a master’s degree in business administration from the Sun Yat-Sen University (中山大學), in Guangzhou, the PRC in June 2010. He also received an executive master’s degree in business administration from The Hong Kong University of Science and Technology (香港科技大學) in Hong Kong, the PRC and Tsinghua University (清華大學) in Beijing, the PRC in June 2017 and June 2022 respectively.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

**Mr. ZHOU Feng**, aged 55, is our executive Director and chief strategy officer. He has been our Director since September 26, 2019 and was re-designated as an executive Director in September 2021. He is responsible for strategic planning, operation and investment and financing of the Group. Mr. Zhou joined the Pre-reorganization Group in November 2015 focusing on management and operations and later became a shareholder, working jointly with Mr. Xie to lead the management and operations of the Group.

Mr. Zhou served as the chief executive officer in Lashou Group Inc., a company principally engaged in e-commerce services, from December 2012 to October 2014. He served as a vice president in Fortune Software (Beijing) Co. Ltd. (財富軟件(北京)有限公司), a company principally engaged in finance technology services, from May 2011 to April 2012, and was primarily responsible for operation and management of the personal business of the company. From November 2007 to November 2009, Mr. Zhou served as an executive vice president in Beijing Kaituo Tianji Information Technology Co., Ltd. (北京開拓天際信息技術有限公司), a company principally engaged in operation of communication platform, and was mainly responsible for sales operation of the company. He worked at sales and operations department in Baidu Online Network Technology (Beijing) Co. Ltd. (百度在線網絡技術(北京)有限公司) from April 2005 to September 2007. Mr. Zhou served at Dell (China) Co., Ltd. (戴爾(中國)有限公司) from November 2003 to April 2005 with his last position as marketing director of the software & peripherals centre of competence. In the 1990s, Mr. Zhou worked at a number of companies in electronics industry in Singapore including Duet-ESM Electronics (S) Pte Ltd and Sony Marketing International (Singapore) Pte Ltd.

Mr. Zhou has been deeply involved in managing and supervising the Company’s business operations. He spent a significant amount of his time traveling to the Company’s offices in the PRC, and has also made extensive use of teleconference and online collaboration tools to efficiently manage and supervise the Company’s business operation in the PRC.

Mr. Zhou received a bachelor’s degree in electronic engineering from Tsinghua University (清華大學) in Beijing, the PRC in July 1993 and a master’s degree in business administration from Yale University in New Haven Connecticut, the US in May 2003.

**Mr. ZOU Yuming (鄒宇鳴)**, aged 43, is our executive Director and chief financial officer. He has been our Director since August 9, 2021 and was re-designated as an executive Director in September 2021. He is responsible for corporate finance and financial management of the Group, investor relations, and secretarial affairs of the Board. Mr. Zou joined our Group as vice president of strategic development in August 2018 and was appointed as our chief financial officer in April 2021.

Prior to joining our Group, Mr. Zou served as a trader and an executive director in JP Morgan Chase & Co. from July 2003 to July 2018. Since January 2020, he has served as an independent non-executive director of eCargo Holdings Limited, a company listed on the Australian Securities Exchange (ASX: ECG).

---

## DIRECTORS AND SENIOR MANAGEMENT

---

Mr. Zou has been deeply involved in managing and supervising the Company’s business operations. He efficiently manages and supervises the Company’s business operation in the PRC by making extensive use of teleconference and online collaboration tools, as well as traveling frequently to the Company’s offices in the PRC.

Mr. Zou received both a bachelor’s degree in economics and a master’s degree in statistics from Harvard University in Cambridge, Massachusetts, the US in June 2003. Mr Zou is a Chartered Financial Analyst (CFA) and obtained the qualification from the Chartered Financial Analyst Institute in 2009.

### Non-executive Director

**Mr. David McKee HAND**, aged 50, is our non-executive Director. He has been our Director since December 14, 2020 and was re-designated as a non-executive Director in September 2021. Mr. Hand is mainly responsible for providing strategic advice on the business development, operations and management of our Group. He is a Partner and the Head of Ares Asia Private Equity since October 2023 and oversees all of Ares Asia’s private equity investment in the Asia-Pacific region. Prior to Ares Asia, he was a co-founder, managing director and managing partner of Crescent Point since January 2003 and was mainly responsible for overseeing all of Crescent Point’s activities and investments.

He served as an analyst in the investment banking division of Morgan Stanley & Co. LLC from July 1996 to July 1999. Mr. Hand was a director of Baozun Inc., a company listed on the NASDAQ and the Hong Kong Stock Exchange (NASDAQ: BZUN, HKEX: 9991), from 2011 to April 2018, and was mainly responsible for providing general corporate oversight to the company as a director.

Mr. Hand received a bachelor’s degree in economics from Yale University in New Haven, Connecticut, the US in May 1996 and a master’s degree in business administration from Harvard University in Cambridge, Massachusetts, the US in June 2004.

### Independent Non-executive Directors

**Dr. WANG Haizhong (王海忠)**, aged 57, was appointed as our independent non-executive Director on [●]. He is responsible for providing independent opinion and judgment to the Board.

Dr. Wang is currently a professor and doctoral supervisor of the School of Business of Sun Yat-Sen University (中山大學), having been working at Sun Yat-Sen University since August 2005. Dr. Wang was a professor of the School of Business Administration of Guangdong University of Finance and Economics (廣東財經大學) from May 1996 to December 2003. He served as an assistant research fellow and lecturer in South Asia Research Center of Sichuan University (四川大學) from July 1992 to April 1996. He has been a member of the Industrial Corporate Brand Development Expert Committee of the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) since June 2012.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

Dr. Wang received a bachelor degree in agricultural economics from Southwestern University of Finance and Economics (西南財經大學) in Sichuan Province, the PRC in July 1989, and a master degree in law from Sichuan University (四川大學) in Sichuan Province, the PRC in July 1992. He also received a doctoral degree in management from Sun Yat-Sen University (中山大學) in Guangdong Province, the PRC in December 2002. He completed post-doctoral study in School of Economics and Management of Tsinghua University (清華大學) in Beijing, the PRC in September 2005.

**Ms. KANG Wei (康韋)**, aged 56, was appointed as our independent non-executive Director on [●]. She is responsible for providing independent opinion and judgment to the Board.

Ms. Kang is currently the executive advisor of Beijing RDPAC International Consulting Co., Ltd. (北京阿迪派克國際諮詢有限公司) (“**RDPAC**”), a company principally engaged in pharmaceutical registration, compliance and commercialization consultancy services, having held that position since February 2018. She has also been an executive consultant in RDPAC since October 2023. She served as a vice general manager and was responsible for leading the nephrology business unit of Beijing Fresenius Kabi Pharmaceutical Co., Ltd. (北京費森尤斯卡比醫藥有限公司) from 2010 to September 2017. Ms. Kang served at Shanghai Novartis Trading Ltd. (上海諾華貿易有限公司) from July 1995 to February 2011 and her last position was senior marketing director.

Ms. Kang received a bachelor’s degree in cell-biology from Xiamen University (廈門大學) in Fujian, the PRC in July 1989 and a master’s degree in business administration from University of Western Sydney in Sydney, Australia in September 2004. She received an advance program certificate from Dartmouth College in New Hampshire, the US in April 2010, and a postgraduate certificate in leadership capability in Glasgow Caledonian University in United Kingdom in February 2010.

**Mr. ZHU Xiaolu (朱小路)**, aged 40, was appointed as our independent non-executive Director on [●]. He is responsible for providing independent opinion and judgment to the Board.

Mr. Zhu has been a partner of Junchuan Capital (君川資本) since December 2022. He successively served as a co-chief financial officer and the chief financial officer of Qutoutiao Inc., a company listed on the NASDAQ (NASDAQ: QTT), principally engaged in operation of mobile content platforms, from May 2019 to November 2022. Prior to that, Mr. Zhu served at Qunar Cayman Islands Limited, a company previously listed on the NASDAQ and delisted in March 2017, from November 2014 to November 2017 with his last position as the chief financial officer. From April 2012 to October 2014, Mr. Zhu served as a vice president of finance in Beijing Lashou Internet Technology Co., Ltd. (北京拉手網絡技術有限公司), a company mainly engaged in operation of Lashou.com. Mr. Zhu served as a manager of investment banking in Goldman Sachs Gao Hua Securities Company Limited (高盛高華證券有限責任公司) from July 2009 to March 2011.

## DIRECTORS AND SENIOR MANAGEMENT

Mr. Zhu received a bachelor degree in law from Peking University (北京大學) in Beijing, the PRC in July 2005, and a Juris Doctor degree from Duke University in Durham, North Carolina, the US in May 2009.

### SENIOR MANAGEMENT

The following table provides information about members of the senior management of the Group:

<u>Name</u>	<u>Age</u>	<u>Position(s)</u>	<u>Date of joining the Group (including the Pre-reorganization Group)</u>	<u>Date of appointment as senior management</u>	<u>Roles and responsibilities</u>
XIE Fangmin (謝方敏)	45	Chairman of the Board, executive Director and chief executive officer	August 10, 2015	August 10, 2015	Overall business management of the Group
ZHOU Feng	55	Executive Director and chief strategy officer	November 20, 2015	November 20, 2015	Strategic planning, operation and investment and financing of the Group
ZOU Yuming (鄒宇鳴)	43	Executive Director and chief financial officer	August 1, 2018	August 1, 2018	Corporate finance and financial management of the Group, investor relations, and secretarial affairs of the Board

For biographical details of **Mr. XIE Fangmin (謝方敏)**, **Mr. ZHOU Feng** and **Mr. ZOU Yuming (鄒宇鳴)**, please see “—Executive Directors” of this section.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

### DIRECTORS’ AND SENIOR MANAGEMENT’S INTERESTS

Save as disclosed above, none of our Directors or senior management members has been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this Document.

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

As of the Latest Practicable Date, save for the interests in the shares of the Company held by Mr. Xie, Mr. Zhou and Mr. ZOU Yuming, our executive Directors, and by Mr. David McKee Hand, our non-executive Director, which are disclosed in the section headed “Statutory and General Information—C. Further Information about Our Directors” in Appendix IV in this document, none of our Directors held any interest in the securities within the meaning of Part XV of the SFO.

As of the Latest Practicable Date, none of our Directors or senior management are related to other Directors or senior management of our Company.

### JOINT COMPANY SECRETARIES

**Mr. ZOU Yuming (鄒宇鳴)** was appointed as one of the joint company secretaries of our Company on September 6, 2021. For details of his biography, see “—Executive Directors.”

**Ms. FUNG Po Ting (馮寶婷)**, was appointed as one of the joint company secretaries of our Company on May 3, 2023. Ms. Fung is a manager of the listing services department of TMF Hong Kong Limited, responsible for providing corporate secretarial and compliance services to listed companies. She has over 12 years of experience in the corporate secretarial field. Ms. Fung is an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. Ms. Fung obtained her master’s degree in Corporate Governance and her bachelor’s degree in Corporate Administration of Business Administration from Hong Kong Metropolitan University (formerly known as The Open University of Hong Kong) in 2020 and 2016, respectively.

### DIRECTORS’ REMUNERATION

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

---

## DIRECTORS AND SENIOR MANAGEMENT

---

The aggregate amount of remuneration (including basic salaries, housing allowances, other allowances and benefits in kind, contributions to pension plans and discretionary bonuses) for the Directors for the years ended December 31, 2021, 2022 and 2023 was RMB5.8 million, RMB8.7 million and RMB12.7 million, respectively.

For the years ended December 31, 2021, 2022 and 2023, the aggregate amount of remuneration (including basic salaries, housing allowances, other allowances and benefits in kind, contributions to pension plans and discretionary bonuses) for the five highest paid individuals who are neither a Director nor chief executive of the Group were RMB2.5 million, RMB3.4 million and RMB3.7 million, respectively.

Save as disclosed above, no other payments have been paid or are payable in respect of the Track Record Period to the Directors by the Group.

During the Track Record Period, no amount was paid to, or receivable by, the Directors or the five highest paid individuals as an inducement to join or upon joining the Group. No compensation was paid to, or receivable by, the Directors, past Directors or the five highest paid individuals during the Track Record Period for the loss of office as director of any member of the Group or of any other office in connection with the management of the affairs of any member of the Group. None of the Directors waived any emoluments during the Track Record Period.

### RSU SCHEME

We adopted the RSU Scheme. For further details, please see the section headed “Statutory and General Information—D. RSU Scheme” in this Document.

### CORPORATE GOVERNANCE CODE

We have adopted certain corporate governance measures in compliance with the Corporate Governance Code set out in Appendix C1 to the Listing Rules (the “**Corporate Governance Code**”). We aim to achieve a high standard of corporate governance, which is crucial to safeguard the interests of the Shareholders. To accomplish this, we expect to comply with the Corporate Governance Code after the [REDACTED], except for the following:

Pursuant to code provision C.2.1 in the Corporate Governance Code as set out in Appendix C1 to the Listing rules, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

Mr. XIE Fangmin is currently serving as the chairman of the Board as well as the chief executive officer of our Company. As Mr. Xie is the founder of our Group and has been managing our Group’s business since its establishment, our Directors consider that vesting the roles of chairman and chief executive officer in Mr. Xie is beneficial to the business prospects and management of our Group by ensuring consistent leadership within our Group. Taking into account all the corporate governance measures that we are going to implement upon [REDACTED], 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 the circumstances of our Group as a whole.

Saved as disclosed above, as of the Latest Practicable Date and to the best of the knowledge, information and belief of our Directors, having made all reasonable enquiries, the Directors are not aware of any deviation from provisions in the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

### **BOARD COMMITTEE**

Save and except that nomination committee is chaired by Mr. Xie, each of our audit committee and remuneration committee is chaired by an independent non-executive Director. All committees comprise a majority of independent non-executive Directors.

#### **Audit Committee**

We have established an audit committee in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The primary duties of the audit committee are to review and supervise the financial reporting process and internal audit system of the Group, review and approve connected transactions and to advise the Board. The audit committee comprises three independent non-executive Directors, namely Mr. ZHU Xiaolu, Dr. WANG Haizhong and Ms. KANG Wei. Mr. ZHU Xiaolu, being the chairman of the committee, is appropriately qualified as required under Rules 3.10(2) and 3.21 of the Listing Rules.

#### **Remuneration Committee**

We have established a remuneration committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The primary duties of the remuneration committee are to review and make recommendations to the Board regarding the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management. The remuneration committee comprises one non-executive Director and two independent non-executive Directors, namely Ms. KANG Wei, Mr. ZHU Xiaolu and Mr. David McKee HAND. Ms. KANG Wei is the chairlady of the committee.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

### Nomination Committee

We have established a nomination committee in compliance with Rule 3.27A of the Listing Rules and the Corporate Governance Code. The primary duties of the nomination committee are to make recommendations to the Board regarding the appointment of Directors and Board succession. The nomination committee comprises one executive Director, and two independent non-executive Directors, namely Mr. XIE Fangmin, Mr. ZHU Xiaolu and Dr. WANG Haizhong. Mr. XIE Fangmin is the chairman of the committee.

### BOARD DIVERSITY POLICY

We recognize and embrace the benefits of having a diverse Board and see increasing diversity at the Board level as an essential element in maintaining our competitive advantage. The nomination committee will review annually the structure, size and composition of our Board and where appropriate, make recommendations on changes to our Board to complement our corporate strategy.

In relation to reviewing and assessing our Board composition, our nomination committee will consider a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional qualifications, skills, knowledge, length of service and industry and regional experience. Meanwhile, our Company will consider the above factors based on our business mode and our specific needs, and the ultimate decision will be based on merit and contribution that the selected candidates will bring to our Board.

We have taken, and will continue to take, steps to promote gender diversity at all levels of our Company, including but not limited to our Board and the senior management levels. While we recognise that gender diversity at our Board level can be improved given one out of seven of our Directors is female upon the [REDACTED], we will continue to apply the principle of appointments based on merits with reference to our board diversity policy as a whole, and we have also taken, and will continue to take steps to promote gender diversity at all levels of our Company, including but not limited to the Board and the management levels. After the [REDACTED], we will strive to achieve gender balance of the Board through certain measures to be implemented by our nomination committee in accordance with our board diversity policy. In particular, taking into account the business needs of our Group and changing circumstances from time to time that may affect our Group’s business plans, we will actively identify female individuals suitably qualified to become our Board members and we aim to achieve a target of 30% female representation in our Board, during the period of which we are [REDACTED] on the Stock Exchange. To further ensure gender diversity of our Board in a long run, our Group will also identify and select several female individuals with a diverse range of skills, experience and knowledge in different fields from time to time, and maintain a list of such female individuals who possess qualities to become our Board members, which will be reviewed by our nomination committee quarterly in order to develop a pipeline of potential successors to our Board to promote gender diversity of our Board.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

Our nomination committee will discuss and where necessary, agree on the additional measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. We aim to maintain an appropriate balance of diversity perspectives of our Board that are relevant to our business growth. After the [REDACTED], our Board will monitor the implementation of the board diversity policy and review the board diversity policy from time to time to ensure its continued effectiveness. We will also disclose in our annual corporate governance report a summary of the board diversity policy together with information regarding the implementation of the board diversity policy.

### COMPLIANCE ADVISOR

We have appointed Somerley Capital Limited as the compliance advisor (the “**Compliance Advisor**”) pursuant to Rule 3A.19 of the Listing Rules. The Compliance Advisor will provide us with guidance and advice as to compliance with the Listing Rules and applicable Hong Kong laws. Pursuant to Rules 3A.23 of the Listing Rules, the Compliance Advisor will advise the Company in certain circumstances and/or matters including:

- (a) before the publication of any regulatory announcement, circular, or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- (c) where we propose to use the proceeds of the [REDACTED] in a manner different from that detailed in this document or where the business activities, development or results of the Group deviate from any forecast, estimate or other information in this document; and
- (d) where the Stock Exchange makes an inquiry to the Company regarding unusual movements in the price or [REDACTED] of its [REDACTED] securities or any other matters in accordance with Rule 13.10 of the Listing Rules.

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

### CONFIRMATION FROM OUR DIRECTORS

#### 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 September 2021, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

### **Rule 3.13 of the Listing Rules**

Each of the independent non-executive Directors confirms (i) his or her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (ii) that he or she has no past or present financial or other interests in the business of our Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of our Company; and (iii) that there are no other factors that may affect his or her independence at the time of his or her appointment.

### **Rule 8.10 of the Listing Rules**

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