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YiChang HEC ChangJiang Pharmaceutical Co., Ltd.

宜昌東陽光長江藥業股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01558)

REVISION OF ANNUAL CAPS OF CONTINUING CONNECTED TRANSACTIONS

Reference is made to the announcements of YiChang HEC ChangJiang Pharmaceutical Co., Ltd. (the "**Company**") dated 10 February 2023 and 27 February 2023 (the "**Announcements**"), the circular of the Company dated 17 May 2023 (the "**Circular**") and the poll results announcement of the Company dated 2 June 2023, in relation to, among others, the continuing connected transactions of the Company. Unless otherwise defined, capitalized terms in this announcement shall have the same meaning as defined in the Announcements and the Circular.

1. ENERGY PURCHASE FRAMEWORK AGREEMENT

As disclosed in the Circular, the Company and Shenzhen HEC Industrial entered into the Energy Purchase Framework Agreement in relation to supply of Energy by Shenzhen HEC Industrial, under which the annual caps for each of the three years ending 31 December 2023, 2024 and 2025 were RMB50,400,000, RMB56,750,000 and RMB56,750,000, respectively.

Historical Transaction Amount

As of 30 September 2023, the transaction amount under the Energy Purchase Framework Agreement amounted to approximately RMB37,223,000, representing approximately 73.9% of the original annual cap for the year ending 31 December 2023 with only approximately one-fourth of the original annual cap available for the Group's energy consumption in the fourth quarter of 2023.

Revision of the original annual cap

It is expected that the Group's demand for Energy will be higher in the fourth quarter of 2023 in light of the historical energy consumption pattern with higher demand for electricity in winter, and the fact that the insulin factory of the Group has commenced production recently. Accordingly, to satisfy the Group's Energy demand for the year ending 31 December 2023, the Board intend to increase the annual cap under the Energy Purchase Framework Agreement for the year ending 31 December 2023.

After taking into consideration the estimated demand for Energy of the Group, the Board proposed to revise the original annual cap under the Energy Purchase Framework Agreement for the year ending 31 December 2023 as follows:

	Annual cap for the year ending 31 December 2023 (RMB)
Original annual cap Upward adjustment	50,400,000 940,000
Revised Annual cap	51,340,000

Save for the revised annual cap for the year ending 31 December 2023, all other terms of the Energy Purchase Framework Agreement as disclosed in the Circular remain unchanged.

The revised annual cap for the year ending 31 December 2023 under the Energy Purchase Framework Agreement is determined with reference to (1) the historical utilities expenses of the Group in the past financial years, in particular that of the fourth quarter, and the actual costs incurred under the Energy Purchase Framework Agreement for the nine months ended 30 September 2023; (2) the expected production output of the Group's insulin factory; and (3) the estimated demand for Energy of the Group for the year ending 31 December 2023.

Pricing Policy

Purchase price for Energy was primarily determined in accordance with (i) the reply letter from the Price Bureau of Yichang Municipal in relation to the electricity supply price in direct supply district by Yichang HEC Power Plant Co., Ltd.* (宜昌東陽光火力 發電有限公司), a direct non-wholly owned subsidiary of Shenzhen HEC Industrial, from time to time; and (ii) the price for similar enterprises as stipulated in the price list for steam supply to enterprise from Yichang Investment Promotion Bureau* (宜昌市招商局) from time to time.

The terms of the Energy Purchase Framework Agreement has not been changed or modified in any way and the major terms (including pricing policy) are set out in the section headed "CONTINUING CONNECTED TRANSACTIONS PROVIDED BY SHENZHEN HEC INDUSTRIAL GROUP TO THE GROUP — 1. Energy Purchase Framework Agreement" in the Circular.

Reasons for and benefits of the revised annual cap

Historically, the Group purchased Energy from Shenzhen HEC Industrial Group for the daily production of pharmaceutical preparations. The Group does not own any boilers for steam production and does not own any power plant to generate electricity. As the power plant of Shenzhen HEC Industrial Group is close to the production facilities of the Group, it is commercially desirable to continue to purchase Energy from them.

The Directors (including the independent non-executive Directors) consider that the revised annual cap under the Energy Purchase Framework Agreement are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

2. APIS PURCHASE AGREEMENT

As disclosed in the Circular, the Company and Shenzhen HEC Industrial entered into the APIs Purchase Agreement in relation to purchase of certain APIs from Shenzhen HEC Industrial with annual caps of RMB38,946,300, RMB53,786,800 and RMB75,442,100 for each of the three years ending 31 December 2023, 2024 and 2025, respectively.

Historical Transaction Amount

As of 30 September 2023, the transaction amount under the APIs Purchase Agreement amounted to approximately RMB29,358,000, representing approximately 75.4% of the original annual cap for the year ending 31 December 2023 with only approximately one-fourth of the original annual cap available for the Group's drug production in the fourth quarter of 2023, and it is expected to be insufficient to meet the production demand of the Group in the fourth quarter of 2023. Therefore, in order to satisfy the Group's production needs for the fourth quarter of 2023, the Board intend to increase the annual cap under the APIs Purchase Agreement for the year ending 31 December 2023.

Revision of the original annual cap

After taking into consideration the production capacity of the Group's facilities and the expected demand for the products of the Group, the Board proposed to revise the original annual cap under the APIs Purchase Agreement for the year ending 31 December 2023 as follows:

	Annual cap for the year ending 31 December 2023 (RMB)
Original annual cap Upward adjustment	38,946,300 18,411,800
Revised Annual cap	57,358,100

Save for the revised annual cap for the year ending 31 December 2023, all other terms of the APIs Purchase Agreement as disclosed in the Circular remain unchanged.

The revised annual cap for the year ending 31 December 2023 under the APIs Purchase Agreement is determined with reference to (1) the historical transaction amounts paid by the Group for APIs in the past financial years and the nine months ended 30 September 2023; (2) the expected needs of APIs as raw materials for the Group's production, in particular, the production of Emitasvir Phosphate products; (3) the estimated demand for Group's Emitasvir Phosphate products the year ending 31 December 2023; and (4) expected increase in transaction amounts in the future due to the Group's business development.

Pricing Policy

The terms of the APIs Purchase Agreement has not been changed or modified in any way and the major terms (including pricing policy) are set out in the section headed "CONTINUING CONNECTED TRANSACTIONS PROVIDED BY SHENZHEN HEC INDUSTRIAL GROUP TO THE GROUP — 2. APIs Purchase Agreement" in the Circular.

Reasons for and benefits of the revised annual cap

Historically, the Group purchased certain APIs from Shenzhen HEC Industrial Group for the production of drugs. Shenzhen HEC Industrial Group is one of the largest suppliers in the relevant APIs market. As such, the Group believes that the quality of the APIs provided by the Shenzhen HEC Industrial Group is no less favourable than those offered by other third-party suppliers. It is commercially desirable for us to continue to purchase APIs from Shenzhen HEC Industrial Group due to the facts that (i) their locations are adjacent to the Group, which is more convenient for the transportation of APIs; and (ii) the price and terms offered by them are fair and reasonable and no less favourable than those offered by independent third party suppliers to the Group.

The Directors (including the independent non-executive Directors) consider that the revised proposed annual cap under the APIs Purchase Agreement are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

3. PACKAGING AND PRODUCTION MATERIALS PURCHASE FRAMEWORK AGREEMENT

As disclosed in the Circular, the Company and Shenzhen HEC Industrial entered into Packaging and Production Materials Purchase Framework Agreement in relation to purchase of Packaging Materials for packaging and production of the drugs manufactured by the Group from Shenzhen HEC Industrial, pursuant to which the annual caps thereunder for each of the three years ending 31 December 2023, 2024 and 2025 were RMB40,600,000, RMB40,600,000 and RMB40,600,000, respectively.

Historical Transaction Amount

As of 30 September 2023, the transaction amount under the Packaging and Production Materials Purchase Framework Agreement amounted to approximately RMB30,520,000, representing approximately 75.2% of the original annual cap for the year ending 31 December 2023 with only approximately one-fourth of the original annual cap available for the Group's drug production in the fourth quarter of 2023, and it is expected to be insufficient to meet the production demand of the Group in the fourth quarter of 2023. Therefore, in order to satisfy the Group's production needs for the fourth quarter of 2023, the Board intend to increase the annual cap under the Packaging and Production Materials Purchase Framework Agreement for the year ending 31 December 2023.

Revision of the original annual cap

After taking into consideration the expected sales volume of the drugs manufactured by the Group and the inventories of the Group, the Board proposed to revise the original annual cap under the Packaging and Production Materials Purchase Framework Agreement for the year ending 31 December 2023 as follows:

	Annual cap for the year ending 31 December 2023 (<i>RMB</i>)
Original annual cap Upward adjustment	40,600,000 3,380,000
Revised Annual cap	43,980,000

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Save for the revised annual cap for the year ending 31 December 2023, all other terms of the Packaging and Production Materials Purchase Framework Agreement as disclosed in the Circular remain unchanged.

The revised annual cap for the year ending 31 December 2023 under the Packaging and Production Materials Purchase Framework Agreement is determined with reference to (1) the historical transaction amounts; and (2) the estimated market demand for the year ending 31 December 2023.

Pricing Policy

When selecting third-party suppliers of Packaging Materials, the Company has obtained quotations from Shenzhen HEC Industrial and at least two independent third-party suppliers. The Directors consider that the prices and terms offered by Shenzhen HEC Industrial were fair and reasonable, on normal commercial terms, and in any event no less favorable to the Group than those available from independent third parties.

The terms of the Packaging and Production Materials Purchase Framework Agreement has not been changed or modified in any way and the major terms (including pricing policy) are set out in the section headed "CONTINUING CONNECTED TRANSACTIONS PROVIDED BY SHENZHEN HEC INDUSTRIAL GROUP TO THE GROUP — 3. Packaging and Production Materials Purchase Framework Agreement" in the Circular.

Reasons for and benefits of the revised annual cap

Historically, the Group purchased Packaging Materials from Shenzhen HEC Industrial Group for packaging of the drugs manufactured by the Group, and therefore they are familiar with our requirements for such materials. In addition, with better understanding of the Company's business and communication in a more efficient and effective manner, Shenzhen HEC Industrial Group are able to complete the Company's purchase orders more efficiently.

The Directors (including the independent non-executive Directors) consider that the revised proposed annual cap under the Packaging and Production Materials Purchase Framework Agreement are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

4. LEASING AND OTHER SERVICES FRAMEWORK AGREEMENT

As disclosed in the Company's announcement dated 10 February 2023, the Company entered into the Leasing and Other Services Framework Agreement in relation to the provision of Leasing and Conference Services by Shenzhen HEC Industrial to the Company and the annual caps under the Leasing and Other Services Framework Agreement for the years ending 31 December 2023, 2024 and 2025 are RMB12,383,300, RMB12,999,500 and RMB13,003,300, respectively.

Historical Transaction Amount

As of 30 September 2023, the transaction amount the Leasing and Other Services Framework Agreement amounted to approximately RMB4,941,000, representing approximately 39.9% of the original annual cap.

Revision of the original annual Cap

In light of the recovering market sentiment in 2023, the Group has initiated more academic conferences and marketing events in order to capture the market opportunities. Accordingly, the expenses in rental for venue for hosting the relevant academic conferences and marketing events increased. After taking into consideration the marketing plan and conference schedule of the Group in the fourth quarter of 2023, the Board proposed to revise the original annual cap under the Leasing and Other Services Framework Agreement for the year ending 31 December 2023 as follows:

	Annual cap for the year ending 31 December 2023 (RMB)
Original annual cap Upward adjustment	12,383,300 10,000,000
Revised Annual cap	22,383,300

Save for the revised annual cap for the year ending 31 December 2023, all other terms of the Leasing and Other Services Framework Agreement as disclosed in the announcement of the Company dated 10 February 2023 remain unchanged.

The revised annual cap for the year ending 31 December 2023 under the Leasing and Other Services Framework Agreement is determined with reference to (1) the marketing plan and conference schedule of the Group in the fourth quarter of 2023; and (2) fair and reasonable market prices and normal commercial terms, which are not higher than the fees charged by third parties for similar services. The Group recorded good results for businesses in all pipelines due to the overall lifting of restrictions by domestic epidemic prevention and control policies, the gradual improvement in socio-economic performance, the normalization of flow of people and daily social activities and the ideal recovery of overall visitor flow, treatment activities and drug prescription volume of end-user medical institutions. In order to further seize business development opportunities and strengthen the brand building for the core products of the Group, marketing activities and academic promotion conferences held in hotels of Shenzhen HEC Industrial Group are expected to increase significantly. At the same time, the amount in relation to accommodation and catering services will also increase accordingly. With reference to the promotional activities and conference arrangements of the Group, it is expected that the transaction amount of the Group using conference services provided by Shenzhen HEC Industrial Group in the fourth quarter of 2023 is anticipating a growth of RMB10,000,000.

Pricing Policy

The fee for conference services charged by Shenzhen HEC Industrial to the Group is determined with reference to the actual consumption volume and the price of settlement published by Yichang Shancheng Shuidu Hotel Co., Ltd* (宜昌山城水都大飯店有限公司), a subsidiary of Shenzhen HEC Industrial, based on the unified external settlement price list published by the hotel with the most preferential discount, and are settled based on the actual consumption volume.

The terms of the Leasing and Other Services Framework Agreement has not been changed or modified in any way and the major terms (including pricing policy) are set out in the announcement of the Company dated 10 February 2023.

Reasons for and benefits of the revised annual cap

Historically, the Group rent venue for holding the academic promotion activities operated by Shenzhen HEC Industrial Group as we do not own such facilities. Further, the hotel venue are located relatively convenient and close to the production base of the Group and the services and price offered by Shenzhen HEC Industrial Group are not inferior than those offered by independent third parties. We have maintained long-term cooperation with Shenzhen HEC Industrial Group and it is beneficial to the Group's operation. Therefore, it is commercially desirable to continue to obtain Leasing and Conference Services from Shenzhen HEC Industrial Group.

Shenzhen HEC Industrial Group are familiar with the Group's business and operational needs, and maintain good cooperation relationship with the Group, which can provide the necessary inspection and testing services for the business development of the Group, the Board therefore is of the view that obtaining inspection and testing services from Shenzhen HEC Industrial Group is beneficial to the steady development of the Group's business.

The Directors (including the independent non-executive Directors) consider that the revised proposed annual cap under the Leasing and Other Services Framework Agreement are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

5. APIS AND PHARMACEUTICAL PRODUCTS SALES FRAMEWORK AGREEMENT

As disclosed in the Company's announcement dated 10 February 2023, the Company entered into the APIs and Pharmaceutical Products Sales Framework Agreement in relation to the sales of APIs and pharmaceutical products to Shenzhen HEC Industrial, and the annual caps under the APIs and Pharmaceutical Products Sales Framework Agreement for the three years ending 31 December 2023, 2024 and 2025 were RMB18,000,000, RMB20,000,000 and RMB22,000,000, respectively.

Historical Transaction Amount

As of 30 September 2023, the Group has received invoices under the APIs and Pharmaceutical Products Sales Framework Agreement with an aggregate sum of approximately RMB12,553,000, representing 69.7% of the annual cap for the year ending 31 December 2023.

Revision of the original annual cap

After taking into consideration the production needs of the Group, the Board proposed to revise the original annual cap under the APIs and Pharmaceutical Products Sales Framework Agreement for the year ending 31 December 2023 as follows:

	Annual cap for the year ending 31 December 2023 (<i>RMB</i>)
Original annual cap Upward adjustment	18,000,000 12,818,500
Revised Annual cap	30,818,500

Save for the revised annual cap for the year ending 31 December 2023, all other terms of the APIs and Pharmaceutical Products Sales Framework Agreement as disclosed in the announcement of the Company dated 10 February 2023 remain unchanged.

The revised annual cap for the year ending 31 December 2023 under the APIs and Pharmaceutical Products Sales Framework Agreement is determined with reference to (1) fair price and expected sales volume of each API; (2) the estimated market demand for the year ending 31 December 2023; and (3) the Group's business development strategies. As Shenzhen HEC Industrial Group's product, Olanzapine Tablets, was awarded bids from more provinces in the centralized volume purchasing in 2023, it is expected that the sales volume of the product will increase year-on-year in the fourth quarter, and the demand for purchasing of APIs will also increase accordingly.

Pricing Policy

The fees to be charged by the Group to the Shenzhen HEC Industrial Group shall not be lower than the price charged by any independent third parties, and the price will be determined according to customs export weighted average price, and the data from official website of the Center for Drug Evaluation of the National Medical Products Administration* (國家藥品監督管理局藥品審評中心).

The terms of the APIs and Pharmaceutical Products Sales Framework Agreement has not been changed or modified in any way and the major terms (including pricing policy) are set out in the announcement of the Company dated 10 February 2023.

Reasons for and benefits of the revised annual cap

The principal activities of the Group include the sale of APIs. As part of its ordinary and usual course of business, the Group sells certain APIs and pharmaceutical products to Shenzhen HEC Industrial at prices and terms consistent with the prevailing market prices and conditions of the relevant products.

The Directors (including the independent non-executive Directors) consider that the revised proposed annual cap under the APIs and Pharmaceutical Products Sales Framework Agreement are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, Sunshine Lake Pharma is entitled to control the exercise of approximately 51.41% of voting rights in the Company, and is therefore a controlling Shareholder and a connected person of the Company. Shenzhen HEC Industrial is the holding company of the Sunshine Lake Pharma. Therefore, as an associate of Sunshine Lake Pharma, Shenzhen HEC Industrial constitutes a connected person of the Company by virtue of being the holding company of the controlling Shareholder of the Company pursuant to Chapter 14A of the Listing Rules. Therefore, the transactions between the Company and Shenzhen HEC Industrial constitute connected transactions of the Company.

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the aggregated increase in proposed annual caps of each of the Energy Purchase Framework Agreement, the APIs Purchase Agreement, the Packaging and Production Materials Purchase Framework Agreement, Leasing and Other Services Framework Agreement and APIs and Pharmaceutical Products Sales Framework Agreement exceeds 0.1% but less than 5%, such transactions and the revised proposed annual caps contemplated thereunder are subject to the reporting, announcement and annual review requirements, but are exempted from circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. TANG Xinfa, a non-executive Director, is considered to have a material interest in the transactions contemplated between the Group and Shenzhen HEC Industrial Group by virtue of his position as a director and general manager of Shenzhen HEC Industrial, and has abstained from voting on the Board resolution approving the revised proposed annual caps under the transactions between the Group and Shenzhen HEC Industrial Group.

INTERNAL CONTROL POLICIES

In addition to the annual review by the auditors and the independent non-executive Directors as required under Chapter 14A of the Listing Rules, the Company has implemented or will implement the following internal control measures:

- (1) The Company will regularly review the transactions to be entered into with Shenzhen HEC Industrial Group to identify any transactions that maybe at risk of exceeding the annual caps and any measures to be introduced in response to such transactions. The finance department is responsible for monitoring the transaction amounts under the continuing connected transactions at the end of each month, reporting to the Board regarding, among other things, implementation of the continuing connected transactions and the actual monetary amount of continuing connected transactions conducted during each quarter from January to September and at the end of each month from October to December (or more frequently if necessary). In the event that the total transaction amount reaches 80% of the annual caps or is expected to exceed the annual caps in the next two months, the personnel of the finance department shall notify the Board immediately to determine the appropriate action to be taken, such as re-calculating the annual caps for the relevant year. The Company will initiate the procedures for increasing the annual caps (including to obtain Shareholders' approval) and reserve approximately 2 to 3 months to complete such procedures;
- (2) The Company will commence the renewal procedure with Shenzhen HEC Industrial Group at least three months prior to the expiry of Continuing Connected Transaction Agreements and will also seek legal advice from legal advisers and company secretary of the Company to provide with Shenzhen HEC Industrial Group the regulatory requirements for conducting transactions with connected persons, in the form of a notice or guidance letter;

- (3) The business planning executives will be responsible for the pricing management and will guide various departments and units to establish the procedures and mechanism of professional price management, so as to ensure that the pricing standard is fair and reasonable, and conforms with the market principle. Market price will be obtained through, among other things, open tenders/quotations from independent third party suppliers and service providers, recent transaction prices of the Company with independent third parties, pricing information obtained through subscription service and researches on industry websites. The market price information will be circulated by the procurement department to other departments of the Company to enable them to determine the prices for the continuing connected transactions;
- (4) The operation planning executives will (i) regularly compare with the Group's price list, so as to ensure that the selling price charged to Shenzhen HEC Industrial Group is at least on the same basis and rate of similar products sold by the Group to independent third parties; and (ii) obtain quotation from Shenzhen HEC Industrial Group for each purchase and compare the quotations of similar products and services from at least two other independent third party suppliers to ensure the price competitiveness of products and services before placing a purchase order(s) with Shenzhen HEC Industrial Group;
- (5) The Company has formulated a series of internal control measures and policies to ensure that the continuing connected transactions will be carried out in accordance with the terms of each of the agreement of the continuing connected transactions and the relevant pricing principles. The finance department of the Company will inform procurement department the amount of the proposed annual caps of the continuing connected transactions and monitor from time to time if such annual caps is to be exceeded. The finance department will also approve the payment to be made to Shenzhen HEC Industrial Group to ensure that the payment terms are in line with the relevant agreement of the continuing connected transactions;
- (6) The independent non-executive Directors shall, and the Company shall engage its external auditors to, conduct annual review of the continuing connected transactions in accordance with the requirements of the Listing Rules;
- (7) To organise training twice a year and circulate compliance guidance and materials on a regular basis to staff responsible for handling connected transactions so as to remind and refresh their knowledge and understanding on the requirements of the Listing Rules, especially the rules on connected transactions;
- (8) To provide the management of the Company with a list of the connected persons of the Company on a regular basis and making monthly updates thereto;
- (9) To enhance the coordination and communication among various departments and subsidiaries of the Company responsible for reporting, monitoring and handling connected transactions, such as provision of regular trainings, sharing of information among operations department, finance department and procurement department; and

(10) To monitor the transaction amounts of continuing connected transactions with connected persons as well as the transaction amounts for any other transactions to be conducted with connected persons, such as the procurement department will seek advice from financial department and office of the Board on transaction limit before entering into individual agreements with connected persons, to ensure that better coordination and reporting arrangements of connected transactions will be carried out among various departments of the Company responsible for reporting, monitoring and handling connected transactions.

The Board is of the view that the above methods and procedures can ensure that the pricing and other contractual terms for the continuing connected transactions by the Group are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholder(s) as a whole, and that the continuing connected transactions are conducted as agreed under the continuing connected transaction agreements, respectively, and in compliance with the requirements under Chapter 14A of the Listing Rules.

INFORMATION OF THE PARTIES

The Company

The Company is a pharmaceutical manufacturing company focusing on the development, manufacturing and sales of pharmaceutical products in the therapeutic areas of anti-virus, endocrine and metabolic diseases as well as cardiovascular diseases. The ultimate beneficial owners of the Company are Ms. GUO Meilan and Mr. ZHANG Yushuai.

Shenzhen HEC Industrial

Shenzhen HEC Industrial is a company incorporated in the PRC and is a holding company of Sunshine Lake Pharma, a controlling Shareholder of the Company. Shenzhen HEC Industrial, through the companies controlled by it, engages in various businesses, including manufacturing and supplying of pharmaceuticals and aluminum products, new energy and electric materials. The ultimate beneficial owners of Shenzhen HEC Industrial are Ms. GUO Meilan and Mr. ZHANG Yushuai.

On behalf of the Board YiChang HEC ChangJiang Pharmaceutical Co., Ltd. TANG Xinfa Chairman

Hubei, the People's Republic of China

30 October 2023

As at the date of this announcement, the Board consists of Mr. JIANG Juncai, Mr. WANG Danjin, Mr. LI Shuang and Mr. CHEN Hao as executive Directors; Mr. TANG Xinfa as non-executive Director; and Mr. TANG Jianxin, Ms. XIANG Ling and Mr. LI Xuechen as independent non-executive Directors.

* For identification purpose only