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## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

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### General

The following table sets out certain information in respect of our directors and senior management:

Name	Age	Position(s)/roles and responsibilities	Date of appointment	Year of joining our Group
<b>Director</b>				
Mr. William Wei Huang (黃偉)	52	Founder, Chairman and Chief Executive Officer	December 2002	2002
Mr. Sio Tat Hiang	73	Vice-chairman	August 2014	2014
Mr. Satoshi Okada	61	Director	June 2014	2014
Mr. Bruno Lopez	55	Director	August 2014	2014
Mr. Lee Choong Kwong	63	Director	August 2014	2014
Mr. Gary J. Wojtaszek	54	Director	June 2018	2018
Mr. Lim Ah Doo	70	Independent Director	August 2014	2014
Ms. Bin Yu (余濱)	50	Independent Director	November 2016	2016
Mr. Zulkifli Baharudin	60	Independent Director	November 2016	2016
Mr. Chang Sun (孫強)	64	Independent Director	April 2017	2017
Ms. Judy Qing Ye	50	Independent Director	October 2018	2018
<b>Senior Management</b>				
Mr. Daniel Newman	59	Chief Financial Officer	September 2011	2009
Ms. Jamie Gee Choo Khoo	56	Chief Operating Officer	January 2019	2014

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<b>Name</b>	<b>Age</b>	<b>Position(s)/roles and responsibilities</b>	<b>Date of appointment</b>	<b>Year of joining our Group</b>
Mr. Xu Wei (魏旭)	48	Senior vice president, sales	June 2013	2013
Ms. Yilin Chen (陳怡琳)	49	Senior vice president, product and service	March 2017	2008
Ms. Liang Chen (陳亮)	45	Senior vice president, data center design	September 2017	2015
Ms. Yan Liang (梁艷)	45	Senior vice president, operation and delivery	March 2014	2010
<b>Other Committee Member</b>				
Mr. Jonathan King	44	Member of the executive committee	October 2016	2014

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### Directors

The board currently consists of 11 directors, including five independent directors. See “— Board Practices” for the functions and duties of the Board. In addition, the Board is responsible for exercising other powers, functions and duties in accordance with the Articles of Association, and all applicable laws and regulations, including the Hong Kong Listing Rules.

**Mr. William Wei Huang** is our founder, chairman of our board of directors, and since 2002, has served as our chief executive officer. From 2004 to 2020, Mr. Huang has also served as a director of Haitong-Fortis Private Equity Fund Management Co., Ltd., a domestic private equity fund management company in China. Prior to founding our company, he served as a senior vice president of Shanghai Meining Computer Software Co., Ltd., which operates StockStar.com, a website primarily providing finance and securities related information and services in China.

**Mr. Sio Tat Hiang** is vice-chairman of our board of directors and has been a director of our company since August 2014. Since 2020, Mr. Sio has been a director of Singapore Technologies Telemedia Pte Ltd (“STT,” the sole indirect shareholder of STT GDC), and STTC. From 2012 to 2020, Mr. Sio was a director of STT GDC and from 2017 to 2020, Mr. Sio was the chairman of the board of STT GDC. In addition, Mr. Sio currently also sits on the Boards of U Mobile Sdn Bhd, Virtus HoldCo Limited and STT Global Data Centres India Private Limited. He graduated with a bachelor’s degree in business administration with honors from the National University of Singapore and attended the London Business School Senior Executive Programme.

**Mr. Satoshi Okada** has been a director of our company since June 2014. From 2000 to 2005, Mr. Okada had held various management positions within the Softbank Corp. group. Since 2008, he also serves as a director of Alibaba.com Japan, which is engaged in the Alibaba related business. Mr. Okada also represented the SOFTBANK Group as a director on the board of Baozun Inc., a Nasdaq-listed company since 2014 and Alibaba.com while it was a public company in Hong Kong from 2007 to 2012.

**Mr. Bruno Lopez** has been a director of our company since August 2014. Mr. Lopez is the group chief executive officer of ST Telemedia’s data center business – STT GDC. Since joining ST Telemedia in 2014, Mr. Lopez has led STT GDC in its strategy to build a large portfolio of integrated data centers across a global platform in Singapore, UK, Thailand, India and in China through GDS Holdings. He is a board member and the chairman of the executive committee in GDS Holdings as well as in all these other operational platforms owned by STT GDC. An industry veteran in the telecommunications and data center sectors with more than 25 years of experience, Mr. Lopez was the chief executive officer and executive director of Keppel Data Centres where he was instrumental in leading the company’s growth and business expansion in Asia and Europe. From 2009 to 2014, he was also responsible for setting up Securus Data Property Fund, an investment fund focused on developing data center assets in the Asia-Pacific region, Europe and the Middle East, which was eventually merged with

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Keppel Data Centres' assets as part of the company's SGX listing. He received a bachelor's degree with honors from the National University of Singapore and a master's degree in human resource management from Rutgers University.

**Mr. Lee Choong Kwong** has been a director of our company since August 2014. From 2013 to 2017, Mr. Lee was ST Telemedia's executive vice president for China. He was responsible for China investments and business development. Mr. Lee brings with him more than 20 years of China business experience. He played a key role in ST Telemedia's investments in China. Mr. Lee received a bachelor's degree in electrical and electronic engineering from the National University of Singapore, and a UCLA-NUS Executive MBA degree.

**Mr. Gary J. Wojtaszek** has served as our director since June 2018, and had been an observer of our board of directors since October 2017. He served as the president and chief executive officer and a member of the board of directors of CyrusOne from July 2012 to February 2020. Prior to becoming the president of CyrusOne in August 2011, Mr. Wojtaszek served as chief financial officer of Cincinnati Bell Inc., where he had responsibility for the data center business and oversaw CyrusOne's successful spin-off and IPO. Prior to joining Cincinnati Bell in July 2008, he was senior vice president, treasurer and chief accounting officer for the Laureate Education Corporation in Baltimore, Maryland from 2006 to 2008. Prior to that, Mr. Wojtaszek worked from 2001 to 2008 at Agere Systems, the semiconductor and optical electronics communications division of Lucent Technologies, which was subsequently spun off through an initial public offering. While at Agere Systems, Mr. Wojtaszek worked in a number of finance positions, ultimately serving as the vice president of corporate finance, overseeing all controllership, tax and treasury functions. Mr. Wojtaszek started his career in General Motors Company's New York treasury group and joined Delphi Automotive Systems as the regional European treasurer in connection with the initial public offering and spin-off of Delphi Automotive Systems from General Motors. Mr. Wojtaszek is currently serving on the board of directors of the Lyle School of Engineering at Southern Methodist University, and the advisory board of the Lyle School of Engineering's Datacenter Systems Engineering (DSE) Program at Southern Methodist University, Columbia University's Lang Entrepreneur Center and the Dallas Chamber of Commerce. Mr. Wojtaszek previously served as a director of Cincinnati Bell Inc., the Dallas Zoo, and Tech Wildcatters. Mr. Wojtaszek obtained a master's degree of Business Administration from Columbia University.

**Mr. Lim Ah Doo** has served as our director since August 2014. Mr. Lim is currently the chairman and independent non-executive director of Olam International Limited, as well as an independent non-executive director of GP Industries Limited, Singapore Technologies Engineering Ltd (STE), STT Global Data Centres India Private Limited, or GDC India, Virtus Holdco Ltd (VHL) and U Mobile Sdn Bhd. He also chairs the audit committees of GP Industries, GDC India, VHL and U Mobile, and is also a member of the audit committee of STE. Since 2020, Mr. Lim has been a non-executive director of STT and STTC. From 2016 to 2020, Mr. Lim served as an independent non-executive director of STT GDC and also chaired the audit committee of STT GDC. During his 18-year distinguished banking career in Morgan Grenfell, Mr. Lim held several key positions including chairing Morgan Grenfell (Asia). From

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2003 to 2007, he was president and then vice chairman of the RGM group, a leading global resource-based group and in 2008, he served as a deputy chairman of a member of RGM Group. Mr. Lim obtained a bachelor's degree in engineering with honors from the Queen Mary College, University of London, and an MBA from the Cranfield School of Management.

**Ms. Bin Yu** has served as our independent director since November 2016. She served as the chief financial officer for LingoChamp Information Technology (Shanghai) Co., Ltd., a company engaged in AI driven education from September 2017 to January 2020. Ms. Yu has served as an independent director of Baozun Inc., a Nasdaq-listed brand e-commerce solutions provider based in China since May 2015, an independent director of Tian Ge Interactive Holdings Limited, a live social video platform in China listed on the Hong Kong Stock Exchange since June 2014, and an independent director of iDreamSky Technology Holdings Limited, a leading mobile game publisher in China listed on the Hong Kong Stock Exchange since May 2018. From 2015 to May 2017, she served as the chief financial officer of Innolight Technology Corp. From 2013 to 2015, she served as a director and the chief financial officer of Star China Media Limited, a company engaged in the entertainment TV programs business. From 2012 to 2013, she was a senior vice president of Youku Tudou Inc., and had responsibility for the company's investments in content production, mergers and acquisitions and strategic investments. She previously served as the chief financial officer from 2012 to 2013, and the vice president of finance from 2010 to 2011, of Youku Tudou's predecessor, Tudou Holdings Limited. Prior to that, she worked at KPMG from 1999 to 2010 and was a senior manager of KPMG's Greater China region. Ms. Yu received a master's degree in accounting from the University of Toledo, and an EMBA from Tsinghua University and INSEAD, respectively. Ms. Yu is a Certified Public Accountant in the United States admitted by the Accountancy Board of Ohio.

**Mr. Zulkifli Baharudin** has served as our independent director since November 2016. Since 2011, he has been serving as the executive chairman of Indo-Trans Corporation, a logistics and supply chain company across Indo-China. Since 2004, he has also been serving as a managing director of Global Business Integrators Pte Ltd. Mr. Zulkifli has been the non-executive director on the Board of Virtus Holdco Limited and Omni Holdco, LLC since 2017 and 2018, respectively. Since 2013, he has also been the non-executive director at Ascott Residence Trust Management Limited. Mr. Zulkifli has been serving as a director on the Board of Ang Mo Kio Thye Hua Kwan Hospital Ltd, Thye Hua Kwan Moral Charities Limited and Thye Hua Kwan Nursing Home Limited since 2012, 2011 and 2014, respectively. Mr. Zulkifli also serves as Singapore's Non-Resident Ambassador to the Republic of Kazakhstan and Uzbekistan. From 1997 to 2001, he also served as a nominated member of Parliament in Singapore. Mr. Zulkifli received his bachelor's degree in estate management from the National University of Singapore.

**Mr. Chang Sun** has served as our independent director since April 2017. Since 2017, Mr. Sun has been the managing partner for China at TPG, a global alternative investment firm. Prior to joining TPG, he founded and was the chairman of Black Soil Group Ltd., an agriculture impact investing company. Prior to founding Black Soil in 2015, Mr. Sun was the chairman of Asia Pacific at Warburg Pincus, a global private equity firm, where he had served for 20 years.

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Mr. Sun also was the founder and current honorary chairman of the China Venture Capital and Private Equity Association and the founder and current executive vice chairman of the China Real Estate Developers and Investor's Association. He is also a board member of the Lauder Institute of the Wharton School and a board member of The China Entrepreneur Club. Mr. Sun earned a joint degree of MA/MBA from the Joseph Lauder Institute of International Management and the Wharton School of the University of Pennsylvania.

*Ms. Judy Qing Ye* has served as our independent director since October 2018. Ms. Judy Qing Ye is the founding partner for Yimei Capital, a global alternative investment firm and has over 20 years of experience in investment. Prior to founding Yimei Capital in 2011, Ms. Ye was the chairman of EM Alternatives ("EMA"), a global private equity firm from 2008 to 2010. Prior to EMA, Ms. Ye served as director of strategic investments at Hewlett-Packard Company from 2001 to 2008. In her earlier career, Ms. Ye worked as M&A project manager at PepsiCo, New York from 1997 to 1999. Ms. Ye is also the co-founder and managing partner of NE Social Impact Fund (NESIF), a dedicated social impact investing fund in China. Ms. Ye is also the council member of United Way Worldwide, a global non-profit charitable organization. Ms. Ye received her bachelor of arts degree from Peking University and earned her MA from Tufts University, MBA from the Wharton School at University of Pennsylvania.

### Senior Management

*Mr. Daniel Newman* has served as the chief financial officer of GDS since September 2011. Prior to joining us in this capacity, Mr. Newman acted as an advisor to GDS from 2009 to 2011. From 2008 to 2009, Mr. Newman served as a managing director at Bank of America Merrill Lynch with responsibility for investment banking clients in the telecom, media, and technology sectors in Asia. From 2005 to 2007, Mr. Newman acted as an advisor in the chairman's office of Reliance Communications in Mumbai, India. From 2001 to 2005, Mr. Newman served as a managing director at Deutsche Bank with responsibility for investment banking clients in the telecom and media sectors in Asia. Mr. Newman previously worked as an investment banker at Salomon Brothers (and its successors) from 1997 to 2001 and at S.G. Warburg (and its successors) from 1983 to 1997 in London and Hong Kong. Mr. Newman received his bachelor's degree in history from Bristol University in the UK in 1983.

*Ms. Jamie Gee Choo Khoo* has served as the chief operating officer of GDS since January 2019. Ms. Khoo joined the GDS senior management team in 2014, serving as deputy chief financial officer. From 1996 to 2007, Ms. Khoo worked at ST Telemedia, holding various management roles in finance, accounting and treasury as well as having responsibility for designated overseas investment entities. Prior to joining ST Telemedia, she worked for ABB (China) Holdings Limited from 1994 to 1996, Ernst & Young (Singapore) in 1994 and Baker Hughes (Singapore) from 1989 to 1993, mainly in finance and consulting roles. Ms. Khoo graduated from the National University of Singapore with a bachelor's degree in accountancy and an MBA from the University of Hull. Ms. Khoo is a fellow member of the Institute of Singapore Chartered Accountants and a member of the Singapore Institute of Directors.

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**Mr. Xu Wei** joined our company in 2013 as our senior vice president of sales, and is responsible for sales operations and management. Prior to joining us, Mr. Wei was a general manager of Beijing VPro Intellectual Technology Limited Company from 2011 to 2013, with responsibility for mobile value-added business promotion and software development. From 2005 to 2010, Mr. Wei served as a general manager of Shenzhen VPro Technology Limited Company, with responsibility for operations and software development and integration. From 1998 to 2005, Mr. Wei held various roles at Zhong Lian Group, including technical director, business development manager and division general manager, engaged in sales and management of core systems. From 1996 to 1998, Mr. Wei served as an engineer at Beijing Electronic Office, with responsibility for network-building and management. Mr. Wei received a bachelor's degree in physics from Shandong University.

**Ms. Yilin Chen** joined our company in 2008 and has served as our senior vice president for product and service business since March 2017. Prior to joining us, Ms. Chen held various roles in consulting, business planning and analysis, product and operations. Ms. Chen worked at HP China from 1995 to 2008, holding leadership roles related to IT solutions and service, outsourcing, business development and management. From 1992 to 1995, Ms. Chen worked at the East China Institute of Computer and Science. She graduated from Shanghai Science and Technology University with a bachelor's degree in computer science.

**Ms. Liang Chen** joined our company in 2015 with responsibility for product strategy management and the delivery of data center projects, design and construction. Due to the rapid growth of our business, since September 2017, Ms. Chen's responsibilities have focused on data center design and she is leading our company in designing and building multiple data centers. Prior to joining us, Ms. Chen worked with IBM Global Technology Service for 14 years. Ms. Chen held several leadership roles in IBM, including manager of IBM's China data center solution design team, general manager of IBM's data center consulting and design department and service product line manager of IBM's Greater China data center department. Prior to joining IBM in 2001, Ms. Chen spent seven years at the East China Architectural Design and Research Institute. Ms. Chen obtained a bachelor's degree in electrical and electronic engineering from Shanghai University and a master's degree in electrical and electronic engineering from Tongji University.

**Ms. Yan Liang** joined our company in 2010 and has served as our senior vice president of operation and delivery since March 2014 with responsibility for establishing the operation governance system and management platform for data centers. Ms. Liang currently also serves on the China Data Center Committee as vice chairman with responsibility for contributing to white papers for the operation and maintenance management technology of data centers and promoting maintenance and operation in data center industry. Prior to joining us in 2010, Ms. Liang served as a director of operations and business development with COSCO's global data center business where she had responsibility for information system centralization, construction of large data centers, establishment and promotion of ITIL operation management systems and global disaster recovery from 1997 to 2010. Ms. Liang received a bachelor's degree from Shanghai Tie Dao University and an MBA from Fudan University.

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### Other Committee Member

**Mr. Jonathan King** has been a member of our executive committee since October 2016 and has been involved with our company since 2014, in his role as chief operating officer and head of investments of ST Telemedia's data center business — STT GDC. In this role he is responsible for the performance of STT GDC's existing platforms as well as leading its investment activities into new markets. From 2009 to 2014, Mr. King was the co-fund manager of Securus Data Property Fund, an investment fund focused on the acquisition and management of high quality data center assets in Asia-Pacific region and Europe. During that time, Mr. King played a key role in developing the portfolio of data centers that was eventually listed as Keppel DC REIT on the Singapore Exchange. Mr. King was an associate director with Macquarie Bank's real estate group. He obtained a bachelor's degree in engineering from the University of Sydney and a graduate diploma in finance and investment from the Financial Services Institute of Australasia.

### Board Observer

In accordance with the Investor Rights Agreement entered into among Ping An Overseas Holdings and our company, we have agreed that an observer designated by Ping An Overseas Holdings may join meetings of our board of directors as an observer, subject to maintaining its shareholding at or above a specified percentage threshold. Mr. Hoi Tung, chairman and chief executive officer of China Ping An Insurance Overseas (Holdings) Limited, as well as a member of Investment Committee of Ping An Insurance (Group) of China, was designated by Ping An Overseas Holdings after the completion of its investment to join meetings of our board of directors as an observer.

**Mr. Hoi Tung** is currently a member of the Investment Committee of Ping An Insurance (Group) of China and the CEO and Chairman of China Ping An Insurance Overseas (Holdings) Limited. From 2014 to 2016, Mr. Tung was the Chairman of Investment Committee of Ping An Insurance (Group) of China, Ltd. From 2004 to 2014, Mr. Tung was the Chairman and CEO of Ping An Trust Co. Ltd.. Before joining Ping An, Mr. Tung was an executive director with Goldman Sachs (Asia) L.L.C., advising major financial institutions in the Asia Pacific region on restructuring, M&As and capital markets activities. Mr. Tung started his career as a management consultant with McKinsey & Co. He obtained a Master's degree in Engineering Science from Oriel College, University of Oxford, and an MBA from INSEAD. Mr. Tung is a fellow of the Global Finance Leaders Fellowship at the Aspen Institute and also served as a selection committee member for Rhodes Scholarship in China.

### Compensation

#### *Compensation of Directors and Executive Officers*

For 2017, 2018 and 2019 and the six months ended June 30, 2020, (i) we paid and accrued aggregate fees, salaries and benefits (excluding equity-based grants) of up to approximately US\$3.3 million, US\$3.3 million, US\$4.3 million and US\$2.5 million, respectively, to our



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directors and executive officers as a group, and (ii) granted 4,963,320, 5,757,560, 6,100,608 and 100,136 restricted shares for fiscal years 2017, 2018 and 2019 and the six months ended June 30, 2020, respectively, to our directors and executive officers. We have neither set aside nor accrued any amount of cash to provide pension, retirement or other similar benefits to our officers and directors. Our PRC subsidiaries and variable interest entities are required by law to make contributions equal to certain percentages of each employee's salary for his or her retirement benefit, medical insurance benefits, housing funds, unemployment and other statutory benefits.

For information regarding equity-based grants to directors and executive officers, see “—Share Incentive Plans.”

### *Employment Agreements*

We have entered into employment agreements with each of our executive officers. We may terminate their employment for cause at any time without remuneration for certain acts, such as a material breach of our company's employment principles, policies or rules, a material failure to perform his or her duties or misappropriation or embezzlement or a criminal conviction. We may also terminate any executive officer's employment without cause or due to a change of control event involving our company by giving written notice. In such cases, an executive officer is entitled to severance payments and benefits. An executive officer may terminate his or her employment at any time by giving written notice, in which case the executive officer will not be entitled to any severance payments or benefits.

Our executive officers have also agreed not to engage in any activities that compete with us or to directly or indirectly solicit the services of any of our employees, for a certain period after the termination of employment. Each executive officer has agreed to hold in strict confidence any trade secrets of our company, including technical secrets, marketing information, management information, legal information, third-party business secrets and other kinds of confidential information. Each executive officer also agrees to perform his or her confidentiality obligation and protect our company's trade secrets in a way consistent with the policies, rules and practices of our company. Breach of the above confidentiality obligations would be deemed as material breach of our company's employment policies and we are entitled to seek legal remedies.

### *Indemnification*

Cayman Islands law does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime.

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Our amended and restated memorandum and articles of association permit indemnification of directors, secretary and other officers for actions, costs, charges, losses, damages and expenses in the execution or discharge of his duties unless such losses or damages arise from dishonesty or fraud of such directors or officers. In addition, we have entered into, indemnification agreements with our directors and senior executive officers that will provide such persons with additional indemnification beyond that provided in our amended and restated memorandum and articles of association.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers or persons controlling us under the foregoing provisions, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

### *Share Incentive Plans*

We have adopted a number of share incentive plans since our inception:

- 2014 Share Incentive Plan, or the 2014 Plan; and
- 2016 Share Incentive Plan, or the 2016 Plan.

The following summarizes, as of June 30, 2020, the options and restricted share units that we granted to our directors and executive officers and to other individuals as a group under our Share Incentive Plans to recruit, retain and motivate key employees, directors and consultants of outstanding ability through the granting of equity awards. We and our directors, executive officers and other employees who are PRC residents and who have been granted options or restricted share units will be required to register with SAFE pursuant to applicable PRC laws. See “Risk Factors — Risks Related to Doing Business in the People’s Republic of China — Any failure to comply with PRC regulations regarding our Share Incentive Plans may subject the PRC plan participants or us to fines and other legal or administrative sanctions.”

### *2014 Share Incentive Plan and 2016 Share Incentive Plan*

In July 2014, we adopted our 2014 Share Incentive Plan, or the 2014 Plan, which provides for the grant of options, share appreciation rights or other share-based awards, which we refer to collectively as equity awards. The maximum number of Shares which may be issued pursuant to all awards under the 2014 Plan is 29,240,000. As of the Latest Practicable Date, the number of Shares which may be issued pursuant to all outstanding options under the 2014 Plan is 669,000.

In August 2016, we adopted our 2016 Plan. The maximum number of Shares which may be issued pursuant to all awards under the 2016 Plan was 56,707,560 initially, provided, however, that the maximum number of unallocated Shares which may be issuable pursuant to awards under the Plan shall be automatically increased on the first day of each fiscal year (i.e., January 1 of each calendar year) during which the Plan remains in effect to three percent (3%)

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of the then total issued and outstanding Shares of the Company, if and whenever the unallocated Shares which may be issuable pursuant to Awards under the Plan account for less than one and half percent (1.5%) of the then total issued and outstanding Shares of the Company, provided further that solely for the fiscal year 2020, the increase of the unallocated Shares which may be issuable pursuant to Awards under the Plan was given effect as of the date of the approval by the shareholders at the annual general meeting on August 6, 2020 (but calculated based on the total issued and outstanding shares of the Company as of January 1, 2020). In August 2020, the maximum number of unallocated shares which may be issuable pursuant to awards under the 2016 Plan was automatically increased by 32,592,288 to 3.0% of the then total issued and outstanding shares, which was 1,216,432,715. The shares which may be issued pursuant to the awards under the 2016 Plan shall be ordinary shares. As of the Latest Practicable Date, the number of shares that may be issued pursuant to all outstanding restricted share units under the 2016 Plan is 31,390,456.

*Types of Awards.* The 2014 Plan and the 2016 Plan permit the grant of several kinds of awards, including among others, share options, restricted shares, restricted share units and share appreciation rights.

*Plan Administration.* Our board of directors will administer the 2014 Plan and the 2016 Plan (only with respect to equity awards granted on the date of the completion of our initial public offering). The compensation committee, or any subcommittee thereof to whom the board or the compensation committee shall delegate the authority to has the power to grant or amend equity awards. The administrator of the 2014 Plan and the 2016 Plan is authorized to interpret, establish, amend and rescind any rules and regulations relating to the 2014 Plan and the 2016 Plan, respectively, and to make any other determinations that it deems necessary or desirable for the administration of the 2014 Plan and the 2016 Plan, respectively, as well as determine the provisions, terms and conditions of each award consistent with the provisions of the 2014 Plan and the 2016 Plan, respectively.

*Award Agreements.* Equity awards granted under the 2016 Plan will be evidenced by a written award agreement providing for the number of our Shares subject to the award, and the terms and conditions of the award, which must be consistent with the 2016 Share Incentive Plan.

*Eligibility.* We may grant awards to key employees, directors and consultants of outstanding ability.

*Term of the Option and Stock Appreciation Rights.* Each of the 2014 Plan and the 2016 Plan has a term of five years and ten years, respectively. The board of directors may at any time amend, alter or discontinue the 2014 Plan and the 2016 Plan, subject to certain exceptions.

*Acceleration of Awards upon Corporate Transactions.* The board of directors may, in its sole discretion, upon or in anticipation of a corporate transaction, accelerate awards, purchase the awards from the holder or replace the awards.

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*Vesting Schedule.* The plan administrator for the 2014 Plan and the 2016 Plan determines the vesting schedule of each equity award granted under the 2014 Plan and the 2016 Plan, respectively, which vesting schedule will be set forth in the award agreement for such equity award.

*Amendment and Termination.* The board of directors may at any time amend, alter or discontinue the 2014 Plan or the 2016 Plan subject to certain exceptions. Additionally, shareholder approval will be specifically required to increase the number of Shares available under the 2014 Plan, or to permit the board of directors to extend the term or the exercise period of an option or share appreciation right beyond ten years, or if amendments result in material increases in benefits or a change in eligibility requirements. Any amendment, modification or termination of the 2014 Plan or the 2016 Plan must not impair any rights or obligations under awards already granted without consent of the holder of such awards. The 2014 Plan was expired after the fifth anniversary of the shareholders' approval of the 2014 Plan and no further awards were granted thereafter. Unless terminated earlier, the 2016 Plan will expire and no further awards may be granted after the tenth anniversary of the shareholders' approval of the 2016 Plan.

### *Share-based Awards Held by Our Directors and Officers*

The following table summarizes, as of June 30, 2020, the outstanding options we have granted to our directors and executive officers under our 2014 Plan:

<u>Name</u>	<u>Ordinary shares underlying outstanding options<sup>(1)</sup></u>	<u>Option Exercise Price</u>	<u>Grant Date</u>	<u>Option Expiration Date</u>
Yan Liang .....	*	US\$0.7792	May 1, 2016	May 1, 2021

*Notes:*

\* Less than 1% of our outstanding Class A ordinary shares.

(1) Fully vested.

As of June 30, 2020, individuals other than our directors and executive officers as a group held options to purchase a total of 623,000 ordinary shares of our company, with an exercise price of US\$0.7792 per ordinary share.

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The following table summarizes, as of June 30, 2020, the restricted shares we have granted to our directors and executive officers under our 2016 Plan:

Name	Number of Restricted Shares	Date of Grant
William Wei Huang.....	*	various dates from December 5, 2016 to August 1, 2019
Daniel Newman.....	*	various dates from December 5, 2016 to August 1, 2019
Jamie Gee Choo Khoo .	*	various dates from December 5, 2016 to August 1, 2019
Sio Tat Hiang.....	*	various dates from August 29, 2016 to June 1, 2020
Satoshi Okada.....	*	various dates from August 29, 2016 to June 1, 2020
Bruno Lopez.....	*	various dates from August 29, 2016 to June 1, 2020
Lee Choong Kwong.....	*	various dates from August 29, 2016 to June 1, 2020
Lim Ah Doo.....	*	various dates from August 29, 2016 to June 1, 2020
Bin Yu.....	*	various dates from May 9, 2017 to June 1, 2020
Zulkifli Baharudin.....	*	various dates from May 9, 2017 to June 1, 2020
Chang Sun.....	*	various dates from August 8, 2017 to June 1, 2020
Gary J. Wojtaszek.....	*	June 1, 2020
Judy Qing Ye.....	*	various dates from March 13, 2019 to June 1, 2020
Jonathan King.....	*	various dates from May 9, 2017 to June 1, 2020
Xu Wei.....	*	various dates from December 5, 2016 to August 1, 2019
Yilin Chen.....	*	various dates from December 5, 2016 to August 1, 2019
Liang Chen.....	*	various dates from December 5, 2016 to August 1, 2019
Yan Liang.....	*	various dates from December 5, 2016 to August 1, 2019

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\* Less than 1% of our outstanding ordinary shares assuming conversion of all restricted shares into ordinary shares.

As of June 30, 2020, individuals other than our directors and executive officers as a group held a total of 16,863,096 restricted shares of our company, subject to various vesting schedules and conditions.

### Board Practices

#### *Board of Directors*

Our board of directors consists of 11 directors. A director is not required to hold any shares in our company by way of qualification. A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with us is required to declare the nature of his interest at a meeting of our directors. A general notice given to the directors by any director to the effect that he is a member, shareholder, director, partner, officer or employee of any specified company or firm and is to be regarded as interested in any contract or transaction with that company or firm shall be deemed a sufficient declaration of interest for

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the purposes of voting on a resolution in respect to a contract or transaction in which he has an interest, and after such general notice it shall not be necessary to give special notice relating to any particular transaction. A director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so his vote shall be counted and he may be counted in the quorum at any meeting of the directors at which any such contract or proposed contract or arrangement is considered. The directors may exercise all the powers of the company to borrow money, mortgage its undertaking, property and uncalled capital, and issue debentures or other securities whenever money is borrowed or as security for any obligation of the company or of any third party. None of our directors has a service contract with us that provides for benefits upon termination of service.

Under Cayman Islands law, our directors have a fiduciary duty to act honestly, in good faith and with a view to our best interests. Our directors must also exercise their powers only for a proper purpose. Our directors also have a duty to exercise the skill they actually possess and such care and diligence that a reasonably prudent person would exercise in comparable circumstances. In fulfilling their duty of care to us, our directors must ensure compliance with our memorandum and articles of association, as may be amended and restated from time to time. Our company has a right to seek damages against any director who breaches a duty owed to us.

Our officers are appointed by and serve at the discretion of the board of directors. Our directors are not subject to a term of office and hold office until their resignation, death or incapacity or until their respective successors have been elected and qualified in accordance with our articles of association. A director will be removed from office automatically if the director (i) dies, becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors, (ii) is found to be or becomes of unsound mind, (iii) resigns his office by notice in writing to the company, (iv) without special leave of absence from the board of directors, is absent from six consecutive months and the board of directors resolves that his office be vacated, (v) is prohibited by law from being a director, or (vi) if he shall be removed from office pursuant to our memorandum and articles of association or the Companies Law.

### *Duties of Directors*

Under Cayman Islands law, our directors have a fiduciary duty to act honestly in good faith with a view to our best interests. Our directors also have a duty to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In fulfilling their duty of care to us, our directors must ensure compliance with our Amended and Restated Memorandum and Articles of Association. A shareholder has the right to seek damages if a duty owed by our directors is breached.

The functions and powers of our board of directors include, among others:

- conducting and managing the business of our company;

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- representing our company in contracts and deals;
- appointing attorneys for our company;
- select senior management such as managing directors and executive directors;
- providing employee benefits and pension;
- managing our company's finance and bank accounts;
- exercising the borrowing powers of our company and mortgaging the property of our company; and
- exercising any other powers conferred by the shareholders meetings or under our Amended and Restated Memorandum and Articles of Association.

### *Appointment, Nomination and Terms of Directors*

Pursuant to our amended articles of association, our board of directors are classified into three classes of directors designated as Class I, Class II and Class III, each generally serving a three-year term unless earlier removed and except as described below. The Class I directors consist of Mr. Gary J. Wojtaszek, Mr. Satoshi Okada and Mr. Bruno Lopez; the Class II directors consist of Mr. Lee Choong Kwong, Mr. Lim Ah Doo, Mr. Chang Sun, and Ms. Judy Qing Ye; and the Class III directors consist of Mr. William Wei Huang, Mr. Sio Tat Hiang, Ms. Bin Yu and Mr. Zulkifli Baharudin. Class I directors initially retired from office by rotation and were up for re-election or re-appointment one year after the completion of our initial public offering. Class II directors will initially retire from office by rotation and be up for re-election or re-appointment two years after the completion of our initial public offering. Class III directors will initially retire from office by rotation and be up for re-election three years after our initial completion of this public offering.

Our board currently consists of eleven (11) directors. Unless otherwise determined by us in a general meeting, our board will consist of not less than two (2) directors. There is no maximum number of directors unless otherwise determined by our shareholders in a general meeting, provided, however, that for so long as STT GDC has the right to appoint one or more directors to our board of directors, any change in the total number of directors on our board shall require the prior approval of the director or directors appointed by STT GDC.

Our amended articles of association provide that for so long as STT GDC beneficially owns: not less than 25% of our issued and outstanding share capital, they may appoint three directors to our board of directors, including our vice-chairman; less than 25%, but not less than 15%, of our issued and outstanding share capital, they may appoint two directors to our board of directors, including our vice-chairman; and less than 15%, but not less than 8%, of our issued and outstanding share capital, they may appoint one director to our board of directors, including our vice-chairman, none of which appointments will be subject to a vote

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by our shareholders. In addition, the above rights of STT GDC may not be amended without the approval of STT GDC. Where STT GDC beneficially owns: less than 25%, but 15% or more, of our issued and outstanding share capital, then of the directors appointed by STT GDC, only two may remain in office, and the other director, who shall be determined by STT GDC, or failing which shall be the director whose term is due to expire soonest, shall retire at the expiry of his/her term; less than 15%, but 8% or more, of our issued and outstanding share capital, then of the directors appointed by STT GDC, only one may remain in office, and the other director(s), who shall be determined by STT GDC, or failing which shall be the director(s) whose terms are due to expire soonest, shall retire at the expiry of their respective terms; less than 8% of our issued and outstanding share capital, then the directors appointed by STT GDC may not remain in office and all shall retire at the expiry of their respective terms. Any director appointed by STT GDC who retires pursuant to the foregoing sentence may, in the sole discretion of our nominating and corporate governance committee, be re-nominated and subject to re-election at the next general meeting of our shareholders.

Our amended articles of association further provide that for so long as there are Class B ordinary shares outstanding: (i) the Class B shareholders shall be entitled to nominate one less than a simple majority, or five, of our directors (and such Class B shareholders shall have 20 votes per shares with respect to the resolutions approving the appointment or removal of such directors); and (ii) the nominating and corporate governance committee shall nominate one director, which one shall satisfy the requirements for an “independent director” within the meaning of the Nasdaq Stock Market Rules including the requirements for audit committee independence. As of and after such time as there ceases to be any Class B ordinary shares outstanding, all of the directors nominated by Class B shareholders shall retire from office at the expiry of their respective terms, and, if re-nominated, be subject to re-election at a subsequent general meeting of shareholders. Prior to such time, if any of the directors nominated by or subject to election by Class B shareholders at 20 votes per share (i) is not elected or (ii) ceases to be a director, then the Class B shareholders may appoint an interim replacement for each such director. Any person so appointed shall hold office until the next general meeting of our shareholders and be subject to re-nomination and re-election at such meeting.

Subject to the abovementioned appointment rights, we may nominate, and shareholders may by ordinary resolution elect (with Class A ordinary shares and Class B ordinary shares each being entitled to one vote per share), any person to be a director to fill a casual vacancy on our board.

### ***Board Committees***

We established four committees under the board of directors: an audit committee, a compensation committee, a nominating and corporate governance committee and an executive committee. We have adopted a charter for each of the four committees.



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### *Audit Committee*

Our audit committee consists of Mr. Lim Ah Doo, Ms. Bin Yu and Mr. Zulkifli Baharudin. Mr. Lim Ah Doo is the chairman of our audit committee. All members satisfy the criteria of an audit committee financial expert as set forth under the applicable rules of the SEC and satisfy the requirements for an “independent director” within the meaning of Nasdaq Stock Market Rules and meet the criteria for independence set forth in Rule 10A-3 of the Exchange Act. Our audit committee consists solely of independent directors.

The audit committee oversees our accounting and financial reporting processes and the audits of our financial statements. Our audit committee is responsible for, among other things:

- selecting the independent auditor;
- pre-approving auditing and non-auditing services permitted to be performed by the independent auditor;
- annually reviewing the independent auditor’s report describing the auditing firm’s internal quality control procedures, any material issues raised by the most recent internal quality control review, or peer review, of the independent auditors and all relationships between the independent auditor and our company;
- reviewing with the independent auditor any audit problems or difficulties and management’s response;
- reviewing and, if material, approving all related person transactions on an ongoing basis;
- reviewing and discussing the annual audited financial statements with management and the independent auditor;
- reviewing and discussing with management and the independent auditors about major issues regarding accounting principles and financial statement presentations;
- reviewing reports prepared by management or the independent auditors relating to significant financial reporting issues and judgments;
- discussing earnings press releases with management, as well as financial information and earnings guidance provided to analysts and rating agencies;
- reviewing with management and the independent auditors the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on our financial statements;

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- discussing policies with respect to risk assessment and risk management with management, internal auditors and the independent auditor;
- timely reviewing reports from the independent auditor regarding all critical accounting policies and practices to be used by our company, all alternative treatments of financial information within U.S. GAAP that have been discussed with management and all other material written communications between the independent auditor and management;
- establishing procedures for the receipt, retention and treatment of complaints received from our employees regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters;
- annually reviewing and reassessing the adequacy of our audit committee charter;
- such other matters that are specifically delegated to our audit committee by our board of directors from time to time;
- performing, at least annually, an evaluation of the performance of the audit committee; and
- reporting regularly to the full board of directors.

An ethics committee has been established in early 2017 under the audit committee to handle the FCPA compliance-related matters on a routine basis. The members of the ethics committee include our chief executive officer, chief financial officer, vice president of internal control, general counsel, compliance officer and other members appointed by the audit committee.

### *Compensation Committee*

Our compensation committee consists of Mr. Sio Tat Hiang, Mr. William Wei Huang and Mr. Zulkifli Baharudin. Mr. Sio Tat Hiang is the chairman of our compensation committee. Mr. Zulkifli Baharudin satisfies the requirements for an “independent director” within the meaning of Nasdaq Stock Market Rules.

Our compensation committee is responsible for, among other things:

- reviewing, evaluating and, if necessary, revising corporate goals and objectives with respect to the compensation of the chief executive officer;
- reviewing and making recommendations to the board of directors regarding the compensation of our directors;

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- reviewing, approving or making recommendations to the board of directors with respect to our incentive – compensation plan and equity-based compensation plans;
- administering our equity-based compensation plans in accordance with the terms thereof; and
- such other matters that are specifically delegated to the compensation committee by our board of directors from time to time.

### *Nominating and Corporate Governance Committee*

Our nominating and corporate governance committee consists of Mr. William Wei Huang, Mr. Sio Tat Hiang and Mr. Zulkifli Baharudin. Mr. William Wei Huang is the chairperson of our nominating and corporate governance committee. Mr. Zulkifli Baharudin satisfies the “independence” requirements within the meaning of the Nasdaq Stock Market Rules. The nominating and corporate governance committee is responsible for, among other things:

- reviewing, evaluating and, if necessary, revising our corporate governance guidelines;
- reviewing and evaluating any instance of deviation from our corporate governance guidelines; and
- issuing and reviewing nominations of persons to be appointed as certain of our directors as described herein and of our officers.

The nominating and corporate governance committee shall have the right to nominate three directors, all of whom shall satisfy the requirements for an “independent director” within the meaning of the Nasdaq Stock Market Rules including the requirements for audit committee independence. If any of the directors nominated by the nominating and corporate governance committee (i) is not elected or (ii) ceases to be a director, then the nominating and corporate governance committee or the Class B ordinary shareholders, as applicable, may appoint an interim replacement for such director. Any person so appointed shall hold office until the next general meeting of our shareholders. These three directors shall be subject to election at general meetings of shareholders as described under the paragraph headed “Appointment, Nomination and Terms of Directors” above.

In November 2019, the nominating and corporate governance committee approved the establishment of the long-term succession planning review committee as its subcommittee, initially consisting of Mr. Zulkifli Baharudin, Ms. Judy Qing Ye, Mr. Bruno Lopez and Mr. Sio Tat Hiang. The authority and responsibility of the long-term succession planning review committee are to conduct a periodic review and assessment of succession policies for the chief executive officer and other senior management members of our company and to make related recommendations to the nominating and corporate governance committee and the board of directors.

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### *Executive Committee*

Our executive committee consists of Mr. Bruno Lopez, Mr. William Wei Huang, Ms. Judy Qing Ye and Mr. Jonathan King. Mr. Bruno Lopez is the chairman of our executive committee. The executive committee functions primarily as an advisory body to our board of directors to oversee the business of our group companies. The executive committee shall also provide consultation and recommendations to our board of directors on operating and strategic matters for any of our group companies, acting within authorities delegated to it by our board of directors. In addition, the executive committee shall have such other authority as may be delegated to it by our board of directors from time to time. Our executive committee is responsible for, among other things, advising, providing consultation and recommendations to our board of directors on:

- operational performance of any of our group companies;
- appropriate strategies for any of our group companies;
- strategic business and financing plans and annual budget of any of the group companies;
- acquisitions, dispositions, investments and other potential growth and expansion opportunities for any of our group companies;
- capital structure and financing strategy of our group companies, including but not limited to any debt, equity or equity-linked financing transactions, as well as any issuance, repurchase, conversion or redemption of any equity interests or debt of any of our group companies;
- any material litigation or other legal or administrative proceedings to which any of our group companies is a party;
- entry into any material contracts exceeding the approval authority of our chief executive officer or its equivalent, the chief financial officer, and all the other executive officers of any of our group companies;
- the approval of the incurrence of debt above certain thresholds;
- reporting regularly to our board of directors; and
- any other responsibilities as are delegated to the executive committee by our board of directors from time to time.