

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board of Directors consists of six Directors, including one executive director, two non-executive directors and three independent non-executive Directors.

The following table sets out certain information in respect of the members of our Board:

Name	Age	Date of joining our Group	Date of appointment	Position	Responsibilities	Relationship with other Directors and senior management
Tan Sri Dato’ David CHIU (丹斯里拿督邱達昌)	69	26 August 2023	26 August 2023	Non-executive Director and Chairman of the Board	Providing strategic advice in the formulation of business plans and major decisions of our Group	None
Cheong Thard HOONG (孔祥達)	55	26 August 2023	26 August 2023	Non-executive Director	Providing strategic advice in the formulation of business plans and major decisions of our Group	None
Pavel MARŠÍK	51	March 2000	6 July 2023	Executive Director and Chief Executive Officer	Day-to-day management and strategic planning of our Group	None
Ngai Wing LIU (廖毅榮)	73	4 March 2024	4 March 2024	Independent non-executive Director	Providing oversight of the Board and independent advice on the operation and management of our Group	None
Kam Choi Rox LAM (林錦才)	68	4 March 2024	4 March 2024	Independent non-executive Director	Providing oversight of the Board and independent advice on the operation and management of our Group	None
Sin Kiu NG (吳先僑)	50	4 March 2024	4 March 2024	Independent non-executive Director	Providing oversight of the Board and independent advice on the operation and management of our Group	None

The functions and duties of our Board include convening Shareholders’ meetings, reporting to Shareholders at Shareholders’ meetings, implementing the resolutions of the Shareholders, determining our business and investment plans, formulating our annual budget and final accounts, formulating proposals for our dividend and bonus distributions and for the increase or reduction of capital, and exercising other powers, functions and duties as authorised by the Articles of Association.

Save as disclosed in “Board of Directors” of this section and “Appendix VI — Statutory and General Information — C. Further Information About Directors and Substantial Shareholders” to this document, each of our Directors confirms with respect to himself or herself that he or she (i) did not hold other long positions or short positions in the Shares, underlying Shares, debentures of our Company or any associated corporation

DIRECTORS AND SENIOR MANAGEMENT

(within the meaning of Part XV of the SFO) as at the Latest Practicable Date; (ii) did not hold any other directorships in the three years prior to the Latest Practicable Date in any public companies of which the securities are listed on any securities market in Hong Kong and/or overseas; and (iii) there are no other matters concerning his or her appointment that need to be brought to the attention of our Shareholders and the Stock Exchange or shall be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. As at the Latest Practicable Date, none of our Directors or senior management is related to other Directors or senior management of our Company.

Non-executive Directors

Tan Sri Dato' David CHIU (丹斯里拿督邱達昌), aged 69, is our non-executive Director and chairman of our Board. He is also one of our Controlling Shareholders. Tan Sri Dato' David CHIU is responsible for providing strategic advice in the formulation of business plans and major decisions of our Group. Tan Sri Dato' David CHIU has over 40 years of experience in property development and extensive experience in hotel development. He graduated from the University of Sophia in Japan with a Bachelor of Science degree in Business Administration and Economics in July 1975. He was appointed as the managing director of FEC and later became the deputy chairman and chief executive officer of the FEC Group in 1978, 1994 and 1997, respectively. In 2011, Tan Sri Dato' David CHIU was appointed as the chairman of FEC. He is an executive director of FEC and also a director of a number of the FEC Group's subsidiaries. Tan Sri Dato' David CHIU was the vice-chairman and a non-executive director of i-CABLE Communications Limited (stock code: 1097) from September 2017 until May 2023. In Malaysia, he was conferred an honorary award which carried the title "Dato" and subsequently a more senior honorary title of "Tan Sri" by His Majesty, the King of Malaysia, in 1997 and 2005, respectively.

Tan Sri Dato' David CHIU was a director of the following companies prior to their dissolutions:

Name of Company	Place of incorporation	Date of Dissolution	Mode of Dissolution	Reason of Dissolution	Business Nature prior to Dissolution
Canning Investments Limited 建程投資有限公司	Hong Kong	5 Feb 2021	Deregistration	Cessation of business	Investment holding
Commodious Property Limited	Hong Kong	5 Feb 2021	Deregistration	Dormant	Dormant
Dorsett Hotels & Resorts (H.K.) Limited	Hong Kong	12 Jan 2018	Deregistration	Cessation of business	Investment holding
Ersign Development Limited	Hong Kong	23 Mar 2001	Deregistration	Dormant	Dormant

DIRECTORS AND SENIOR MANAGEMENT

Name of Company	Place of incorporation	Date of Dissolution	Mode of Dissolution	Reason of Dissolution	Business Nature prior to Dissolution
Far East Consortium China Infrastructure Company Limited 遠東發展中國基建有限公司	Hong Kong	14 Dec 2018	Deregistration	Cessation of business	Investment holding
Far East Pudong Development Limited 遠東浦東開發有限公司	Hong Kong	5 Feb 2021	Deregistration	Cessation of business	Investment holding
Faubert Investment Limited	Hong Kong	22 Aug 2008	Deregistration	Dormant	Dormant
Happiways Construction Limited 悅途工程有限公司	Hong Kong	27 Feb 2004	Deregistration	Dormant	Dormant
Healthonline.Com Limited	Hong Kong	6 Oct 2006	Deregistration	Dormant	Dormant
Hepworth Investment Limited 謙和投資有限公司	Hong Kong	11 Feb 2021	Deregistration	Cessation of business	Investment holding
Hong Kong Indoor Recreation Centres Limited 香港室內娛樂場有限公司	Hong Kong	20 Apr 2001	Deregistration	Cessation of business	Amusement centre
Modern Recreation Centre Limited 現代娛樂有限公司	Hong Kong	21 Jun 2019	Deregistration	Cessation of business	Amusement centre
Oi Tak Enterprises Limited 愛德企業有限公司	Hong Kong	7 Nov 2014	Deregistration	Cessation of business	Investment holding
Profess World Investments Limited 好而威投資有限公司	Hong Kong	29 Sep 2006	Deregistration	Dormant	Dormant
Renoir Realty Limited 朗廈物業有限公司	Hong Kong	5 May 2017	Deregistration	Cessation of business	Investment holding
Sea Wave Properties Limited 景滔置業有限公司	Hong Kong	5 May 2017	Deregistration	Cessation of business	Investment holding
Sheen Profit Industries Limited 瑞益實業有限公司	Hong Kong	14 Dec 2018	Deregistration	Cessation of business	Hotel operation

DIRECTORS AND SENIOR MANAGEMENT

Name of Company	Place of incorporation	Date of Dissolution	Mode of Dissolution	Reason of Dissolution	Business Nature prior to Dissolution
The Warwick Hotel (H.K.) Limited 華威酒店(香港)有限公司	Hong Kong	13 Dec 2002	Striking-off	Failed to deliver annual returns	Dormant
Transcamp Limited	Hong Kong	18 Jul 2003	Striking-off	Failed to deliver annual returns	Dormant
Turbulent Limited	Hong Kong	30 Jun 2017	Deregistration	Cessation of business	Investment holding
United Automobile Holdings Limited 聯達汽車集團有限公司	Hong Kong	25 Apr 2003	Striking-off	Failed to deliver annual returns	Investment holding
United Automobile Manufacturing Limited 聯達汽車製造廠有限公司	Hong Kong	25 Apr 2003	Striking-off	Failed to deliver annual returns	Dormant
Upperace Development Limited 登藝發展有限公司	Hong Kong	18 Aug 2017	Deregistration	Cessation of business	Investment holding

Tan Sri Dato' David CHIU confirmed that he has not been involved in any dispute with the above companies' creditors, shareholders and directors in respect of the dissolutions, that the above companies have been dissolved with no outstanding liability or claim in relation thereto, had no material non-compliances or litigations before their dissolutions and were solvent at the time of dissolutions, that the dissolutions of the companies had not resulted in any liability or obligation being imposed against him, that his involvements in the above companies were in relation to his appointments as director of the companies and that no misconduct or misfeasance on his part had been involved in the dissolutions.

Cheong Thard HOONG (孔祥達), aged 55, is our non-executive Director. Mr. Hoong is responsible for providing strategic advice in the formulation of business plans and major decisions of our Group. Mr. Hoong has over 12 years of experience in the corporate finance and investment banking industry in Asia. In 1997, he joined UBS as an associate director in the corporate finance department and was subsequently promoted to director and executive director in 2000 and 2002, respectively. From 2003 to 2006, Mr. Hoong worked for Deutsche Bank as a director. Mr. Hoong was the chief executive officer and an executive director of China LotSynergy Holdings Limited (which was then listed on GEM of the Stock Exchange but has since transferred its listing to the Main Board of the Stock Exchange and changed its name to China Ecotourism Group Limited) from 2006 to 2008, and its non-executive director from 2008 to 2017. Mr. Hoong has been an executive director of FEC since August 2012. Mr. Hoong was the managing director of FEC from September 2008 to December 2023 and was redesignated as the managing director of Far

DIRECTORS AND SENIOR MANAGEMENT

East Organization (International) Limited with effect from 1 January 2024. Mr. Hoong has been a non-independent and non-executive director of Land & General Berhad, a company listed on the main board of Bursa Malaysia, since 1 June 2010. Mr. Hoong was a non-executive director of i-CABLE Communications Limited, a company listed on the Main Board of the Stock Exchange, from September 2017 to May 2023. Mr. Hoong was a director of AGORA Hospitality Group Co., Ltd., a company listed on the Tokyo Stock Exchange, from March 2009 to March 2017. Mr. Hoong graduated from Imperial College of Science, Technology and Medicine, University of London in the United Kingdom in August 1989 with a Bachelor of Engineering degree in Mechanical Engineering. Mr. Hoong is a member of the Institute of Chartered Accountants in England and Wales.

Mr. Hoong was a director of the following companies prior to their dissolutions:

Name of Company	Place of incorporation	Date of Dissolution	Mode of Dissolution	Reason of Dissolution	Business Nature prior to Dissolution
Dorsett Hotels & Resorts (H.K.) Limited	Hong Kong	12 Jan 2018	Deregistration	Cessation of business	Investment holding
Far East Consortium China Infrastructure Company Limited 遠東發展中國基建有限公司	Hong Kong	14 Dec 2018	Deregistration	Cessation of business	Investment holding
Renoir Realty Limited 朗厦物業有限公司	Hong Kong	5 May 2017	Deregistration	Cessation of business	Investment holding
Sea Wave Properties Limited 景滔置業有限公司	Hong Kong	5 May 2017	Deregistration	Cessation of business	Investment holding
Sheen Profit Industries Limited 瑞益實業有限公司	Hong Kong	14 Dec 2018	Deregistration	Cessation of business	Hotel operation
Turbulent Limited	Hong Kong	30 Jun 2017	Deregistration	Cessation of business	Investment holding
Upperace Development Limited 登藝發展有限公司	Hong Kong	18 Aug 2017	Deregistration	Cessation of business	Investment holding

Mr. Hoong confirmed that he has not been involved in any dispute with the above companies' creditors, shareholders and directors in respect of the dissolutions, that the above companies have been dissolved with no outstanding liability or claim in relation thereto, had no material non-compliances or litigations before their dissolutions and were solvent at the time of dissolutions, that the dissolutions of the companies had not resulted in any liability or obligation being imposed against him, that his involvements in the above companies were in relation to his appointments as director of the companies and that no misconduct or misfeasance on his part had been involved in the dissolutions.

DIRECTORS AND SENIOR MANAGEMENT

Executive Director

Pavel MARŠÍK, aged 51, is our executive Director and Chief Executive Officer. As our Chief Executive Officer, Mr. Maršík is responsible for formulating overall corporate and business strategies of our Company and, with the support of a management team which includes other members of our senior management and divisional heads, overseeing the day-to-day management and operation of our Group. Mr. Maršík is also a director of various subsidiaries of our Group. Mr. Maršík worked at Arthur Andersen Prague from August 1996 to March 2000. Mr. Maršík joined Palasino Group in March 2000 as the Regional Financial Controller and board member. Initially, Mr. Maršík supported TWC (the then parent company of Palasino Group) in the implementation of internal control and financial reporting systems as well as the financial management of Palasino Group. Since 2004, Mr. Maršík has taken an active role in growing and diversifying Palasino Group's business both organically as well as by acquisitions and greenfield developments of casinos in the Czech Republic and hotels in the Czech Republic, Germany, and Austria. From September 2018 to June 2020, Mr. Maršík was the chief financial officer (Europe) of FEC. Since July 2020, Mr. Maršík has been leading the team at Palasino Group as managing director (which position he held until he took up the position of chief executive officer in July 2023), chairman of the board and chief financial officer of Palasino Group.

With over 23 years of experience at Palasino Group in a variety of leadership positions (including, most recently, as managing director or chief executive officer, chairman and chief financial officer of Palasino Group, in which capacities he has led our Group through the challenges of the COVID-19 pandemic), Mr. Maršík has an in-depth understanding of our business. During his tenure at our Group, Mr. Maršík has helped shepherd the acquisitions of our hotels in Germany and Austria, as well as the establishment of our landmark resort, *Palasino Savannah Resort*. Following the Merger in 2018 which saw FEC acquire TWC, Mr. Maršík guided Palasino Group through the first few years of new ownership in his role as chief financial officer (Europe) of FEC. Mr. Maršík has long held finance-related positions at our Group and his strong track record in both financial and operational management (specifically as it relates to our Group) gives him a unique perspective that will help guide our Group as we navigate a fast-changing post-COVID landscape, and makes him uniquely qualified to assume the Chief Executive Officer position.

As our Chief Executive Officer, Mr. Maršík will be well supported by a management team which includes other members of our senior management and divisional heads. As this reporting structure has been in place since Mr. Maršík assumed the role of managing director of Palasino Group in 2020, having Mr. Maršík take on the Chief Executive Officer position would ensure consistency in leadership.

Mr. Maršík obtained a Dipl. Ing. (Master's Degree) from the University of Economics in Prague in June 1996, specialising in International Trade, and obtained the FCCA title from the Association of Chartered Certified Accountants in the United Kingdom in May 2005.

DIRECTORS AND SENIOR MANAGEMENT

Independent Non-executive Directors

Ngai Wing LIU (廖毅榮), aged 73, was appointed as an independent non-executive Director with effect from 4 March 2024. Dr. Liu is responsible for providing oversight of the Board and independent advice on the operation and management of our Group. Prior to joining our Group, Dr. Liu held other senior management positions in companies whose shares are or were listed on the Main Board of the Stock Exchange. Dr. Liu was the chief executive officer and non-executive chairman at Yoshiya International Corporation, Limited (currently known as Capital Estate Limited, Stock Code: 193) from October 1996 to November 1998 and from December 1998 to April 2002, respectively; the chief executive officer and executive director of Singapore Hong Kong Properties Investment Limited (Stock Code: 245) (currently known as China Vered Financial Holding Corporation Limited) from September 2000 to December 2001; and an executive director of eSun Holdings Limited (Stock Code: 571) from November 1998 to May 2008. From March 2000 to December 2008, Dr. Liu was an independent non-executive director and the chairman of the audit committee of Hang Fung Gold Technology Limited (currently known as 3D-GOLD Jewellery Holdings Limited), a company whose shares were listed on the Main Board of the Stock Exchange but were subsequently delisted on 9 July 2012. Shares in 3D-GOLD were suspended from trading since 29 September 2008, and it was announced on the same day that Dr. Lam Sai Wing ("**Dr. Lam**"), the then chairman of 3D-GOLD, had passed away and that technical breaches of certain loan facilities may arise as a result of Dr. Lam ceasing to be chairman of 3D-GOLD. On 14 October 2008 it was announced that certain wholesale trade receivables of 3D-GOLD might not be recoverable, and a winding up petition for 3D-GOLD was filed by The Hongkong and Shanghai Banking Corporation Limited on 17 October 2008. The winding-up petition was subsequently adjourned to 13 July 2011 based on the available announcement of 3D-GOLD. The shares of 3D-GOLD were delisted with effect from 9 July 2012 by the Stock Exchange. Since Dr. Liu's resignation from the board of directors of 3D-GOLD on 5 December 2008, he has been unaware of any further developments in the affairs of 3D-GOLD.

Since 1 April 2019, Dr. Liu has been acting as an independent non-executive Director and a member of the audit committee of Hanvey Group Holdings Limited (Stock Code: 8219), a company whose shares are listed on GEM of the Stock Exchange. He also previously acted as an independent non-executive Director and a member of the audit committee in other companies listed on the Main Board of the Stock Exchange, including in Daiwa Associate Holdings Limited (Stock Code: 1037) (currently known as Maxnerva Technology Services Limited) from September 2004 to December 2015, and in New Smart Energy Group Limited (Stock Code: 91) (currently known as Golden Century International Holdings Group Limited) from July 2005 to September 2009. Dr. Liu was also an independent non-executive Director and the chairman of the audit committee of Dorsett Hospitality International Limited from September 2010 to October 2015.

Dr. Liu was awarded a Master of Business Administration from Hong Kong Metropolitan University (formerly known as The Open University of Hong Kong) in December 1999. He further obtained multiple degrees, including a Master of Science degree in Hotel and Tourism Management from The Hong Kong Polytechnic University in November 2001 and a Master of Science degree in Global Business from The Chinese University of Hong Kong in December 2002. Dr. Liu obtained his PhD degree from the Hotel and Tourism Management School of The Hong Kong Polytechnic University in October 2008, a Master of Arts degree in China Studies from Hong Kong University of Science and Technology in November 2011, a Doctor of Business Administration degree

DIRECTORS AND SENIOR MANAGEMENT

from Curtin University of Technology in January 2013, a Master of Arts degree in Asian and International Studies from The City University of Hong Kong in February 2013, a Master of Arts degree in Practical Philosophy from Lingnan University in November 2015, a Master of Arts degree in Chinese Studies from Chu Hai College of Higher Education in October 2017, a Bachelor of Arts degree in Chinese Humanities from Hong Kong Metropolitan University in August 2018, and a Bachelor of Social Sciences degree from Hong Kong Metropolitan University in November 2021.

Dr. Liu is an associate of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Company Secretaries), an associate of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators), a member of The Hong Kong Institute of Certified Public Accountants and a fellow of The Association of Chartered Certified Accountants.

Dr. Liu was a director of the following companies prior to their dissolutions:

Name of Company	Place of incorporation	Date of Dissolution	Mode of Dissolution	Reason of Dissolution	Business Nature prior to Dissolution
Ich International City Hotels Management Limited 國際城市酒店管理有限公司	Hong Kong	21 June 2022	Striking Off	Failure to submit annual return within the specified time	Hotel management
Transcamp Limited	Hong Kong	18 July 2003	Striking-off	Failed to deliver annual returns	Dormant
China Fair Investment Limited 新華福投資有限公司	Hong Kong	27 November 2009	Deregistration	Cease of operation	Property Investment
Engward Industrial Limited 優越實業有限公司	Hong Kong	2 July 2010	Deregistration	Cease of operation	Paper Handkerchiefs Factory
Forever Win Development Limited 恒中發展有限公司	Hong Kong	11 January 2008	Deregistration	Cease of operation	Hotel Investment
Good Friends Limited 明誼有限公司	Hong Kong	24 March 2006	Deregistration	Cease of operation	Canton-pop Concerts
Link Clever Industries Limited 同勇實業有限公司	Hong Kong	24 February 2006	Deregistration	Cease of operation	Share Investments

DIRECTORS AND SENIOR MANAGEMENT

Name of Company	Place of incorporation	Date of Dissolution	Mode of Dissolution	Reason of Dissolution	Business Nature prior to Dissolution
Roebling Development Limited 羅寧發展有限公司	Hong Kong	8 February 2002	Deregistration	Cease of operation	Property Investment
Rosemary Limited	Hong Kong	11 October 2019	Deregistration	Cease of operation	Property Investment
Senior Wisdom Limited 晉敏有限公司	Hong Kong	2 May 2008	Deregistration	Cease of operation	Property Investment

Dr. Liu confirmed that he has not been involved in any dispute with the above companies' creditors, shareholders and directors in respect of the dissolutions, that the above companies have been dissolved with no outstanding liability or claim in relation thereto, had no material non-compliances or litigations before the dissolutions and were solvent at the time of dissolutions, that the dissolutions of the companies had not resulted in any liability or obligation being imposed against him, that his involvements in the above companies were in relation to his appointments as director of the companies and that no misconduct or misfeasance on his part had been involved in the dissolutions.

Kam Choi Rox LAM (林錦才), aged 68, was appointed as an independent non-executive Director with effect from 4 March 2024. Mr. Lam is responsible for providing oversight of the Board and independent advice on the operation and management of our Group. Mr. Lam is a retired senior banker with over 40 years of experience in the banking and financial industry. Prior to joining our Group, Mr. Lam was with OCBC Bank (HK Branch) from July 2007 to April 2023, where he has held various positions, including Head of Corporate and Institutional Banking, deputy general manager, and chief executive and general manager, which was his last position with the bank. From March 1978 to July 2007, Mr. Lam worked at the Bank of Tokyo-Mitsubishi UFJ (currently known as MUFG Bank), where he has held various positions, including Head of Corporate Banking and Deputy General Manager. Mr. Lam's last position with the Bank of Tokyo-Mitsubishi UFJ was Senior Assistant General Manager of the Asian Investment Banking Division - Global Finance Department. From October 1984 to March 1987, Mr. Lam was with the Bank of Credit and Commerce where he was promoted from officer to acting manager. Mr. Lam was a bank officer in the Advances Department in Barclays Bank from October 1978 to October 1984. Mr. Lam obtained a Master of Business Administration from the University of Ballarat (currently known as Federation University Australia) in Australia in September 2006. Mr. Lam had been a Certified Credit Risk Management Professional (Credit Portfolio Management (CCRP(CPM))) of the Hong Kong Institute of Bankers since January 2021 until his retirement in April 2023.

DIRECTORS AND SENIOR MANAGEMENT

Sin Kiu NG (吳先僑), aged 50, was appointed as an independent non-executive Director with effect from 4 March 2024. Ms. Ng is responsible for providing oversight of the Board and independent advice on the operation and management of our Group. Ms. Ng has been a partner of the law firm, Watson Farley & Williams LLP, since December 2015. She was previously also a partner at Squire Patton Boggs from April 2012 to December 2015. Ms. Ng has over 10 years of experience in corporate finance matters, and has advised on a broad spectrum of matters, including initial public offerings, secondary equity and equity-linked offerings, merges and acquisitions, transactional and compliance matters, and other commercial matters. Prior to becoming partner, Ms. Ng was an assistant solicitor at Paul Hastings from January 2008 to October 2008, and at Gallant (formerly known as Gallant Y.T. Ho & Co) from February 2000 to April 2001. From May 2001 to December 2007 and October 2008 to December 2009, Ms. Ng was an assistant solicitor at Sidley Austin, and she was a consultant at Sidley Austin from January 2010 to March 2012. Ms. Ng graduated with a Bachelor of Laws degree from The University of Hong Kong ("HKU") in November 1995, and also obtained her Postgraduate Certificate in Laws at HKU in June 1996. She was awarded a Master of Laws degree from HKU in December 1999. Ms. Ng was qualified as a Solicitor of the High Court of Hong Kong in August 1998, of the Supreme Court of England & Wales in March 1999, and of the Greater Bay Area in May 2023.

Ms. Ng was a director of the following company prior to its dissolution:

Name of Company	Place of incorporation	Date of Dissolution	Mode of Dissolution	Reason of Dissolution	Business Nature prior to Dissolution
Gain Pacific Investment Limited 裕國投資有限公司	Hong Kong	8 May 2020	Striking off	Failure to pay annual registration fee	No business prior to dissolution

Ms. Ng confirmed that she has not been involved in any dispute with the above company's creditors, shareholders and directors in respect of the dissolution, that the above company has been dissolved with no outstanding liability or claim in relation thereto, had no material non-compliances or litigations before the dissolution and was solvent at the time of dissolution, that the dissolution of the company had not resulted in any liability or obligation being imposed against her, that her involvement in the above company was in relation to her appointment as director of the company and that no misconduct or misfeasance on her part had been involved in the dissolution.

Each of our Directors (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 27 February 2024; and (ii) confirmed that he/she understood his/her obligations as a Director.

DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

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

Name	Age	Date of joining our Group	Date of appointment as a member of senior management of our Group	Position	Responsibilities	Relationship with other Directors and senior management
Pavel MARŠÍK	51	March 2000	March 2000	Executive Director and Chief Executive Officer	Day-to-day management and strategic planning of our Group	None
Kwok Tai LAW (羅國泰)	52	August 2023	August 2023	Chief Financial Officer and Company Secretary	Responsible for the overall financial management and capital markets and investor relations of our Company	None
Tomáš KMENT	58	October 1997	March 2000	Director of Admin and Facilities	Responsible for the corporate governance and administrative matters of the Land Based Gaming Business and the German and Austrian Hotel Business	None
Colin Chapman STEWART	59	February 2014	November 2015	Chief Operating Officer — Gaming	Responsible for operations and formulating business development strategies of the Land Based Gaming Business and Online Gaming Business	None
John FRIAR	51	November 1999	August 2008	Director of Audit and Compliance	Responsible for supervision and compliance of the operation of the Land Based Gaming Business and the German and Austrian Hotel Business	None

Pavel MARŠÍK, aged 51, is our executive Director and Chief Executive Officer. His biographical details are set out under “Board of Directors — Executive Director” in this section.

Kwok Tai LAW (羅國泰), aged 52, is our Chief Financial Officer and Company Secretary. He is responsible for the overall financial management and capital market and investor relations of our Company. Mr. Law has over 20 years of experience in the corporate finance, investment banking and financial industry. Prior to joining our Group, Mr. Law was an executive director at Morgan Stanley Asia Limited from September 2018 to May 2023 and a director at Credit Suisse (Hong Kong) Limited from September 2015 to August 2018. From August 2006 to August 2015, Mr. Law worked at BNP Paribas Capital (Asia Pacific) Limited with his last position as a director. Mr. Law was an assistant vice president at BOCI Asia Limited from February 2005 to August 2006. From March 2000 to February 2005, Mr. Law was at Anglo Chinese Corporate Finance, Limited, where his last position was senior manager. From December 1996 to February 2000, Mr. Law was at KPMG, where his last position was assistant manager. Mr. Law graduated from Hong Kong Polytechnic with an honorary Bachelor of Science in Nursing in November 1994 and obtained his Master of Business Administration from Monash in Melbourne, Australia in December 1996. Mr. Law is qualified as a Certified Public Accountant in Australia and in Hong Kong and was certified as a Chartered Financial Analyst in September 2001. Mr. Law is also a fellow of the Hong Kong Securities and Investment Institute.

DIRECTORS AND SENIOR MANAGEMENT

Tomáš KMENT, aged 58, is our Director of Administration and Facilities, and leads the administration, legal, facilities and IT team of our Company responsible for the procurement and maintenance of facilities and equipment of the Land Based Gaming Business and German and Austrian Hotel Business, as well as other general administrative functions of our Company. He is also responsible for the corporate governance of our Group, including overseeing the licencing and permit agenda and dealings with governmental agencies. Mr. Kment is also a director of various subsidiaries of our Group. Mr. Kment has over 26 years of management experience. He joined LMJ Casino Rozvadov in October 1997 as an administrative manager and was appointed our Director of Administrations and Facilities in 2000. Prior to joining our Group, Mr. Kment worked at Kreditní banka a.s., Plzeň in the Czech Republic from 1993 to 1996. Mr. Kment graduated from Czech Technical University, Transportation and Handling Technology in Prague in September 1990 with a dipl Ing degree. Mr. Kment is the president of the Czech Casino Association (which is a member of the European Casino Association).

Colin Chapman STEWART, aged 59, is our Chief Operating Officer — Gaming and leads the operations team in relation to the Land Based Gaming Business and the Online Gaming Business and is responsible for formulating the business development strategies of the Land Based Gaming Business and Online Gaming Business. Mr. Stewart also handles the gaming licence applications of the Online Gaming Business. Mr. Stewart is also a director of various subsidiaries of our Group. Mr. Stewart joined our Group in February 2014 as director of casino operations and was appointed our Director of Operations in November 2015. Mr. Stewart has been heading Palasino Malta as its chief executive officer since July 2021 and is a Key Functionary of Palasino Malta, having been granted the Key Function Certificate by the MGA in November 2022. Mr. Stewart has over 40 years of experience in the gaming industry, having worked in various jurisdictions, including the United Kingdom, Poland, Czech Republic, Bulgaria and the Caribbean. During the period from 1988 to 2007, Mr. Stewart worked in casinos in different countries, including Genting Lucaya Beach Resort & Casino (in the Bahamas), Shangri La Casino of Storm International (in Russia), Zjednoczone Przedsiębiorstwa Rozrywkowe S.A. (in Poland), Asperts (Newcastle) Ltd (in the United Kingdom) and Princess Trimontium Casino (in Bulgaria) with various senior titles, including gaming shift manager, pit boss, head of marketing and general manager. Prior to joining our Group, Mr. Stewart worked at Casino Marketing Design, where his responsibilities included preparing market and business reports for casinos.

John FRIAR, aged 51, is our Director of Audit and Compliance and is responsible for supervising the operation of the Land Based Gaming Business and the German and Austrian Hotel Business to ensure they remain compliant with external regulations and internal procedures. Mr. Friar has over 20 years of experience in the gaming industry. He joined TWC as a trainee dealer in 1999 and was appointed as an internal auditor of our Group in 2001 and our Director of Audit and Compliance in 2008. Prior to joining our Group, Mr. Friar was with Prudential Assurance Company PLC in the United Kingdom from 1989 to 1995. Mr. Friar is a Key Functionary of Palasino Malta, having been granted the Key Function Certificate by the MGA in November 2022. Mr. Friar finished his secondary education at Downs School, Compton in the United Kingdom in 1989.

DIRECTORS AND SENIOR MANAGEMENT

COMPANY SECRETARY

Mr. Kwok Tai LAW (羅國泰), aged 52, was appointed as our company secretary on 29 August 2023. His biographical details are set out under "Senior Management" in this section.

BOARD COMMITTEES

Audit Committee

We have established an Audit Committee on 4 March 2024 pursuant to a resolution of our Directors passed on 4 March 2024 with written terms of reference in compliance with Rules 3.21 – 3.23 of the Listing Rules and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

The primary duties of the Audit Committee are to review and supervise our financial reporting process and system, risk management and internal control systems, to nominate and monitor external auditors, and to perform other duties and responsibilities as assigned by the Board.

The Audit Committee consists of three members, namely, Dr. Ngai Wing LIU, Mr. Kam Choi Rox LAM and Ms. Sin Kiu NG. The Audit Committee is chaired by Dr. Ngai Wing LIU.

Remuneration Committee

We have established a Remuneration Committee on 4 March 2024 pursuant to a resolution of our Directors passed on 4 March 2024 with written terms of reference in compliance with Rules 3.25 – 3.26 of the Listing Rules and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

The primary duties of the Remuneration Committee are to review, evaluate and make recommendations to our Board regarding the remuneration of our Directors and senior management.

The Remuneration Committee consists of three members, namely, Dr. Ngai Wing LIU, Mr. Cheong Thard HOONG and Mr. Kam Choi Rox LAM. The Remuneration Committee is chaired by Dr. Ngai Wing LIU.

Nomination Committee

We have established a Nomination Committee on 4 March 2024 pursuant to a resolution of our Directors passed on 4 March 2024 with written terms of reference in compliance with Rules 3.27A and 8A.27 – 8A.28 of the Listing Rules, and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

DIRECTORS AND SENIOR MANAGEMENT

The primary duties of the Nomination Committee are to review the structure, size and composition of our Board, assessing the independence of independent non-executive Directors, identifying individuals suitably qualified to become Board members, and to make recommendations to the Board on the appointment or reappointment of Directors and on any proposed changes to the Board to complement our corporate strategy.

The Nomination Committee consists of four members, namely, Tan Sri Dato' David CHIU, Dr. Ngai Wing LIU, Mr. Kam Choi Rox LAM and Ms. Sin Kiu NG. The Nomination Committee is chaired by Tan Sri Dato' David CHIU.

Executive Committee

We have established an Executive Committee on 4 March 2024 pursuant to a resolution of our Directors passed on 4 March 2024 with written terms of reference as the regular management body of our Group.

The primary duties of the Executive Committee are to consider our Company's overall objectives, corporate strategies and key results, and make strategic and executive decisions for our Group, including but not limited to business plans, corporate development policies and performance targets.

The Executive Committee consists of two members, namely, Mr. Pavel MARŠÍK and Mr. Kwok Tai LAW. The Executive Committee is chaired by Mr. Pavel MARŠÍK.

COMPLIANCE WITH THE CODE PROVISIONS OF APPENDIX C1 TO THE LISTING RULES

We are committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders. To accomplish this, we will comply with the code provisions set out in the Corporate Governance Code as set out in Appendix C1 to the Listing Rules after the [REDACTED].

BOARD DIVERSITY POLICY

Our Board has adopted the Board Diversity Policy in order to enhance the effectiveness of our Board of Directors and to maintain a high standard of corporate governance. The Board Diversity Policy sets out the criteria in selecting candidates to our Board of Directors, including but not limited to gender, age, cultural background, educational background, professional experience, skills, knowledge, and/or length of service. The ultimate decision for appointment to our Board will be based on merit and the contribution that the selected candidates will bring to our Board of Directors.

Our Directors have a balanced mix of knowledge and skills, including but not limited to overall business management, finance, accounting and legal knowledge and skillsets. They have obtained degrees in diversified majors including hotel and tourism management, law, international trade, accounting, business administration, economics, and mechanical engineering. Our Board is of the view that our Board of Directors satisfies the Board Diversity Policy. In addition, our Board of Directors encompasses a wide range

DIRECTORS AND SENIOR MANAGEMENT

of ages, ranging from 50 to 73. One of our Directors is female. While we recognise that the gender diversity at our Board of Directors level can be improved given that the majority of our Directors are male, we will continue to apply the appointment criteria based on competence and with reference to the overall diversity policy. Our Board of Directors will also ensure that appropriate balance of gender diversity is achieved with reference to [REDACTED] expectation, and international and local recommended best practices.

To further ensure gender diversity of our Board of Directors in the 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 members of our Board of Directors, which will be reviewed by our Nomination Committee periodically in order to develop a pipeline of potential successors to our Board of Directors to promote gender diversity. In addition to our Board level, we are also committed to promoting gender diversity at the senior management and all other levels of our Group by providing career development opportunities for female staff, making available to them knowledge and skills training in support of succession planning and ensuring that future gender diversity can be achieved on our Board.

The Nomination Committee is responsible for reviewing the diversity of our Board. The Nomination Committee will monitor and evaluate the implementation of the Board Diversity Policy from time to time to ensure its continued effectiveness. The Nomination Committee will also include in successive annual reports a summary of the Board Diversity Policy, including any measurable objectives set for implementing the Board Diversity Policy and the progress on achieving these objectives.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme, the purpose of which is to, amongst others, motivate our Directors, senior management and key employees to optimise their future contributions to our Group and/or reward them for their past contributions, and/or to attract and retain or otherwise maintain on-going relationships with such participants who are significant to or whose contributions are or will be beneficial to the performance, growth or success of our Group. For details relating to selection criteria, eligibility and determination of entitlement, and principal terms of the Share Option Scheme, see "Appendix VI — Statutory and General Information — D. Share Option Scheme".

REMUNERATION OF DIRECTORS

The aggregate remuneration received by our Directors (including fees, salaries, and other allowances and benefits in kind and discretionary bonuses) from us for the three years ended 31 March 2023 and the six months ended 30 September 2023 was approximately HK\$2.0 million, HK\$2.1 million, HK\$2.4 million and HK\$1.6 million, respectively. Under the arrangements currently in force, we estimate the aggregate remuneration (including fees, salaries, and other allowances and benefits in kind, excluding discretionary bonuses) payable to our Directors for the year ending 31 March 2024 to be HK\$3.0 million.

DIRECTORS AND SENIOR MANAGEMENT

The aggregate amount of salary and other allowances and benefits paid by us to the five highest paid individuals (including one director) of our Group during the three years ended 31 March 2023 and the six months ended 30 September 2023 was approximately HK\$6.8 million, HK\$6.7 million, HK\$7.9 million and HK\$4.8 million, respectively.

No remuneration was paid by us to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as compensation for loss of office in respect of the three years ended 31 March 2023. None of our Directors waived any emoluments during the Track Record Period.

Except as disclosed above, no other payments have been paid or are payable in respect of the three years ended 31 March 2023 by us or any of our subsidiaries to our Directors.

Our Directors are entitled to receive annual salaries as described in "Statutory and General Information — C. Further Information About Directors and Substantial Shareholders — 1. Particulars of Letters of Appointment" and in "Statutory and General Information — C. Further Information About Directors and Substantial Shareholders — 2. Directors Remuneration" and such annual salaries are determined by our Remuneration Committee. All Directors receive reimbursements from our Company for expenses which are necessarily and reasonably incurred for providing services to our Company or executing matters in relation to the operations of our Company. Our Directors may also receive options to be granted under the Share Option Scheme.

COMPLIANCE ADVISER

We have appointed Altus Capital Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, our compliance adviser will advise our Company in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- where our Company proposes to use the [REDACTED] in a manner that is different from that detailed in this document or where our business activities, development or results deviate from any forecasts, estimates or other information in this document; and
- where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the Shares, the possible development of a false market in the Shares or any other matters.

The term of appointment of the compliance adviser 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].

DIRECTORS AND SENIOR MANAGEMENT

MANAGEMENT PRESENCE

Pursuant to Rule 8.12 of the Listing Rules, an issuer must have a sufficient management presence in Hong Kong. This will normally mean that at least two of its executive directors must be ordinarily resident in Hong Kong. We do not have sufficient management presence in Hong Kong for the purpose of Rule 8.12 of the Listing Rules.

Accordingly, we have applied for, and the Stock Exchange has granted, a waiver from strict compliance with Rule 8.12 of the Listing Rules. Please refer to the section headed "Waivers from Strict Compliance with the Listing Rules" in this document for further details.