

DIRECTORS AND SENIOR MANAGEMENT

SUMMARY OF DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Present position	Date of appointment as Director	Date of joining our Group	Roles and responsibilities	Relationship with other Director(s) and/or senior management
Directors						
Mr. Dang Fei (黨飛先生)	42	Executive Director, chairman and chief executive officer of our Group	9 October 2018	24 June 2004	Overseeing the overall corporate development, strategic planning and day-to-day management of our Group's operation, and as the chairperson of our nomination committee	Younger brother of Mr. Dang Jun
Mr. Wang Xiaozhong (王小仲先生)	42	Executive Director	9 October 2018	24 June 2004	Overseeing the overall strategic planning, business development and day-to-day management of our Group's operation	Nil
Ms. Luo Xi (羅茜女士)	33	Executive Director	22 May 2019	3 August 2009 (Left on 1 March 2014 and rejoined on 4 April 2015)	Responsible for accounting operation and overall corporate finance of our Group	Nil
Mr. Luo Qiang (羅強先生)	33	Executive Director	22 May 2019	8 October 2008 (Left on 1 August 2014 and rejoined on 4 May 2016)	Responsible for sales and marketing as well as customer development of our Group	Nil
Mr. Wang Haichen (王海臣先生)	41	Non-executive Director	22 May 2019	22 May 2019	Providing advice on our Group's strategies and performance	Nil
Dr. Zuo Xinzhang (左新章博士)	37	Independent non-executive Director	10 June 2020	10 June 2020	As a member of our audit committee, remuneration committee and nomination committee	Nil
Mr. Chan Oi Fat (陳愛發先生)	41	Independent non-executive Director	10 June 2020	10 June 2020	As the chairperson of our audit committee and a member of our remuneration committee and nomination committee	Nil
Ms. Hu Xiaomin (胡曉敏女士)	38	Independent non-executive Director	10 June 2020	10 June 2020	As the chairperson of our remuneration committee and a member of our audit committee and nomination committee	Nil

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Name	Age	Present position	Date of appointment as senior management	Date of joining our Group	Roles and responsibilities	Relationship with other Director(s) and/or senior management
Senior Management						
Mr. Dang Jun (黨軍先生)	44	Deputy director (行政副總監)	25 September 2007	25 September 2007	Responsible for managing members of the Communist Party within our Group	Elder brother of Mr. Dang Fei
Ms. Liu Qing (劉晴女士)	42	Deputy human resources director (人力資源副總監)	4 January 2017	15 April 2015	Responsible for managing human resources of our Group	Nil
Ms. Hu Yi (胡倚女士)	35	Deputy financial director (財務副總監)	14 December 2017	1 June 2015	Responsible for cost, tax and financial management of our Group	Nil
Mr. Liu Yongkang (劉永康先生)	48	Production director (生產總監)	1 April 2010	1 April 2010	Responsible for production operation of our Group	Nil

DIRECTORS

Our Board consists of eight Directors, comprising four executive Directors, one non-executive Director and three independent non-executive Directors.

Executive Directors

Mr. Dang Fei (黨飛先生), aged 42

Mr. Dang Fei is one of the founders of Sichuan Saftower and one of our Controlling Shareholders and has over 15 years of experience in the manufacturing, processing and sale of wires and cables since the establishment of our Group. He was appointed as our Director on 9 October 2018 and was re-designated as our executive Director on 22 May 2019. He also serves as the chairman of our Board, chief executive officer of our Group, a director of ten of our subsidiaries, namely Bida Investment, Weichi Investment, Wechi Int'l, Saftower International, Saftower Management, Guangyuan Saftower Technology, Sichuan Saftower, Guangyuan Saftower, Sichuan Liangdian and Guangyuan Shuneng. He is responsible for overseeing the overall corporate development, strategic planning and day-to-day management of our Group's operation. He is the chairperson of our nomination committee.

Mr. Dang Fei graduated from Chengdu University of Technology (成都理工大學) in June 1999 with a diploma degree majoring in business management. He obtained the qualification of Senior Professional Manager (高級職業經理人) from the National Talent Flow Centre of the Ministry of Human Resource and Social Security of the PRC* (人事部全國人才流動中心) and the Research Centre for Professional Managers (職業經理研究中心) in September 2007. Mr. Dang Fei has also achieved various accomplishments and received a number of awards. He was awarded the Outstanding Member of the Chinese People's

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Political Consultative Conference Sichuan Pixian Committee* (政協郫縣委員會) (currently known as Chinese People's Political Consultative Conference Chengdu Pidu District Committee* (政協成都市郫都區委員會)) in “Four-one” event (“四個一”活動先進委員), Outstanding Entrepreneur in Sichuan Province (四川省優秀企業家) and Outstanding Young Entrepreneur in Guangyuan Economic and Technological Development Zone (廣元經濟技術開發區傑出青年企業家) in 2007, 2013 and 2018, respectively.

Mr. Dang Fei was also a member of the 9th standing committee of the Chinese People's Political Consultative Conference Sichuan Pixian Committee* (中國人民政治協商會議第九屆郫縣委員會常委) (currently known as Chinese People's Political Consultative Conference Chengdu Pidu District Committee* (政協成都市郫都區委員會)) in 2012.

Mr. Wang Xiaozhong (王小仲先生), aged 42

Mr. Wang Xiaozhong is the other co-founder of Sichuan Saftower. He was appointed as our Director on 9 October 2018 and was re-designated as our executive Director on 22 May 2019. He is responsible for overseeing the overall strategic planning, business development and day-to-day management of our Group's operation. Mr. Wang currently also serves as a director of four of our subsidiaries, namely Saftower Management, Guangyuan Saftower Technology, Sichuan Saftower and Lhasa Saftower and the supervisor of two of our subsidiaries, namely Sichuan Liangdian and Guangyuan Saftower.

Mr. Wang has over 15 years of experience in the manufacturing, processing and sale of wires and cables. Prior to the establishment of our Group in June 2004, Mr. Wang worked in the IT department of Huaxi Securities Co., Ltd.* (華西證券股份有限公司) from March 2001 to June 2002.

Mr. Wang graduated from Chengdu Institute of Meteorology (成都氣象學院) (currently known as Chengdu University of Information Technology (成都信息工程大學)) in June 2000 with a bachelor degree majoring in electronics, communication engineering.

Mr. Wang has also been a director of Chengdu Amazing Information Technology Company Limited* (成都安美勤信息技術股份有限公司), a company listed on the NEEQ (stock code: 831288), since 22 April 2014.

Ms. Luo Xi (羅茜女士), aged 33

Ms. Luo Xi was appointed as our executive Director on 22 May 2019. She is responsible for accounting operation and overall corporate finance of our Group. Ms. Luo currently also serves as a director of three of our subsidiaries, namely Saftower Management, Guangyuan Saftower Technology and Guangyuan Tongchuang.

Ms. Luo joined our Group in August 2009 as a statistical officer and served as an accountant of our Group from February 2011 to February 2014. From March 2014 to March 2015, Ms. Luo worked as the financial manager in a company called Chengdu Red Pearl Agricultural Development Company Limited* (成都紅珍珠農業開發有限公司) (“**Chengdu Red Pearl**”), which is owned as to 60% by Mr. Dang Fei and 40% by Ms. Yu Xueling (于雪琳), the mother of Mr. Dang Fei and Mr. Dang Jun. Chengdu Red Pearl is

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principally engaged in the plantation and sale of agricultural products. In April 2015, Ms. Luo rejoined our Group as assistant finance manager and was then promoted to the head of finance department, overseeing the accounting operation and finance of our Group.

Ms. Luo graduated from Sichuan Normal University (四川師範大學) in December 2010 with a bachelor degree majoring in E-commerce after passing the self-taught higher education exam. She obtained the Certificate of Accounting Profession (會計從業資格) from the Finance Bureau of Chengdu Jinjiang District* (成都市錦江區財政局) in October 2011 and the primary qualification in accountancy (會計初級) from Sichuan Provincial Human Resources and Social Security Department (四川省人力資源和社會保障廳) in September 2014.

Mr. Luo Qiang (羅強先生), aged 33

Mr. Luo Qiang was appointed as our executive Director on 22 May 2019. He is responsible for the sales and marketing as well as customer development of our Group. Mr. Luo currently also serves as a director of one of our subsidiaries, namely Guangyuan Tongchuang.

Mr. Luo joined our Group as a salesman in October 2008 and was promoted to deputy officer of the general office (綜合辦副主任) on 1 September 2009, where he was responsible for the human resources and daily office administration work of our Group. Mr. Luo served as the sales manager (銷售部負責人) of our Group from April 2011 to March 2013. In April 2013, he was further promoted to officer of the general office (總經辦主任), providing assistance to the general manager in managing and supervising sales and marketing of our Group. Mr. Luo left our Group in August 2014 and rejoined our Group in May 2016 serving as a marketing director of our Group and the general manager of Guangyuan Saftower and Guangyuan Shuneng. Prior to joining our Group, Mr. Luo worked for Ruida Futures Brokerage Company Limited* (瑞達期貨經紀有限公司) (currently known as Ruida Futures Company Limited (瑞達期貨股份有限公司)) as a futures broker (期貨經紀) from December 2007 to October 2008. From August 2014 to April 2016, Mr. Luo operated a few wholesale liquor shops under the name of “Yang’an Folk Winery”* (陽安民間老酒坊) in Pixian (currently known as Pidu District) and High-tech district in Chengdu, PRC.

Mr. Luo graduated from Sichuan Tianyi College (民辦四川天一學院) in June 2008, with a diploma degree majoring in international finance (securities investment). He was awarded the Excellent Communist Party Member in the District (全區優秀共產黨員) by the Communist Party Working Committee of Guangyuan Economic and Technological Development Zone* (廣元經濟技術開發區黨工委) in June 2018.

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Non-executive Director

Mr. Wang Haichen (王海臣先生), aged 41

Mr. Wang Haichen was appointed as our non-executive Director on 22 May 2019.

Mr. Wang Haichen has been in the legal practice for over 15 years. He obtained a bachelor degree majoring in law from Sichuan Normal University (四川師範大學) in June 2004 after passing the self-taught higher education exam. He passed the China Judicial Examination (國家司法考試) in September 2002 and obtained his Lawyer's Practising Certificate (律師執業證書) in October 2003.

From January 2004 to December 2007, Mr. Wang Haichen worked as an attorney at Sichuan Tiancheng Law Firm* (四川天稱律師事務所). Mr. Wang Haichen was promoted to assistant chief lawyer (副主任律師) of the firm in January 2008 and assumed the office of chief lawyer (主任律師) in September 2015, responsible for overseeing the whole firm. In addition to his work at Sichuan Tiancheng Law Firm, Mr. Wang Haichen has also been serving as the vice president of Guangyuan Bar Association* (廣元市律師協會) since November 2018 and an arbitrator at Guangyuan Arbitration Association* (廣元仲裁委員會) since January 2014, respectively.

Mr. Wang Haichen has also achieved various accomplishments and received a number of awards. He was awarded the Top Ten Outstanding Young Lawyers in Guangyuan (廣元市十大優秀青年律師) by Guangyuan Bar Association in November 2016 and Excellent Lawyer of Guangyuan (廣元市優秀律師) by Guangyuan Justice Bureau* (廣元市司法局) in January 2018. In January 2018, Mr. Wang Haichen was further awarded Outstanding Lawyer of Sichuan Province (四川省優秀律師) by Department of Justice of Sichuan Province (四川省司法廳) and Sichuan Province Lawyers Association (四川省律師協會).

Since December 2018, Mr. Wang Haichen has been a director of Guangyuan Guangxin Agricultural Finance Guarantee Company Limited* (廣元市廣信農業融資擔保股份有限公司) listed on the NEEQ (stock code: 832228), which was the guarantor of the two loans with outstanding balance of RMB8.0 million in aggregate advanced by Industrial and Commercial Bank of China to Guangyuan Saftower as at the Latest Practicable Date.

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Independent non-executive Directors

Dr. Zuo Xinzhang (左新章博士), aged 37

Dr. Zuo Xinzhang was appointed as our independent non-executive Director on 10 June 2020. He is a member of our audit committee, remuneration committee and nomination committee.

Dr. Zuo has over 14 years of experience in materials science. From July 2005 to May 2007, he worked as a technician at China Petroleum Seventh Construction Corporation* (中國石油天然氣第七建設有限公司). Dr. Zuo then joined Xi'an Xinyao Ceramic Composite Materials Company Limited* (西安鑫垚陶瓷複合材料有限公司) and worked as the project manager from July 2015 to November 2017, where he completed his postdoctoral research at Northwestern Polytechnical University (西北工業大學) in aerospace science and technology (航空宇航科學與技術) and obtained his postdoctoral certificate in April 2018.

Dr. Zuo obtained a bachelor degree in metal material engineering from China University of Petroleum (中國石油大學) in June 2005, a master degree and a PhD degree in material science from Northwestern Polytechnical University (西北工業大學) in April 2010 and June 2015, respectively. Dr. Zuo obtained the qualification of engineer from Xi'an Municipal Human Resources and Social Security Bureau (西安市人力資源和社會保障局) in June 2015. He further obtained the qualification of senior engineer from Department of Human Resources and Social Security of Shaanxi Province (陝西省人力資源和社會保障廳) in November 2017.

Mr. Chan Oi Fat (陳愛發先生), aged 41

Mr. Chan Oi Fat was appointed as our independent non-executive Director on 10 June 2020. He is the chairperson of our audit committee and a member of our remuneration committee and nomination committee.

Mr. Chan has extensive experience in professional accounting, auditing and corporate financial services. Mr. Chan joined Deloitte Touche Tohmatsu in September 2000 and left as a manager in January 2008.

Mr. Chan joined Ta Yang Group Holdings Limited, a company listed on the Stock Exchange (stock code: 1991), which is an investment holding company principally engaged in manufacturing input device, in January 2008 as company secretary and qualified accountant and resigned as company secretary in February 2017 but remained as the group's financial controller until March 2018. Since February 2018, Mr. Chan has been the company secretary of China Leon Inspection Holding Limited, a company listed on the Stock Exchange (stock code: 1586), which is an investment holding company principally engaged in providing inspection services of coal in the PRC. In April 2018, Mr. Chan joined SML (Hong Kong) Limited, which is a garment accessories manufacturer and seller and he was promoted to the post of chief financial officer since February 2019.

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Mr. Chan has been an independent non-executive director of Shanghai Prime Machinery Company Limited, a company listed on the Stock Exchange (stock code: 2345), which is principally engaged in the design, manufacture and sale of fasteners, since June 2014.

Mr. Chan graduated from the City University of Hong Kong in November 2000 with a degree of Bachelor of Business Administration (Hons) in Accountancy. He has become a member of the Hong Kong Institute of Certified Public Accountants since October 2004 and a member of the Association of Certified Chartered Accountants since December 2003. He has also become a life member of the Hong Kong Independent Non-Executive Director Association since March 2015.

Ms. Hu Xiaomin (胡曉敏女士), aged 38

Ms. Hu Xiaomin was appointed as our independent non-executive Director on 10 June 2020. She is the chairperson of our remuneration committee and a member of our audit committee and nomination committee.

Ms. Hu has over 10 years of experience in business administration and financing. She served as investor relations officer for Honghua Group Limited, a company listed on the Stock Exchange (stock code: 196), from December 2009 to July 2011 and as the secretary of board of directors and manager of strategic development in Sichuan Zhongsheng Industry Group Company Limited* (四川中勝實業集團有限公司) from July 2011 to July 2013. She then joined Chengdu Branch of Sichuan Shuangma Cement Company Limited* (四川雙馬水泥股份有限公司成都分公司), which is listed on the Shenzhen Stock Exchange (stock code: 000935), as treasury manager from July 2013 to April 2016. She then worked as senior fund manager at Sichuan Health Care Industry Equity Investment Fund Partnership (Limited Partnership)* (四川省健康養老產業股權投資基金合夥企業) from April 2016 to July 2017. In September 2017, Ms. Hu co-founded Chengdu Fin-wisely Consulting Company Limited* (成都方思維力企業管理有限公司) engaging in corporate advisory with an Independent Third Party and worked as the general manager of the company from then to July 2018. Since July 2018, Ms. Hu has been one of the shareholders of a company engaging in fund management, namely Chengdu Jingying Zhiyuan Venture Capital Management Company Limited* (成都菁英致遠創業投資管理有限公司) and served as the general manager.

Ms. Hu obtained a bachelor degree in Business Administration from Sichuan University (四川大學) in July 2005, a master degree of Business Administration and a master degree in professional accountancy from The University of South Dakota in August 2006 and May 2008, respectively.

Ms. Hu has achieved various qualifications. She is a Chartered Financial Analyst Charter holder and she passed the exams held by Shanghai Stock Exchange to act as secretary of board of directors.

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DISCLOSURE REQUIRED UNDER RULE 17.50(2) OF THE GEM LISTING RULES

Some of our Directors were directors of the following companies which were incorporated in Hong Kong or the PRC prior to their respective dissolution. The respective Directors confirmed that the companies were solvent and inactive at the time of their dissolution and that their dissolution had not resulted in any liability or obligation against them. The following are the details of the aforementioned dissolved companies:

Relevant Directors	Name of company	Place of incorporation	Principal business activity prior to cessation of business	Date of dissolution	Means of dissolution
Mr. Dang Fei and Mr. Wang	Hongkong Sandy International Group Joint-Stock Limited	Hong Kong	No operation	19 June 2015	Deregistration
Mr. Wang	Chengdu Dinghe Property Investment Company Limited* (成都鼎和置業投資有限公司)	PRC	No operation	13 January 2012	Deregistration
Mr. Wang	Chengdu Xingmin Fresh Potted Flower Company Limited* (成都興民鮮盆花有限公司)	PRC	Retail sale of flowers	21 August 2015	Deregistration
Mr. Chan Oi Fat	Diversity Partner Limited (燁協有限公司)	Hong Kong	Investment holding	10 July 2015	Deregistration

Save as disclosed above, each of our Directors has confirmed with respect to him/her that: (a) he/she has not held any current or past directorship in the last three years in any other listed company, the securities of which are listed on any securities market in Hong Kong or overseas; (b) he/she has not held other positions in our Company or any members of our Group as at the Latest Practicable Date; (c) he/she did not have any relationship with any other Directors, senior management, Substantial Shareholder or Controlling Shareholders as at the Latest Practicable Date; (d) he/she does not have any other interest in our Shares within the meaning of Part XV of the SFO, save as disclosed in the paragraph headed “C. Further Information about our Directors and Substantial Shareholders — 1. Disclosure of Interests” in Appendix V to this prospectus; (e) he/she does not have any other interest in any business which competes or is likely to compete, directly or indirectly, with us, which is discloseable under the GEM Listing Rules; and (f) to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no additional information relating to our Directors or senior management that was required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and no other matter with respect to their appointments that needs to be brought to the attention of our Shareholders as at the Latest Practicable Date.

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SENIOR MANAGEMENT

Mr. Dang Jun (黨軍先生), aged 44, joined our Group in September 2007 as the deputy director. From then until August 2015, Mr. Dang Jun had been working in the marketing department of our Group, providing assistance to Mr. Dang Fei in carrying out the marketing strategies. From 1 September 2015 and up to the Latest Practicable Date, Mr. Dang Jun has been mainly serving as the secretary of the Communist Party branch in our Group, responsible for the daily office administration work of our Group and managing members of the Communist Party within our Group. Mr. Dang Jun currently also serves as a director of one of our subsidiaries, namely Sichuan Saftower and a supervisor of one of our subsidiaries, namely Lhasa Saftower.

Mr. Dang Jun completed a bachelor degree in Chinese studies from Sichuan Union University (四川聯合大學) (currently known as Sichuan University (四川大學)) in June 1998. From August 2001 to December 2003, Mr. Dang Jun attended CPC Sichuan Provincial Party School* (中共四川省委黨校) and obtained a bachelor degree in economic management. Before joining our Group, Mr. Dang Jun served various positions at Chengdu Bureau of Public Security, Jinniu Branch* (成都市公安局金牛區分局) from August 1998 to March 2007 and as a clerk (科員) at Chengdu Bureau of Public Security, Wuhou Branch* (成都市公安局武侯區分局) from March 2007 to August 2007. He was promoted to deputy investigator (副科級偵察員) in August 2007.

Ms. Liu Qing (劉晴女士), aged 42, joined our Group in April 2015 as the deputy human resources manager. She was promoted to deputy human resources director in January 2017, responsible for managing the human resources of our Group. Ms. Liu currently also serves as the supervisor of two of our subsidiaries namely, Guangyuan Shuneng and Guangyuan Tongchuang.

Prior to joining our Group, Ms. Liu worked as the assistant to chairman of the board (董事長助理) and deputy manager of the human resources and administration department (人事行政部門副總經理) at Chengdu Ideal Technology Development Co., Ltd. (成都理想科技開發有限公司) from March 2011 to March 2015.

Ms. Liu graduated from Sichuan Union University (四川聯合大學) (currently known as Sichuan University (四川大學)) in December 1998 with a diploma degree majoring in marketing. She obtained the qualification of Enterprise Human Resources Manager (企業人力資源管理師) from the Occupational Skill Testing Authority of Sichuan Province* (四川省職業技能鑒定指導中心) in January 2017.

Ms. Hu Yi (胡倚女士), aged 35, is the deputy financial director of our Group, assisting Ms. Luo Xi in cost, tax and financial management of our Group. Ms. Hu joined our Group in June 2015 as the deputy manager of the finance department and was promoted to deputy financial director, responsible for our finance matters in Guangyuan, in December 2017. Ms. Hu currently also serves as a director of one of our subsidiaries, namely Guangyuan Tongchuang.

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Prior to joining our Group, Ms. Hu worked for Maijiale (Beijing) Technology Company Limited* (買家樂(北京)科技有限公司), as an accountant from July 2007 to July 2009, and Sichuan Hengfeng Air Compressor Company Limited* (四川恒豐空壓機有限公司) as an accountant from March 2011 to December 2014.

Ms. Hu graduated from Southwestern University of Finance and Economics (西南財經大學) in June 2018 with a diploma degree majoring in Accountancy after passing the self-taught higher education exam. She obtained the Certificate of Accounting Profession (會計從業資格) from Beijing Finance Bureau* (北京市財政局) in June 2007, the primary accountant title (會計初級職稱) in May 2009 from Beijing Municipal Human Resources and Social Security Bureau (北京市人力資源和社會保障局) and the medium level accountant title (會計中級職稱) from Sichuan Provincial Human Resources and Social Security Department (四川省人力資源和社會保障廳) in October 2013.

Mr. Liu Yongkang (劉永康先生), aged 48, joined our Group in April 2010 as the production director, responsible for the production operation of our Group. Mr. Liu currently also serves as a supervisor of three of our subsidiaries, namely Saftower Management, Guangyuan Saftower Technology and Sichuan Saftower and a director of another subsidiary, Guangyuan Tongchuang.

Prior to joining our Group, Mr. Liu worked as a technician at Chengdu Sandian Company Limited* (成都三電股份有限公司) from January 1999 to December 2009.

Mr. Liu graduated from Harbin Institute of Technology (哈爾濱工業大學) in July 1995 with a bachelor degree majoring in Polymer Science (高分子材料). He obtained the qualification of engineer from Chengdu Leading Group for Reform of Professional Titles* (成都市職稱改革工作領導小組) in November 2006.

COMPANY SECRETARY

Mr. Woo Yuen Ping (胡遠平), aged 34, was appointed as our company secretary on 22 May 2019. He is responsible for company secretarial matters of our Group.

Mr. Woo has over 10 years of experience in accounting, auditing and company secretarial fields gaining from accounting firms. From August 2008 to September 2014, Mr. Woo worked at RSM Nelson Wheeler and left as an audit assistant manager. From December 2015 to February 2019, he served as a director of Global Vision CPA Limited. Mr. Woo has been the company secretary of Dadi Education Holdings Limited, a company listed on the Stock Exchange (stock code: 8417) since March 2019 and the company secretary of Affluent Foundation Holdings Limited, a company listed on the Stock Exchange (stock code: 1757) since April 2019.

Mr. Woo graduated with a bachelor's degree of business administration in accountancy from City University of Hong Kong in November 2008. Mr. Woo was admitted in January 2012 and is currently a practising member of Hong Kong Institute of Certified Public Accountants. He has been a member of CPA Australia since April 2019.

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Mr. Woo is an external service provider engaged by us as our company secretary and Mr. Wang, our executive Director, will be the key contact person with whom Mr. Woo can contact.

COMPLIANCE OFFICER

Mr. Wang is the compliance officer of our Company. For details of his background and experience, see the paragraph headed “Directors — Executive Directors” in this section.

BOARD COMMITTEES

Audit committee

We established an audit committee with written terms of reference in compliance with Rule 5.29 of the GEM Listing Rules and paragraph C.3.3 of the Corporate Governance Code pursuant to a resolution of our Directors passed on 10 June 2020. The primary duties of our audit committee are, among others, to make recommendation to our Board on the appointment, reappointment and removal of external auditor, monitor integrity of our financial statements, review significant financial reporting judgements contained in them, oversee our financial reporting, internal control, risk management systems and audit process and perform other duties and responsibilities assigned by our Board.

At present, our audit committee comprises of Mr. Chan Oi Fat, Dr. Zuo Xinzhang and Ms. Hu Xiaomin, all being our independent non-executive Directors. Mr. Chan Oi Fat is the chairperson of our audit committee.

Remuneration committee

We established a remuneration committee on 10 June 2020 with written terms of reference in compliance with Rule 5.35 of the GEM Listing Rules and paragraph B.1.2 of the Corporate Governance Code. The primary duties of our remuneration committee are, among others, to review and approve the management’s remuneration proposals, make recommendations to our Board on the remuneration package of our Directors and senior management and ensure none of our Directors or their associates is involved in deciding their own remuneration.

At present, our remuneration committee comprises Ms. Hu Xiaomin, Dr. Zuo Xinzhang and Mr. Chan Oi Fat, all being our independent non-executive Directors. Ms. Hu Xiaomin is the chairperson of our remuneration committee.

Nomination committee

We established a nomination committee on 10 June 2020 with written terms of reference in compliance with paragraph A.5.2 of the Corporate Governance Code. The primary duties of our nomination committee are, among others, to review the structure, size, composition and diversity of our Board, and select or make recommendations on the selection of individuals nominated for directorships.

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At present, our nomination committee comprises Mr. Dang Fei, Dr. Zuo Xinzhang, Mr. Chan Oi Fat and Ms. Hu Xiaomin. Mr. Dang Fei is the chairperson of our nomination committee.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Except for the deviation from provision A.2.1 of the Corporate Governance Code, our corporate governance practices are expected to comply with the Corporate Governance Code. Provision A.2.1 of the Corporate Governance Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

Mr. Dang Fei has been managing our Group's business and overall strategic planning since its establishment. Our Directors believe that the vesting of the roles of chairman of our Board and chief executive officer in Mr. Dang Fei is beneficial to the business operations and management of our Group as it provides a strong and consistent leadership to our Group and that the current management has been effective in the development of our Group and implementation of business strategies under the leadership of Mr. Dang Fei. In allowing the two roles to be vested in the same person, our Directors believe both positions require in-depth knowledge and considerable experience of our Group's business and Mr. Dang Fei is the most suitable person to occupy both positions for effective management of our Group. Accordingly, our Company has not segregated the roles of the chairman of our Board and chief executive officer as required by Code Provision A.2.1 of the Corporate Governance Code.

Board Diversity Policy

We have adopted a board diversity policy on 10 June 2020, which sets out the approach of which our Board could achieve a higher level of diversity. We recognise the benefits of having a diversified Board. In summary, our board diversity sets out that when considering the nomination and appointment of a Director, with the assistance of our nomination committee, our Board would consider a number of factors, including but not limited to the skills, knowledge, professional experience and qualifications, cultural and educational background, age, gender and diversity of perspective that the candidate is expected to bring to our Board and what would be the candidate's potential contributions, in order to better serve the needs and development of our Company. Our board diversity policy also seeks to attract, retain and motivate our Directors and other staff from the widest pool of available talent. All Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard to the benefits of diversity on our Board.

DIRECTORS AND SENIOR MANAGEMENT

COMPLIANCE ADVISER

Our Company has appointed Alliance Capital Partners as our compliance adviser pursuant to Rule 6A.19 of the GEM Listing Rules for the term commencing on the Listing Date and ending on the date on which our Company complies with Rule 18.03 of the GEM Listing Rules in respect of our financial results for the second full financial year commencing after the Listing Date.

Pursuant to Rule 6A.23 of the GEM Listing Rules, we shall consult with and, if necessary, seek advice from our compliance adviser on a timely basis in the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- (c) where we propose to use the proceeds of the Listing in a manner different from that detailed in this prospectus or where our business activities, developments or results deviate to a material extent from any forecast, estimate, or other information in this prospectus; and
- (d) where the Stock Exchange makes an inquiry of us under Rule 17.11 of the GEM Listing Rules.

REMUNERATION POLICY

Our Directors and senior management receive compensation in the form of salaries, benefits in kind and/or discretionary bonuses related to their performance. We also reimburse them for expenses which are necessarily and reasonably incurred in relation to all business and affairs carried out by us from time to time or for providing services to us or executing their functions in relation to our business and operations. We regularly review and determine the remuneration and compensation package of our Directors and senior management, by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities of our Directors and senior management and our performance.

After the Listing, our Directors and senior management may also receive options to be granted under the Share Option Scheme.

DIRECTORS AND SENIOR MANAGEMENT

REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

During each of FY2017, FY2018 and FY2019, the aggregate emoluments paid and benefits in kind (excluding discretionary bonus and contributions to pension schemes) granted by us to our Directors were RMB258,000, RMB336,000 and RMB359,000, respectively.

For each of FY2017, FY2018 and FY2019, the aggregate remuneration including basic salaries, other benefits and contribution to retirement benefit scheme, paid to the five highest paid individuals (including our Directors) by our Group was RMB651,000, RMB548,000 and RMB674,000, respectively.

Save as disclosed in this prospectus, no other emoluments have been paid, or are payable, by us to our Directors and the five highest paid individuals in respect of each of FY2017, FY2018 and FY2019.

Under the arrangements currently in force, we estimate that the aggregate remuneration payable to, and benefits in kind receivable by, our Directors (excluding discretionary bonus) for FY2020 are expected to be RMB1.22 million. Upon completion of the Listing, our remuneration committee will make recommendations on the remuneration of our Directors taking into account the performance of our Directors and market standards and the remuneration will be subject to approval by our Shareholders. Accordingly, the historical remuneration to our Directors during the Track Record Period may not reflect the future levels of remuneration of our Directors.

During the Track Record Period, no remuneration was paid by us to, or received by, our Directors or the five highest individuals as an inducement to join or upon joining us or as compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any remuneration during the Track Record Period.

For additional information on Directors' remuneration during the Track Record Period as well as information on the highest paid individuals, see accountants' report set out in Appendix I to this prospectus.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme. Further information on the Share Option Scheme is set forth in the paragraph headed "D. Share Option Scheme" in Appendix V to this prospectus.