

DIRECTORS AND SENIOR MANAGEMENT

SUMMARY OF DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Present position	Date of appointment as Director/senior management	Date of joining our Group	Principal responsibilities	Relationship with other Director(s), and/or senior management
Executive Directors						
Mr. Chan Kam Kei (陳鑫基)	48	Executive Director and chief executive officer of our Group	28 June 2023	28 July 1999	Overall management and formulation of business strategies of our Group. He is also the chairperson of our Nomination Committee and a member of our Remuneration Committee	Son of Mr. WH Chan and Ms. Choi, and brother of Mr. Eddie Chan and Ms. Karen Chan
Mr. Chan Kam Kong (陳鑫江)	45	Executive Director and chief operating officer of our Group	28 June 2023	1 September 2003	Overall project management and day-to-day management of the operations of our Group	Son of Mr. WH Chan and Ms. Choi, and brother of Mr. Kelvin Chan and Ms. Karen Chan
Ms. Chan Suk Man (陳淑雯)	43	Executive Director	28 June 2023	2 January 2016	Overall day-to-day management of the operations and administration of our Group	Daughter of Mr. WH Chan and Ms. Choi, and sister of Mr. Eddie Chan and Mr. Kelvin Chan
Non-executive Directors						
Mr. Chan Wing Hong (陳永康)	75	Non-executive Director and chairman of the Board	28 June 2023	28 July 1999	Participating in the decision making of our Board with respect to strategic development of our Group	Spouse of Ms. Choi, and father of Mr. Kelvin Chan, Mr. Eddie Chan and Ms. Karen Chan

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Name	Age	Present position	Date of appointment as Director/senior management	Date of joining our Group	Principal responsibilities	Relationship with other Director(s), and/or senior management
Ms. Choi Chick Cheong (蔡植昌)	72	Non-executive Director	28 June 2023	28 July 1999	Overall corporate strategies	Spouse of Mr. WH Chan, and mother of Mr. Kelvin Chan, Mr. Eddie Chan and Ms. Karen Chan

Independent non-executive Directors

Mr. Cha Ho Wa (車灝華)	34	Independent non-executive Director	5 February 2024	5 February 2024	Providing independent advice to our Board and serving as the chairperson of our Remuneration Committee and a member of our Audit Committee	Nil
Mr. Yu Chun Kit (余俊傑)	34	Independent non-executive Director	5 February 2024	5 February 2024	Providing independent advice to our Board and serving as the chairperson of our Audit Committee and a member of our Remuneration Committee and Nomination Committee	Nil
Mr. Liu Chi Kwun Albert (廖志崑)	61	Independent non-executive Director	5 February 2024	5 February 2024	Providing independent advice to our Board and serving as a member of our Audit Committee and Nomination Committee	Nil

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Name	Age	Present position	Date of appointment as Director/senior management	Date of joining our Group	Principal responsibilities	Relationship with other Director(s), and/or senior management
Senior management						
Mr. Tam Hon Fai (譚漢輝)	40	Financial controller and company secretary of our Company	1 April 2023	1 April 2023	Financial management and secretarial affairs of our Group	Nil
Mr. Leung Lok Him (梁樂謙)	36	Project manager	1 April 2023	17 August 2015	Overseeing and managing project execution and operation of our Group	Nil

DIRECTORS

Our Board consists of eight Directors, comprising three executive Directors, two non-executive Directors and three independent non-executive Directors.

Executive Directors

Mr. Chan Kam Kei (陳鑫基), aged 48, was appointed as a Director on 28 June 2023 and was re-designated as an executive Director on 6 July 2023. Mr. Kelvin Chan also serves as the chief executive officer of our Group, the chairperson of our Nomination Committee and a member of our Remuneration Committee. He is primarily responsible for the overall management and formulation of business strategies of our Group. He is also a director of various subsidiaries of our Company, namely WK Development, Wing Kei Hong Kong and Wing Kei Management. He is the son of Mr. WH Chan and Ms. Choi, and the brother of Mr. Eddie Chan and Ms. Karen Chan. Mr. Kelvin Chan is one of our Controlling Shareholders.

Mr. Kelvin Chan co-founded our Group in July 1999 with Mr. WH Chan, and has since accumulated over 24 years of experience in the structural steelwork industry. Since founding our Group, Mr. Kelvin Chan has been overseeing various aspects of our Group's business including our strategic and corporate development, expansion plans and bidding tenders, and leading our Group to gradually expand our business throughout the years and undertake both private and public projects, including some high-profile projects, the details of which are set out in the paragraph headed "History, development and Reorganisation – Our business development" in this document.

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Mr. Kelvin Chan has been a member of the New Territories General Chamber of Commerce (新界總商會) since March 2013 and was a director of the chamber from 2014 to 2016 and 2020 to 2022. He has also been a member of Tsuen Wan Trade Association Limited (荃灣商會有限公司) since April 2016. Mr. Kelvin Chan attended secondary school education in Canada.

Mr. Chan Kam Kong (陳鑫江), aged 45, was appointed as a Director on 28 June 2023 and was re-designated as an executive Director on 6 July 2023. Mr. Eddie Chan also serves as the chief operating officer of our Group. He is primarily responsible for the overall project management and day-to-day management of the operations of our Group. He is also a director of all our subsidiaries, namely WK Development, Wing Kei Hong Kong, Wing Kei Management and Wing Kei Dongguan. He is the son of Mr. WH Chan and Ms. Choi, and the brother of Mr. Kelvin Chan and Ms. Karen Chan. Mr. Eddie Chan is one of our Controlling Shareholders.

Mr. Eddie Chan joined our Group in September 2003, and has since accumulated nearly 20 years of experience in the structural steelwork industry. Since joining our Group, Mr. Eddie Chan has been overseeing various aspects of our Group's business including our strategic and corporate development, project management and expansion plans. Mr. Eddie Chan has been managing our operations in the PRC.

Mr. Eddie Chan graduated from Centennial College in Canada in April 2003. He has also been a member and executive vice chairman (常務副會長) of the Hong Kong Metals Manufacturers Association (香港金屬製造業協會) and the Dongguan City Association of Enterprises with Foreign Investment Dalingshan Branch (東莞市外商投資企業協會大嶺山分會) since April 2019 and August 2018, respectively.

Ms. Chan Suk Man (陳淑雯), aged 43, was appointed as a Director on 28 June 2023 and was re-designated as an executive Director on 6 July 2023. She is primarily responsible for the overall day-to-day management of the operations and administration of our Group. She is also a director of various subsidiaries of our Company, namely WK Development, Wing Kei Hong Kong and Wing Kei Management. She is the daughter of Mr. WH Chan and Ms. Choi, and the sister of Mr. Eddie Chan and Mr. Kelvin Chan. Ms. Karen Chan is one of our Controlling Shareholders.

Ms. Karen Chan has over seven years of experience in the structural steelwork industry. Prior to joining our Group in January 2016, Ms. Karen Chan has accumulated over ten years of experience in the finance sector. From March 2005 to August 2009, Ms. Karen Chan worked in the Hong Kong branch of The Royal Bank of Scotland N.V. (formerly known as ABN AMRO Bank N.V.) with her last position as relationship manager of retail and commercial markets in Asia. From December 2010 to February 2012, Ms. Karen Chan worked in Bank of China (Hong Kong) Limited with her last position as business officer in securities services of personal banking and product management. From February 2012 to December 2015, Ms. Karen Chan worked in Hong Kong Exchanges and Clearing Limited with her last position as associate in cash clearing risk management of the global clearing division.

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Ms. Karen Chan graduated from the University of Toronto, Canada, with a degree of bachelor of science in June 2004. She further obtained a master's degree of science in mathematics for finance and actuarial science in Hong Kong jointly awarded by the City University of Hong Kong and the Université Paris-Dauphine, France in July 2010.

Non-executive Directors

Mr. Chan Wing Hong (陳永康), aged 75, was appointed as a Director on 28 June 2023 and was re-designated as a non-executive Director on 6 July 2023. Mr. WH Chan also serves as the chairman of our Board. He is primarily responsible for participating in the decision making of our Board with respect to strategic development of our Group. He is also a director of various subsidiaries of our Company, namely WK Development and Wing Kei Hong Kong. He is the spouse of Ms. Choi, and the father of Mr. Kelvin Chan, Mr. Eddie Chan and Ms. Karen Chan. Mr. WH Chan is one of our Controlling Shareholders.

Mr. WH Chan has accumulated over 40 years of experience in structural steel works, metal works and general construction. Mr. WH Chan co-founded our Group in July 1999 with Mr. Kelvin Chan. Since founding our Group, Mr. WH Chan has been overseeing various aspects of our Group's business including our strategic and corporate development, expansion plans and bidding tenders, and leading our Group to gradually expand our business throughout the years and undertake both private and public projects, including some high-profile projects, the details of which are set out in the paragraph headed "History, development and Reorganisation – Our business development" in this document. Prior to founding our Group, from February 1983 to June 1999, Mr. WH Chan worked at Choi Lam Kee Iron Works Limited (currently known as Hang Yick Engineering Limited), a company engaging in iron works. Mr. WH Chan attended secondary school education in Hong Kong.

Ms. Choi Chick Cheong (蔡植昌), aged 72, was appointed as a Director on 28 June 2023 and was re-designated as a non-executive Director on 6 July 2023. She is primarily responsible for the overall corporate strategies of our Group. She is also a director of various subsidiaries of our Company, namely WK Development and Wing Kei Hong Kong. She is the spouse of Mr. WH Chan, and the mother of Mr. Kelvin Chan, Mr. Eddie Chan and Ms. Karen Chan. Ms. Choi is one of our Controlling Shareholders.

Ms. Choi joined our Group in July 1999 and has since accumulated over 24 years of experience in the structural steelwork industry. Since joining our Group, Ms. Choi has been assisting Mr. WH Chan and Mr. Kelvin Chan by providing administrative and secretarial support to our Group. Ms. Choi attended secondary school education in Hong Kong.

Independent non-executive Directors

Mr. Cha Ho Wa (車灝華), aged 34, was appointed as an independent non-executive Director on 5 February 2024. He is the chairperson of our Remuneration Committee and a member of our Audit Committee.

Mr. Cha has over 7 years of experience in the legal field in Hong Kong. Mr. Cha was admitted as a solicitor of the High Court of Hong Kong in October 2018 and he has been a practising solicitor since then. Mr. Cha worked at Messrs. Peter K.S. Chan & Co. since June

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2016 with his last position as partner. Since April 2023, Mr. Cha has been working in Messrs. Eddie Lee & Co., Solicitors as senior consultant. In addition, from September 2022 to January 2023, Mr. Cha served as a part-time visiting lecturer at the Community College of the School of Professional and Continuing Education of The University of Hong Kong (HKU SPACE). From December 2021 to December 2022, Mr. Cha was accredited as a general mediator of the Hong Kong Mediation Accreditation Association Limited.

From December 2020 to September 2021, Mr. Cha was an independent non-executive director of China Oil Gangran Energy Group Holdings Limited (currently known as Century Energy International Holdings Limited), a company listed on GEM of the Stock Exchange (stock code: 8132). Since September 2023, Mr. Cha has been an independent non-executive director of Vision International Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8107).

Mr. Cha graduated from the Chinese University of Hong Kong with a bachelor's degree of arts in November 2013, and further obtained a degree of Juris Doctor and a Postgraduate Certificate in Laws from The Chinese University of Hong Kong in November 2015 and July 2016, respectively.

Mr. Yu Chun Kit (余俊傑), aged 34, was appointed as an independent non-executive Director on 5 February 2024. He is the chairperson of our Audit Committee and a member of our Remuneration Committee and Nomination Committee.

Mr. Yu has over 12 years of experience in corporate finance, accounting and auditing. Mr. Yu worked at BDO Limited from October 2011 to July 2014, with his last position as senior associate. From July 2014 to August 2015, Mr. Yu worked at KPMG with his last position as assistant manager. From December 2016 to December 2017, Mr. Yu worked at Kingston Corporate Finance Limited as assistant manager. Mr. Yu has been the financial controller and company secretary of Mannings (Asia) Consultants Limited, being a subsidiary of Boltek Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8601), and Boltek Holdings Limited since January 2018 and April 2018, respectively. In addition, Mr. Yu has been a company secretary of Global Uin Intelligence Holdings Limited (formerly known as Global Dining Holdings Limited and Singapore Food Holdings Limited), a company listed on GEM of the Stock Exchange (stock code: 8496), since September 2019.

Since April 2022, Mr. Yu has been an independent non-executive director of Sinohope Technology Holdings Limited (formerly known as New Huo Technology Holdings Limited and Huobi Technology Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 1611).

Mr. Yu graduated from the Hong Kong Polytechnic University with a degree of bachelor of business administration in accounting and finance in October 2011. He has been a member of the Hong Kong Institute of Certified Public Accountants since July 2015.

Mr. Liu Chi Kwun Albert (廖志崑), aged 61, was appointed as an independent non-executive Director on 5 February 2024. He is a member of our Audit Committee and Nomination Committee.

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Mr. Liu has over 37 years of experience in structural engineering. From January 1986 to December 1987, Mr. Liu worked at Camp Scott Furphy Pty. Ltd. in Sydney, Australia as a graduate engineer. From January 1988 to April 1989, Mr. Liu worked at Bernard Leung & Partners as a project engineer. Prior to co-founding Liu Hok Yan & Associates Limited in July 1995 and subsequent to his departure from Bernard Leung & Partners in April 1989, Mr. Liu worked at Fugro (Hong Kong) Limited with his last position as senior engineer. In July 1995, Mr. Liu co-found Liu Hok Yan & Associates Limited and has been working as director since then. Mr. Liu re-joined Fugro (Hong Kong) Limited in June 1996 and left in June 1999 with his last position as associate director. In October 1997, Mr. Liu founded Albert Liu & Associates Limited (formerly known as LC Design Consultants Limited) and has been working as director since then.

Mr. Liu graduated from the University of Sydney, Australia, with a degree of bachelor of science in March 1984 and further obtained a degree of bachelor of engineering in civil engineering from the same university in March 1986. Mr. Liu has been a registered structural engineer, an authorised person (list of engineers) and a registered inspector (list of engineers) under the Buildings Ordinance (Chapter 123 of the Laws of Hong Kong) since November 1994, April 1999 and November 2015, respectively. Mr. Liu has been a member of the Institution of Structural Engineers and the Hong Kong Institution of Engineers since November 1989 and May 1993, respectively. In addition, Mr. Liu has been a PRC registered structural engineer (Class 1) (中華人民共和國一級註冊結構工程師) since March 2008.

Save as disclosed above, each of our Directors has not held directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the three years immediately preceding the Latest Practicable Date.

DISCLOSURE REQUIRED UNDER RULE 13.51(2) OF THE LISTING RULES

Mr. WH Chan was a director of the following company prior to its dissolution. Mr. WH Chan confirmed that the company was solvent and inactive, and had no outstanding claims or liabilities at the time of its dissolution, that there was no wrongful act on his part leading to the dissolution and that he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of the company. Mr. WH Chan also confirmed that the company had no material non-compliance prior to its dissolution. The following are the details of the aforementioned dissolved company:

Name of company	Place of incorporation	Principal business activity prior to cessation of business	Date of dissolution	Reason for dissolution	Means of dissolution
Gar Hin Engineering Limited	Hong Kong	Provision of metal works	31 December 2004	Cessation of business	Deregistration

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Mr. Kelvin Chan was a director of the following company prior to its dissolution. Mr. Kelvin Chan confirmed that the company was solvent and inactive, and had no outstanding claims or liabilities at the time of its dissolution, that there was no wrongful act on his part leading to the dissolution and that he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of the company. Mr. Kelvin Chan confirmed that the company had no material non-compliance prior to its dissolution. The following are the details of the aforementioned dissolved company:

Name of company	Place of incorporation	Principal business activity prior to cessation of business	Date of dissolution	Reason for dissolution	Means of dissolution
Fully Zone Limited	Hong Kong	Dormant	24 July 2015	No business operation commenced since its incorporation	Deregistration

Mr. Yu Chun Kit was a director of the following company prior to its dissolution. Mr. Yu Chun Kit confirmed that the company was solvent and inactive, and had no outstanding claims or liabilities at the time of its dissolution, that there was no wrongful act on his part leading to the dissolution and that he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of the company. Mr. Yu Chun Kit also confirmed that the company had no material non-compliance prior to its dissolution. The following are the details of the aforementioned dissolved company:

Name of company	Place of incorporation	Principal business activity prior to cessation of business	Date of dissolution	Reason for dissolution	Means of dissolution
AA Food Company Limited	Hong Kong	Dormant	11 August 2023	No business operation commenced since its incorporation	Deregistration

Mr. Liu Chi Kwun Albert was a director of the following companies prior to their dissolutions. Mr. Liu Chi Kwun Albert confirmed that the companies were solvent and inactive, and had no outstanding claims or liabilities at the time of their dissolutions, that there was no wrongful act on his part leading to the dissolutions and that he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolutions of the companies. Mr. Liu Chi Kwun Albert also confirmed that the companies had no material non-compliance prior to their respective dissolutions. The following are the details of the aforementioned dissolved companies:

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Name of company	Place of incorporation	Principal business activity prior to cessation of business	Date of dissolution	Reason for dissolution	Means of dissolution
Melbourne Books Distribution Limited	Hong Kong	Book distribution	6 July 2012	Cessation of business	Deregistration
Melbourne Education (Holdings) Limited	Hong Kong	Dormant	29 January 2010	No business operation commenced since its incorporation	Deregistration
Melbourne e-Learning Limited	Hong Kong	Dormant	29 January 2010	No business operation commenced since its incorporation	Deregistration
Melbourne Education Centre Limited	Hong Kong	Dormant	29 January 2010	No business operation commenced since its incorporation	Deregistration
Ultra Rigid Building Contractors Limited	Hong Kong	Building construction	17 October 2003	Cessation of business	Deregistration

Save as disclosed above, each of our Directors confirms with respect to him/her that: (a) he/she does not hold other positions in our Company or other members of our Group as at the Latest Practicable Date; (b) he/she does not have any relationship with any other Directors, senior management, substantial shareholder or Controlling Shareholder of our Company as at the Latest Practicable Date; (c) he/she does not have any interests 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 document; (d) he/she does not have any interest in any business which competes or is likely to compete, directly or indirectly, with our Group, which is disclosable under the Listing Rules; and (e) to the best knowledge, information and belief of our Directors having made all reasonable enquiries, there is no additional information relating to our Directors or senior management that is required to be disclosed pursuant to Rule 13.51(2) of the 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.

Each of our Directors confirmed that he or she (i) obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 25 July 2023; and (ii) understood his or her obligations as a director of a [REDACTED] under the Listing Rules.

Each of our independent non-executive Directors confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he had no past or present financial or other interest in the business of our Company or our subsidiaries or any connection with any core connected person of our Company under the Listing Rules as at the Latest Practicable Date; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

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COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Our Company will comply with the Corporate Governance Code set out in Appendix C1 to the Listing Rules. Our Directors will review our corporate governance policies and compliance with the Corporate Governance Code each financial year and comply with the "comply or explain" principle in our corporate governance report which will be included in our annual reports upon the [REDACTED].

SENIOR MANAGEMENT

Mr. Tam Hon Fai (譚漢輝), aged 40, is the financial controller of our Group and the company secretary of our Company and is responsible for the financial management and secretarial affairs of our Group.

Mr. Tam worked at Deloitte Touche Tohmatsu from September 2006 to August 2011 in the audit department. From January 2012 to November 2022, Mr. Tam acted as an audit partner of CTY & Co, a CPA firm. Since August 2017, Mr. Tam has been a director of JMG Corporate Advisory Limited, a firm principally engaged in the provision of corporate advisory services. Since June 2020, Mr. Tam has been a director of Marksman Services Group Limited, a firm principally engaged in provision of corporate advisory services. Since October 2020, Mr. Tam has acted as a director of IPA CPA Limited.

Mr. Tam has served different roles in various listed companies as follows:

Period	Company name, stock code and venue of listing	Position
December 2011 to July 2013	Noble House (China) Holdings Limited (currently known as Zhonghua Gas Holdings Limited) (stock code: 8246), a company listed on GEM of the Stock Exchange	Company secretary
February 2014 to September 2014	Bamboos Health Care Holdings Limited (stock code: 2293), a company then listed on GEM of the Stock Exchange in July 2014 which transferred its listing to the Main Board in March 2017	Financial controller
Since August 2019	S&T Holdings Limited (stock code: 3928), a company listed on the Main Board of the Stock Exchange	Independent non-executive director
December 2020 to February 2022	Sino Vision Worldwide Holdings Limited, a company previously listed on GEM of the Stock Exchange (stock code: 8086) until 4 July 2023	Company secretary

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Mr. Tam obtained a degree of bachelor of business administration in accounting from the Hong Kong University of Science and Technology in May 2006. He has been a member of the Hong Kong Institute of Certified Public Accountants since January 2010 and is currently a fellow member of the Hong Kong Institute of Certified Public Accountants.

Mr. Leung Lok Him (梁樂謙), aged 36, is the project manager of our Group and is responsible for overseeing and managing project execution and operation of our Group.

Mr. Leung has over seven years of experience in the structural steelwork industry. He first joined our Group in October 2012 until June 2014 as project engineer. Mr. Leung re-joined our Group in August 2015 as project engineer and was promoted to his current position in April 2023.

Mr. Leung obtained a degree of bachelor of engineering in mechanical engineering from The Hong Kong University of Science and Technology in April 2010. From October 2010 to October 2012, he worked in Genetron Engineering Company Limited with his last position as assistant engineer. From June 2014 to July 2015, he worked in Leighton Contractors (Asia) Limited with his last position as engineer.

Save as disclosed above, each of our senior management has not held directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

COMPANY SECRETARY

Mr. Tam Hon Fai (譚漢輝) is our company secretary for the purposes of Rule 8.17 of the Listing Rules. For details of his background and experience, please refer to the paragraph headed "Senior management" above in this section.

BOARD COMMITTEES

Audit committee

Our Company established an audit committee with written terms of reference in compliance with Rule 3.22 of the Listing Rules and paragraph D.3.3 of part 2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules pursuant to a resolution of our Directors passed on 5 February 2024. The primary duties of our audit committee are, among others, to make recommendations to our Board on the appointment, reappointment and removal of external auditor, review the financial statements and material advice in respect of financial reporting, oversee the financial reporting process, internal control, risk management systems and audit process of our Company and perform other duties and responsibilities assigned by our Board.

At present, our audit committee comprises Mr. Yu Chun Kit, Mr. Cha Ho Wa and Mr. Liu Chi Kwun Albert, all being our independent non-executive Directors. Mr. Yu Chun Kit is the chairperson of our audit committee.

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Remuneration committee

Our Company established a remuneration committee on 5 February 2024 with written terms of reference in compliance with Rule 3.26 of the Listing Rules and paragraph E.1.2 of part 2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The primary duties of our remuneration committee are 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 determine their own remuneration.

At present, our remuneration committee comprises Mr. Cha Ho Wa and Mr. Yu Chun Kit, being our independent non-executive Directors, and Mr. Kelvin Chan, being our executive Director. Mr. Cha Ho Wa is the chairperson of our remuneration committee.

Nomination committee

Our Company established a nomination committee on 5 February 2024 with written terms of reference in compliance with paragraph B.3.1 of part 2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The primary duties of our nomination committee are, among others, to review the structure, size and composition of our Board, and select or make recommendations on the selection of individuals nominated for directorships.

At present, our nomination committee comprises Mr. Yu Chun Kit and Mr. Liu Chi Kwun Albert, being our independent non-executive Directors, and Mr. Kelvin Chan, being our executive Director. Mr. Kelvin Chan is the chairperson of our nomination committee.

BOARD DIVERSITY POLICY

Our Company has adopted a board diversity policy which sets out the approach of which our Board could achieve a higher level of diversity. Our Company recognises the benefits of having a diversified Board. In summary, our board diversity policy 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 perspectives that the candidate is expected to bring to our Board and what would be the candidate's potential contributions, in order to better serves 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 merits and candidates will be considered against objective criteria, having due regard to the benefits of diversity on our Board.

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COMPLIANCE ADVISER

Our Company has appointed Grande Capital Limited as the compliance adviser pursuant to Rule 3A.19 of the Listing Rules for the term commencing on the [REDACTED] and ending on the date on which our Company distributes annual report in respect of our financial results for the first full financial year commencing after the [REDACTED]. Such appointment may be subject to extension by mutual agreement.

Pursuant to Rule 3A.23 of the Listing Rules, our Company shall seek advice from the compliance adviser on a timely basis 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] of the [REDACTED] in a manner different from that detailed in this document or where business activities, developments or results of our Company deviate from any forecast, estimate, 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 our Shares.

REMUNERATION POLICY

Our Directors and senior management receive compensation in the form of salaries, benefits in kind and discretionary bonuses related to their performance. Our Group also reimburses them for expenses which are necessarily and reasonably incurred in relation to all business and affairs carried out by our Group from time to time or for providing services to our Group or executing their functions in relation to our Group's business and operations. Our Group regularly reviews and determines 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 performance of our Group.

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

REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

For each of FY2020, FY2021, FY2022 and the nine months ended 30 September 2023, the aggregate remuneration including basic salaries, allowance, other benefits and contribution to retirement benefit scheme, paid to our Directors by our Group was approximately HK\$7.5 million, HK\$8.6 million, HK\$8.6 million and HK\$5.3 million, respectively.

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For each of FY2020, FY2021, FY2022 and the nine months ended 30 September 2023, the aggregate remuneration including basic salaries, allowance, other benefits and contribution to retirement benefit scheme, paid to our five highest paid individuals (including our Directors) by our Group was approximately HK\$7.8 million, HK\$8.8 million, HK\$8.9 million and HK\$5.5 million, respectively.

Save as disclosed above, no other emoluments have been paid, or are payable, by our Group to our Directors and our five highest paid individuals in respect of each of FY2020, FY2021, FY2022 and the nine months ended 30 September 2023.

Under the arrangements currently in force, we estimate that the aggregate remuneration payable to, and benefits in kind receivable by, our Directors for FY2023 will be approximately HK\$9.0 million. Upon completion of the [REDACTED], 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 our Group to, or received by, our Directors or our five highest individuals as an inducement to join or upon joining our Group 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 our Directors' remuneration during the Track Record Period as well as information on our five highest paid individuals, please refer to the Accountant's Report set out in Appendix I to this document.

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 document.