

## DIRECTORS AND SENIOR MANAGEMENT

### DIRECTORS

Our Board currently consists of four executive Directors, one non-executive Director and three independent non-executive Directors. The following table sets forth information regarding our existing Directors:

Name	Age	Position	Date of joining our Group	Date of appointment as Director	Roles and responsibilities	Relationship with other Director(s) or senior management
<b>Executive Directors</b>						
Mr. Tong Yuen To (湯遠濤)	55	Executive Director, chief executive officer and chairman of the Board	1 April 2007	7 February 2022	Responsible for major decision-making; formulating and implementation of business strategies; and overseeing the overall operation of our Group	None
Mr. Chan Kai Leung (陳啟亮)	63	Executive Director and Financial Controller	22 February 2007	22 April 2022	Responsible for overseeing the financial control of our Group	None
Mr. Shek Kam Pun (石錦斌)	51	Executive Director	8 February 2006	22 April 2022	Responsible for formulating our Group’s overall strategic plans and supervising the sales and marketing activities of our Group	None
Mr. Tam Ming Wa (譚明華)	58	Executive Director	18 February 2006	22 April 2022	Responsible for formulating our Group’s overall strategic plans and supervising the manufacturing operations	None
<b>Non-executive Directors</b>						
Mr. Wong Tsz Lun (黃梓麟)	40	Non-executive Director	22 April 2022	22 April 2022	Responsible for providing guidance on the Group’s strategy, policy and governance	None

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Name	Age	Position	Date of joining our Group	Date of appointment as Director	Roles and responsibilities	Relationship with other Director(s) or senior management
<b>Independent non-executive Directors</b>						
Mr. Chan Oi Fat (陳愛發)	52	Independent non-executive Director	20 May 2024	20 May 2024	Providing independent advice to our Board	None
Ms. Ma Jay Suk Lin (馬淑蓮)	51	Independent non-executive Director	20 May 2024	20 May 2024	Providing independent advice to our Board	None
Mr. Wong Lok Man (王樂民)	42	Independent non-executive Director	20 May 2024	20 May 2024	Providing independent advice to our Board	None

During the Track Record Period, Mr. Cheung Chee Wah (張志華), aged 71, was appointed as a non-executive Director with effect from 22 April 2022 and Mr. Cheung resigned on 22 April 2024 as he would like to retire from other positions and only spend time in his own business.

### Executive Directors

**Mr. Tong Yuen To (湯遠濤)**, aged 55, was appointed as Director on 7 February 2022 and re-designated as executive Director and appointed as our chief executive officer and chairman of our Board on 22 April 2022. Mr. Tong is responsible for major decision-making; formulating and implementation of business strategies; and overseeing the overall operation of our Group. He is the chairman of the nomination committee and a member of the remuneration committee of the Company. Mr. Tong is also a director of a number of subsidiaries of the Company.

Mr. Tong obtained a Bachelor’s Degree in Mechanical Engineering from University of Toronto, Canada in June 1991.

Mr. Tong has over 28 years of experience in the semiconductor industry and precision engineered plastics manufacturing. Mr. Tong joined our Group in April 2007 as the president of UBoT Inc. (HK) and was subsequently appointed as its director in April 2008. Prior to joining our Group, Mr. Tong was the vice president of Peak International Limited, previously a NASDAQ-listed company, responsible for the sales of various regions from 1995 to March 2002. He was the vice president of sales and marketing and later the president, primarily responsible for sales and operation in Asia and Europe, of Peak Plastic & Metal Products (International) Limited, a subsidiary of Peak International Limited and a company incorporated in Hong Kong

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which is principally engaged in precision engineered plastics manufacturing for the electronics industry, from March 2002 to May 2004 and from May 2004 to March 2006, respectively.

As at the Latest Practicable Date, Mr. Tong was one of our Controlling Shareholders and he held the entire issued share capital of Sino Success, which, in turn, holds [REDACTED] shareholding in our Company. According to the Acting in Concert Confirmation, Mr. Tong and Busy Trade will act in concert to exercise their voting rights in our Company upon the [REDACTED] becoming unconditional and they together will be interested in a total of [REDACTED] of the issued share capital of our Company upon completion of the [REDACTED] and [REDACTED].

Mr. Tong was a director of the company as shown in the following table before its dissolution:

Name of company	Place of incorporation	Principal business activity immediately before dissolution	Means of dissolution	Date of dissolution
Royal Tech Investment Development Limited (駿德投資發展有限公司)	Hong Kong	Never commenced any business activity	Dissolved by deregistration pursuant to section 291AA of the predecessor Companies Ordinance	25 March 2011

Mr. Tong confirmed that to the best of his knowledge, information and belief and having made all reasonable enquiries, (i) the above company had not been and was not involved in any material legal proceedings since the date of its incorporation until the date of its dissolution; (ii) the above company was solvent and had no operation immediately prior to its dissolution; (iii) there is no wrongful act, misconduct or misfeasance on his part leading to the dissolution of the above company; and (iv) he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution of the above company.

**Mr. Chan Kai Leung (陳啟亮)**, aged 63, was appointed as an executive Director on 22 April 2022. Mr. Chan is responsible for overseeing the financial control of our Group.

Mr. Chan obtained a Professional Diploma in Management Accountancy from Hong Kong Polytechnic in November 1984.

Mr. Chan has been in the field of accounting and financing for over 37 years. He joined our Group in February 2007 as an accountant, responsible for accounting works, and was promoted to financial controller of UBoT Inc. (HK) in March 2010. Mr. Chan is also a director of a number of subsidiaries of the Company.

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Prior to joining our Group, Mr. Chan worked at Gammon Construction Limited (formerly known as Gammon (Hong Kong) Limited), a company engaging in civil, building and foundations, from July 1984 to May 1987 as a trainee accountant. In May 1987, Mr. Chan joined Swire Engineering (1988) Limited, a Swire group company in the contracting business, as an accountant, and he was transferred to Swire Engineering Services Limited in May 1988, where he worked as an accountant until December 1988. Mr. Chan later rejoined Gammon Construction Limited as an accountant in December 1988 and was promoted to accounting manager in February 1997 in which capacity he remained before he resigned in December 2001. From September 2005 to February 2007, Mr. Chan worked as temporary clerk on non-civil service contract terms in a department of the government of Hong Kong.

As at the Latest Practicable Date, Mr. Chan was interested in [REDACTED], representing approximately [REDACTED] shareholding in our Company. Upon completion of the [REDACTED] and the [REDACTED], Mr. Chan will be interested in [REDACTED], representing approximately [REDACTED] shareholding in our Company.

**Mr. Shek Kam Pun (石錦斌)**, aged 51, was appointed as executive Director on 22 April 2022. Mr. Shek is responsible for formulating our Group's overall strategic plans and supervising the sales and marketing activities of our Group.

Mr. Shek obtained a Bachelor's degree in Social Science from The Chinese University of Hong Kong in December 1996.

Mr. Shek has been in the field of sales and marketing for over 25 years. He joined our Group in February 2006 as a regional sales manager (Greater China) and was promoted to vice president of sales and marketing of UBoT Inc. (HK) in July 2016.

Prior to joining our Group, Mr. Shek was a business development manager from November 2000 to December 2001, regional manager from December 2001 to March 2005, and senior sales manager from April 2005 to February 2006 in Peak Plastic & Metal Products (International) Limited, primarily responsible for carrying out sales work according to the company's sales tasks, formulating and executing of regional sales plan, market development and sales information management. Mr. Shek joined Omron Hong Kong Limited, a company engaging in the development, production, sales and distribution of products related to sensing and control technology, healthcare and medical businesses and electronic components, in November 1997, with his last position as sales engineer until he left in November 2000. Mr. Shek was primarily responsible for products promotion in southern China region, sales offices and distributors management, etc.

As at the Latest Practicable Date, Mr. Shek was interested in [REDACTED], representing approximately [REDACTED] shareholding in our Company. Upon completion of the [REDACTED] and the [REDACTED], Mr. Shek will be interested in [REDACTED], representing approximately [REDACTED] shareholding in our Company.

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Mr. Tam Ming Wa (譚明華), aged 58, was appointed as executive Director on 22 April 2022. Mr. Tam is responsible for formulating our Group's overall strategic plans and supervising the manufacturing operations.

Mr. Tam obtained a Degree of Bachelor of Arts in Business Studies with a major in International Marketing from the Hong Kong Polytechnic University in September 1989.

Mr. Tam has more than 30 years of experience in the semiconductor industry. He joined our Group as director of operation to manage the overall factory operation in Shatian, Dongguan, the PRC in February 2006. Mr. Tam was promoted to vice president of operation of UBoT Inc. (HK) and UBOTIC in May 2015. He is currently the vice president of operation and manufacturing to oversee the overall factory operation. Mr. Tam is also a director of a number of subsidiaries of the Company.

Prior to joining our Group, Mr. Tam was a sales director of Peak Plastic & Metal Products (International) Limited from January 2004 to February 2006, responsible for managing the sales and marketing and the business development activities of the company in the North America region. Mr. Tam worked in ASAT Limited (formerly known as Advanced Semiconductor Assembly & Test Limited), an IC assembly house and a subsidiary of ASAT Holdings Limited (previously a NASDAQ-listed company), from May 1993 to January 2004, with his last position as director of Asia sales, responsible for exploring, managing and driving the sales opportunity and marketing activities in Asia as well as coordinating in-house resources to support and maintain high-level customer services and research and development engineering services. Mr. Tam worked in QPL Limited, a wholly-owned subsidiary of QPL International Holdings Limited (stock code: 243, the issued shares of which are listed on the Stock Exchange) principally engaged in lead frame manufacturing, as a customer services executive, responsible for sales and customers communication and in-house resources coordination from April 1992 to May 1993. Mr. Tam was an assistant commercial manager for the medical engineering division of Siemens Limited, a company primarily engaged in automation and digitalization in the process and manufacturing industries, intelligent infrastructure for buildings and distributed energy systems, smart mobility solutions for rail and road and medical technology and digital healthcare services, from December 1989 to April 1992. He was responsible for in-house resources coordination, commercial and logistic support with various affiliates of the company.

As at the Latest Practicable Date, Mr. Tam was interested in [REDACTED], representing approximately [REDACTED] shareholding in our Company. Upon completion of the [REDACTED] and the [REDACTED], Mr. Tam will be interested in [REDACTED], representing approximately [REDACTED] shareholding in our Company.

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Mr. Tam was a director of the company as shown in the following table before its dissolution:

Name of company	Place of incorporation	Principal business activity immediately before dissolution	Means of dissolution	Date of dissolution
Masswell Enterprises Limited	Hong Kong	Never commenced any business activity	Dissolved by striking off pursuant to section 746 of the Companies Ordinance	13 July 2018

Mr. Tam confirmed that to the best of his knowledge, information and belief and having made all reasonable enquiries, (i) the above company had not been and was not involved in any material legal proceedings since the date of its incorporation until the date of its dissolution; (ii) the above company was solvent and has ceased operations immediately prior to its dissolution; (iii) there is no wrongful act, misconduct or misfeasance on his part leading to the dissolution of the above company; and (iv) he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution of the above company.

### Non-executive Directors

**Mr. Wong Tsz Lun** (黃梓麟), aged 40, was appointed as our non-executive Director on 22 April 2022. Mr. Wong is responsible for providing guidance on our Group's strategy, policy and governance.

Mr. Wong obtained a Bachelor of Commerce from La Trobe University of Melbourne in Australia in May 2006 and has been a member of the Hong Kong Institute of Certified Public Accountants since January 2011.

Mr. Wong has over 15 years of experience in the fields of accounting, auditing and financial management. Prior to joining our Group, Mr. Wong worked for Deloitte Touche Tohmatsu's audit department from January 2007 to August 2014, with his last position as a business development manager responsible for developing and implementing business development strategies. From October 2015 to December 2017, Mr. Wong later worked as the company secretary of China Rongzhong Financial Holdings Company Limited (stock code: 3963), a company engaged in the provision of financial leasing services in the PRC and the issued shares of which are listed on the Stock Exchange. Since August 2018, Mr. Wong has been the financial controller of China Financial International Investments Limited (stock code: 721), a company principally engaged in investment holding and investing and the issued shares of which are listed on the Stock Exchange, and was appointed as its company secretary in January 2021.

As at the Latest Practicable Date, Mr. Wong was not interested in any Shares of our Company.

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### Independent non-executive Directors

**Mr. Chan Oi Fat (陳愛發)**, aged 45, was appointed as our independent non-executive Director on 20 May 2024. He is the Chairman of the audit committee, a member of each of the remuneration committee and nomination committee of the Company. Mr. Chan is responsible for providing independent advice to our Board.

Mr. Chan graduated from the City University of Hong Kong with a bachelor’s degree of business administration (honours) in accountancy in November 2000.

He has been a member of the Association of Chartered Certified Accountants since December 2003 and a member of the Hong Kong Institute of Certified Public Accountants since October 2004. He has also been a life member of the Hong Kong Independent Non-Executive Director Association since March 2015.

Mr. Chan is the Chief Financial Officer of SML Group Corporation (“**SML Group**”). Mr. Chan has over 20 years of experience in financial management. He joined SML Group in April 2018 as the financial controller, where he was responsible for the financial and accounting operations of SML Group. He was appointed as the Chief Financial Officer of SML Group in February 2019 and he is responsible for the financial and accounting operations of SML Group.

Mr. Chan has worked in the audit department of Deloitte Touche Tohmatsu between September 2000 to January 2008, with his last position prior to his departure as a manager. He was then employed by Ta Yang Group Holdings Limited, a company listed on the Stock Exchange (Stock Code: 1991), which is a 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 a company principally engaged in providing inspection services of coal in the PRC. Since November 2020, Mr. Chan has been the company secretary of Raily Aesthetic Medicine International Holdings Limited, a company listed on the Stock Exchange (Stock Code: 2135), which is a company principally engaged in providing esthetic medical service in Zhejiang Province, the PRC.

Mr. Chan has been an independent non-executive director of Shanghai Prime Machinery Company Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 2345), which withdrew listing by way of privatisation in January 2021, from June 2014 to January 2021 and an independent non-executive director of China Saftower International Holding Group Limited, a company listed on GEM of the Stock Exchange (Stock Code: 8623), from June 2020 to December 2023.



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**Ms. Ma Jay Suk Lin (馬淑蓮)**, aged 51, was appointed as our independent non-executive Director on 20 May 2024. She is a member of the audit committee of the Company. Ms. Ma is responsible for providing independent advice to our Board.

Ms. Ma obtained a Degree of Bachelor of Arts from the University of Hong Kong in November 1995 and a Postgraduate Diploma in Education from the Chinese University of Hong Kong in July 1998. Ms. Ma completed the Common Professional Examinations of England and Wales held by the Manchester Metropolitan University in July 2000 and obtained a Postgraduate Certificate in Laws from the University of Hong Kong in June 2001. She later obtained a Degree of Bachelor of Laws from the Manchester Metropolitan University in September 2002 and a Degree of Master of Laws from the University of Hong Kong in December 2005.

Ms. Ma was admitted as a barrister in Hong Kong in September 2001 and has more than 20 years of experience in the legal industry. Ms. Ma served as a Deputy Special Magistrate from September 2008 to September 2009, and as a consultant on Hong Kong law at Beijing Bastion Law Firm from December 2018 to December 2021 and since March 2022. Prior to embarking her legal career, Ms. Ma was a secondary school English teacher and an assistant quantity surveyor from September 1995 to August 1998 and from September 1998 to August 2000, respectively.

Ms. Ma has been the chairman of the Appeal Tribunal Panel (Buildings) since December 2018, and was appointed by the Chief Executive of Hong Kong as the Deputy Chairman of the Administrative Appeals Board of the Chief Secretary for Administration’s Office in June 2023.

**Mr. Wong Lok Man (王樂民)**, aged 42, was appointed as our independent non-executive Director on 20 May 2024. He is the chairman of the remuneration committee and a member of each of the audit committee and nomination committee of the Company. Mr. Wong is responsible for providing independent advice to our Board.

Mr. Wong obtained a Diploma of Business Administration from Sydney Institute of Business and Technology in May 2003 and a Degree of Bachelor of Commerce – Accounting from Macquarie University in July 2005.

Mr. Wong has been a member of Institute of Certified Public Accountants since July 2010 with more than 16 years of experience in the accounting and audit industry. He worked as an Audit Trainee at K. S. Li & Company, a certified public accountant firm in Hong Kong, from August 2005 to December 2006 and was responsible for the provision of audit and assurance services. He joined Deloitte Touche Tohmatsu’s audit department as an associate in January 2007 and was promoted to a senior associate and a manager in October 2008 and October 2011, respectively.

Mr. Wong also has experience working for listed companies in Hong Kong. After leaving Deloitte Touche Tohmatsu in July 2013, Mr. Wong was the financial controller and company secretary of L & A International Holdings Limited (stock code: 8195, currently known as Legendary Group Limited) from October 2013 to May 2016, the financial controller and joint



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company secretary of Kaisun Holdings Limited (stock code: 8203) from August 2020 to April 2021, and has been the financial controller and company secretary of Zhonghua Gas Holdings Limited (stock code: 8246) since June 2021. Besides, Mr. Wong also served as an independent non-executive director of China Trustful Group Limited (delisted, former stock code: 8265, “China Trustful”) from December 2020 and November 2021 and China Financial International Investments Limited (stock code: 721) from November 2020 to January 2024. According to the announcements of China Trustful, it was incorporated in Bermuda and the principal business activities of its group included silverware, electric vehicle and energy businesses. Since the record and documents of its silverware business were seized by the Ministry of Public Security of the PRC, China Trustful had failed to publish its 2019 annual results, 2020 first quarterly results and 2020 interim results, and had failed to dispatch its 2019 annual report, 2020 first quarterly report and 2020 interim report within the time limit as prescribed in the GEM Listing Rules, and hence, trading in its shares on the Stock Exchange was suspended on 18 May 2020. The company was eventually delisted on 12 November 2021 after failing to fulfil the resumption guidance set by the Stock Exchange. Mr. Wong has confirmed that he was appointed as an independent non-executive director of China Trustful after the suspension of trading in its shares on the Stock Exchange and that there was no wrongful act on his part leading to the delisting of China Trustful.

### **Disclosure of Relationships as Required under Rule 17.50(2) of the GEM Listing Rules**

Save as disclosed above, each of our Directors (i) did not hold other positions in our Company or other members of our Group as at the Latest Practicable Date; (ii) had no other relationship with any Directors, senior management or Substantial Shareholders of our Company as at the Latest Practicable Date; (iii) did not hold any other directorships in public listed companies in the three years prior to the Latest Practicable Date; and (iv) did not have any interests in any business apart from business of our Group which competes or is likely to compete, either directly or indirectly, with business of our Group. As at the Latest Practicable Date, save as disclosed in the section headed “Substantial Shareholders” and the paragraph headed “C. Further information about Directors, management, staff and experts” in Appendix IV to this document, each of our Directors did not have any interest in the Shares within the meaning of Part XV of the SFO.

Please refer to Appendix IV to this document for further information about our Directors, including details of the interests of our Directors in the Shares and underlying shares of our Company (within the meaning of Part XV of the SFO) and particular of their service contracts and remunerations. Except as disclosed in this document, each of our Directors has confirmed that there is no other matter relating to his/her appointment as a Director that needs to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Each of Mr. Tong, Mr. Chan, Mr. Shek, Mr. Tam, Mr. Wong Tsz Lun, Ms. Ma Jay Suk Lin and Mr. Wong Lok Man has obtained legal advice from a firm of solicitors qualified to advise on Hong Kong law on 15 March 2024 and Mr. Chan Oi Fat has obtained legal advice from a firm of solicitors qualified to advise on Hong Kong law on 23 April 2024, as regards the requirements

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under the GEM Listing Rules that are applicable to him/her as a Director and the possible consequences of making a false declaration or giving false information to the Stock Exchange. Each of the Directors has confirmed he/she understood his/her obligations as a director of a listed issuer.

### **Board Diversity Policy**

Our Group recognises the importance of board diversity to corporate governance and our Board's effectiveness. In this regard, we shall adopt a board diversity policy prior to [REDACTED] which sets out the objective and approach to maintain high standards of corporate governance and enhance effectiveness of our Board.

Pursuant to the proposed board diversity policy, directorship nominees will be evaluated based on a number of factors, including but not limited to, our specific business need, gender, age, skill, language, cultural and educational background as well as industry and professional experience. The decision of the appointment will be based on merit and contribution which the selected nominees will bring to our Board.

Our nomination committee is responsible for ensuring the board diversity and compliance with the code provision in connection with the board diversity of the corporate governance code under Appendix C1 of the GEM Listing Rules. Our Directors will continue applying the principle of appointments based on merits with reference to our Board Diversity Policy as a whole and are committed to providing career development for the female staff. Pursuant to our Board Diversity Policy, our Company intends to promote gender diversity when hiring staff at mid to senior level such that our Company will have a career pipeline of female members at senior management level and also potential successors to the Board. According to our Board Diversity Policy, our Directors intend to offer all-rounded training to female employees whom we consider to have appropriate professional knowledge of our operation and business, experience and relevant skills, including but not limited to, business operation, account and finance, sales and marketing and product expertise. Our Directors are of the view that the above-mentioned policy will provide a chance for our Board to identify capable female employees to be nominated as members of the Board in the future with the aim to providing our Board with a career pipeline of female candidates to achieve gender diversity in our Board in the long run. In addition, our nomination committee is delegated by our Board to take opportunity to increase the proportion of female members over time when selecting and making recommendation on suitable candidates for Board appointments so as to achieve an appropriate balance of gender diversity with reference to stakeholders' expectation and international and local recommended best practices. Our nomination committee will aim to recommend at least one female Director candidate to the Board for its consideration at least once per year.

Our Board comprises nine members, including four executive Directors, two non-executive Directors and three independent non-executive Directors. Our Directors have a balanced mix of knowledge and experience, including business management, accounting and finance, sales and marketing, operation and product expertise. Taking into account our existing business model and the mix of skills, knowledge and experience of our Directors, our Directors consider that the

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composition of our Board satisfies our board diversity policy. Our nomination committee will be responsible for implementing, monitoring and reviewing our board diversity policy from time to time to ensure its effectiveness.

### SENIOR MANAGEMENT

The following table sets out certain information concerning our senior management:

Name	Age	Date of joining our Group	Position	Roles and responsibilities	Relationship with other Director(s) or senior management
Mr. Hui Yu Ching Andy (許宇澄)	52	10 January 2011	Director of Manufacturing Operations	Leading the tray manufacturing team to run production and ensuring quality of products	None
Mr. Loh Chong Hou (羅琮皓)	54	9 September 2019	Director of Manufacturing and Engineering (Tape & Reel)	Leading new technology development and directing ongoing manufacturing operations for tape and reel	None
Mr. Kwan Kin Pui (關健培)	59	23 January 2018	Senior Manager (Product & Technology Development)	Leading new product & technology development and directing mass production of new products	None
Dr. Wang Huimin (王惠民)	67	1 December 2009	Director of Research and Development and Materials Engineering	Leading new technology development in product design, new mould engineering and advanced materials including formulation design and applications etc.	None

**Mr. Hui Yu Ching Andy (許宇澄)**, aged 52, is the Director of Manufacturing Operations of UBoT Inc. (HK), primarily responsible for maintaining production operations to fulfill delivery schedules, leading teams to perform maintenance on all product-related equipment and mould tools, and working with the engineering team to improve process flows.

Mr. Hui joined in UBoT Inc. (HK) in January 2011 as a procurement manager, the main responsibility of whom includes leading the purchasing team in monitoring major vendors' performances such as delivery schedules, quality of goods and price improvements. He was later transferred to the manufacturing department and worked as the senior manager of manufacturing from September 2016 to June 2021 before he was promoted to the current position.

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Prior to joining our Group, from December 2004 to March 2010, Mr. Hui worked at China Most International Limited, a general car accessories agent, with his last position as project manager and was responsible for products development, manufactures/suppliers communication and quality management.

In January 1995, Mr. Hui joined his family's business, Triumph Native Products (International) Limited, which was principally engaged in the trading of native products such as walnuts and pumpkin seeds. He was subsequently appointed as its director and company secretary in May 1996 and January 1998, respectively, as which he remained until the dissolution of the company in September 2001. In January 1997, he co-founded with a family member Jethope Industrial Limited, which was principally engaged in the trading of food products. Mr. Hui also served as its director from April 1997 until its dissolution in May 2004. Mr. Hui was primarily responsible for these companies' daily operation.

Mr. Hui was a director of the companies as shown in the following table before their respective dissolutions:

<b>Name of company</b>	<b>Place of incorporation</b>	<b>Principal business activity immediately before dissolution</b>	<b>Means of dissolution</b>	<b>Date of dissolution</b>
Honcorp International Limited (合港國際有限公司)	Hong Kong	Never commenced any business activity	Dissolved by deregistration pursuant to section 291AA of the predecessor Companies Ordinance	2 August 2002
Jethope Industrial Limited (澤康實業有限公司)	Hong Kong	Trading	Dissolved by deregistration pursuant to section 291AA of the predecessor Companies Ordinance	28 May 2004
Luckeast Trading (H.K.) Limited (福東貿易(香港)有限公司)	Hong Kong	Trading	Dissolved by deregistration pursuant to section 291AA of the predecessor Companies Ordinance	5 July 2002

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Name of company	Place of incorporation	Principal business activity immediately before dissolution	Means of dissolution	Date of dissolution
Score Focus Enterprises Limited (志富企業有限公司)	Hong Kong	Never commenced any business activity	Dissolved by deregistration pursuant to section 291 of the predecessor Companies Ordinance	22 November 2002
Triumph Native Products (International) Limited (凱旋國際土產有限公司)	Hong Kong	Trading	Dissolved by deregistration pursuant to section 291 of the predecessor Companies Ordinance	21 September 2001

Mr. Hui confirmed that to the best of his knowledge, information and belief and having made all reasonable enquiries, (i) the above companies have not been and were not involved in any material legal proceedings since the respective dates of their incorporation until the respective dates of their dissolution; (ii) the above companies were solvent and have ceased operations immediately prior to their respective dissolutions; (iii) there is no wrongful act, misconduct or misfeasance on his part leading to the dissolution of the above companies; and (iv) he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution of the above companies.

**Mr. Loh Chong Hou (羅琮皓)**, aged 54, is the Director of Manufacturing and Engineering (Tape & Reel) of UBoT Inc. (HK), primarily responsible for leading new technology development and directing ongoing manufacturing operations for tape and reel.

Mr. Loh joined UBoT Inc. (HK) in September 2019 as engineering consultant, and was promoted to his current position in November 2021. Before joining our Group, Mr. Loh worked as an executive (station manager) for SBS Transit DTL Pte. Ltd. in Singapore's public transportation sector from July 2016 to August 2019. Prior to that, he had over 13 years' experience of working in various companies in the areas of semiconductor tooling and equipment, semiconductor packaging material, including a Japanese chemicals manufacturer for printed circuit board and flex tape industry, and a European medical materials and consumables manufacturer. He joined Asahi Chemical Research Lab (S) Pte Ltd as a marketing manager in August 2009, and Saint Gobain (SEA) Pte. Ltd. as an application engineer of the performance plastics division in August 2015. His tasks ranged from tooling and equipment design, quality assurance, technical support, sales marketing, and engineering operations.

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Mr. Loh obtained his Bachelor's Degree in Mechanical Engineering from Western Michigan University in the United States in December 1997 and his Diploma in Manufacturing Engineering from Singapore Polytechnic in May 1989.

Mr. Loh was a director of the company as shown in the following table before its respective dissolution:

Name of company	Place of incorporation	Principal business activity immediately before dissolution	Means of dissolution	Date of dissolution
Matrix Lighting Pte. Ltd.	Singapore	Design, manufacturing and trading of LED lightings for industrial and commercial use	Dissolved by deregistration pursuant to section 344A of the Companies Act 1967 in Singapore	13 October 2015

Mr. Loh confirmed that to the best of his knowledge, information and belief and having made all reasonable enquiries, (i) the above companies have not been and were not involved in any material legal proceedings since the respective dates of their incorporation until the respective dates of their dissolution; (ii) the above companies were solvent and have ceased operations immediately prior to their respective dissolutions; (iii) there is no wrongful act, misconduct or misfeasance on his part leading to the dissolution of the above companies; and (iv) he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution of the above companies.

**Mr. Kwan Kin Pui (關健培)**, aged 59, is the Senior Manager (Product & Technology Development) of UBOTIC, primarily responsible for leading new product and technology development and directing mass production of new product.

Prior to joining our Group in January 2018, Mr. Kwan already had more than 26 years of experience in semiconductor assembly, with expertise in advanced integrated circuit packaging development, particularly in lead frame type packaging and new product introduction to production ramp-up. From February 2014 to February 2017, he had worked at QPL Limited with his last position as a customer engineering director. He also worked at UTAC Dongguan Ltd as a manager from August 2011 to December 2013, and at ASAT Limited (formerly known as Advanced Semiconductor Assembly & Test Limited) as a product and process development manager from May 1996 to January 2010. His tasks ranged from process engineering to product and process development.

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Mr. Kwan obtained his Degree of Bachelor of Engineering from the University of Birmingham in the United Kingdom in July 1994.

**Dr. Wang Huimin (王惠民)**, aged 67, is the Director of Research and Development and Materials Engineering of UBoT Inc. (HK), primarily responsible for leading new technology development in product design, new mould engineering and advanced materials including formulation design and applications etc.

Dr. Wang has more than 25 years of experience in molecule design and materials design & manufacturing technology, and the prediction of materials' properties and lifetime. Prior to joining our Group as engineering director in December 2009, Dr. Wang worked for Lai On Products Industrial Ltd., a company principally engaged in production of chemical materials products including clays, toys and fine chemicals, as a technical manager from June 2003 to November 2009. His duties included research and development of new products, instructing chemical materials engineers on chemical products manufacturing procedures, setting up cost effective and functional quality assurance control system of chemical products, etc. He joined Hong Kong Polytechnic University's Institute of Textiles and Clothing as a research fellow from September 2001 to May 2003. He also worked at AquaGen International Pte Ltd as a research fellow from August 1999 to November 2000, responsible for the research and development of polymer system to be used in desalination plants and polymeric packaging material in electronics industry, and as a research associate at the Institute of Materials Research and Engineering of the National University of Singapore from September 1997 to August 1999.

Dr. Wang also had teaching experiences at the university level. Before joining Shandong University as a professor of the Chemistry Department in December 1996, Dr. Wang worked on nano-technology as a visiting scientist in Technical University of Berlin (transliteration of Technische Universität Berlin) from April 1995 to April 1996, as was appointed as an associate professor of Zhejiang University in December 1993.

Dr. Wang obtained both his Bachelor's Degree of Materials Science and Engineering and Master's Degree of Engineering from Northwestern Polytechnical University of the PRC in July 1983 and April 1988, respectively. He obtained his Degree of Doctor of Philosophy from Zhejiang University of the PRC in May 1993. Besides, Dr. Wang also won the second-class award of the China Aviation Industry Corporation (transliteration of 中國航空工業總公司, formerly known as the Aviation Industry Bureau of the PRC) for the collaborative research project at Zhejiang University in April 1999 and held and/or applied for 10 patents related to advanced materials and new technology.



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## DIRECTORS AND SENIOR MANAGEMENT

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### COMPANY SECRETARY

**Ms. Liu Ningyuan (劉宁遠)**, aged 31, was appointed as our company secretary on 3 March 2024. She joined UBoT Inc. (HK) in February 2023 and has been our Group’s assistant financial controller since then. Ms. Liu is responsible to oversee the finance and accounting team.

Prior to joining our Group, Ms. Liu worked as assistant manager and representative of Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under SFO of Southwest Securities (HK) Capital Limited from October 2021 to February 2023. She joined Ernst & Young as senior consultant from November 2020 to August 2021 and worked as division compliance & risk analyst in Dufry Group from March 2020 to August 2020. Ms. Liu joined Deloitte Touché Tohmatsu Hong Kong from September 2015 to September 2019 with her last position as senior auditor. Ms. Liu has been a member of the Hong Kong Institute of Certified Public Accountants since October 2018 and a member of the Association of Chartered Certified Accountants since December 2018. She obtained a Bachelor’s Degree majoring in auditing from Nanjing Auditing University in June 2015.

### BOARD COMMITTEES

#### Audit Committee

We have established an audit committee on 20 May 2024 with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and code provision D.3.3 of the CG Code as set out in Appendix C1 of the GEM Listing Rules. The audit committee comprises three members, namely Mr. Chan Oi Fat, Ms. Ma Jay Suk Lin and Mr. Wong Lok Man, all being our independent non-executive Directors. The audit committee is chaired by Mr. Chan Oi Fat.

The primary duties of the audit committee are to assist our Board in providing an independent view of the effectiveness of the financial reporting process, risk management and internal control systems of our Group, to oversee the audit process, to develop and review our policies and to perform other duties and responsibilities as assigned by our Board.

#### Remuneration Committee

We have established a remuneration committee on 20 May 2024 with written terms of reference in compliance with Rule 5.34 of the GEM Listing Rules and code provision E.1.2 of the CG Code as set out in Appendix C1 of the GEM Listing Rules. The remuneration committee comprises three members, namely Mr. Wong Lok Man, Mr. Tong and Mr. Chan Oi Fat. The remuneration committee is chaired by Mr. Wong Lok Man.

The primary duties of the remuneration committee include (but without limitation): (a) making recommendations to our Directors regarding our policy and structure for the remuneration of all our Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policies; (b) making recommendations to our Board on the remuneration packages of our Directors and senior management; (c) reviewing

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## DIRECTORS AND SENIOR MANAGEMENT

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and approving the management's remuneration proposals with reference to our Board's corporate goals and objectives; and (d) considering and approving the grant of share options to eligible participants pursuant to the Share Option Scheme.

### **Nomination Committee**

We have established a nomination committee on 20 May 2024 with written terms of reference in compliance with Rule 5.36A of the GEM Listing Rules and code provision B.3.1 of the CG Code as set out in Appendix C1 of the GEM Listing Rules. The nomination committee comprises three members, namely Mr. Tong, Mr. Chan Oi Fat and Mr. Wong Lok Man. The nomination committee is chaired by Mr. Tong.

The primary duties of the nomination committee include, among others, reviewing the structure, size and composition of our Board and selecting or making recommendations on the selection of individuals nominated for directorships.

### **CORPORATE GOVERNANCE**

Our Directors recognise the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of our Group for achieving effective accountability. Our Company has adopted the code provisions stated in the CG Code as set forth in Appendix C1 of the GEM Listing Rules.

Our Company is committed to the view that our Board should include a balanced composition of executive and independent non-executive Directors so that there is a strong independent element on our Board, which can effectively exercise independent judgment.

Our Directors are aware of that upon [REDACTED], we are expected to comply with such code provision. Any such deviation shall however be carefully considered, and the reasons for such deviation shall be given in the interim report and the annual report in respect of the relevant period. We are committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders as a whole and will comply with the code provisions set out in the CG Code in Appendix C1 to the GEM Listing Rules after the [REDACTED].

Save for the deviation from code provision C.2.1 of the CG Code as disclosed below, our Company's corporate governance practices have complied with the CG Code.

#### **Code Provision C.2.1 of the CG Code**

Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. However, we do not have a separate chairman and chief executive officer and Mr. Tong is currently performing both roles. With his extensive experience in the semiconductor industry and precision engineered plastics manufacturing, Mr. Tong is responsible for the overall strategic planning and general

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## DIRECTORS AND SENIOR MANAGEMENT

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management of our Group and his knowledge and insight has been instrumental to the growth and expansion of our business since the founding of our Group. Our Board believes that it is in the best interest of our Group to have Mr. Tong taking up both the role of chairman and chief executive officer for continued effective management and business development of our Group. Our Board considers that the balance of power and authority between our Board and our management can still be maintained under the current structure, and therefore, our Directors consider that such deviation from the code provision C.2.1 of the CG Code is appropriate under such circumstance.

### REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Our executive Directors, who are also our employees, receive, in their capacity as our employees, compensation in the form of salary.

The aggregate amount of remuneration including fees, salaries, contributions to pension schemes and other allowances, benefits in kind and discretionary bonuses which were paid by our Group to our Directors for the three years ended 31 December 2023 was approximately HK\$7.1 million, HK\$6.1 million and HK\$6.2 million, respectively.

The aggregate amount of remuneration including fees, salaries, contributions to pension schemes and other allowances, benefits in kind and discretionary bonuses which were paid by our Group to the five highest paid individuals including 4 Directors for each of the three years ended 31 December 2023 was approximately HK\$7.9 million, HK\$6.9 million and HK\$6.9 million, respectively. No remuneration was paid by our Group to the Directors or the five highest paid individuals as an inducement to join or upon joining our Group or as a compensation for loss of office in respect of the three years ended 31 December 2023. Further, none of our Directors waived any remuneration during the same period.

Under arrangements currently in force, the aggregate remuneration (including fees, salaries, contributions to pension schemes and other allowances and benefits in kind) of our Directors for the year ending 31 December 2024 is estimated to be not more than HK\$6.8 million.

### SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme on 20 May 2024. For details of the Share Option Scheme, please refer to the paragraph headed “D. Share Option Scheme” in Appendix IV to this document.

## DIRECTORS AND SENIOR MANAGEMENT

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### COMPLIANCE ADVISER

Our Company has appointed Yue Xiu Capital Limited as our compliance adviser pursuant to Rule 6A.19 of the GEM Listing Rules and Yue Xiu Capital Limited assumes responsibility for acting as our Company's compliance adviser. Pursuant to Rule 6A.19 of the GEM Listing Rules, the compliance adviser will advise us in the following circumstances:

- (i) before the publication of any regulatory announcement, circular or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- (iii) where we propose to use the proceeds of the [REDACTED] in a manner different from that detailed in this document or where our business activities, developments or results deviate from any forecast, estimate (if any) or other information in this document; and
- (iv) where the Stock Exchange makes an inquiry to us regarding unusual movements in the price or trading volume of our listed securities under Rule 17.11 of the GEM Listing Rules.

The term of the appointment shall commence on the [REDACTED] and end on the date which we distribute our annual report of our financial results for the first full financial year commencing after the [REDACTED] and such appointment may be subject to extension by mutual agreement.