OUR DIRECTORS AND SENIOR MANAGEMENT

Our Board currently consists of five Directors, comprising two executive Directors and three independent non-executive Directors. Our Board is responsible and has general powers for the management and conduct of our business. The table below sets out certain information regarding our Directors:

Name	Age	Present Position	Date of appointment as Director	Date of first joining the Group	Principal responsibilities	Relationship with other Director(s) and/or senior management
Mr. Chan Tak Chiu (陳德翹)	49	Executive Director, chief executive officer, and chairman of the Board	13 May 2025	16 May 2016	Responsible for the Group's overall management, strategic planning and business development.	None
Mr. Siu Wing Kin (蕭榮堅)	59	Executive Director and chief financial officer	13 May 2025	3 December 2015	Responsible for our Group's overall management, overseeing our financial reporting procedures, internal control and supervising all regulated activities.	None
Mr. Wong Kai Hing (黃繼興)	51	Independent non-executive Director	[•] 2026	[•] 2026	Providing independent advice to our Board and serving as Chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee	None
Dr. Ho Ho Ming (何昊洺) (former name: Ho Wing Hang (何榮亨))	53	Independent non-executive Director	[•] 2026	[•] 2026	Providing independent advice to our Board and serving as Chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee	None
Ms. Ng Suet Hung (吳雪虹)	47	Independent non-executive Director	[•] 2026	[•] 2026	Providing independent advice to our Board and serving as Chairperson of the Remuneration Committee and a member of the Audit Committee and Nomination Committee	None

BOARD OF DIRECTORS

Executive Directors

Mr. CHAN Tak Chiu (陳德翹) ("Mr. Chan"), aged 49, is the chief executive officer, executive Director and the Chairman of the Board and is responsible for our Group's overall management, strategic planning and business development. Mr. Chan is a founder of the business of Keystone Capital and has maintained the title of managing director until October 2016. Mr. Chan subsequently re-joined Keystone Capital in February 2021 and is currently its chief executive officer and Director. Mr. Chan has more than 20 years of experience in asset management, advising on securities and business administration. In October 2016, Mr. Chan joined China Industrial Securities International Brokerage Limited and served as its responsible officer beginning from June 2017. Before departing from China Industrial Securities International Brokerage Limited in August 2020, his position was managing director. From August 2020 to February 2021, Mr. Chan worked at CMBC Capital

Holdings Limited as the head of private banking department. Mr. Chan obtained a Bachelor of Science in Computer Studies from the City University of Hong Kong in 2001 and a Master of Science from the Chinese University of Hong Kong in 2005.

Immediately following completion of the **[REDACTED]** and the Capitalisation Issue, Mr. Chan will be interested in [**[REDACTED]**] Shares, representing approximately [**[REDACTED]**]% of the issued share capital of our Company within the meaning of Part XV of the SFO.

Mr. Chan was the director of Keystone Property Limited which was deregistered on 11 October 2019.

Mr. SIU Wing Kin (蕭榮堅)("Mr. Siu"), aged 59, is the executive Director and chief financial officer of the Company. Mr. Siu is responsible for our Group's overall management, overseeing our financial reporting procedures, internal control and supervising all regulated activities. Mr. Siu is the co-founder of the business of Keystone Capital and served as its managing director from November 2016 to December 2024. Mr. Siu began serving as the chief financial officer of Keystone Capital since December 2024. Mr. Siu has over 20 years of experience in asset management, securities and banking industry. From September 2010 to April 2013, Mr. Siu worked at Bank of Communications Co. Ltd. with his last position as branch manager. From April 2013 to July 2014, Mr. Siu worked at Bank of China International Limited. with his last position as director of private banking relationship management department. During the period from October 2014 to October 2016, Mr. Siu worked at Keera Capital Limited (now known as Sinostar Asset Management Limited), an asset management firm holding type 4 and type 9 SFC licences, and served as its responsible officer from December 2015 until his departure. Mr. Siu obtained a degree of bachelor of arts in business and marketing from the University of Portsmouth in 2003 and a master's degree in finance (investment management) from the Hong Kong Polytechnic University in 2009.

Mr. Siu was the director of Opportunities Generator Limited which was deregistered on 16 December 2016 and Grand China Development Limited which was deregistered on 2 June 2022.

Independent non-executive Directors

Mr. WONG Kai Hing ("Mr. Wong"), aged 51, was appointed as an independent non-executive Director on [•] 2026 and is primarily responsible for providing independent advice to our Board. Mr. Wong serves as the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee. Mr. Wong has over 20 years of experience in accounting, auditing, and company secretarial practices in Hong Kong, with a career spanning more than two decades across a range of industries and publicly listed companies. From September 1997 to April 2001, Mr. Wong worked at KPMG with his last position as an assistant manager. From April 2001 to December 2002, he worked as a Financial Analyst of the corporate finance department at Shun Tak Holdings Ltd. (stock code: 0242.HK). He later joined Kwonnie Electrical Products Ltd. as an accountant from May 2004 to June 2005, followed by a role as Assistant Finance Manager in the Finance Department (China Retail Division) at Tse Sui Luen Jewellery Company Limited (stock code: 0417.HK) from June 2005 to May 2007.

Between May 2007 and March 2012, Mr. Wong served as accounting manager in the Finance and accounts department at ITC Properties Group Limited (stock code: 0199.HK). He then took on multiple leadership roles at China Modern Dairy Holdings Ltd. (stock code: 1117.HK) from April 2012 to October 2015, including financial controller and company secretary. From November 2015 to October 2019, he concurrently held the positions of chief financial officer and company secretary at both Xiwang Special Steel Company Limited (stock code: 1266.HK) and Xiwang Property Holdings Company Limited (stock code: 2088.HK). During the period from October 2019 to June 2022, Mr. Wong served as the financial controller and company secretary of E-Star Commercial

Management Company Limited (stock code: 6668.HK). Most recently, from September 2023 to August 2024, he was the financial controller and company secretary of Tong Tong AI SOC (formerly known as Sino Credit Holdings Limited and Gome Finance Technology Co., Ltd) (stock code: 0628.HK).

Mr. Wong has also served as an independent non-executive Director for several listed companies, including Tempus Holdings Limited (stock code: 6880.HK – delisted in January 2025) from November 2019 to July 2023, Hon Corporation Limited (stock code: 8259.HK – delisted in June 2022) from January 2022 to May 2022, and Xiwang Property Holdings Company Limited (stock code: 2088.HK) from February 2022 to July 2025. Currently, Mr. Wong serves as an independent non-executive director of Grown Up Group Investment Holdings Limited (stock code: 1842.HK) since April 2021, and as an independent director of Roma Green Finance Limited (NASDAQ: ROMA) since December 2023.

Mr. Wong holds a bachelor's degree in accounting and a master's degree in business administration from the Chinese University of Hong Kong, earned in 1997 and 2006 respectively. Mr. Wong is a member of the Hong Kong Institute of Certified Public Accountants.

This disclosure is made pursuant to Rule 17.50(2)(l) of the GEM Listing Rules in relation to Tempus Holdings Limited (In Liquidation) (stock code: 6880.HK – delisted in January 2025) ("Tempus Holdings") which has gone into liquidation within 12 months of Mr. Wong's ceasing to act as its independent non-executive director. From November 2019 to July 2023, Mr. Wong was appointed as an independent non-executive director of Tempus Holdings.

As announced by Tempus Holdings on 25 September 2023, among others, Tempus Holdings was ordered to be wound up by the Court of First Instance of the High Court of the Hong Kong Special Administrative Region (the "High Court") (the "Winding-up Order") under action number HCCW 259/2023 in connection with the winding-up petition filed against Tempus Holdings in respect of its default in payment owing under the overdue convertible bonds issued by Tempus Holdings (the "Petition"), and the Official Receiver was appointed as the provisional liquidator of Tempus Holdings on 25 September 2023 and joint and several liquidators of Tempus Holdings were appointed on 27 December 2023. Based on the available public information, Tempus Holdings was an investment holding company and its group was principally engaged in the sales of health and wellness products and trading business.

Mr. Wong confirmed that (i) he has no connection with and no involvement in the matters relating to the Petition, the underlying claims against Tempus Holdings nor the Winding-up Order; and (ii) he is not one of the respondents of the Petition nor a party of such winding up proceeding and no claim has been made against him as a result of the Petition, the underlying claims against Tempus Holdings nor the Winding-up Order.

Dr. HO Ho Ming (何昊洺) ("Dr. Ho"), aged 52, was appointed as an independent non-executive Director on [•] 2026 and is primarily responsible for providing independent advice to our Board. Dr. Ho serves as the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee.

Dr. Ho has extensive experience in investment banking, credit rating, green finance and ESG-related advisory services. From 11 April 1996 to 8 September 1997, he worked at Credit Suisse First Boston (Hong Kong) Limited, an international investment bank principally engaged in the provision of investment banking and capital markets services, as an analyst in the equity capital markets department. From 8 September 1997 to 8 September 1998, he worked at Merrill Lynch (Asia Pacific) Limited, an international investment bank principally engaged in the provision of investment banking and capital markets services, as an analyst in the investment banking group. From 16 December 1999 to 28 February 2002, he worked at Bear Stearns Asia Limited, an international investment bank principally engaged in the provision of investment banking and capital markets services, as an associate in the corporate finance department.

From 7 April 2003 to 10 October 2013, he worked at Fitch (Hong Kong) Limited, an international credit rating agency principally engaged in the provision of credit ratings, research and risk analysis services, with his last position being the senior director in structured finance. From 3 October 2017 to 31 August 2023, he served as the chief executive officer of Lianhe Ratings Global, a credit rating agency principally engaged in the provision of credit rating services.

Since 1 March 2024, he has been serving as a consultant to SynTao Green Finance International, a company principally engaged in the provision of green finance and ESG-related advisory services. Since 6 February 2025, he has served as the chairman of ARC Ratings (Asia Pacific), an international credit rating agency principally engaged in the provision of credit ratings, research and risk analysis services.

Since 1 January 2026, he has served as the APAC senior advisor and representative of CarringtonCrisp, an international consulting firm for higher education where he is responsible for APAC business development.

Through these roles, Dr. Ho has gained substantial experience in credit rating, capital market transactions, green finance and ESG rating.

Dr. Ho has been appointed as an independent non-executive director and the chairman of the risks management committee, and a member of each of the audit committee, the remuneration committee, and the investment committee of Kontafarma China Holdings Limited (listed on the Main Board of the Stock Exchange, stock code: 1312) since June 2024.

Dr. Ho graduated with BBA in Information Systems from Hong Kong University of Science and Technology (HKUST), MBA from University of Cambridge, and DBA from CityU. He is awarded the Distinguished Alumni Award by CityU College of Business in 2022. Dr. Ho is EFFAS Certified ESG Analyst (CESGA®).

Ms. Ng Suet Hung (吳雪虹) ("Ms. Ng"), aged 47, was appointed as an independent non-executive Director on [•] 2026 and is primarily responsible for providing independent advice to our Board. Ms. Ng serves as the chairperson of the Remuneration Committee and a member of the Audit Committee and Nomination Committee.

Ms. Ng has over 20 years of experience in architect and project management sectors. From December 2004 to October 2006, she worked as an assistant architect at Hutchison Whampoa Property Limited. From March 2008 to March 2011, she worked as an assistant manager at Hang Lung Properties Limited. From September 2011 to June 2013, she worked as a manager in project management at Nan Fung Resources Limited. From October 2014 to June 2015, she served as a project manager at Hopewell Construction Company Limited and from July 2015 to November 2016, she served as a project manager at Hopewell Project Development Limited. She worked a an contract architect at the Hong Kong Government Property Agency from August 2018 to July 2021. She was a campus manager (projects) of the campus development office at The Hong Kong Academy for Performing Arts from January 2023 to December 2024. Ms. Ng has been serving as a director of Stirling Limited since November 2025.

Ms. Ng obtained a bachelor of arts degree in Architectural Studies from the University of Hong Kong in 2000, a master's degree in Architecture from the University of Hong Kong in 2003 and a degree of bachelor of laws from the University of London in 2006. She has been a member of the Hong Kong Institute of Architects since 2011 and is a registered architect registered with the Architects Registration Board since 2012.

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, Controlling Shareholders or substantial Shareholders of our Company as at the Latest Practicable Date; (iii) did not hold any other directorships in public listed companies of which the securities are listed on any securities market in Hong Kong and/or overseas 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 hold other long positions or short positions in the Shares, underlying Shares, debentures of our Company or any associated corporation within the meaning of Part XV of the SFO.

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 our 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 our Directors confirmed that he/she (a) obtained the legal advice referred to under the GEM Listing Rules on 15 April 2026; and (b) understood his/her obligations as a director of a listed issuer under the GEM Listing Rules.

Each of our independent non-executive Directors confirmed himself/herself that (a) he/she has satisfied all the criteria for independence set out in Rule 5.09 of the GEM Listing Rules; (b) save for Dr. Ho was a licensed representative of Keystone Capital during the period from July 2016 to September 2017, he/she 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 GEM Listing Rules as at the Latest Practicable Date; (c) there are no other factors that may affect his/her independence at the time of his/her appointment. Each of our independent non-executive Directors has provided confirmation of independence to our Company.

SENIOR MANAGEMENT

Ms. LEW Cheuk Ning (劉卓寧) ("Ms. Lew"), aged 44, is a sales and marketing director and responsible officer of Keystone Capital since February 2021 responsible for overseeing daily securities dealing operations, supervising staff conduct, ensuring compliance with SFC regulatory requirements, developing product platforms with service providers, maintaining relationships with international private banks to support the EAM platform, recruiting talent, and enhancing the company's market presence. Ms. Lew has over 15 years of experience in the financial services industry, with a strong background in product platform development, private banking/EAM platform coordination, and regulated securities business operations.

From 24 September 2010 to 4 December 2012, Ms. Lew worked at The Hongkong and Shanghai Banking Corporation Limited, an international banking and financial services institution, with her last position as an associate relationship manager. From 17 December 2012 to 15 February 2013, she worked at Bank of China (Hong Kong) Limited, a commercial bank principally engaged in the provision of banking and financial services, with her last position as a customer relationship manager. From 1 March 2013 to 13 December 2013, she worked at Australia and New Zealand Banking Group Limited, an international banking group principally engaged in the provision of banking and financial services, with her last position as an associate relationship director. From 7 April 2014 to 12 October 2014, she worked at Bank of China International Limited, an investment bank principally engaged in the provision of corporate finance, securities and wealth management services, with her last position as an associate director of private banking relationship management department.

From 12 January 2015 to 19 May 2015, she worked at Dah Sing Bank, Limited, a bank principally engaged in the provision of personal banking, corporate banking and treasury services, with her last position as a relationship manager of retail banking division.

In these roles, she was primarily responsible for advising clients on investment and insurance solutions, identifying clients' financial needs, promoting suitable financial products and services, and developing and maintaining client relationships. Through these positions, Ms. Lew gained substantial experience in wealth management, financial product distribution and client advisory services.

She was a vice president of the private client department at China Industrial Securities International Financial Group Limited from October 2016 to June 2020. From June 2020 to February 2021, Ms. Lew served as an associate director of the private client department at CMBC Capital Holdings Limited.

Ms. Lew was a director of Beauty Gain Corporation Limited which was deregistered on 9 February 2024.

Ms. Lew obtained a bachelor's degree in Design and Art Direction from Manchester Metropolitan University in 2005 and a degree of master of science in marketing management from The Hong Kong Polytechnic University in 2010.

Ms. NG Yee Ki Aiki (吳綺琪)("Ms. YK Ng"), aged 41, is the chief operating officer and responsible officer of Keystone Capital and has been working with Keystone Capital since May 2016. She is responsible for managing and supervising the company's daily operations, overseeing compliance matters, identifying and preparing for operational risks, ensuring adherence to the company's compliance manual and applicable SFC regulations and guidelines, and monitoring the company's financial status. Ms. YK Ng has over 14 years of experience in banking and financial services spanning operations, compliance oversight and front-line wealth roles.

From August 2011 to April 2016, Ms. YK Ng worked at Citibank (Hong Kong) Limited with her last position as a senior personal banker at Wanchai Branch responsible for client relationship, accounts opening, promoting and cross-selling and investment products and providing financial planning to identify client needs.

Ms. YK Ng obtained a degree of bachelor of business administration in accountancy from the City University of Hong Kong in July 2007.

COMPANY SECRETARY

Ms. Yim Wing Yan (嚴穎欣), aged 41, is the company secretary of our Company appointed on [•] 2026, and is mainly responsible for the company secretarial and related matters of our Group.

Ms. Yim has around 15 years of experience in the legal profession. She was a partner of a Hong Kong law firm from April 2016 to April 2026. Ms. Yim is currently the sole proprietor of her own law firm in Hong Kong. In addition, Ms. Yim has been appointed as legal adviser to certain chambers of commerce.

Ms. Yim is a practicing solicitor in Hong Kong. She obtained a Bachelor of Laws degree in 2008 and a Postgraduate Certificate in Laws in 2009 from The University of Hong Kong. She was admitted as a solicitor of the High Court of Hong Kong in October 2011.

BOARD COMMITTEES

Audit Committee

We have established the Audit Committee on [•] 2026 with written terms of reference in compliance with Rule 5.28 and Rule 11.07(5) 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. Wong Kai Hing, Dr. Ho Ho Ming and Ms. Ng Suet Hung, all being our independent non-executive Directors. The Audit Committee is chaired by Mr. Wong Kai Hing.

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 the Remuneration Committee on [•] 2026 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 Ms. Ng Suet Hung, Mr. Wong Kai Hing and Dr. Ho Ho Ming. The Remuneration Committee is chaired by Ms. Ng Suet Hung.

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; and (c) reviewing and approving the management's remuneration proposals with reference to our Board's corporate goals and objectives.

Nomination Committee

We have established the Nomination Committee on [•] 2026 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 Dr. Ho Ho Ming, Mr. Wong Kai Hing and Ms. Ng Suet Hung. The Nomination Committee is chaired by Dr. Ho Ho Ming.

The primary duties of the Nomination Committee include, among others, reviewing the structure, size, composition and diversity of our Board, selecting or making recommendations on the selection of individuals nominated for directorships and supporting our Company's regular evaluation of our Board's performance.

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. We are committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders as a whole. Save for the deviation from code provision C.2.1 of the CG Code as disclosed below.

Code Provision C.2.1 of the CG Code

According to paragraph C.2.1 of the CG Code, the roles of the chairman and chief executive should be separate and should not be performed by the same individual. Mr. Chan is our chairman and chief executive officer of our Company. He is primarily responsible for the major decision making, formulation and implementation of business strategies, overall project management and day-to-day management of the operations of our Group, and his extensive experience and insight in the industry has been instrumental to the growth and development of the business of our Group since its founding. As such, our Board believes that it is in the best interest of our Group to have Mr. Chan taking up both the role of chairman and chief executive officer for continued effective management and business development of our Group as it provides a strong and consistent leadership. Our Board is of the view that the balance of power and authority between our Board and our management can still be maintained under the current structure. Accordingly, our Directors consider that the deviation from the code provision C.2.1 of the CG Code is appropriate under such circumstance.

BOARD DIVERSITY POLICY

Our Board comprises five members, including two executive Directors and three independent non-executive Directors. Our Directors have a balanced mix of gender, knowledge, skills, perspectives and experience, including asset management, business administration, investment bank and credit rating, auditing, finance and accounting.

Our Company will adopt a board diversity policy in accordance with Rule 17.104 of the GEM Listing Rules prior to the **[REDACTED]** which sets out the objectives and approach to achieve and maintain diversity in order to enhance the quality of its performance. Our board diversity policy sets out that when considering the nomination and appointment of a Director, 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. At least one member of the Board shall be female. All Board appointments will be based on merit, having due regard to the attributes that the new Director will bring to the Board.

We recognise the importance of gender diversity. Our Board currently comprises one female Director and four male Directors. After **[REDACTED]**, we will continue to take steps to maintain such gender ratio at our Board going forward. In particular, we will actively identify female individuals suitably qualified to become our Board members. We target to achieve a board composition comprising at least 10% female Directors as part of our ongoing commitment to fostering diversity and balanced representation. With a view to developing a pipeline of potential successors to our Board that can maintain our gender diversity, our Group will (i) make appointments based on merits with reference to board diversity as a whole; (ii) take steps to promote gender diversity at all levels of our Group by recruiting staff of different gender; and (iii) consider the possibility of nominating female management members who have the necessary skills and experience to our Board. Taking into account our existing business model and specific needs as well as the different background of our Directors, the composition of our Board satisfies our board diversity policy, and our Board and the Nomination Committee will assess our Board composition regularly.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management receive compensation in the form of salaries, benefits in kind and discretionary bonuses related to our performance. We also reimburse them for necessary and reasonable out-of-pocket expenses properly incurred in relation to all business and affairs carried out by our Group from time to time or in discharge of his/her duties to our Group under his/her service agreement or letter of appointment. 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 our performance.

For the two years ended 31 December 2024 and 31 December 2025, the aggregate emoluments paid and benefits in kind granted by our Group to our Directors were approximately HK$2.1 million and HK$3.2 million, respectively.

For the two years ended 31 December 2024 and 31 December 2025, the aggregate emoluments (including fees, salaries, contributions to pension schemes and other allowances and benefits in kind) paid to the five highest paid individuals (including our Directors) by our Group were approximately HK$6.5 million and HK$12.6 million, respectively.

Under the arrangements currently in force, the aggregate emoluments (including fees, salaries, contributions to pension schemes and other allowances and benefits in kind) payable by our Group to our Directors for the year ending 31 December 2026 is expected to be not more than HK$4.0 million.

During the Track Record Period, (a) no remuneration was paid to, or receivable by, our Directors or the five highest paid individuals as an inducement to join, or upon joining, our Group; (b) no compensation was paid to, or receivable by, our Directors, former Directors, or the five highest paid individuals for the loss of any office in connection with the management of the affairs of any member of our Group; (c) there was no arrangement under which a Director has waived or agreed to waive any emoluments; and (d) no other payments had been made, or are payable, by any member of our Group to our Directors during the Track Record Period.

For additional information on our Directors' remuneration during the Track Record Period as well as information on the five highest paid individuals, please refer to the Accountants' Report set out in Appendix I to this document.

COMPLIANCE ADVISER

Our Company has appointed Alliance Capital as our compliance adviser pursuant to Rule 6A.19 of the GEM Listing Rules for the term commencing on the **[REDACTED]** and ending on the date on which our Company distributes our annual report in respect of our financial results for the first full financial year commencing after the **[REDACTED]**.

Pursuant to Rule 6A.23 of the GEM Listing Rules, our Company shall seek advice from our 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, sales or transfers of treasury shares and share repurchases;
- where our Company proposes to use **[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.