INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

Immediately following completion of the **[REDACTED]** and the Capitalisation Issue (excluding any Shares which may be allotted and issued pursuant to the exercise of the **[REDACTED]**, Mr. Chan together with Ms. Lam will directly entitled to exercise or control the exercise of 30% or more of the voting power at our Company's general meeting, Mr. Chan and Ms. Lam are regarded as our Controlling Shareholders under the GEM Listing Rules.

The principal businesses carried on by the companies controlled by Mr. Chan and/or his close associates, apart from the companies within our Group and companies which are investment or holding vehicles, are property and investment holding, provision of money lender business (the "Other Businesses"). Given our different business nature and the fact that we are licensed with the SFC to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities in Hong Kong, and the Other Businesses are not in line with our business strategy nor are they licensed by the SFC, we believe that there is clear business delineation and that there is no competition or potential competition between the business of our Group and the Other Businesses. As of the Latest Practicable Date, Mr. Chan has no intention to inject the Other Businesses into our Group in the future. Our Directors do not expect there to be any overlap of or competition between the Other Businesses and our Group's business after the **[REDACTED]**.

Management, operational, administrative and financial independence of our Group

Our Directors consider that our Group is capable of carrying on its business independently of our Controlling Shareholders and their respective close associates based on the following:

Management independence

Our Board comprises two executive Directors and three independent non-executive Directors. Mr. Chan, an executive Director, chief executive officer and Chairman of the Board, is one of our Controlling Shareholders.

Each of our Directors is aware of his/her fiduciary duties as a Director which require, among other things, that he/she acts for the benefit of and in the best interests of our Company and does not allow any conflict between his/her duties as a Director and his/her personal interest. In the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and our Directors or their respective associates, the interested Director(s) shall abstain from voting at the relevant board meetings of our Company in respect of such transactions and shall not be counted in the quorum.

The three independent non-executive Directors will also bring independent judgment to the decision-making process of the Board. Apart from our Directors, we have our senior management team to carry out the business decisions of our Group independently. Our Directors are satisfied that our senior management team is able to perform their roles in our Company independently and our Directors are of the view that we are capable of managing our business independently from our Controlling Shareholders and their respective close associates after the **[REDACTED]**.

Operational, administrative and financial independence

Our Group has our own independent operational, administrative and corporate governance structure comprising separate individual departments, each with specific areas of responsibilities, including financial and accounting management and business development. During the Track Record Period, our Group was operationally and administratively independent of our Controlling Shareholders and their respective close associates as we have our own operational personnel and administrative personnel.

Our Board believes that, we have been operating independently from our Controlling Shareholders and their respective close associates and will continue to do so after **[REDACTED]**. Our Group makes business decisions independently and have sufficient capital, equipment and employees to operate our business independently from our Controlling Shareholders and their respective close associates. Our Group has also established a set of internal control measures to facilitate the effective operations of its business. We have registered trademarks which we can use for marketing our services. Save as disclosed in this document, our Group's five largest customers are all independent of our Controlling Shareholders. We do not rely on our Controlling Shareholders or any of their respective close associates for access to customers, as we manage our sourcing independently to whom we have independent access.

The **[REDACTED]** incurred for the Previous Application was around HK$6.4 million, which was entirely borne by Mr. Chan. As the amount is not operating in nature and we have significant financial resources to bear such costs should we have to do so, we do not consider such cost borne by Mr. Chan would affect our financial independence. Our Directors also believe that we are able to obtain financing independently of our Controlling Shareholders and their respective close associates. As of the Latest Practicable Date, we had our own finance department and independent accounting systems.

Based on the above, our Directors believe that our Group's business operation does not rely on our Controlling Shareholders and our Group is capable of operating independently without financial reliance on our Controlling Shareholders.

RULE 11.04 OF THE GEM LISTING RULES

The Controlling Shareholders, our Directors and their respective close associates do not have any interest in a business apart from our Group's business which competes, or may compete, directly or indirectly, with our Group's business which requires disclosure under Rule 11.04 of the GEM Listing Rules.

CORPORATE GOVERNANCE MEASURES

Each of our Controlling Shareholders has confirmed that he/she fully comprehends his/her obligations to act in the best interests of our Company and its Shareholders as a whole. To avoid potential conflicts of interest, our Group will implement the following measures:

(a) in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and our Controlling Shareholders (or their associates), the interested Directors shall abstain from voting at the relevant Board meeting and shall not be counted in the quorum;

(b) the Board is committed to the view that the Board should include a balanced composition of executive and independent non-executive Directors so that there is a strong independent element on the Board which can effectively exercise independent judgement. Our Company has appointed three independent non-executive Directors. Our Directors believe that our independent non-executive Directors are of sufficient calibre, are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgement and will be able to provide impartial and professional advice to protect the interests of the minority Shareholders. Details of our independent non-executive Directors are set out in the section headed "Directors and senior management" in this document; and

(c) our Company has appointed Alliance Capital Partners Limited as the compliance adviser, which will provide advice and guidance to us in respect of compliance with the GEM Listing Rules including various requirements relating to directors' duties and internal controls. Please refer to the section headed "Directors and senior management – Compliance adviser" in this document for details in relation to the appointment of compliance adviser.