

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

OVERVIEW

Immediately following the [REDACTED] of the [REDACTED] (without taking into account any Shares which may be allotted and issued by our Company pursuant to the exercise of the [REDACTED] and any options which may be granted by our Company upon the exercise of options that may be granted under the [REDACTED]), pursuant to the Acting in Concert Confirmation and by virtue of Part XV of the SFO, each of Legacy Capital (being wholly owned by Mr. Lo Cheuk Pui), Mr. Lo Cheuk Pui, HonTide (being owned as to 42.4%, 36.0%, 18.0% and 3.6% by Mr. Lo Kam Kenny, Mr. Lo Siu Kai, Mr. Lo Siu Tong and Ms. Mak Wai Chun, respectively), Mr. Lo Kam Kenny, Mr. Lo Siu Kai, Mr. Lo Siu Tong and Ms. Mak Wai Chun will be entitled or deemed to be entitled to exercise or control the exercise of voting rights of [REDACTED]% of the total issued share capital of our Company. Therefore, Legacy Capital, Mr. Lo Cheuk Pui, HonTide, Mr. Lo Kam Kenny, Mr. Lo Siu Kai, Mr. Lo Siu Tong and Ms. Mak Wai Chun will constitute a group of our Controlling Shareholders upon the [REDACTED].

Mr. Lo Cheuk Pui is our executive Director, chairman of our Board and chief executive officer. Mr. Lo Siu Kai is our executive Director and site manager. Mr. Lo Kam Kenny is our founder and chief technical officer. For further information of Mr. Lo Cheuk Pui, Mr. Lo Siu Kai and Mr. Lo Kam Kenny, please refer to the section headed “Directors and Senior Management” in this document.

Save as disclosed above, there is no other person who will, immediately following [REDACTED] of the [REDACTED] (without taking into account any Shares which may be allotted and issued by our Company pursuant to the exercise of the [REDACTED] and [REDACTED]), be entitled to exercise or control the exercise of 30% or more of the voting rights at general meetings of our Company.

ACTING IN CONCERT CONFIRMATION

On 24 August 2026, Mr. Lo Cheuk Pui, Mr. Lo Kam Kenny, Mr. Lo Siu Kai, Mr. Lo Siu Tong and Ms. Mak Wai Chun, being our Controlling Shareholders, executed the Acting in Concert Confirmation, pursuant to which Mr. Lo Cheuk Pui, Mr. Lo Kam Kenny, Mr. Lo Siu Kai, Mr. Lo Siu Tong and Ms. Mak Wai Chun acknowledged, agreed and confirmed, among other things, that, for the purpose of the [REDACTED], from the date on which they first became the registered owners of the shares of any member of our Group: (a) they are and have been parties acting in concert with each other in exercising and implementing the management and operation of our Group; and (b) for so long as they remain interested or deemed to be interested in the share capital of any member of our Group, they shall, directly or indirectly through their respective controlled corporations, (i) act in concert and collectively for all material management affairs and the arrival and/or execution of all commercial, business and corporate development decisions of our Group, (ii) give unanimous consent, approval or rejection on any other material issues and decisions in relation to the management, business and operations or other affairs of our Group, (iii) cast unanimous vote collectively for or against all resolutions in all directors’ and shareholders’ meetings (as appropriate) and discussions concerning the management, business and operations or other affairs of our Group, (iv) cooperate with each another to obtain and maintain the consolidated control and the management of our Group, and (v) not, without the prior express written consent of each of the other parties to the Acting in Concert Confirmation, dispose of his or her interest, whether directly or indirectly held, in the share capital of our Company or any other member of our Group.

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DELINEATION OF BUSINESS

Our Group is principally engaged in the provision of demolition works and other construction works as a main contractor in Hong Kong. For details of our business operations, please refer to the section of headed “Business” in this document.

As at the Latest Practicable Date, Mr. Lo Kam Kenny, Mr. Lo Cheuk Pui and Mr. Lo Siu Kai held 40%, 30% and 30% of the total issued share capital of UNI Real Estate, respectively. UNI Real Estate is a private company limited by shares incorporated under the laws of Hong Kong and was primarily engaged in the business of property holding and leasing as at the Latest Practicable Date.

During the Track Record Period, our Group entered into the following transactions with UNI Real Estate:

(i) Subcontracting arrangements for construction works

As disclosed in the paragraph headed “Business — Suppliers and subcontractors — Major suppliers and subcontractors” in this document, UNI Real Estate was our largest subcontractor for each of FY2025 and FY2026, accounting for approximately 29.9% and 18.7% of our Group’s total cost of services during those years, respectively.

The said purchases were attributable to the services provided to our Group by UNI Real Estate for various building demolition and other construction works projects undertaken by our Group during the Track Record Period. Our Group as a main contractor entered into subcontracting agreements with UNI Real Estate, pursuant to which we delegated our works to UNI Real Estate as a subcontractor upon terms which were generally in line with the terms of our subcontracting arrangements with other third party subcontractors of construction works as set out in the paragraph headed “Business — Major suppliers/subcontractors — Principal terms of engagement with our subcontractors of construction works”. As confirmed by our Directors, such transactions were entered into between our Group and UNI Real Estate after arm’s length negotiations between the parties, and the pricing and other terms of our Group’s purchases from UNI Real Estate were on normal commercial terms or better.

Since 31 March 2026, UNI Real Estate has ceased to carry on business as a subcontractor of construction works and, save for investment holding and property rental, UNI Real Estate had no other business operations as at the Latest Practicable Date. Given the internal resources of our Group, our network of connections within the construction industry and stable relationship with our other suppliers and subcontractors, as well as the fact that our Group and UNI Real Estate have been operated under substantially the same executive management, our Directors are of the view that the cessation of UNI Real Estate’s services as a subcontractor would not have any material impact on our Group’s business operations. Accordingly, as at the Latest Practicable Date, there were no ongoing or pending subcontracting arrangements between our Group and UNI Real Estate, and our Directors do not expect that our Group will enter into further subcontracting arrangements with UNI Real Estate in the future.

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(ii) Sale of property by our Group to UNI Real Estate

On 24 July 2024, our Group sold to UNI Real Estate the office premises situated at Office No. 1, 11th Floor, Seaview Plaza, No. 283 Shau Kei Wan Road, Hong Kong for a consideration of HK\$3,000,000, which was determined having regard to, among other things, the then prevailing market prices of office and commercial properties in the vicinity of the property and the condition and costs of repair of the property. For further details, please refer to the paragraph headed “Business — Properties — Sale of property during Track Record Period” in this document.

Our Directors consider that the business of our Group and that of UNI Real Estate are distinct and clearly delineated from each other in terms of industry sector, customer base and sources of revenue, and that there is no overlap between the respective businesses of our Group and UNI Real Estate. Further, as at the Latest Practicable Date, there were no ongoing transactions between our Group and UNI Real Estate, and our Directors do not expect that further transactions will be entered into between our Group and UNI Real Estate. In particular: (i) UNI Real Estate had ceased to carry on business as a subcontractor of construction works since 31 March 2026 as mentioned hereinabove; and (ii) we have been able to lease our office premises from a lessor which is an Independent Third Parties during the Track Record Period and up to the Latest Practicable Date as set out in the paragraph headed “Business — Properties” in this document, and our Directors expect that we will continue to be able to secure lease(s) of premises required for the operation of our business from Independent Third Parties.

Hence, in view of the significant differences between the scope and nature of the business operations of our Group and that of UNI Real Estate, and taking into account that our Group does not require the services provided by UNI Real Estate for the purpose of carrying on our business, UNI Real Estate has not been injected into our Group.

Our Directors and our Controlling Shareholders confirm that, during the Track Record Period and up to the Latest Practicable Date, save as disclosed in this document: (i) none of our Controlling Shareholders directly or indirectly held beneficial interests in or was a substantial shareholder (as defined in the GEM Listing Rules) of any other company which did not form part of our Group; and (ii) our Group did not have any transactions or business dealings with any companies associated with or controlled by our Controlling Shareholders, and there was no overlapping of business between our Group and our Controlling Shareholders and their respective close associates.

INTEREST IN COMPETING BUSINESS

Each of our Controlling Shareholders confirms that he/she/it had no interest in any other business, apart from the business of our Group, which competes or is likely to compete, either directly or indirectly, with the business of our Group, which would require disclosure under Rule 11.04 of the GEM Listing Rules as of the Latest Practicable Date.

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DEED OF NON-COMPETITION

On 24 August 2026, our Controlling Shareholders executed a deed of non-competition (the “**Deed of Non-Competition**”) in favour of our Company (for ourselves and each of our subsidiaries), pursuant to which each of our Controlling Shareholders has irrevocably and unconditionally undertaken to and covenanted with our Company (for ourselves and each of our subsidiaries) that, during the Restricted Period (as defined below), among other things, that he/she/it shall not, and shall procure each of his/her/its close associates (other than a member of our Group) not to, directly or indirectly, either on his/her/its own account, in conjunction with, on behalf of, or through any person, firm or company (in each case whether as a shareholder, partner, agent or otherwise and whether for profit, reward or otherwise): (i) carry on, engage, participate, acquire, hold, be concerned, or be interested in, or in any way assist in, or provide support (whether financial, technical or otherwise) to, any business similar to or which competes (either directly or indirectly) or is likely to compete with any business from time to time carried on by our Group (including but not limited to providing building demolition works and other construction works services) (each a “**Restricted Business**”) in Hong Kong or any other jurisdiction in which our Group may from time to time carry on business; (ii) canvass, solicit, interfere with or endeavour to entice away from our Group any person, firm, company or organisation which to his/her/its knowledge has from time to time or has at any time within the immediate past one year been a customer, a supplier, a subcontractor or a business partner or employee of our Group for the purpose of conducting any Restricted Business; (iii) procure any offers or awards of contracts or orders from or solicit business from any person, firm, company or organisation which to his/her/its knowledge has dealt with any member of our Group, or is in the process of negotiating with any member of our Group, in relation to any Restricted Business; or (iv) make use of any information pertaining to the business of our Group which may have come to his/her/its knowledge in his/her/its capacity as a shareholder of our Company or director of any member of our Group for the purpose of competing with the business of our Group.

Each of our Controlling Shareholders has also represented and warranted to our Company that, as at the date of the Deed of Non-Competition, neither him/her/it nor any of his/her/its close associates (except any member of our Group) was directly or indirectly interested, involved or engaged in (whether as a shareholder, partner, agent or otherwise and whether for profit, reward or otherwise) any Restricted Business otherwise than through our Group.

The “**Restricted Period**” as stated in the Deed of Non-Competition refers to the period commencing from the date on which the [REDACTED] becomes unconditional and ending on the date on which any of the following events occurs:

- (a) the Shares cease to be [REDACTED] on the Stock Exchange; or
- (b) our Controlling Shareholders and/or their respective close associates cease to be (i) entitled to jointly or severally exercise or control the exercise of not less than 30% in aggregate of the voting rights at general meetings of our Company or (ii) interested or deemed to be interested directly or indirectly in not less than 30% of the Shares in aggregate, provided that (A) our Controlling Shareholders and/or their respective close associates are not entitled jointly or severally to nominate 50% or more of the members of our Board or otherwise control 50% or more of the voting rights or any casting vote of our Board; and (B) none of our Controlling Shareholders and their respective close associates remains a director or chief executive (as defined in the GEM Listing Rules) of our Company.

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The above undertakings given by our Controlling Shareholders under the Deed of Non-Competition do not preclude our Controlling Shareholders and their respective close associates from:

- (a) holding interests in the shares of any members of our Group;
- (b) holding interests in the shares of any company (whether or not listed on any stock exchange) other than a member of our Group, provided that: (i) any Restricted Business conducted or engaged in by such company (and assets relating thereto) accounts for less than 5% of that company’s consolidated turnover or consolidated assets, as shown in that company’s latest audited accounts, and/or the total number of the shares held by our Controlling Shareholders and their respective close associates in aggregate does not exceed 10% of the issued shares of any class of the company in question, and there exists at least one other shareholder of that company whose shareholding in that company is more than the shareholding of our Controlling Shareholders and their respective close associates in aggregate; (ii) our Controlling Shareholders and their respective close associates are not, whether individually or collectively and whether jointly or severally, entitled to appoint or nominate a majority of the directors of that company; and (iii) none of our Controlling Shareholders and their respective close associates participates or is involved (or is entitled to participate or be involved) in the management of that company; or
- (c) pursuing or participating in any Restricted Business Opportunities (as defined below) in compliance with the requirements of the Deed of Non-Competition as further described below.

Options for Restricted Business Opportunities

Our Controlling Shareholders have further jointly and severally undertaken to our Company that if any new business, investment or other commercial opportunity relating to any Restricted Business (each a “**Restricted Business Opportunity**”) is identified by or made available to any of our Controlling Shareholders or their respective close associates (other than members of our Group) (the “[REDACTED]”), such Restricted Business Opportunity shall first be referred to our Group on a timely basis and in the following manner:

- (a) our Controlling Shareholders shall, and shall procure their respective close associates (other than members of our Group) to, promptly and in any event within seven business days of receipt of the Restricted Business Opportunity, direct the Restricted Business Opportunity to our Group by giving written notice to our Company containing all information reasonably necessary for our Group to consider whether (i) the Restricted Business Opportunity would constitute a Restricted Business; and (ii) it is in the interest of our Group to pursue the Restricted Business Opportunity, including but not limited to the nature and material terms and conditions of the Restricted Business Opportunity (and, where applicable, the details of the investment or acquisition costs) (the “[REDACTED] Notice”); and

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- (b) the [REDACTED] may pursue the Restricted Business Opportunity if, and only if: (i) the [REDACTED] has received a written notice from our Company declining the Restricted Business Opportunity and confirming that the Restricted Business Opportunity would not constitute competition or likely competition with the business of our Group; or (ii) no such notice of the decision of our Company is given by us to the [REDACTED] within thirty (30) days of the date on which the [REDACTED] Notice is given to our Company.

Upon receipt of the [REDACTED] Notice, we will seek opinions and decisions from a committee of our Board consisting only our independent non-executive Directors as to: (i) whether the Restricted Business Opportunity constitutes Restricted Business; (ii) whether it is in the interest of our Company and our Shareholders as a whole to take up the Restricted Business Opportunity; and (iii) whether our Group shall take up or decline the Restricted Business Opportunity.

With a view to avoiding competition of businesses between our Group and our Controlling Shareholders, our independent non-executive Directors will review the compliance with and enforcement of the Deed of Non-Competition at least on an annual basis, and the results of such review will be included in our annual report.

Our Controlling Shareholders have further jointly and severally undertaken to:

- (i) promptly provide all relevant information for review by our independent non-executive Directors for compliance with and enforcement of the Deed of Non-Competition;
- (ii) allow or procure to allow, subject to confidentiality restrictions imposed by any third party, our representatives, our auditors and our compliance adviser (if necessary) to have access to their business, financial and/or corporate records as may be necessary for our independent non-executive Directors to determine whether our Controlling Shareholders and their respective close associates (other than members of our Group) have complied with the Deed of Non-Competition;
- (iii) make an annual declaration to be included in our annual report in relation to compliance with the Deed of Non-Competition in accordance with the GEM Listing Rules;
- (iv) address such other enquiries as may be made by the Stock Exchange, the SFC, or any other regulatory bodies or our Company from time to time;
- (v) comply with the requirements under the relevant laws, rules and regulations of the Stock Exchange and the regulatory bodies having jurisdiction over our Company from time to time in connection with the Deed of Non-Competition and to do all such acts to facilitate our Company to comply with the same; and
- (vi) to the extent applicable, abstain from voting in and not be counted as quorum of, any meetings of shareholders and/or board of directors of any member of our Group for consideration and approval of any matters referred to in the Deed of Non-Competition, which have or may give rise to actual or potential conflicts of interest.

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INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

Having taken into account the following factors, our Directors are satisfied that our Group is capable of carrying on our business independently from our Controlling Shareholders and their respective close associates (other than members of our Group) upon and after the [REDACTED]:

Management Independence

Our management and operational decisions are made collectively by our Board and our senior management. Upon [REDACTED], our Board will comprise six Directors, including two executive Directors, one non-executive Director and three independent non-executive Directors. Please refer to the section headed “Directors and Senior Management” of this document for further details.

Save as disclosed below, as at the Latest Practicable Date, none of our Directors or members of our senior management holds any directorship or other position in any of our Controlling Shareholders or their respective close associates (other than any member of our Group):

Name	Directorship/ position in our Group	Position in our Controlling Shareholders and their respective close associates
Lo Cheuk Pui	Executive Director, chairman of our Board and chief executive officer	Director of Legacy Capital Director and company secretary of UNI Real Estate
Lo Siu Kai	Executive Director and site manager	Director of UNI Real Estate
Lo Kam Kenny	Chief technical officer	Director of HonTide Director of UNI Real Estate

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Notwithstanding the fact that the above members of our Board and senior management hold overlapping directorships or other positions in our Controlling Shareholders and/or their respective close associates, we are of the view that our Directors and senior management are collectively able to manage our Group’s business independently from our Controlling Shareholders and their respective close associates for the following reasons:

- (i) as of the Latest Practicable Date, other than Mr. Lo Cheuk Pui and Mr. Lo Siu Kai, who are our executive Directors and Controlling Shareholders, and Mr. Lo Kam Kenny, our chief technical officer and a Controlling Shareholder, none of our other Directors or senior management hold any position or own any interest in our Controlling Shareholders or their respective close associates;
- (ii) Mr. Lo Kam Kenny, our chief technical officer, is the founder of our Group, whereas Mr. Lo Cheuk Pui, our executive Director, chairman of our Board and chief executive officer, has served our Group for approximately 28 years since 1998 and Mr. Lo Siu Kai, our executive Director and site manager, has served our Group for over 30 years since 1995. HonTide and Legacy Capital have been established by our Controlling Shareholders as investment holding entities to hold the Shares during the Reorganisation in preparation for the [REDACTED] (as set out in further details in the paragraph headed “History, Reorganisation and Corporate Structure — Reorganisation” in this document) and do not carry on any other business activities. Mr. Lo Kam Kenny, Mr. Lo Cheuk Pui and Mr. Lo Siu Kai have a proven track record of being able to manage their respective duties within our Group and UNI Real Estate in which they hold overlapping directorships and/or other positions as set out above, which demonstrates that they have been, and will continue to be, able to devote sufficient time and effort to our Group;
- (iii) each Director is aware of his or her fiduciary duties as a director which require, among other things, that he or she acts for the benefit and in the interest of our Company and does not allow any conflict between his duties as a Director and his or her personal interests;
- (iv) in case of a potential conflict of interest arising out of any transaction to be entered into between our Group and our Directors or their respective close associates, unless otherwise permitted by the Articles of Association, the interested Director(s) will abstain from voting at the relevant Board meeting in respect of such transaction and will not be counted in the quorum of the relevant meeting of our Board;
- (v) our Board has a balanced composition of executive Directors and independent non-executive Directors which ensures the independence of our Board in making decisions affecting our Company. Specifically, (i) our non-executive Director and independent non-executive Directors are not associated with our Controlling Shareholders or any of their respective close associates; (ii) our independent non-executive Directors account for not less than one-third of our Board; and (iii) our non-executive Director and independent non-executive Directors individually and collectively possess the requisite knowledge and experience to provide professional and experienced advice to our Company and bring impartial and sound judgment to the decision-making process of our Board and protect the interest of our Company and our Shareholders as a whole; and

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- (vi) where a Shareholders’ meeting is held to consider a proposed transaction in which any Controlling Shareholder has a material interest, our Controlling Shareholders (being parties acting in concert pursuant to the Acting in Concert Confirmation) shall abstain from voting on the relevant resolutions and shall not be counted towards the quorum for the voting.

Based on the above, our Directors are satisfied that our Board as a whole, together with our senior management, will be able to manage the business and operations of our Group independently of our Controlling Shareholders and their respective close associates.

Operational Independence

Our Company has full authority and rights to make all decisions on, and has our own resources to carry out, our own business operations independently. In particular:

- (i) we are not reliant on our Controlling Shareholders and their respective close associates and we have our own access to our suppliers, subcontractors and customers for the provision of services;
- (ii) we are the holder of all relevant licences and qualifications which are material to the operation of our business and have sufficient capital, equipment and employees to operate our business independently from our Controlling Shareholders and their respective close associates;
- (iii) we have our own administrative and corporate governance infrastructure, including our own accounting, internal control, risk management, administrative and human resources departments;
- (iv) our Group does not share with or obtain from our Controlling Shareholders and their respective close associates any operational resources, such as office premises, sales and marketing and general administration resources with our Controlling Shareholders; and
- (v) none of our Controlling Shareholders and their respective close associates has any interest which competes or is likely to compete with the business of our Group, and each of our Controlling Shareholders has executed a Deed of Non-Competition in favour of our Company as disclosed above.

In light of the above, our Directors consider that we are operationally independent from our Controlling Shareholders and their respective close associates.

Financial independence

Our group has its independent financial management system, internal control and accounting systems, independent treasury function for cash receipts and payments, and the ability to operate independently from our Controlling Shareholders from a financial perspective. We can make financial decisions independently, and our Controlling Shareholders (other than Mr. Lo Cheuk Pui and Mr. Lo Siu Kai in their capacity as executive Directors) and their respective close associates do not interfere with our use of funds. In addition, we maintain and manage bank accounts independently and our Controlling Shareholders and their respective close associates do not share any bank accounts with our Group.

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Our Directors confirm that, as at the Latest Practicable Date, save as disclosed in this section and the paragraph headed “Financial Information — Indebtedness” in this document, our Controlling Shareholders have not provided any other guarantee or loan to our Group, and all intra-group loans and guarantees provided by our Controlling Shareholders and/or their respective close associates to our Group will be fully settled and discharged before the [REDACTED].

Our Directors believe that our Group has sufficient capital for our financial needs without dependence on our Controlling Shareholders, in view of our Group’s internal resources and the estimated net [REDACTED] from the [REDACTED]. Our Directors also believe that, upon [REDACTED], our Group will be capable of obtaining financing from external sources independently without the need of any guarantee or security provided by our Controlling Shareholders and their respective close associates after the [REDACTED], which enables our Group to maintain financial independence from our Controlling Shareholders and their respective close associates.

CORPORATE GOVERNANCE MEASURES

Our Company will comply with the provisions of the CG Code, which sets out principles of good corporate governance in relation to, among other things, Board composition, the appointment, re-election and removal of Directors, their responsibilities and remuneration and communications with Shareholders.

Each of our Controlling Shareholders has also confirmed that he/she/it fully comprehends his/her/its obligations to act in the best interests of our Company and the Shareholders as a whole. We will adopt the following corporate governance measures to manage potential conflict of interests between our Group and our Controlling Shareholders:

- (i) our Board will ensure that any material conflict or potential conflict of interests involving our Controlling Shareholders will be reported to our independent non-executive Directors as soon as practicable;
- (ii) 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 close associates), the interested Directors shall abstain from voting at the relevant Board meeting and shall not be counted in the quorum;
- (iii) where a Shareholders’ meeting is to be held for considering proposed transactions in which our Controlling Shareholders or their respective associates has/have a material interest, our Controlling Shareholders shall not vote on the resolutions and shall not be counted in the quorum for the voting;
- (iv) our Company has established internal control mechanisms to identify connected transactions. Upon [REDACTED], if our Company enters into connected transactions with our Controlling Shareholders or their respective associates, our Company will comply with the relevant provisions of the GEM Listing Rules, including, where appropriate, the reporting, annual review, announcement and independent Shareholders’ approval requirements;
- (v) our Board will consist of a balanced composition of executive and non-executive Directors, including not less than one-third of independent non-executive Directors to ensure that our Board is able to effectively exercise independent judgment in its decision-making process and

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provide independent advice to our Shareholders. Our non-executive Directors (including independent non-executive Directors), details of whom are set out in the section headed “Directors and Senior Management” in this document, individually and together possess the requisite knowledge and experience. Our non-executive Directors (including independent non-executive Directors) will review whether there is any conflict of interests between our Group and our Controlling Shareholders annually and provide impartial and professional advice to protect the interest of our Company and the Shareholders as a whole;

- (vi) each of our Controlling Shareholders will make an annual confirmation as to compliance with his/her/its undertakings under the Deed of Non-Competition for inclusion in the annual report of our Company, and our Controlling Shareholders have undertaken to provide all information requested by our Group which is necessary for the annual review by our non-executive Directors (including independent non-executive Directors) and the enforcement of the Deed of Non-Competition;
- (vii) in the event that non-executive Directors (including independent non-executive Directors) are requested to review any conflicts of interests circumstances between our Group and our Controlling Shareholders, our Controlling Shareholders and/or our Company shall provide our non-executive Directors with all necessary information and our Company shall disclose the decisions of the non-executive Directors (including why business opportunities referred to it by our Controlling Shareholders were not taken up) either in its annual report or by way of announcements;
- (viii) where the advice from independent third-party professionals, such as that from legal or financial advisors, is reasonably requested by our Directors (including our non-executive Directors), the appointment of such independent third-party professionals will be made at our Company’s expenses; and
- (ix) we have appointed Patrons Capital Limited as our compliance adviser, which will provide advice and guidance to us in respect of compliance with the applicable laws and the GEM Listing Rules including various requirements relating to corporate governance.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest between our Group and our Controlling Shareholders, and to protect the interests of our Company and the Shareholders as a whole after the [REDACTED].