DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Upon [REDACTED], our Board will consist of nine Directors, including six executive Directors and three independent non-executive Directors. Our Directors serve a term of three years and shall be subject to re-election upon the expiry of their respective term of office. The independent non-executive Directors shall not hold office for more than six consecutive years pursuant to the relevant PRC laws and regulations.

The following table sets out brief information about our Directors:

Name	Age	Position	Date of joining our Group	Date of appointment as a Director[Note]	Principal Roles and responsibilities	Relationship with other Directors and senior management
Executive Directors						
Mr. WU Jianshu (鄔建樹)	62	Executive Director and chairperson of the Board	April 22, 2004	September 8, 2011	Overall strategic planning and business direction of our Group	Father of Mr. WU Haonian
Mr. WU Haonian (鄔好年)	25	Executive Director and vice chairperson of the Board	July 1, 2023	October 19, 2023	Overall strategic planning and business direction of our Group	Son of Mr. WU Jianshu
Mr. WANG Bin (王斌)	50	Executive Director, president of our Company and president of our robot actuator business division	September 1, 2006	September 8, 2011	Overall strategic planning, operations and management of our Group and the daily operation and management of our robot actuator business division	None
Dr. PAN Xiaoyong (潘孝勇)	45	Executive Director and president of our power chassis system and Ushone business divisions	July 23, 2004	September 8, 2011	Daily operations and management of our power chassis system and Ushone business divisions	None
Mr. WU Weifeng (吴偉鋒)	49	Executive Director and president of our interior & exterior system business division	January 1, 2011	September 8, 2011	Daily operations and management of our interior & exterior system business division	None
Dr. WANG Weiwei (王偉瑋)	42	Executive Director and employee representative Director	January 15, 2018	February 10, 2022	Daily operations and R&D of our automotive electronics products	None
Independent non-executive Directors						
Ms. XIE Huajun (謝華君)	48	Independent non-executive Director	October 19, 2023	October 19, 2023	Supervising and offering independent judgment to the Board	None
Mr. WANG Minquan (王民權)	61	Independent non-executive Director	March 24, 2026	March 24, 2026	Supervising and offering independent judgment to the Board	None
Ms. CHAN Yeuk Wa (陳躍華)	55	Independent non-executive Director	March 24, 2026	March 24, 2026	Supervising and offering independent judgment to the Board	None

Note: For the avoidance of doubt, the date of appointment as Director refers to the appointment as Director after our conversion into a joint stock company with limited liability in September 2011. For details of our conversion, see "History and Corporate Structure" in this document.

Executive Directors

Mr. WU Jianshu (鄔建樹), aged 62, is an executive Director and the chairperson of the Board. He is primarily responsible for the overall strategic planning and business direction of our Group. He currently also holds positions at various subsidiaries of our Company.

Mr. Wu founded our Group in April 2004 and has served as a Director and the chairperson of the Board since then. Other than his positions held within our Group, Mr. Wu has served as a director and chairperson of the board of Mecca HK, a member of our Controlling Shareholders, since July 2008. He also served as a director and chairperson of the board of (i) Ningbo Economic and Technological Development Zone Tuopu Industrial Co., Ltd. (寧波經濟技術開發區拓普實業有限公司, "Tuopu Industrial") from December 1999 to November 2014; (ii) Ningbo Tuopu Shock Absorber System Co., Ltd. (寧波拓普減震系統股份有限公司, "Tuopu Shock Absorber System") from July 2001 to December 2010, (iii) Ningbo Tuopu Sound-proof System Co., Ltd. (寧波拓普隔音系統有限公司, "Tuopu Sound-proof System") from August 2003 to August 2018, (iv) Ningbo Tuopu Coupler Co., Ltd. (寧波拓普連軸器有限公司, "Tuopu Coupler") from March 2007 to March 2019, and (v) Ningbo Tuopu Automotive Special Rubber Co., Ltd. (寧波拓普汽車特種橡膠有限公司, "Tuopu Special Rubber") from September 2007 to July 2022.

Mr. WU Haonian (鄔好年), aged 25, is an executive Director and the vice chairperson of the Board of our Company. He is primarily responsible for the overall strategic planning and business direction of our Group. He currently also holds positions at various subsidiaries of our Company.

Mr. WU Haonian joined our Group in July 2023 and has served as a Director and vice chairperson of the Board of our Company since October 2023.

Mr. WU Haonian obtained his bachelor's degree from the University of Toronto in Canada in June 2023.

Mr. WANG Bin (王斌), aged 50, is an executive Director, the president of our Company, and the president of our robot actuator business division. He is primarily responsible for the overall strategic planning, operations and management of our Group, and the daily operation and management of our robot actuator business division. He currently also holds positions at various subsidiaries of our Company.

Mr. Wang joined our Group in September 2006 as a Director and vice president of our Company and was further promoted to the president of our Company since September 2011. Prior to joining our Group, Mr. Wang served as vice general manager of Tuopu Industrial from July 2002 to May 2004, a director and the general manager of Ningbo Tuopu IMP & EXP Corp (寧波拓普機電進出口有限公司, "Tuopu IMP & EXP", which subsequently became a subsidiary of our Group) from June 2004 to May 2005, and a director and the general manager of Tuopu Shock Absorber System from June 2005 to August 2006.

Mr. Wang obtained his bachelor's degree in mechanical manufacturing technology and equipment from Shenyang Ligong University (瀋陽理工大學) (previously known as Shenyang College of Technology (瀋陽工業學院)) in the PRC in July 1997.

Dr. PAN Xiaoyong (潘孝勇), aged 45, is an executive Director and the president of our power chassis system and Ushone business divisions. He is primarily responsible for the daily operations and management of our power chassis system and Ushone business divisions. He currently also holds positions at various subsidiaries of our Company, including but not limited to as the president of Ningbo Ushone Technology Co., Ltd. (寧波域想智行科技有限公司, "Ningbo Ushone"), a subsidiary of our Group dedicated to our automotive electronics business, operating under our Ushone business division.

Dr. Pan joined our Group in July 2004 and has served as a Director of our Company since then. He has also served as a president and a vice general manager of our Company since September 2010 and September 2011, respectively.

Dr. Pan obtained his bachelor's degree, master's degree and doctoral degree in engineering from Zhejiang University of Technology (浙江工業大學) in the PRC in June 2001, June 2004 and January 2010, respectively.

Mr. WU Weifeng (吳偉鋒), aged 49, is an executive Director and the president of our interior & exterior system business division. He is primarily responsible for the daily operations and management of our interior & exterior system business division. He currently also holds positions at various subsidiaries of our Company.

Mr. WU Weifeng joined our Group in January 2011 as a Director and president of our Company. Prior to joining our Group, Mr. WU Weifeng served from March 2000 to November 2002 as an engineer and department manager of Ningbo Tuopu Rubber Industry Co., Ltd. (寧波拓普橡塑實業有限公司). He served from December 2002 to December 2004 as a vice general manager of Ningbo Tuopu Automotive Trim Co., Ltd. (寧波拓普汽車飾件有限公司) (currently known as Ningbo Qianhui Automobile Molding Co., Ltd. (寧波千匯汽車飾件有限公司)), which subsequently became a subsidiary of our Company. From January 2005 to December 2010, he served as the general manager of Tuopu Sound-proof System.

Mr. WU Weifeng obtained his bachelor's degree in polymer materials and engineering from Beijing Institute of Fashion Technology(北京服裝學院) in the PRC in July 1999.

Dr. WANG Weiwei (王偉瑋), aged 42, is an executive Director and the employee representative Director of our Company. He is primarily responsible for the daily operations and R&D of our automotive electronics products. He currently also holds positions at various subsidiaries of our Company, including but not limited to as a senior general manager of air suspension control system of Ningbo Ushone.

Dr. Wang joined our Group in January 2018 and has successively served as the manager of the intelligent braking system engineering department, the general manager of stability control system and the senior general manager our Company from then on. He has also served as a Director since February 2022 and an employee representative Director since December 2025. Prior to joining our Group, he served successively as the manager of the engineering department, the technology vice president and the general manager of Wuhan Youfin AUTO Electronic CONTROL SYSTEM Co., Ltd. (武漢元豐汽車電控系統股份有限公司) from July 2011 to January 2018.

Dr. Wang obtained both his bachelor's degree in vehicle engineering (in July 2006) and his doctoral degree in mechanical engineering (in June 2011) from Tsinghua University (清華大學) in the PRC.

Independent non-executive Directors

Ms. XIE Huajun (謝華君), aged 48, has been appointed as an independent non-executive Director of our Company in October 2023. She is primarily responsible for supervising and offering independent judgment to the Board.

Ms. Xie has worked at Ningbo Donghai Certified Public Accountants Institution (寧波東海會計師事務所) since July 1999. She has also served as an independent director at Ningbo Jifeng Auto Parts Co., Ltd. (寧波繼峰汽車零部件股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603997), since November 2020.

Ms. Xie obtained her bachelor's degree in accounting from Ningbo University (寧波大學) in the PRC in July 2003. She was recognized as a certified public accountant of the Chinese Institute of Certified Public Accountants (CICPA) in October 2002.

Mr. WANG Minquan (王民權), aged 61, has been appointed as an independent non-executive Director of our Company in March 2026. He previously also served as an independent non-executive Director of our Company from September 2014 to October 2020. He is primarily responsible for supervising and offering independent judgment to the Board.

From August 1985 to February 2004, Mr. Wang worked at Lianyungang College of Chemical and Mining Technology (連雲港化學礦業專科學校, later known as Lianyungang College of Chemical Higher Technology (連雲港化工高等專科學校) and subsequently merged into Huaihai Institute of Technology (淮海工學院)). In March 2004, Mr. Wang joined Ningbo Polytechnic University (寧波職業技術大學) (previously known as Ningbo Polytechnic (寧波職業技術學院)), and served as a professor in electrical automation from November 2012 to March 2025. He also served as an independent director of Ningbo Xusheng Group Co., Ltd. (寧波旭升集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603305), from August 2018 to July 2024, and has served as an independent director at Ningbo Jifeng Auto Parts Co., Ltd. (寧波繼峰汽車零部件股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603997), since November 2023, and an independent non-executive director at Shuanglin Co., Ltd. (雙林股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300100), since May 2024.

Mr. Wang obtained his bachelor's degree in engineering in power system and automation from Zhengzhou University (鄭州大學) (previously known as Zhengzhou Institute of Technology (鄭州工學院)) in the PRC in July 1985 and his master's degree in engineering in control theory and control engineering from Zhejiang University of Technology (浙江工業大學) in the PRC in June 2008.

Ms. CHAN Yeuk Wa (陳躍華), aged 55, has been appointed as an independent non-executive Director of our Company in March 2026. She is primarily responsible for supervising and offering independent judgment to the Board.

Ms. Chan has extensive experience in investment banking and commercial banking industry. From May 2006 to June 2009, Ms. Chan was the team head of IPO Service in the Commercial Business Management Department of Industrial and Commercial Bank of China (Asia) Limited (中國工商銀行(亞洲)有限公司), where she oversaw IPO and listing-related business. From July 2012 to August 2019, Ms. Chan was a director at Partners Financial Holdings Limited (博大科技金融控股有限公司). She has also served as the vice president of Shenzhen Equity Investment Research Association (深圳市股權投資研究會) since January 2022, an independent non-executive director of Denox Environmental & Technology Holdings Limited (迪諾斯環保科技控股有限公司), a company listed on the Stock Exchange (stock code: 1452), since June 2020, an independent director at Goertek Microelectronics Co., Ltd (歌爾微電子股份有限公司) since December 2024, and an independent director at Sublime China Information Co., Ltd. (山東卓創資訊股份有限公司), a company listed on the ChiNext Board of Shenzhen Stock Exchange (stock code: 301299), since November 2025.

Ms. Chan obtained her bachelor's degree in business administration from Lingnan University (嶺南大學) in Hong Kong in September 2001 and her master's degree in business administration from the University of South Australia in Australia in April 2004.

General Confirmations

Each of our Directors (excluding independent non-executive Directors) confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which competes or is likely to compete, either directly or indirectly, with our Company's business which would require disclosure under Rule 8.10 of the Listing Rules.

Save as disclosed above and in this document, each of our Directors has confirmed that he/she has no other relationship with any other Directors or senior management and none of our Directors held any directorships in listed companies during the three years immediately preceding the date of this document.

Save as disclosed above, to the best knowledge, information and belief of the Directors having made all reasonable inquiries, there were no other matters with respect to the appointment of the Directors that need to be brought to the attention of the Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

Each of our Directors has confirmed that he/she obtained legal advice in March 2026 with regard to the requirements under the Listing Rules that are applicable to him/her as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange as set out in Rule 3.09D of the Listing Rules and he/she understood his/her obligations as a director of a listed issuer.

Each of our independent non-executive Directors has confirmed his or her independence with regards to each of the factors as set out in Rule 3.13(1) to (8) of the Listing Rules and that there are no other factors that may affect his or her independence at the time of appointment.

SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management and operation of our business. The following table sets out brief information about members of our senior management:

Name	Age	Position	Date of joining our Group	Date of appointment as senior management[(1)]	Principal Roles and responsibilities	Relationship with other Directors and senior management
Mr. WANG Bin (王斌)	50	Executive Director, president of our Company and president of our robot actuator business division	September 1, 2006	September 8, 2011	Overall strategic planning, operations and management of our Group and the daily operation and management of our robot actuator business division	None
Dr. PAN Xiaoyong (潘孝勇)	45	Executive Director and president of our power chassis system and Ushone business divisions	July 23, 2004	September 8, 2011	Daily operations and management of our power chassis system and Ushone business divisions	None
Mr. WU Weifeng (吳偉鋒)	49	Executive Director and president of our interior & exterior system business division	January 1, 2011	September 8, 2011	Daily operations and management of our interior & exterior system business division	None
Mr. JIANG Kaihong (蔣開洪)	54	Vice president of our Company	January 1, 2010	September 8, 2011	Daily operations, R&D and management of our robot actuator business division	None
Mr. HONG Tieyang (洪鐵陽)	47	Financial director of our Company	August 22, 2011	April 9, 2015	Overall financial management of our Group	None
Mr. WANG Mingzhen (王明臻)	46	Board secretary of our Company	December 22, 2010[(2)]	July 3, 2015	Board related matters and overall corporate governance of our Group	None

Note

(1) For the avoidance of doubt, the date of appointment as a member of senior management refers to the appointment as a senior management member after our conversion into a joint stock company with limited liability in September 2011. For details of our conversion, see "History and Corporate Structure" in this document.

(2) For the avoidance of doubt, the date of joining our Group refers to the date on which the relevant company was merged into our Group in December 2010.

Mr. WANG Bin (王斌) is an executive Director, president of our Company and president of our robot actuator business division. Please refer to "—Directors" in this section for his biographical details.

Dr. PAN Xiaoyong (潘孝勇) is an executive Director and president of our power chassis system and Ushone business divisions. Please refer to "—Directors" in this section for his biographical details.

Mr. WU Weifeng (吳偉鋒) is an executive Director and president of our interior & exterior system business division. Please refer to "—Directors" in this section for his biographical details.

Mr. JIANG Kaihong (蔣開洪), aged 54, is a vice president of our Company. He is primarily responsible for the daily operations, R&D and management of our robot actuator business division. He currently also holds positions at various subsidiaries of our Company, including but not limited to as a senior general manager of Ningbo Ushone.

From February 2003 to March 2010, Mr. Jiang served as the general manager of Ningbo Tuopu Automobile Parts Co., Ltd. (寧波拓普汽車部件有限公司), which subsequently became a subsidiary of our Company in September 2010. From January 2010 to October 2023, he served as a Director and the president of our automotive electronic system business division, and later as senior general manager of Ningbo Ushone from October 2023 to April 2025. He has also served as vice president and senior general manager of our robot actuator business division since April 2025. Previously, Mr. Jiang also served as the general manager of the engineering department of Tuopu Industrial from April 1997 to 1999 and the manager of the sales division and the director of the R&D centre of Tuopu Shock Absorber System from 1999 to 2003.

Mr. Jiang obtained his bachelor's degree in mechanical engineering from Ningbo University of Technology (寧波工程學院) in the PRC in July 1992.

Mr. HONG Tieyang (洪鐵陽), aged 47, is the financial director of our Company. He is primarily responsible for overall financial management of our Group. He currently also holds positions at various subsidiaries of our Company.

Mr. Hong joined our Group in August 2011 as a financial manager of our Company, and has served as the financial director of our Company since April 2015. Prior to joining our Group, he served as a project manager of Ningbo Zhongcheng Certified Tax Agents Co., Ltd. (寧波中誠稅務師事務所) from August 2006 to July 2011.

Mr. Hong obtained a diploma in accounting from Ningbo University (寧波大學) in the PRC in June 1998. He graduated in January 2015 from Dongbei University of Finance and Economics (東北財經大學) in the PRC, having completed an online education program in accounting from September 2012. He was recognized as a senior accountant by Zhejiang Provincial Department of Human Resources and Social Security in January 2024, a certified public accountant of the Chinese Institute of Certified Public Accountants (CICPA) in November 2021, a certified asset valuer by the Ministry of Finance of the PRC in December 2012 and a certified tax agent by the State Administration of Taxation of the PRC in September 2008. Mr. Hong obtained the Certificate for Passing All the Required Subjects of the National Uniform CPA Examination of PRC (註冊會計師全國統一考試全科合格證) issued by the Certified Public Accountants Examination Committee of the Ministry of Finance of the PRC in March 2008.

Mr. WANG Mingzhen (王明臻), aged 46, is the board secretary of our Company. He is primarily responsible for Board related matters and overall corporate governance of our Group. He currently also holds positions at various subsidiaries of our Company.

Mr. Wang joined Tuopu IMP & EXP in March 2008 (which was subsequently merged into our Group and became one of our subsidiaries in December 2010), where he served successively as the international sales manager, the general manager and a supervisor from March 2008 to June 2015. He then served as a supervisor of our Company from September 2011 to April 2015, and has served as the board secretary of our Company since July 2015. Prior to joining our Group, he served successively as a product engineer and a project manager of Ningbo Tuopu Shock Absorber System from January 2003 to March 2008.

Mr. Wang obtained his bachelor's degree in mechanical design and manufacturing from Zhengzhou University (鄭州大學) in the PRC in July 2002.

JOINT COMPANY SECRETARIES

Mr. WANG Mingzhen (王明臻) was appointed as a joint company secretary with effect from March 6, 2026. For Mr. Wang's biography, please refer to "—Senior Management" in this section.

Ms. ZHENG Hongyi (鄭泓懌) was appointed as a joint company secretary with effect from March 6, 2026. Ms. Zheng is a manager of SWCS Corporate Services Group (Hong Kong) Limited and has over 6 years of experience in corporate secretary and corporate finance.

Ms. Zheng is a fellow member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. Ms. Zheng holds her dual master's degrees in both International Relations and Public Policy from the University of Macau in Macau in July 2019, and Corporate Governance and Compliance from the Open University of Hong Kong (香港公開大學) (currently known as The Hong Kong Metropolitan University (香港都會大學)) in Hong Kong in September 2024.

CORPORATE GOVERNANCE

Our Company is committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders. To accomplish this, our Company intends to comply with the corporate governance requirements under the Corporate Governance Code as set out in Appendix C1 to the Listing Rules after [REDACTED].

Board Committees

Audit Committee

We have established the Audit Committee in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code set out in Appendix C1 to the Listing Rules, the primary duties of which are to review and supervise the financial reporting process and internal controls system of the Group, review the financial information of the Group and consider issues relating to the external auditors and their appointment. Our Audit Committee comprises three independent non-executive Directors, namely Ms. XIE Huajun, Mr. WANG Minquan and Ms. CHAN Yeuk Wa. Ms. XIE Huajun, being the chairperson of the Audit Committee of our Company, has appropriate accounting and related financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules.

Remuneration and Appraisal Committee

We have established the Remuneration and Appraisal Committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code set out in Appendix C1 to the Listing Rules, the primary duties of which are to review and make recommendations to the Board on the terms of remuneration packages, bonuses, and other compensation payable to our Directors and other senior management. Our Remuneration and Appraisal Committee comprises Mr. WANG Minquan, Ms. XIE Huajun and Mr. Wu. Mr. WANG Minquan is the chairperson of the Remuneration and Appraisal Committee of our Company.

Nomination Committee

We have established the Nomination Committee in compliance with the Corporate Governance Code set out in Appendix C1 to the Listing Rules, the primary duties of which are to make recommendations to our Board on the appointment of Directors and management of Board succession. Our Nomination Committee comprises Mr. Wu, Ms. XIE Huajun and Mr. WANG Minquan. Mr. Wu is the chairperson of the Nomination Committee of our Company.

Strategy and ESG Committee

We have established a Strategy and ESG Committee with written terms of reference, the primary duties of which are to make recommendations to our Board on our long-term development strategy and major investments, as well as the strategic development and management of ESG-related matters of our Company. The Strategy and ESG Committee comprises three members, namely Mr. WANG Bin, Dr. PAN Xiaoyong and Ms. XIE Huajun, with Mr. WANG Bin as the chairperson of the Strategy and ESG Committee.

Board Diversity Policy

Our Company [has adopted] a board diversity policy which sets out the approach to achieve diversity of the Board. Our Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level, including gender diversity, as an essential element in maintaining our Company's competitive advantage and enhancing our ability to attract, retain, and motivate employees from the widest possible pool of available talent. Pursuant to the board diversity policy, in reviewing and assessing suitable candidates to serve as a director of our Company, the Nomination Committee will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience and terms of service.

In particular, upon [REDACTED], our Company will have two female Directors on the Board and will continue to work towards enhancing the gender diversity of the Board. Our Directors have a balanced mix of knowledge and skills, and we have three independent non-executive Directors with different industry backgrounds. 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. Pursuant to the board diversity policy, the Nomination Committee will discuss periodically and, when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for formal adoption.

REMUNERATION OF THE DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management receive their remuneration in the form of salaries, allowances, benefits in kind, and pension scheme contributions.

The aggregate amount of total remuneration we paid to our Directors in respect of the financial years ended December 31, 2023, 2024 and 2025 was RMB15.5 million, RMB17.3 million and RMB20.0 million, respectively.

The five highest paid individuals of our Group for the years ended December 31, 2023, 2024 and 2025 included 4, 4 and 4 Directors, respectively. The total remuneration paid to the remaining 1, 1 and 1 individual among the five highest paid individuals for the years ended December 31, 2023, 2024 and 2025 was RMB2.0 million, RMB2.0 million and RMB2.0 million, respectively.

Under the arrangement currently in force, we estimate the total remuneration payable to our Directors for the year ending December 31, 2026 will be approximately RMB20.0 million.

During the Track Record Period, no remuneration was paid to our Directors or the five highest paid individuals as an inducement to join, or upon joining, our Group. During the Track Record Period, no compensation was paid to, or receivable by, our Directors, former Directors or the five highest paid individuals for the loss of office as director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. None of our Directors waived any emoluments during the Track Record Period. Save as disclosed above and in Appendix I to this document, no other payments have been paid or are payable in respect of the Track Record Period to our Directors by our Group.

COMPLIANCE ADVISER

We have appointed Innovax Capital Limited as our compliance adviser (the "Compliance Adviser") pursuant to Rule 3A. 19 of the Listing Rules. Our Compliance Adviser will provide us with guidance and advice as to compliance with the Listing Rules and applicable Hong Kong laws. Pursuant to Rule 3A.23 of the Listing Rules, our Compliance Adviser will advise our Company in certain circumstances including:

(a) before the publication of any regulatory announcement, circular or financial report;

(b) 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;

(c) where we propose to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where the business activities, developments or results of our Group deviate from any forecast, estimate, or other information in the listing document; and

(d) where the Stock Exchange makes an inquiry of our Company under Rule 13.10 of the Listing Rules.

The term of appointment of our Compliance Adviser shall commence on the [REDACTED] and is expected to end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED].