

## DIRECTORS AND SENIOR MANAGEMENT

### OVERVIEW

Our Board consists of five Directors, including two executive Directors and three independent non-executive Directors. Our Directors serve for a term of three years and shall be subject to re-election upon retirement. Our Board is responsible for and has the general power over the management and operation of our business, including determining our business strategies and investment plans, implementing resolutions passed at our general meetings, and exercising other powers, functions and duties as conferred by the Articles of Association. Our Board also assumes the responsibilities for developing and reviewing the policies and practices of our Company on corporate governance, risk management, internal control and compliance with legal and regulatory requirements.

The senior management currently consists of three members who are responsible for our day-to-day management and operation.

### DIRECTORS

The table below sets out key information about our Directors as at the Latest Practicable Date.

Name	Age	Position	Responsibilities	Date of first appointment as a Director	Date of joining our Group	Relationship with other Directors and senior management
Mr. Li Fei (李飛)	55	Executive Director & Chairman of the Board	Responsible for overall strategic planning, business development and management of our Group	9 February 2018	1 January 2018	Spouse of Ms. Cao Jiaping
Ms. Cao Jiaping (曹佳萍)	47	Executive Director, President	Responsible for overseeing finances, risk control and corporate governance functions and contributes to overall strategic planning and business development	3 June 2020	3 April 2018	Spouse of Mr. Li Fei
Mr. Wong Chun (黃震)	66	Independent Non-executive Director	Responsible for supervising and offering independent judgement to our Board	[●]	[●]	None
Mr. Yu Dong (郁東)	55	Independent Non-executive Director	Responsible for supervising and offering independent judgement to our Board	[●]	[●]	None
Mr. Leung Oi Kin (梁愷健)	51	Independent Non-executive Director	Responsible for supervising and offering independent judgement to our Board	22 April 2026	22 April 2026	None

## DIRECTORS AND SENIOR MANAGEMENT

### Directors

**Mr. Li Fei (李飛)**, aged 55, is our executive Director and chairman of the Board, Mr. Li is primarily responsible for the overall strategic planning, business development and management of our Group. Mr. Li joined our Company in January 2018 and served as general manager from January 2018 to June 2024, responsible for the overall operations and management. Mr. Li was appointed as a director in February 2018. He then served as the chairman of the Board from July 2020 until present.

Mr. Li has extensive experience in the international automotive components and industrial manufacturing industries. From October 2001 to April 2004, he worked at Bontaz Centre (Shanghai) Co., Ltd. (噴達汽車精密部件(上海)有限公司) as general manager. From December 2005 to November 2017, he served as general manager of Telma Vehicle Braking System (Shanghai) Company Limited\* (泰樂瑪汽車制動系統(上海)有限公司), a subsidiary of the Valeo Group, and from September 2010 to November 2017, he concurrently served as a co-chief executive officer of Torque Industry (Holding) Limited.

He was awarded the title of Outstanding Constructor of Socialism with Chinese Characteristics of Shanghai (Sixth Session) (上海市第六屆優秀中國特色社會主義事務建設者) in May 2023. Other than that, he has been a vice director member and part-time deputy director of the fifth to seventh committees of the Chinese People’s Political Consultative Conference of Pudong New Area, Shanghai\* (上海市浦東新區第五屆/六屆/七屆政協委員) since December 2011 and a vice president of the sixth and seventh sessions of the Federation of Industry and Commerce of Pudong New Area, Shanghai\* (上海市浦東新區工商聯第六屆/七屆副主席) since November 2016. He has received a number of industry and social honours, including Top Ten Outstanding Young Entrepreneurs in Shanghai\* (上海十大傑出青商) in December 2014, Outstanding Shanghai Entrepreneur of the China National Democratic Construction Association (上海民建優秀企業家) in December 2020, and Pearl Leading Talent of Pudong New Area, Shanghai\* (上海市浦東新區明珠領軍人才) in December 2023.

He currently serves as a standing member of China Fire Protection Association (中國消防協會), a member of the Technical Committee of the China National Fire Standardization of Technical Committee\* (全國消防標準化技術委員會火災探測與報警分技術委員會), a gold sponsor member of the Confederation of Fire Protection Associations Asia\* (國際消防協會聯盟亞洲分會), a member of the 3rd Session of China Fire Protection Association Fire Protection Branch Committee\* (中國消防協會消防電子分會第三屆委員會) and the 2nd Session of China Fire Protection Association Fixed Extinguishing System Branch Committee\* (中國消防協會固定滅火系統分會第二屆委員會), and a member of the 8th Session of China Fire Protection Association Electrical Fire Protection Professional Committee\* (中國消防協會電氣防火專業委員會第八屆委員會). Mr. Li also served as a vice president at the 3rd Council of China Urban Public Traffic Association Science & Technology Branch\* (中國城市公共交通協會科學技術分會第三屆理事會) and a vice director of China Civil Engineering Society Urban Public Traffic Society Expert Committee\* (中國土木工程學會城市公共交通學會專家委員會).

Mr. Li obtained his master’s degree in business administration from the University of Poitiers\* (法國普瓦提埃大學) in April 1998. He also attended the Global CEO Program at China Europe International Business School\* in 2012 (中歐商學院2012級全球CEO班).

## DIRECTORS AND SENIOR MANAGEMENT

Mr. Li was a director, supervisor or manager of the following enterprises at the time or within 12 months from the time of their respective dissolutions or commencements of dissolution procedures (otherwise than by a members’ voluntary winding up). The relevant details are as follows:

Enterprise Name	Place of incorporation/ establishment	Last Position	Principal business before dissolution	Date of dissolution	Means of dissolution	Reasons for dissolution
蘇州名仕匯平行 汽車貿易有限 公司	PRC	Director	Among other things, parallel-import automobile trading	24/05/2018	Deregistration	Cessation of business
愛福萊(上海)醫療 科技有限公司	PRC	Ultimate controller, legal representative, chairman of the board	Among other things, medical device technology R&D.	24/12/2024	Deregistration	Cessation of business
百福萊生物科 技(上海)有限 公司	PRC	Ultimate controller, legal representative, chairman of the board	Among other things, biotech/biopharma R&D and products	12/12/2024	Deregistration	Cessation of business
上海硯齊技術諮 詢有限公司	PRC	Executive director, general manager	Among other things, technology consulting services	14/12/2022	Deregistration	No commencement of business
上海喆福科技諮 詢有限公司	PRC	Executive director	Among other things, technology consulting services	10/10/2023	Deregistration	Reorganisation

Mr. Li confirmed that (i) to the best of his knowledge, each of the above enterprises was solvent immediately prior to its deregistration and had no outstanding liabilities on or before its deregistration; (ii) there was no wrongful act on his part leading to the deregistration of the above enterprises; (iii) the enterprises had not been involved in any material non-compliance incidents, claims, litigations or legal proceedings; (iv) he is not aware of any actual or potential claim that has been or will be made against him as a result of the deregistration; and (v) no misconduct or misfeasance had been involved on his part in the deregistration of the above enterprises.

**Ms. Cao Jiaping (曹佳萍)**, aged 47, is our executive Director and president of our Company, responsible for our Company’s finance, risk control and corporate governance functions and contributes to overall strategic planning and business development Ms. Cao joined our Company in April 2018, serving as a vice president, where she was primarily responsible for the day-to-day management of the Company’s human resources, administration and information technology departments, until June 2020. From July 2020 to May 2024, she served as the vice president and a director of our Company, where she was primarily responsible for the management of our Company’s finance, legal affairs and information technology departments and procurement department. Since June 2024, she was re-designated as an executive Director and president of our Company.

## DIRECTORS AND SENIOR MANAGEMENT

Ms. Cao has extensive experience in corporate management, strategic consulting, and marketing. Prior to joining our Group, Ms. Cao worked at Arthur Andersen Consulting (Shanghai) Co., Ltd. (安達信(上海)企業諮詢有限公司) from August 2001 to April 2002. She then worked as marketing manager at Hansgrohe Sanitary Products (Shanghai) Co., Ltd. (漢斯格雅衛浴產品(上海)有限公司) from November 2005 to July 2007. Between August 2007 and December 2012, she worked as Asia Pacific marketing and sales director at TINO Stone (China) Co., Ltd.\* (帝諾石材(中國)有限公司).

Ms. Cao has also held various public and social positions. She has been a deputy to the Seventh People’s Congress of Pudong New Area, Shanghai\* (上海市浦東新區第七屆人大代表) since December 2021 a vice president of Shanghai Pudong Female Entrepreneurs Association\* (上海市浦東新區女企業家協會) in January 2025 and was appointed as the chairwoman of the Women’s Federation of Shanghai Jinqiao Manufacturing City\* (上海市金橋智造城婦聯) in September 2024.

Ms. Cao graduated from Shanghai International Studies University (上海外國語大學) with a bachelor’s degree in Economics in July 2001.

Ms. Cao was a director, supervisor or manager of the following enterprise at the time or within 12 months from the time of their respective dissolutions or commencements of dissolution procedures (otherwise than by a members’ voluntary winding up). The relevant details are as follows:

Enterprise Name	Place of incorporation/ establishment	Last Position	Principal business before dissolution	Date of dissolution	Means of dissolution	Reasons for dissolution
愛福萊(上海)醫療科技有限公司	PRC	Director	Among other things, medical device technology R&D.	24/12/2024	Deregistration	Cessation of business
百福萊生物科技(上海)有限公司	PRC	Director	Among other things, biotech/biopharma R&D and products	12/12/2024	Deregistration	Cessation of business
上海申技技術設備有限公司	PRC	Supervisor	Among other things, technical equipment production	20/01/2006	Deregistration	Cessation of business
上海蒙利文化交流中心(普通合夥)	PRC	Legal representative	Among other things, arts-related activities	02/04/2025	Deregistration	No commencement of business
上海硯齊技術諮詢有限公司	PRC	Supervisor	Among other things, technology consulting services	14/12/2022	Deregistration	No commencement of business
上海喆福科技諮詢有限公司	PRC	Supervisor	Among other things, technology consulting services	10/10/2023	Deregistration	Reorganisation

## DIRECTORS AND SENIOR MANAGEMENT

Ms. Cao confirmed that (i) to the best of her knowledge, each of the above enterprises was solvent immediately prior to its deregistration and had no outstanding liabilities on or before its deregistration; (ii) there was no wrongful act on his part leading to the deregistration of the above enterprises, (iii) the enterprises had not been involved in any material non-compliance incidents, claims, litigations or legal proceedings; (iv) she is not aware of any actual or potential claim that has been or will be made against her as a result of the deregistration; and (v) no misconduct or misfeasance had been involved on her part in the deregistration of the above enterprises.

**Mr. Wong Chun (黃震)**, aged 66, was appointed as an independent non-executive Director on [●] 2026. Mr. Wong is responsible for supervising and offering independent judgement to our Board.

Mr. Wong has extensive experience in the electronic and computer peripherals sector. Prior to joining our Company, Mr. Wong has served as Chief Officer of China Affairs at Toyo Holdings Limited (東茗國際(集團)有限公司) (stock code: 094) and at the Grande Holdings Limited (嘉域集團有限公司) (stock code: 0186). From January 2001 to December 2019, he was the deputy chairman and chief executive officer of GLORY MARK HI-TECH (HOLDINGS) LIMITED (輝煌科技(控股)有限公司) (stock code: 08159). Mr. Wong has served as vice chairman and general manager of Hong Kong Industrial Exhibition Investment Limited since February 2022, vice chairman and general manager of Industrial Exhibition (Wuhan) Real Estate Co., Ltd.\* (工業展覽(武漢)置業有限公司) since August 2022.

In the public and industry sphere, Mr. Wong has been a member of the 12th and 13th Hubei Provincial Committee of the Chinese People’s Political Consultative Conference since January 2018 and a member of the Conference for Election of Delegates of the Hong Kong Special Administrative Region to the 14th National People’s Congress and the Election Committee of the Hong Kong Special Administrative Region since January 2022.

Mr. Wong is currently honorary president of the Chinese Manufacturers’ Association of Hong Kong since January 2024, permanent honorary president of the Hong Kong Auto Parts Industry Association since July 2012, a member of the Enterprise Support Scheme Assessment Panel of the Innovation and Technology Support Programme launched by the Innovation and Technology Commission from January 2015 to December 2016, and recently been appointed as a consultant on technology transfer at the Hong Kong Polytechnic University — Wuhan Technology and Innovation Research Institute since April 2026.

Mr. Wong obtained a graduation certificate at the Zhaoqing Municipal Technical School (廣東省肇慶地區技工學校) in the PRC, specialising electrical engineering in December 1979. He later obtained a certificate in advanced electronic equipment maintenance technician from the department of electrical engineering, Hong Kong Institute of Vocational Education (Kwun Tong) in September 1986. He became a fellow of the Professional Validation Council of Hong Kong Industries since March 2006.

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Mr. Wong was a director, supervisor or manager of the following enterprise at the time or within 12 months from the time of their respective dissolutions or commencements of dissolution procedures (otherwise than by a members' voluntary winding up). The relevant details are as follows:

Enterprise Name	Place of incorporation/ establishment	Last Position	Principal business before dissolution	Date of dissolution	Means of dissolution	Reasons for dissolution
Green Power (Asia) Limited 環保動力(亞洲)有限公司	Hong Kong	Director	Among other things, investment holding	01/02/2013	Deregistration	Cessation of business

Mr. Wong confirmed that (i) to the best of his knowledge, the above enterprise was solvent immediately prior to its deregistration and had no outstanding liabilities on or before its deregistration; (ii) there was no wrongful act on his part leading to the deregistration of the above enterprises, (iii) the enterprises had not been involved in any material non-compliance incidents, claims, litigations or legal proceedings; (iv) he is not aware of any actual or potential claim that has been or will be made against him as a result of the deregistration; and (v) no misconduct or misfeasance had been involved on his part in the deregistration of the above enterprises.

**Mr. Yu Dong (郁東)**, aged 55, was appointed as an Independent Non-Executive Director on [●] 2026. Mr. Yu is responsible for supervising and offering independent judgement to our Board.

Mr. Yu has extensive experience in auditing, taxation and corporate finance. Mr. Yu is currently an independent director of Jiangsu Hai'an Rural Commercial Bank Co., Ltd.\* (江蘇海安農村商業銀行股份有限公司), Nantong Jiangtian Chemical Co., Ltd.\* (南通江天化學股份有限公司), Nantong Sansheng Graphite Equipment Technology Co., Ltd.\* (南通三聖石墨設備科技股份有限公司) and Jiangsu Zhengdao Marine Technology Co., Ltd.\* (江蘇正道海洋科技股份有限公司).

Mr. Yu has served in various public, professional and advisory roles, including the chief accountant of Nantong New Summit Certified Public Accountants (General Partnership)\* (南通新高峰會計師事務所(普通合夥)), a vice president of Nantong Institute of Certified Public Accountants\* (南通市註冊會計師協會), the director of the Finance and Economics Special Committee of the China Democratic National Construction Association Nantong Committee\* (民建南通財金專委會主任), and a specially invited auditor of Nantong Audit Bureau\* (南通市審計局).

Mr. Yu obtained a diploma in taxation and auditing from Nanjing Audit Institute\* (南京審計學院) in July 1993 and a bachelor's degree in accounting education from Yangzhou University (揚州大學) in July 2002. He completed a training programme for senior management of listed companies at the Shenzhen Stock Exchange in November 2011. Mr. Yu obtained the qualification of PRC certified public accountant in July 1997, the qualification of PRC certified tax agent in January 2002, and the qualification of intermediate accountant in May 2002.

## DIRECTORS AND SENIOR MANAGEMENT

Mr. Yu was a director, supervisor or manager of the following enterprises at the time or within 12 months from the time of their respective dissolutions or commencements of dissolution procedures (otherwise than by a members’ voluntary winding up). The relevant details are as follows:

Enterprise Name	Place of incorporation/ establishment	Last Position	Principal business before dissolution	Date of dissolution	Means of dissolution	Reasons for dissolution
愛福萊(上海)醫療科技 有限公司	PRC	Supervisor	Among other things, medical device technology R&D.	24/12/2024	Deregistration	Cessation of business
百福萊生物科技(上海) 有限公司	PRC	Supervisor	Among other things, biotech/ biopharma R&D and products	12/12/2024	Deregistration	Cessation of business

Mr. Yu confirmed that (i) to the best of his knowledge, each of the above enterprises was solvent immediately prior to its deregistration and had no outstanding liabilities on or before its deregistration; (ii) there was no wrongful act on his part leading to the deregistration of the above enterprises, (iii) the enterprises had not been involved in any material non-compliance incidents, claims, litigations or legal proceedings; (iv) he is not aware of any actual or potential claim that has been or will be made against him as a result of the deregistration; and (v) no misconduct or misfeasance had been involved on his part in the deregistration of the above enterprises.

**Mr. Leung Oi Kin (梁愷健)**, aged 51, was appointed as an Independent Non-Executive Director on 22 April 2026. Mr. Leung is responsible for supervising and offering independent judgement to our Board.

Mr. Leung has over 25 years of experience in accounting and financial management, including more than 15 years of experience with companies listed in Hong Kong, as listed below:

Period	Position	Company/Institution*
Nov 2010– Jun 2012	Group Chief Financial Officer	China NT Pharma Group Company Limited (中國泰凌醫藥集團) (stock code: 1011)
Since Nov 2016	Executive Director, Chief Financial Officer and Company Secretary	G-Resources Group Limited (國際資源集團有限公司) (stock code: 1051), listed on the Main Board of the Stock Exchange
Since Oct 2017	Independent Non-executive Director	Austar Life Science Limited (奧星生命科技有限公司) (stock code: 6118)
Since Nov 2025	Independent Non-executive Director	International Genius Company (stock code: 0033)

From January 1997 to June 2000, Mr. Leung served as a senior associate with PricewaterhouseCoopers. Between December 2003 and May 2010, he was finance director of Jabil Circuit, Inc. (捷普科技) (NYSE: JBL).

Mr. Leung obtained a bachelor’s degree in commerce, majoring in finance and accounting, from the University of Adelaide in South Australia in 1997 and a Master of Business Administration (Honours) from The University of Chicago Booth School of Business in 2022. Mr. Leung is a fellow certified practising accountant of Australia.

## DIRECTORS AND SENIOR MANAGEMENT

### SENIOR MANAGEMENT

The table below sets out the key information about the senior management of our Company.

Name	Age	Position	Responsibilities	Date of appointment as senior management	Date of joining our Group	Relationship with other Directors and senior management
Ms. Cao Jiaping (曹佳萍)	47	Executive Director, President	Oversees our Group’s finance, risk control and corporate governance functions and contributes to overall strategic planning and business development.	3 June 2020	3 April 2018	Spouse of Mr. Li Fei
Zhu Yulin (朱玉林)	38	Chief Executive Officer	Responsible for the overall management and operations.	3 July 2024	24 July 2017	None
Ms. Xue Jinhong (薛金紅)	48	Chief Financial Officer	Oversees our Group’s financial management, risk control and legal and compliance matters.	5 December 2025	5 December 2025	None

For the biographical details of Ms. Cao, please refer to the section headed “Directors and Senior Management — Directors” in this document.

**Mr. Zhu Yulin** (朱玉林), aged 38, is our Chief Executive Officer since July 2024. He is responsible for overall business operations, including strategic planning and execution, daily management, market and business development, as well as financial and cost control. Mr. Zhu has extensive experience in market promotion and operations in the new-energy vehicle sector. Mr. Zhu joined our Group in July 2017 and has held various positions. From July 2017 to May 2020, he served as project director, responsible for product planning, product development, research and development management and technical marketing. From May 2020 to May 2023, he was re-designated as sales supervisor, responsible for customer development, marketing promotion and sales management. Between May 2023 and June 2024, he served as general manager of the marketing centre, overseeing all customer-related functions including sales management, product promotion, technical solution promotion and after-sales services.

He obtained a bachelor’s degree in business administration from Hunan University of Technology (湖南工業大學) in the PRC in July 2025.

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**Ms. Xue Jinhong (薛金紅)**, aged 48, was appointed as the Chief Financial Officer of our Company since December 2025. Ms. Xue is primarily responsible for overseeing the financial management, risk control and legal and compliance matters.

Ms. Xue has extensive experience in financial management. Ms. Xue served as financial controller at Telma Vehicle Braking System (Shanghai) Company Limited\* (泰樂瑪汽車制動系統(上海)有限公司) from October 2005 to November 2020. From August 2010 to November 2020, she concurrently served as chief financial officer of Torque Industry (Holding) Limited while continuing to hold her position at Telma Vehicle Braking System (Shanghai) Company Limited\* (泰樂瑪汽車制動系統(上海)有限公司). Prior to joining our Group, Ms. Xue also served as a lawyer in the PRC, with practice areas covering both civil and commercial litigation as well as non-contentious matters.

Ms. Xue obtained an MBA degree from Shanghai Jiao Tong University (上海交通大學) in June 2011. She obtained the PRC Legal Professional Qualification Certificate in June 2023. Ms. Xue also holds Senior Compliance Officer Certificate, as well as various international professional qualifications including FCMA, CGMA, CPA (Australia) and CMA.

### GENERAL

As of the Latest Practicable Date, each of our Directors and members of our senior management confirms with respect to himself/herself that:

- (i) he/she does not hold other positions in our Company or other members of our Group as at the Latest Practicable Date;
- (ii) save as disclosed above, he/she has held any directorship in the last three years in any public company the securities of which are listed on any securities market in Hong Kong or overseas during the three years immediately preceding the Latest Practicable Date;
- (iii) save and except for Ms. Cao is the spouse of Mr. Li, each of our Directors and members of our senior management confirms he/she does not have any relationship with any other Directors, members of our senior management, substantial Shareholder or Controlling Shareholders of our Company as at the Latest Practicable Date;
- (iv) save as disclosed in the sub-section headed “C. Further information about our Directors and substantial shareholders — 3. Disclosure of Interests” in Appendix VI to this document, he/she does not have any interest in the Shares which would be required to be disclosed pursuant to Part XV of the SFO; and
- (v) to the best knowledge, information and belief of our Directors having made all reasonable enquiries, there is no additional information relating to our Directors or senior management that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and no other matter with respect to their appointments that needs to be brought to the attention of our Shareholders as at the Latest Practicable Date.

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### CONFIRMATION FROM OUR DIRECTORS

#### Rule 8.10 of the Listing Rules

As at the Latest Practicable Date, none of our Directors and their respective close associates had any interest in any business which competes or is likely to compete, either directly or indirectly with our Group’s business which would require disclosure under Rule 8.10 of the Listing Rules.

#### Rule 3.09D of the Listing Rules

Each of our Directors confirmed that he or she (i) had obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 25 April 2026, and (ii) understood his/her obligations as a director of a [REDACTED] under the Listing Rules.

#### Rule 3.13 of the Listing Rules

Each of our independent non-executive Directors had (i) confirmed his/her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) that 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 Listing Rules as at the Latest Practicable Date, (iii) that there were no other factors that may affect his/her independence at the time of his/her appointment, and (iv) [provided written confirmation of independence to our Company]. Each of our independent non-executive Directors will inform us and the Stock Exchange as soon as practicable if there is any subsequent change of circumstances which may affect his/her independence.

### JOINT COMPANY SECRETARIES

Our Company has appointed Ms. Xue Jinhong (薛金紅) and Ms. Liu Kit Yee, Linda (廖潔儀) as our joint company secretaries.

For the biographical details of Ms. Xue Jinhong (薛金紅), please refer to the sub-section of “Senior Management” in this section.

Ms. Liu Kit Yee, Linda (廖潔儀) was appointed as one of our Joint Company Secretaries on 16 April 2026, which will take effect upon [REDACTED].

Ms. Liu is currently a director of Resynergy Consultancy Limited, a professional consulting firm based in Hong Kong which specializes in providing professional compliance services to listed companies in Hong Kong and other entities with statutory and regulatory obligations. Ms. Liu is familiar with the relevant laws and regulations applicable to Hong Kong listed companies and offshore companies and previously served as a company secretary of a Hong Kong Stock Exchange listed company for over 20 years, responsible for its compliance matters.

Ms. Liu is a chartered secretary, chartered governance professional and associate of each of The Hong Kong Chartered Governance Institute (HKCGI) (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (CGI) (formerly known as The Institute of Chartered Secretaries and Administrators).

## DIRECTORS AND SENIOR MANAGEMENT

### BOARD COMMITTEES

We have established three Board Committees in accordance with the relevant PRC laws and regulations, the Articles of Association and the Corporate Governance Code, namely the Audit Committee, the Nomination Committee and the Remuneration Committee.

#### Audit Committee

We [have established] an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph D.3 of the Corporate Governance Code. The Audit Committee consists of three Directors, namely Mr. Leung Oi Kin (梁愷健), Mr. Yu Dong (郁東) and Mr. Wong Chun (黃震) with Mr. Leung Oi Kin (梁愷健) currently serving as the chairman. Mr. Leung Oi Kin (梁愷健) has the appropriate professional experiences as required under Rules 3.10(2) and 3.21 of the Listing Rules. The primary duties of the Audit Committee include, but are not limited to, the following:

- (i) proposing the appointment or change of external auditors to our Board, monitoring the independence of external auditors and evaluating their performance;
- (ii) examining the financial information of our Company and reviewing financial reports and statements of our Company;
- (iii) examining the financial reporting system, the risk management and internal control system of our Company, overseeing their rationality, efficiency and implementation and making recommendations to our Board; and
- (iv) dealing with other matters that are authorized by our Board.

#### Nomination Committee

We [have established] a Nomination Committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and paragraph B.3 of the Corporate Governance Code. The Nomination Committee consists of five Directors, namely Mr. Li Fei (李飛), Ms. Cao Jiaping (曹佳萍), Mr. Leung Oi Kin (梁愷健), Mr. Wong Chun (黃震) and Mr. Yu Dong (郁東) with Mr. Li Fei (李飛) currently serving as the chairman. The primary duties of the Nomination Committee include, but are not limited to, the following:

- (i) conducting extensive search and providing our Board with suitable candidates for our Directors, general managers and other members of the senior management;
- (ii) reviewing the structure, size and composition of our Board (including but not limited to, gender, age, cultural and educational background, ethnicity, skills, knowledge and experience) at least annually, assisting our Board in maintaining a board skills matrix and making recommendations on any proposed changes to our Board to complement our Company's corporate strategy;

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- (iii) researching and developing standards and procedures for the election of our Board members, general managers and members of the senior management, and making recommendations to our Board;
- (iv) assessing the independence of the independent non-executive Directors;
- (v) supporting our Company’s regular evaluation of our Board’s performance; and
- (vi) dealing with other matters that are authorized by our Board.

### Remuneration Committee

We [have established] a Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph E.1 of the Corporate Governance Code. The Remuneration Committee consists of three Directors, namely Mr. Wong Chun (黃震), Mr. Li Fei (李飛) and Mr. Yu Dong (郁東) with Mr. Wong Chun (黃震) currently serving as the chairman. The primary duties of the Remuneration Committee include, but are not limited to, the following:

- (i) advising our Board on the overall remuneration plan and structure of our Directors and senior management and the establishment of transparent and formal procedures for determining the remuneration policy of our Company;
- (ii) monitoring the implementation of the remuneration system of our Company;
- (iii) making recommendations on the remuneration packages of our Directors and senior management; and
- (iv) other duties conferred by our Board.

### CORPORATE GOVERNANCE CODE

Our Company is committed to achieving a high standard 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 Code set out in Appendix C1 to the Listing Rules and the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules after the [REDACTED].

### BOARD DIVERSITY POLICY

We have adopted our Board diversity policy which sets out the objective and approach for achieving and maintaining the diversity of our Board in order to enhance its effectiveness. In accordance with our Board diversity policy, our Company seeks to achieve board diversity by taking into account a number of factors, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and/or length of service. The ultimate selection of Board candidates will be based on merit and potential contribution to our Board having due regard to the benefits of diversity on our Board and also the specific needs of our Company without focusing on a single diversity aspect. Our Directors have a balanced mix of knowledge and skills, including overall management and strategic development as well as knowledge and experience in areas such as investment and business management. They obtained degrees in various areas including Engineering & Technology

## **DIRECTORS AND SENIOR MANAGEMENT**

and Business, Finance & Management. Furthermore, our Board has a diverse age and gender representation. Our Board currently comprises one female Director and four male Directors, ranging from 47 years old to 66 years old.

With regards to gender diversity on our Board, we recognize the particular importance of gender diversity. We have taken and will continue to take steps to promote and enhance gender diversity at all levels of our Company, including but without limitation at our Board and senior management levels. We will maintain a focus on gender diversity when recruiting staff at the mid to senior level so as to develop a pipeline of potential female successors to our Board. Our Group will also identify and select several female individuals with a diverse range of skills, experience and knowledge in different fields from time to time, and maintain a list of such female individuals who possess qualities to become our Board members, which will be reviewed by our nomination committee periodically to maintain gender diversity of 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.

Upon the [REDACTED], the Nomination Committee will from time to time discuss and agree on expected goals to ensure board diversity, and review and, where necessary, update our Board diversity policy to ensure that the policy remains effective. Our Company will disclose the biographical details of each Director and report on the implementation of our Board diversity policy (including whether we have achieved board diversity) in its annual corporate governance report.

### **DIRECTORS’ REMUNERATION AND REMUNERATION OF THE FIVE HIGHEST-PAID INDIVIDUALS**

Our Directors and senior management members who receive remuneration from our Company are paid in the forms of salaries and other benefits in kind, discretionary bonuses, retirement benefit scheme contributions and share-based payment. The remuneration of our Directors and senior management members is determined with reference to the remuneration paid by comparable companies and the achievement of major operating indicators of our Company.

The aggregate amount of remuneration (including salaries and other benefits in kind, discretionary bonuses, retirement benefit scheme contributions and share-based payment) and other benefits in kind paid to our Directors for the three years ended 31 December 2023, 2024 and 2025 amounted to RMB2.72 million, RMB2.93 million and RMB2.68 million, respectively.

The aggregate amount of remuneration (including salaries and other benefits in kind, discretionary bonuses, retirement benefit scheme contributions and share-based payment) and other benefits in kind incurred by the five highest-paid individuals (including 2, 3, 3 Directors, and the Chief Executive Officer respectively) of our Group for the three years ended 31 December 2023, 2024 and 2025 amounted to RMB4.41 million, RMB4.33 million and RMB12.93 million, respectively.

Under the current compensation arrangement, we estimate the total compensation before taxation, including estimated share-based compensation, to be accrued to our Directors for the year ending 31 December 2026 to be approximately RMB2.55 million. The actual remuneration of Directors in 2025 and 2026 may be different from the expected remuneration.

## DIRECTORS AND SENIOR MANAGEMENT

For FY2023, FY2024 and FY2025, there were 2, 3, 3 Directors, and the Chief Executive Officer among the five highest paid individuals, respectively. The total emoluments for the remaining individuals among the five highest paid individuals amounted to RMB2.21 million, RMB1.40 million and RMB3.92 million, for the three years ended 31 December 2023, 2024 and 2025, respectively.

For additional information on the Directors’ remuneration during the Track Record Period as well as information on the five highest paid individuals, please refer to Note 8 and Note 9 to the Accountants’ Report set out in Appendix I to this document.

### COMPLIANCE ADVISER

Our Company has appointed South China Capital Limited as our Compliance Adviser in compliance with Rules 3A.19 of the Listing Rules. The Compliance Adviser will provide us with guidance and advice as to compliance with the Listing Rules and other applicable laws, rules, codes and guidelines. Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Adviser will advise our Company in certain circumstances including:

- (i) before the publication of any regulatory announcement, circular or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues, sales or transfers of treasury shares and share repurchases;
- (iii) where we propose to use the [REDACTED] from the [REDACTED] in a manner different from that detailed in this document or where our business activities, developments or results deviate from any forecast, estimate or other information in this document; and
- (iv) where the Stock Exchange makes an inquiry to our Company in accordance with Rule 13.10 of the [REDACTED] Rules.

Pursuant to Rule 3A.24 of the Listing Rules, the Compliance Adviser will, on a timely basis, inform our Company of any amendment or supplement to the Listing Rules that are announced by the Stock Exchange. The Compliance Adviser will also inform our Company of any new or amended law, regulation or code in Hong Kong applicable to us, and advise us on the continuing requirements under the Listing Rules and applicable laws and regulations.

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