BOARD OF DIRECTORS

Our Board currently consists of five Directors, comprising two executive Directors and three independent non-executive Directors. The duties and powers conferred on our Board include, among other matters, performing corporate governance duties, convening Shareholders' meetings and reporting to Shareholders, implementing Shareholders' resolutions, formulating our Company's business plans and investment plans and formulating our Company's annual budget and final accounts.

Our Board is responsible for and has general powers for the management and conduct of our business.

The following table sets forth certain information regarding the members of our Board:

Name	Age	Position(s)	Date of Joining our Group	Date of Appointment as our Director	Roles and Responsibilities	Relationship with other Directors and Senior Management
Executive Directors						
Mr. MO Ka Wai Victor	52	Executive Director, chief executive officer and chairman of the Board	18 October 2007	25 January 2024	Responsible for the overall management, strategic planning and execution, business development, internal control and quality assurance, and continuous expansion and growth of our Group	Spouse of Ms. Cheung, our executive Director and chief operating officer
Ms. CHEUNG Sum Lok	46	Executive Director and chief operating officer	18 October 2007	25 January 2024	Responsible for overseeing the daily operation of our Group, managing customer services and sales operations, developing and implementing the sales, distribution and marketing strategies, and the implementation of corporate policies, quality control and operational procedures	Spouse of Mr. Mo, our executive Director, chief executive officer and chairman of the Board
Independent non-executive Directors						
Mr. YEUNG Chun Nin	41	Independent non-executive Director	[•]	[•]	Responsible for overseeing the management of our Group independently	None
Mr. KONG Wing Fai	44	Independent non-executive Director	[•]	[•]	Responsible for overseeing the management of our Group independently	None
Mr. TAM Kin Fong	55	Independent non-executive Director	[•]	[•]	Responsible for overseeing the management of our Group independently	None

Executive Directors

Mr. MO Ka Wai Victor（巫家偉）, aged 52, is our executive Director, chief executive officer, and the chairman of the Board. He was appointed as an executive Director of the Company in January 2024. Mr. Mo, together with his wife, Ms. Cheung are the co-founders of our Group. Mr. Mo has been serving as the director and the chief executive officer of VG Zenith, our main operating entity, since 2007. He is responsible for the overall management, strategic planning and execution, business development, internal control and quality assurance, and continuous expansion and growth of our Group. As the chairman and the chief executive officer of the Group, Mr. Mo oversees and implements the company's vision and mission, sets the direction and goals, and continuously improves corporate strategies. He is also the director of VG Zenith and Victor Zenith. Mr. Mo completed the Artificial Intelligence: Implications for Business Strategy online program from Massachusetts Institute of Technology Sloan School of Management in November 2024. Mr. Mo obtained the Fellowship of Innovation and Technology and the Fellowship of Life Science from the Global Academy of Innovative Enterprises in November 2022. Mr. Mo received a Master of Business Administration degree from Strayer University in the United States in March 2022 through online learning, a diploma in Development and Planning: Economics of Urbanisation and Managing the City Economy in University College London in November 1999, and a Bachelor of Science (Economics) degree from Royal Holloway and Bedford New College of the University of London in August 1998.

Mr. Mo is the spouse of Ms. Cheung, our executive Director and chief operating officer.

Ms. CHEUNG Sum Lok（張心樂）(with former name as CHEUNG So Ching（張素貞）), aged 46, is our executive Director and chief operating officer. She was appointed as an executive Director of the Company in January 2024.

Ms. Cheung is the co-founder of our Group. She has been serving as the director and chief operating officer of VG Zenith, our main operating entity, since 2007. Ms. Cheung has been responsible for overseeing the daily operation of the Group, managing customer services and operations, developing and implementing distribution, marketing and sales strategies, and formulating corporate policies, quality control, and operational procedures. Ms. Cheung's role is primarily focused on customer service and quality assurance. She is also the director of Victor Zenith.

Ms. Cheung was a director of A&G INTERNATIONAL (ASIA) DEVELOPMENT COMPANY（基匯國際貿易發展有限公司）, a limited company incorporated in Hong Kong engaged in trading business immediately prior to dissolution, which was dissolved on 16 December 2011 by way of Striking Off. Ms. Cheung confirmed that (i) the above company was solvent immediately prior to dissolution; (ii) she is not aware of any actual or potential claim which has been or could potentially be made against her as a result of the dissolution of the above company; and (iii) there was no wrongful act on her part leading to the dissolution of the above company for which she acted as director.

Ms. Cheung is a certified health advisor and received various certifications internationally, including a certificate in Meridian Full Body Physiotherapy from Korea Beauty and Health License Association in October 2017, a China Certified Health Management Specialist (中國健康管理師) qualification from the Center for Assessment of Professional Capacities of Health Service and Management, China Medical Education Association in March 2019, a certificate in Health Care Strategy from Harvard Business School Online in October 2024 and a certificate in AI in Health Care: From Strategies to Implementation, an online course from Harvard Medical School Executive Education, in April 2025. Ms. Cheung has been one of the founding members of Hong Kong Red Cross EmpowerHer Network since March 2025.

Ms. Cheung is the spouse of Mr. Mo, our executive Director, chief executive officer, and the chairman of the Board.

Independent non-executive Directors

Mr. YEUNG Chun Nin（楊振年）("Mr. Winston Yeung"), aged 41, was appointed as an independent non-executive Director on [•]. He is responsible for overseeing the management of our Group independently. He is the chairman of the Remuneration Committee and a member of the Nomination Committee and the Audit Committee.

Mr. Winston Yeung has over 15 years of experience in food and beverage operational management. He is currently an executive director of Fulum Group Holdings Limited（富臨集團控股有限公司), a company whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1443). Since 2016, Mr. Winston Yeung has been serving as the business director of Sportful Garden（陶源酒家) where he is primarily responsible for strategic development decisions and corporate management.

Mr. Winston Yeung has been a member of the Hong Kong Federation of Restaurants & Related Trades Limited (the "**Federation**") since August 2012. He is currently the chairman of the Federation.

Mr. Winston Yeung is also the executive committee member and vice president of the 6th Federation of Hong Kong Zhuhai Community since December 2024 and the vice chairman of the Youth Committee of the Federation of Hong Kong Zhuhai Community since December 2024. Mr. Winston Yeung is the vice treasurer of the 18th Committee of the Y.Elites Association since July 2025.

Mr. Winston Yeung was a director of CHINA ELEGANCE ENGINEERING LIMITED (中雅工程有限公司), a limited company incorporated in Hong Kong engaged in renovation business immediately prior to dissolution, which was dissolved on 19 June 2020 by way of Striking Off. Mr. Winston Yeung confirmed that (i) the above company was solvent immediately prior to dissolution; (ii) he is not aware of any actual or potential claim which has been or could potentially be made against him as a result of the dissolution of the above company; and (iii) there was no wrongful act on his part leading to the dissolution of the above company for which he acted as director.

Mr. Winston Yeung obtained a Bachelor of Science in Business Management from University of Nottingham in the United Kingdom in 2008.

Mr. KONG Wing Fai（江永輝）**("Mr. Kong")**, aged 44, was appointed as an independent non-executive Director on [•]. He is responsible for overseeing the management of our Group independently. He is the chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee.

Mr. Kong has over 20 years of experience in the security-related engineering services industry and financial management. Since April 2021, Mr. Kong has been serving as a director, chief financial officer and company secretary of SU Group Holdings Limited ("**SU Group**"), a corporation whose shares are listed on the Nasdaq Stock Market (NASDAQ: SUGP). In his capacity as director, chief financial officer and company secretary of SU Group, Mr. Kong is primarily responsible for the strategic operational management, financial management, and corporate governance of the company. Since April 2022, Mr. Kong has also been serving as a director of SU Group Investment Limited, a subsidiary of SU Group, where he oversees executive governance, portfolio alignment and long-term asset strategy.

Since October 2018, Mr. Kong has been serving as assistant general manager of Shine Union Limited, a subsidiary of SU Group, where he is responsible for all operational frameworks, fiscal management and corporate governance policies. He has further been serving as general manager of Fortune Jet Management & Training Co. Limited, a subsidiary of SU Group, since August 2019, where he oversees daily operations, resource allocation and workflow optimisation.

Prior to joining SU Group, Mr. Kong served as a senior manager in the electronic security division of Chubb Hong Kong Limited from September 2005 to September 2018, during which he was responsible for cross-functional general operations, regional financial planning and division-level audit compliance.

Mr. Kong obtained his Bachelor of Arts degree in Finance with Mathematics from the University of Stirling in the United Kingdom in June 2005. Mr. Kong is a fellow of the Association of Chartered Certified Accountants since February 2017, a fellow Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants since June 2026, and a Chartered Professional Accountant of British Columbia in Canada since June 2015. He is also a member of the Hong Kong Institute of Facility Management since December 2022 and an associate member of BEAM Society Limited since April 2018.

Mr. Kong is a professional member of the Hong Kong People Management Association since June 2022, a full member of the Association of Hong Kong Professionals since July 2022 and an International associate of the Association of International Certified Professional Accountants since December 2024.

Mr. TAM Kin Fong（譚建方）**("Mr. Tam")**, aged 55, was appointed as an independent non-executive Director on [•]. He is responsible for overseeing the management of our Group independently. He is a member of the Audit Committee.

Mr. Tam was appointed as an independent non-executive director of BBMG Corporation（北京金隅集團股份有限公司）, a company whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 2009).

Mr. Tam has over 20 years of experience in investment banking and corporate finance. Since January 2016, Mr. Tam has been serving as the managing director of Dakin Capital Limited (德健融資有限公司), where he is responsible for the business of the licensed corporation carrying out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). Prior to joining Dakin Capital Limited, Mr. Tam served as the managing director of corporate finance department of Ping An of China Securities (Hong Kong) Company Limited (中國平安證券(香港)有限公司) from October 2012 to January 2016. From July 2009 to October 2012, he served as executive director of the investment banking department of Hong Kong Merchants Securities Co., Ltd. (香港招商證券有限公司). From February 2008 to July 2009, Mr. Tam served as vice president of the investment banking department of Daiwa Securities Co., Ltd. (大和證券有限公司). Earlier in his career, from October 1999 to March 2001, Mr. Tam served as a financial controller of New China Steam Laundry Company Limited, and from August 1994 to April 1999, he worked at PricewaterhouseCoopers where he began as an associate and was promoted to a senior associate.

Mr. Tam obtained his Bachelor of Arts (Hons) degree in Accounting from the City University of Hong Kong (香港城市大學) in December 1994. He has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since January 1998.

SENIOR MANAGEMENT

Name	Age	Position(s)	Date of Joining our Group	Roles and Responsibilities	Relationship with other Directors and Senior Management
Mr. YEUNG Chin Wan	46	Chief financial officer	27 September 2021	Responsible for our Group's overall management, accounting, financial and treasury management, and internal control function	None

Mr. YEUNG Chin Wan (楊展昀), aged 46, is our chief financial officer. He joined our Group in September 2021. Mr. Yeung has been serving as the chief financial officer of VG Zenith, our main operating entity, since September 2021. He is responsible for our Group's overall management, accounting, financial and treasury management, and internal control function.

Mr. Yeung has 24 years experience in accounting, financial reporting, and investment management services. Before joining our Group, from July 2014 to August 2018, Mr. Yeung served as the chief financial officer, executive director, and authorised representative of EC Healthcare (Stock Code: 2138), a Hong Kong's non-hospital medical service provider listed on the Main Board of the Stock Exchange. From April 2010 to June 2014, Mr. Yeung served as a director of We & V Accounting Services and Consultancy Limited, a boutique accounting and consultancy company in Hong Kong. From November 2004 to March 2010, Mr. Yeung held several positions at AXA Wealth Management (HK) Limited, a company engaged in wealth management and provision of consulting services in Hong Kong. From September 2001 to October 2004, Mr. Yeung worked at PricewaterhouseCoopers Limited in Hong Kong, where he began as an associate and became a senior associate in the financial services group, he was responsible for audit engagement in the investment banking and asset management industries.

Mr. Yeung graduated from Hong Kong Polytechnic University with a Bachelor of Arts in Accountancy in August 2001. He has been a member of the Hong Kong Institute of Certified Public Accountants since August 2003 and a Chartered Wealth Manager of the International Academy of Financial Management since January 2010.

OTHER INFORMATION

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 26 August 2026, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

Except as disclosed above, each of our Directors and member of senior management has not been a director of any public company whose securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document.

Except as disclosed in the paragraph headed "C. Further Information about Our Directors and Substantial Shareholders – 1. Particulars of Directors' Service Contracts and Appointment Letters" in Appendix IV in this document, he/she does not have any existing or proposed service contract with our Company other than contracts expiring or determinable by the relevant member of our Company within one year without payment of compensation (other than statutory compensation).

Except as disclosed in the paragraph headed "C. Further Information about Our Directors and Substantial Shareholders – 3. Disclosure of interests" in Appendix IV in this document and above, he/she has no interest in the Shares within the meaning of Part XV of the SFO.

None of our Directors has any interests in any business, which competes or is likely to compete, either directly or indirectly, with our business which would require disclosure under Rule 8.10 of the Listing Rules. Save as disclosed in this section, other than being a Director and member of the senior management, none of our Directors and members of the senior management is related to other Directors and member of the senior management.

Except as disclosed above, to the best knowledge, information and belief of our Directors having made all reasonable inquiries, there was no other matter with respect to the appointment of our Directors that needs 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 Rule 13.51(2) of the Listing Rules and no other matters are required to be brought to the attention of Shareholders as at the Latest Practicable Date.

Each of the independent non-executive Directors has confirmed (i) his independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company under the Listing Rules as at the Latest Practicable Date, and (iii) that there are no other factors that may affect his independence at the time of his appointments.

KINSHIP

Mr. Mo, our chairman, chief executive officer and executive Director, is the husband of Ms. Cheung, our executive Director and chief operating officer. Save as disclosed in this section, there is no family or blood relationship among any of our Directors and the senior management of our Company.

COMPANY SECRETARY

Mr. Yeung Chin Wan, was appointed as a company secretary of our Company on 18 June 2026, for whose biography please refer to the sub-section above headed "– Senior Management".

BOARD COMMITTEES

Our Company has formed three Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee.

Audit Committee

We have established the Audit Committee on [•] with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code. The primary duties of the Audit Committee are to review and approve our Group's financial reporting process and internal control and risk management system.

The Audit Committee consists of three members, namely Mr. Kong, Mr. Tam and Mr. Winston Yeung, all of whom are independent non-executive Directors. Mr. Kong is the chairman of our Audit Committee.

Remuneration Committee

We have established the Remuneration Committee on [•] with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the CG Code. The primary duties of the Remuneration Committee are to review and determine the terms of remuneration packages, bonuses and other compensation payable to Directors and senior management of our Group.

The Remuneration Committee consists of three members, namely Mr. Winston Yeung, Mr. Mo and Mr. Kong, two of whom are independent non-executive Directors. Mr. Winston Yeung is the chairman of our Remuneration Committee.

Nomination Committee

We have established the Nomination Committee on [•] with written terms of reference in compliance with Rule 3.27A of the Listing Rules and the CG Code. The primary duties of the Nomination Committee are to make recommendations to our Board on the appointment of Directors and management of Board succession.

The Nomination Committee consists of three members, namely Mr. Mo, Mr. Winston Yeung and Mr. Kong, two of whom are independent non-executive Directors. Mr. Mo is the chairman of our Nomination Committee.

CORPORATE GOVERNANCE CODE

Our Directors recognise the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of our Group so as to achieve effective accountability.

Pursuant to code provision C.2.1 of the CG Code, the responsibilities between the chairperson and the chief executive officer should be segregated and should not be performed by the same individual. We do not have a separate chairperson of the Board and chief executive officer and Mr. Mo currently performs these two roles. In view of Mr. Mo's substantial contribution to and stewardship of our Group since our establishment, his market acumen and over 18 years of experience in the provision of healthcare services in Hong Kong, our Board believes that vesting the roles of both chairperson and chief executive officer in Mr. Mo has the benefit of ensuring strong, stable and consistent leadership within our Group and enables prompt and effective overall strategic planning and decision-making, as well as facilitates the execution of our Group's business operations. We consider it is appropriate and beneficial to our business development and prospects that Mr. Mo continues to act as both the chairperson and the chief executive officer of the Company after the **[REDACTED]**, and therefore do not currently propose to separate the functions of Chairman and the chief executive officer.

To ensure sound corporate governance and maintain appropriate balance of power given the overlapping roles of Mr. Mo, we will (i) ensure there are sufficient checks and balances in the Board, as a decision to be made by our Board requires approval by at least a majority of our Directors, and our Board comprises three independent non-executive Directors with diverse expertise in areas such as finance and legal compliance, which offers independent input and judgment from their respective field of expertise and is in compliance with the requirement under the Hong Kong Listing Rules; (ii) maintain oversight through our Board committees, including the Audit Committee, Remuneration Committee, and Nomination Committee, which are chaired by independent non-executive Directors; (iii) continue to ensure that the overall strategic and other key business, financial, and operational policies of our Group are made collectively after thorough discussion at both Board and senior management levels, and (iv) permit our independent non-executive Directors, where they consider necessary, to convene meetings without the presence of executive Directors, to discuss any concerns regarding the management and governance of our Group. Our Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable our Company to make and implement decisions promptly and effectively given that (i) Mr. Mo and the other Directors are aware of and undertake to fulfil their fiduciary duties as Directors, which require, among other things, that he/she acts for the benefit and in the best interests of our Company and will make decisions of our Group accordingly; and (ii) the balance of power and authority is ensured by the operations of our Board which comprises experienced and high calibre individuals who meet regularly to discuss issues affecting the operations of our Group. Our Board will continue to review and consider splitting the roles of chairperson of our Board and chief executive officer of our Company at a time when it is appropriate and suitable by taking into account the circumstances of our Group as a whole.

Save as disclosed above, our Company expects to comply with the CG Code. Our Directors will review our corporate governance policies and compliance with the Corporate Governance Code each financial year and comply with the "comply or explain" principle in our corporate governance report which will be included in our annual reports upon the **[REDACTED]**.

BOARD DIVERSITY

Our Company has adopted a board diversity policy which sets out the approach to achieve diversity of the Board. Our Company recognises 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 its 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, the Nomination Committee will consider a number of factors, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry experience. 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.

We recognise the particular importance of gender diversity. Our Board currently comprises five Directors, including one female Director. 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. Our board diversity policy provides that our Board shall take opportunities when selecting and making recommendations on suitable candidates for Board appointments with the aim to maintain the proportion of female members after **[REDACTED]**. We will also ensure that there is gender diversity when recruiting staff at mid to senior level, as well as engage more resources in training more female staff with the aim of providing a pipeline of female senior management and potential successors to our Board going forward. It is our objective to maintain an appropriate balance of gender diversity with reference to the shareholders' expectation and international and local recommended best practices.

REMUNERATION AND COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Each of the executive Directors [has entered] into a service agreement with our Company and each of the independent non-executive Directors [has signed] a letter of appointment for a term of three years with effect from the **[REDACTED]**. Please refer to the paragraph headed "Statutory and General Information – C. Further information about our Directors and Substantial Shareholders" in Appendix IV to this document for details of their service agreements and remuneration.

Our Directors and senior management receive compensation in the form of salaries, allowances, bonuses and other benefits-in-kind, including our contribution to the pension scheme. Our Remuneration Committee determines the salaries of our Directors based on each Director's qualification, position and seniority. The remuneration packages will be reviewed and recommended by our Remuneration Committee.

The aggregate amount of remuneration (including salaries, contributions to pension schemes, other allowances and benefits in kind and discretionary bonuses) paid by our Group to our Directors for FY2024, FY2025 and FY2026 was approximately HK$6.3 million, HK$24.4 million and HK$16.4 million, respectively.

Of the five individuals with the highest emoluments of our Group for FY2024, FY2025 and FY2026, two of them are our Directors respectively. The aggregate amount of remuneration (including salaries, contributions to pension schemes, other allowances and benefits in kind and discretionary bonuses) paid by our Group to the remaining three individuals for FY2024, FY2025 and FY2026 was approximately HK$10.1 million, HK$9.6 million and HK$9.2 million, respectively.

Under the arrangements currently in force, the aggregate remuneration (excluding discretionary bonuses) payable to and the benefits in kind receivable by our Directors for FY2026 is estimated to be approximately HK$16.4 million.

No remuneration was paid to our Directors or the five highest paid individuals as an inducement to join, or upon joining, our Group. No compensation was paid to, or receivable by, our Directors or past Directors during the Track Record Period 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 same period.

Our policy concerning the remuneration of our Directors is that the amount of remuneration is determined on the basis of the relevant Director's experience, responsibility, performance and the time devoted to our business.

Except as disclosed in this document, no Director has been paid in cash or shares or otherwise by any person either to induce him/her to become, or to qualify him/her as a Director, or otherwise for service rendered by him/her in connection with the promotion or formation of us.

We have appointed VBG Capital Limited as our compliance advisor (the "**Compliance Advisor**") upon the **[REDACTED]** in compliance with Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Advisor will provide advice to us when consulted by us in the following circumstances:

- the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- where we propose to use the **[REDACTED]** of 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
- where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the Shares of our Company or any other matters in accordance with Rule 13.10 of the Listing Rules.

The term of the appointment shall commence on the **[REDACTED]** and end on the date on which our Company distributes its annual report in respect of its financial results for the first full financial year commencing after the **[REDACTED]**, and this appointment may be subject to extension by mutual agreement.