

DIRECTORS, SENIOR MANAGEMENT AND STAFF

DIRECTORS

The Board is responsible and has general powers for the management and conduct of our Group's business. Saved as disclosed below, none of our Directors has any other directorship in listed companies in the last three years. The table below shows certain information in respect of members of the board of Directors of our Company:

Name	Age	Position	Principal responsibilities	Date of appointment as Director
Mr. Lee Cheong Yuen (李昌源)	47	Chief executive officer and executive Director	Overseeing the business development and in-house operations and devising market strategies and business expansion plans of our Group	26 April 2013
Mr. Yong Man Kin (楊敏健)	49	Chairman and executive Director	Overseeing the business development, in-house operations, overall strategic planning and business expansion plans, accounts and human resources activities of our Group	26 April 2013
Mr. Chan Kwok Pui (陳國培)	58	Non-executive Director	Advising on business opportunities for investment, development and expansion of our Group	29 January 2014
Mr. Tam Kwok Wah (譚國華)	64	Non-executive Director	Advising on business opportunities for investment, development and expansion of our Group	29 January 2014
Dr. Chan Mee Yee (陳敏兒)	52	Independent non-executive Director	Providing independent judgment on the issues of strategy, performance, resources and standard of conduct of our Group	3 March 2015
Dr. Chow Kam Pui (鄒錦沛)	55	Independent non-executive Director	Providing independent judgment on the issues of strategy, performance, resources and standard of conduct of our Group	3 March 2015
Ms. Kam Man Yi, Margaret (甘敏儀)	47	Independent non-executive Director	Providing independent judgment on the issues of strategy, performance, resources and standard of conduct of our Group	3 March 2015

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Executive Directors

Mr. Lee Cheong Yuen (李昌源), aged 47, is our chief executive officer and an executive Director and is responsible for overseeing the business development and in-house operations and devising market strategies and business expansion plans of our Group.

Mr. Lee founded our Group in 1992. In the past 20 years, he led our Group to successfully complete several large-scale IT application and solution development projects for major clients in the public sector, private sector, banking and finance sector and logistics sector. Mr. Lee obtained a degree of bachelor of science in computer studies from the University of Hong Kong ("HKU") in December 1989. He has over 20 years of experience in the IT industry.

Mr. Lee holds directorships in various companies within our Group including the following:

Name of company	Place of incorporation	Position held	Period of services
ICO Technology	Hong Kong	Director	September 1995 to present
ICO HK	Hong Kong	Director	June 1996 to present
Wide Faith	BVI	Director	January 2000 to present
ICO Holdings	Hong Kong	Director	March 2000 to present
Digital Faith	BVI	Director	January 2002 to present
ICO Technology (China) <i>(Note)</i>	Hong Kong	Director	October 2008 to March 2013
Tian Li Shi	PRC	Director	September 2009 to present
Value Digital	BVI	Director	May 2002 to present
ICO Group (HK)	Hong Kong	Director	May 2013 to present
Wide Ocean	BVI	Director	March 2000 to present
ICO Investments	Hong Kong	Director	April 2013 to present

Note: ICO Technology (China) was disposed of by our Group to an Independent Third Party on 1 April 2013.

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Mr. Lee was a director of the following companies which were incorporated in Hong Kong prior to their respective dissolution:

Name of company	Principal business activity prior to dissolution	Date of dissolution	Means of dissolution <i>(Note)</i>	Reasons for dissolution
ICO Systems (China) Limited	Investment holding	20 April 2012	Deregistration	Inactive
Fine Excel Limited	Investment holding	4 February 2005	Deregistration	Inactive

Note: "deregistration", in the context of Hong Kong law, refers to the process whereby a director or a member of a private company incorporated under the Predecessor Companies Ordinance which has ceased its operation and is not insolvent applies to the Companies Registry of Hong Kong for deregistration pursuant to section 291AA of the Predecessor Companies Ordinance. Such application can only be made if (1) all members of the company agree to the deregistration; (2) the company has never commenced business or operation, or has ceased to carry on business or operation for more than three months immediately prior to the application; and (3) the company has no outstanding liabilities.

Mr. Lee does not hold any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Yong Man Kin (楊敏健), aged 49, is our chairman and an executive Director and is responsible for overseeing the business development, in-house operations, overall strategic planning and business expansion plans, accounts and human resources activities of our Group.

Mr. Yong is one of the founders of our Group. Under his directorship, over the past 19 years, he led our Group to successfully complete several large-scale IT application and solution development projects for major customers in the public sector, private sector, and regulatory sector. Mr. Yong obtained a degree of bachelor of science in computer studies from HKU in December 1989. Mr. Yong has over 19 years of experience in the IT industry.

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Mr. Yong holds directorships in various companies within our Group including the following:

Name of company	Place of incorporation	Position held	Period of services
ICO HK	Hong Kong	Director	June 1996 to present
ICO Technology	Hong Kong	Director	July 1996 to present
Wide Faith	BVI	Director	January 2000 to present
Great Talent	BVI	Director	March 2000 to present
ICO Holdings	Hong Kong	Director	March 2000 to present
Digital Faith	BVI	Director	January 2002 to present
Value Digital	BVI	Director	May 2002 to present
ICO Technology (China) <i>(Note)</i>	Hong Kong	Director	October 2008 to March 2013
ICO Group (HK)	Hong Kong	Director	May 2013 to present
ICO Investments	Hong Kong	Director	April 2013 to present

Note: ICO Technology (China) was disposed of by our Group to an Independent Third Party on 1 April 2013.

Mr. Yong was a director of the following companies which were incorporated in Hong Kong prior to their respective dissolution:

Name of company	Principal business activity prior to dissolution	Date of dissolution	Means of dissolution <i>(Notes)</i>	Reasons for dissolution
ICO Systems (China) Limited	Investment holding	20 April 2012	Deregistration	Inactive
Crown York Industrial Limited	Investment holding	27 February 2009	Striking off	Inactive
Fine Excel Limited	Investment holding	4 February 2005	Deregistration	Inactive
Renewal Group Limited	Investment holding	28 June 2013	Striking off	Inactive

Notes:

1. "deregistration", in the context of Hong Kong law, refers to the process whereby a director or a member of a private company incorporated under the Predecessor Companies Ordinance which has ceased its operation and is not insolvent applies to the Companies Registry of Hong Kong for deregistration pursuant to section 291AA of the Predecessor Companies Ordinance. Such application can only be made if (1) all members of the company agree to

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the deregistration; (2) the company has never commenced business or operation, or has ceased to carry on business or operation for more than three months immediately prior to the application; and (3) the company has no outstanding liabilities.

2. "striking off", in the context of Hong Kong law, refers to striking off the name of a company from the register of companies by the Registrar of Companies of Hong Kong under section 291 of the Predecessor Companies Ordinance where the Registrar of Companies has reasonable cause to believe that a company is not carrying on business or in operation.

Mr. Yong has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Non-executive Directors

Mr. Chan Kwok Pui (陳國培), aged 58, is a non-executive Director and is responsible for advising on business opportunities for investment, development and expansion of our Group.

Mr. Chan obtained a degree of bachelor of science in computer studies from HKU in December 1989. Mr. Chan has over 22 years of experience in the IT industry. Mr. Chan was a computer officer at HKU from August 1992 to August 1995. He then joined our Group in 1995.

Mr. Chan holds directorships in various companies within our Group including the following:

Name of company	Place of incorporation	Position held	Period of services
ICO HK	Hong Kong	Director	June 1996 to April 2005
ICO Technology	Hong Kong	Director	September 1995 to July 1996 and January 1998 to April 2005
ICO Holdings	Hong Kong	Director	March 2000 to April 2005
Wide Faith	BVI	Director	January 2000 to present
Digital Faith	BVI	Director	January 2002 to present
Value Digital	BVI	Director	May 2002 to present
Wide Ocean	BVI	Director	March 2000 to present

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Mr. Chan was a director of the following companies which were incorporated in Hong Kong prior to their respective dissolution:

Name of company	Principal business activity prior to dissolution	Date of dissolution	Means of dissolution <i>(Note)</i>	Reasons for dissolution
ICO Systems (China) Limited	Investment holding	20 April 2012	Deregistration	Inactive
Fine Excel Limited	Investment holding	4 February 2005	Deregistration	Inactive
Top Will (China) Limited	Investment holding	3 December 2004	Deregistration	Inactive

Note: "deregistration", in the context of Hong Kong law, refers to the process whereby a director or a member of a private company incorporated under the Predecessor Companies Ordinance which has ceased its operation and is not insolvent applies to the Companies Registry of Hong Kong for deregistration pursuant to section 291AA of the Predecessor Companies Ordinance. Such application can only be made if (1) all members of the company agree to the deregistration; (2) the company has never commenced business or operation, or has ceased to carry on business or operation for more than three months immediately prior to the application; and (3) the company has no outstanding liabilities.

Mr. Chan has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Tam Kwok Wah (譚國華), aged 64, is a non-executive Director and is responsible for advising on business opportunities for investment, development and expansion of our Group.

Mr. Tam obtained a degree of bachelor of social sciences from HKU in November 1975. He further received a master degree of science from The University of Manchester in the United Kingdom in December 1982. Mr. Tam was an assistant professor of HKU's business school, which was the last position he held at HKU from January 1985 to June 2004.

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Mr. Tam holds directorships in various companies within our Group including the following:

Name of company	Place of incorporation	Position held	Period of services
Wide Faith	BVI	Director	January 2000 to present
Great Talent	BVI	Director	March 2000 to present
Value Digital	BVI	Director	May 2002 to present
ICO Holdings	Hong Kong	Director	April 2005 to present
ICO Technology	Hong Kong	Director	September 1995 to July 1996; January 1998 to September 1999; and April 2005 to present
ICO Technology (China) <i>(Note)</i>	Hong Kong	Director	October 2008 to March 2013
ICO HK	Hong Kong	Director	June 1996 to September 1999; and April 2005 to present

Note: ICO Technology (China) was disposed of by our Group to an Independent Third Party on 1 April 2013.

Mr. Tam was a director of the following companies which were incorporated in Hong Kong prior to their respective dissolution:

Name of company	Principle business activity prior to dissolution	Date of dissolution	Means of dissolution <i>(Notes)</i>	Reasons for dissolution
ICO Systems (China) Limited	Investment holding	20 April 2012	Deregistration	Inactive
New Method Consultants Limited	Investment holding	6 December 2002	Striking off	Inactive
Rich Nation Limited	Investment holding	11 October 2002	Striking off	Inactive
Way Best International Development Limited	Investment holding	8 November 2002	Striking off	Inactive

Notes:

1. "deregistration", in the context of Hong Kong law, refers to the process whereby a director or a member of a private company incorporated under the Predecessor Companies Ordinance which has ceased its operation and is not insolvent applies to the Companies Registry of Hong Kong for deregistration pursuant to section 291AA of the

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Predecessor Companies Ordinance. Such application can only be made if (1) all members of the company agree to the deregistration; (2) the company has never commenced business or operation, or has ceased to carry on business or operation for more than three months immediately prior to the application; and (3) the company has no outstanding liabilities.

2. "striking off", in the context of Hong Kong law, refers to striking off the name of a company from the register of companies by the Registrar of Companies of Hong Kong under section 291 of the Predecessor Companies Ordinance where the Registrar of Companies has reasonable cause to believe that a company is not carrying on business or in operation.

Mr. Tam has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Independent non-executive Directors

Dr. Chan Mee Yee (陳敏兒), aged 52, is an independent non-executive Director and is responsible for providing independent judgment on the issues of strategy, performance, resources and standard of conduct of our Group.

Dr. Chan graduated from the University of California, San Diego in the US with a degree of bachelor of arts majoring in computer science in June 1980 and a degree of master of science in computer science in June 1981. She further received her degree of doctor of philosophy from HKU in November 1988. In August 2003, Dr. Chan obtained a degree of bachelor of laws through distance learning from the University of London and a postgraduate certificate in laws from HKU in June 2004. Dr. Chan has also been a chartered financial analyst of The Institute of Chartered Financial Analysts since September 1998.

The following table summarises Dr. Chan's professional experience prior to joining our Group:

Company/ organisation name	Principal business activities	Last position held	Responsibilities	Period of services
HKU	Education	Lecturer in the Centre of Computer Studies and Applications	Mainly engaged in undergraduate teaching and research	September 1982 to July 1987
The University of Texas at Dallas, US	Education	Assistant professor of the School of Engineering and Computer Science	Mainly engaged in graduate teaching and research	September 1987 to May 1990
HKU	Education	Honorary associate professor of the Department of Computer Science	Mainly engaged in research	January 1991 to December 2012
Gilt Chambers	Legal	Qualified barrister-at-law	Providing expert legal advice to and representing clients in court	January 2009 to December 2012
HKU	Education	Assistant registrar in the general services of the registry	Administrative work and academic support	September 2013 to present

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Dr. Chan has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Dr. Chow Kam Pui (鄒錦沛), aged 55, is an independent non-executive Director and is responsible for providing independent judgment on the issues of strategy, performance, resources and standard of conduct of our Group.

Dr. Chow obtained a higher diploma in mathematics, statistics and computing from the Hong Kong Polytechnic University in November 1979 and a degree of master of arts in statistics from the University of California in the US in December 1981. Dr. Chow began his academic career in HKU upon obtaining his doctoral degree in electrical engineering from the University of California, Santa Barbara in the US in December 1985. He was admitted as a member of the Hong Kong Institution of Engineers in January 2006.

The following table summarises Dr. Chow's professional experience prior to joining our Group:

Company/ organisation name	Principal business activities	Last position held	Principal responsibilities	Period of services
HKU	Education	Lecturer of the department of computer science	Engaged in graduate and undergraduate teaching and research	January 1986 to June 2007
HKU	Education	Associate professor of the department of computer science, associate director of the center for information security and cryptography, programme director of the master of science in computer science, and associate programme director of master of science in electronic commerce and internet computing	Acting as an instructor for a course and giving lectures	July 2007 to present
The Information Security and Forensics Society (Hong Kong)	Non-governmental organisation	Chairman	Managing the society	2010 to 2011 and 2012 to 2013

Dr. Chow has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Ms. Kam Man Yi Margaret (甘敏儀), aged 47, is an independent non-executive Director and is responsible for providing independent judgment on the issues of strategy, performance, resources and standard of conduct of our Group.

Ms. Kam obtained a degree of bachelor of commerce from the University of Melbourne in Australia in July 1990 and a master degree of business administration through distance learning from the University of Southern Queensland in Australia in May 2008. Ms. Kam was admitted as a certified

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practising accountant of the Australian Society of Certified Practising Accountants ("CPA Australia") in September 1994. She has been a fellow member of the Hong Kong Institute of Certified Public Accountants since October 2004.

Ms. Kam is a qualified accountant who possesses over 15 years' experience in auditing and accounting, finance, treasury management and corporate compliance for various companies listed on the Stock Exchange.

Ms. Kam was a director of the following companies which were incorporated in Hong Kong prior to their respective dissolution:

Name of company	Principle business activity prior to dissolution	Date of dissolution	Means of dissolution <i>(Note)</i>	Reasons for dissolution
S & S Professional Consultancy Limited	Consultancy Service	14 February 2003	Deregistration	Inactive
Midland Cybernet Group Limited	Dormant	4 September 2009	Deregistration	Inactive
Midland Realty Mortgage Broker Limited	Mortgage brokering	11 September 2009	Deregistration	Inactive
New Choice International Capital Limited	Consultancy Service	6 June 2014	Deregistration	Inactive

Note: "deregistration", in the context of Hong Kong law, refers to the process whereby a director or a member of a private company incorporated under the Predecessor Companies Ordinance which has ceased its operation and is not insolvent applies to the Companies Registry of Hong Kong for deregistration pursuant to section 291AA of the Predecessor Companies Ordinance. Such application can only be made if (1) all members of the company agree to the deregistration; (2) the company has never commenced business or operation, or has ceased to carry on business or operation for more than three months immediately prior to the application; and (3) the company has no outstanding liabilities.

Ms. Kam has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

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SENIOR MANAGEMENT

Name	Age	Position	Principal responsibilities	Period of services
Mr. Leung Man Lun Walter (梁萬倫)	53	Managing director	Overall management of ICO Technology	July 2006 to present
Mr. Ho Chak Keung (何澤強)	45	General manager	Daily operations of and supervision of the business of ICO Technology	July 2006 to present
Mr. Leung Kei Pui (梁基沛)	33	Company secretary	Overseeing our Group's finance and accounting function as well as company secretarial matters	January 2009 to present

Mr. Leung Man Lun Walter (梁萬倫), aged 53, is the managing director of ICO Technology and is responsible for the overall management of ICO Technology including strategic planning and sales and marketing in Hong Kong and the PRC.

Mr. Leung has over 30 years of experience in the IT industry including data processing, programming, customer support strategic planning, sales and marketing and management of daily operations.

The following table summarises Mr. Leung's professional experience prior to joining our Group:

Company/ organisation name	Principal business activities	Last position held	Principal responsibilities	Period of services
System-Pro Solutions Limited	IT	Director and general manager	Daily operations, supervision and coordination of its business	October 1992 to March 1996
Jardine OneSolution (HK) Limited	IT	Managing director	Overall management	April 1996 to August 2003
Sun Hing Industries Holding Limited	Manufacturing of lingerie fabric and accessories	Deputy general manager	Overall management	August 2003 to April 2006

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Mr. Leung holds directorships in a number of companies within our Group including the following:

Name of company	Place of incorporation	Position held	Period of services
ICO Technology	Hong Kong	Director	July 2006 to present
ICO Technology (China) <i>(Note)</i>	Hong Kong	Director	October 2008 to March 2013
Shenzhen Kai Gang <i>(Note)</i>	PRC	Director	July 2011 to March 2013

Note: ICO Technology (China) and Shenzhen Kai Gang were disposed of by our Group to an Independent Third Party on 1 April 2013.

Mr. Leung has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Ho Chak Keung (何澤強), aged 45, is the general manager of ICO Technology and is responsible for the daily operations of and supervision of the business of ICO Technology. He obtained a degree of bachelor of science in computer systems engineering in July 1992 from the University of Kent in the United Kingdom.

Mr. Ho has 20 years IT sales and marketing experience. He joined our Group in July 2006 as a general manager (sales and marketing) and is responsible for sales and marketing in Hong Kong and the PRC including identifying business opportunities, generating sales leads, building relationships with our customers and building our brand awareness.

The following table summarises Mr. Ho's professional experience prior to joining our Group:

Company/ organisation name	Principal business activities	Last position held	Principal responsibilities	Period of services
JOS Technology Group	IT	Assistant sales manager	Assisting the sales manager in daily operations	December 1993 to December 1999
Powerlan (HK) Limited	IT	Sales manager	Overseeing sales and operations in Hong Kong	February 2000 to September 2002
Mainline Global Hong Kong Limited	IT	Sales director	Overseeing all business in Hong Kong	September 2002 to December 2005
Agilysys HK Limited	IT	Sales director	Overseeing the sales department in Hong Kong	January 2006 to June 2006

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Mr. Ho holds directorships in a number of companies within our Group including the following:

Name of company	Place of incorporation	Position held	Period of services
ICO Technology (China) <i>(Note)</i>	Hong Kong	Director	January 2010 to March 2013
Shenzhen Kai Gang <i>(Note)</i>	PRC	Director	March 2009 to January 2010
ICO Technology	Hong Kong	Director	January 2010 to present

Note: ICO Technology (China) and Shenzhen Kai Gang were disposed of by our Group to an Independent Third Party on 1 April 2013.

Mr. Ho has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

COMPANY SECRETARY

Mr. Leung Kei Pui (梁基沛), aged 33, is the secretary of our Group. Mr. Leung Kei Pui graduated from the Leeds Metropolitan University in the United Kingdom with a degree of bachelor of arts in accounting and finance through distance learning in May 2004. He was admitted as a fellow of the Association of Chartered Certified Accountants in June 2012. He was also admitted an associate of The Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in October 2012.

Mr. Leung Kei Pui has over 8 years of experience in the field of accounting and auditing. Mr. Leung Kei Pui has been an accountant of our Group since January 2009. He is responsible for handling full set of accounts and daily accounting operations for our Group and providing monthly financial statements, cash flow and project analysis.

The following table summarises Mr. Leung Kei Pui's professional experience prior to joining our Group:

Company/ organisation name	Principal business activities	Last position held	Responsibilities	Period of services
Raymond Chin & Co.	Accountancy	Audit senior	Handling full set of accounts and statutory audit procedures, providing taxation advice to clients and reviewing and supervising juniors' works	May 2004 to December 2008

Mr. Leung Kei Pui has not held any directorship in any other public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

COMPLIANCE OFFICER

Mr. Yong Man Kin is the Compliance Officer of our Group. For details of his biography, please refer to the paragraph headed "Executive Directors" of this section.

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DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION

Our Directors receive compensation in the form of salaries, discretionary bonuses and other allowances, and benefits in kind. Our Directors' remuneration is determined with reference to their respective responsibilities, experiences and skills, our performance and market level of salaries paid by comparable companies. The aggregate amount of emoluments paid to our Directors for each of the three years ended 31 March 2012, 2013 and 2014 were approximately HK\$4.1 million, HK\$3.2 million and HK\$3.5 million, respectively. As for the six months ended 30 September 2013 and 2014, the aggregate amount of emoluments paid to our Directors were approximately HK\$1.7 million and HK\$1.9 million respectively.

The aggregate amount of fees, salaries, housing allowances, other allowances, benefits in kind (including contribution to the pension scheme on behalf of our Directors) and discretionary bonuses paid to the five highest paid individuals of our Group, excluding our Directors, for each of the three years ended 31 March 2012, 2013 and 2014 and each of the six months ended 30 September 2013 and 2014 were approximately HK\$2.9 million, HK\$3.7 million, HK\$3.6 million, HK\$1.7 million and HK\$1.7 million, respectively.

During the Track Record Period, we have not paid any emoluments to our Directors or any of the five highest paid individuals as an inducement to join or upon joining us or as compensation for loss of office. Further, there were no arrangements under which our Directors waived or agreed to waive any remuneration during the Track Record Period.

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, save as set out below, our Company intends to comply with the code provisions set out in the Corporate Governance Code and Corporate Governance Report in Appendix 15 to the GEM Listing Rules after [REDACTED].

COMPLIANCE ADVISER

Our Group has appointed New Spring Capital Limited as its compliance adviser pursuant to Rule 6A.19 of the GEM Listing Rules. Pursuant to Rule 6A.23 of the GEM Listing Rules, the compliance advisers will advise our Group in the following circumstances:

- (1) before the publication of any regulatory announcement, circular or financial report;
- (2) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (3) where our Group proposes to use the proceeds of the [REDACTED] in a manner different from that detailed in this [REDACTED] or where our Group's business activities, development or results of operation deviate from any forecast, estimate or other information in this [REDACTED]; and
- (4) where the Stock Exchange makes an inquiry regarding unusual movements in the price or trading volume of the Shares.

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The term of the appointment will commence on the [REDACTED] and end on the date on which our Group complies with Rule 18.03 of the GEM Listing Rules in respect of its financial results for the second full financial year commencing after the [REDACTED].

BOARD COMMITTEES

Audit Committee

Our Group established an audit committee on 3 March 2015 with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and paragraph C.3 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 of the GEM Listing Rules. The audit committee consists of three independent non-executive Directors namely Kam Man Yi Margaret, a Director with the appropriate professional qualifications who serves as the chairman of the audit committee, Chan Mee Yee and Chow Kam Pui.

The primary duties of the audit committee are to assist the Board in providing an independent view of the effectiveness of our Group's financial reporting process, internal control and risk management system, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

Remuneration Committee

Our Group established a remuneration committee on 3 March 2015 with written terms of reference in compliance with paragraph B.1 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 of the GEM Listing Rules. The remuneration committee consists of three independent non-executive Directors, namely Chan Mee Yee, who serves as the chairman of the remuneration committee, Chow Kam Pui and Kam Man Yi Margaret. The primary duties of the remuneration committee include (but without limitation): (i) making recommendations to our Directors on the policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (ii) determining the terms of the specific remuneration package of our Directors and senior management; and (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by our Directors from time to time.

Nomination Committee

Our Group also established a nomination committee on 3 March 2015 with written terms of reference in compliance with paragraph A.5 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 of the GEM Listing Rules. The nomination committee consists of five members, the majority of whom are independent non-executive Directors, namely Chow Kam Pui, who serves as the chairman of the nomination committee, Chan Mee Yee, Kam Man Yi Margaret, Yong Man Kin and Lee Cheong Yuen. The primary function of the nomination committee is to make recommendations to the Board to fill vacancies on the same.

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Overview of staff number

The following table sets forth the number of full-time employees in Hong Kong by function as at the Latest Practicable Date:

	Number of staff
Management	6
Sales and marketing	6
Administration/human resources	17
Project managers	22
Technical staff	<u>190</u>
Total	<u><u>241</u></u>

We recruit or appoint our personnel from the open market and we enter into employment contracts with them respectively. We offer competitive packages to our employees, including salaries and bonuses to qualified employees. We usually start our recruiting process for suitable employees when individual department heads consider that they would need more staff members to carry out duties of the department.

STAFF

Our relationship with our employees

During the Track Record Period and as at the Latest Practicable Date, our Group had not experienced any significant difficulties in recruiting employees, and had not experienced any significant strikes, work stoppages or labour disputes. Our Directors confirm that our Group's relationship with our employees is satisfactory in general. Our Directors consider that the management policies, working environment, career prospects and benefits extended to our employees have contributed to building a good employee relations and employee retention. Our Group provides on-the-job training for the employees to equip them with the skills and knowledge relevant to their work.

Employee benefits

Our Group makes contributions to the retirement fund in compliance in all material respects with the requirements of the laws and regulations of the jurisdictions where it operates.

In accordance with the applicable laws and regulations in the PRC, we make contributions to the social security schemes and housing provident funds of our staff in the PRC. As advised by our PRC Legal Advisers, according to confirmations from the relevant authorities, to the best of their knowledge, we have been in compliance in all material respects with applicable employment laws during the Track Record Period.