
DIRECTORS, SENIOR MANAGEMENT AND STAFF

BOARD OF DIRECTORS

Our Board consists of five Directors, including two executive Directors and three independent non-executive Directors.

The table below sets out information regarding our Board of Directors:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of joining our Group</u>	<u>Date of Appointment as Director</u>	<u>Principal Responsibilities⁽¹⁾</u>	<u>Relationship among director(s) and/or senior management</u>
Mr. Chow Hin Keong	52	Chairman and Executive Director	30 November 2012	10 September 2014	Formulating our Group's overall strategic plans and overseeing its overall business development and policy-setting	Brother of Mr. Chow Hin Kok
Mr. Chow Hin Kok	49	Chief Executive Officer and Executive Director	30 November 2012	10 September 2014	Overseeing our Group's business operations, its overall sales and marketing strategies and its engineering, production and product development	Brother of Mr. Chow Hin Keong
Ms. Wong Sau Ying	46	Independent non-executive Director	23 September 2015	23 September 2015	Provide independent opinion and judgment on the issues of strategy, performance, resources and standard of conduct of our Group	N/A
Ms. Chan Mei Po	45	Independent non-executive Director	23 September 2015	23 September 2015	Provide independent opinion and judgment on the issues of strategy, performance, resources and standard of conduct of our Group	N/A
Ms. Man Oi Yuk Yvonne	47	Independent non-executive Director	23 September 2015	23 September 2015	Provide independent opinion and judgment on the issues of strategy, performance, resources and standard of conduct of our Group	N/A

Note:

- (1) Other than serving on the audit, remuneration and nomination committees, independent non-executive Directors do not have specific operational responsibility but rather, with the benefit of their particular experience, provide strategic guidance to the Board.

DIRECTORS, SENIOR MANAGEMENT AND STAFF

EXECUTIVE DIRECTORS

Mr. Chow Hin Keong

Mr. Chow Hin Keong, aged 52, is a co-founder of the Group, the chairman of the Board and an executive Director. Mr. Chow Hin Keong is responsible for formulating the Group's overall strategic plans and overseeing its overall business development and policy-setting. He has also been a director of TD Int'l (BVI) since 30 November 2012 and director of TD Enterprises, TD Electronics and Top Empire since 29 December 2014.

Mr. Chow Hin Keong has over 25 years of experience in the semiconductor industry. Mr. Chow Hin Keong co-founded the Group in 2012 with Mr. Chow Hin Kok, his younger brother. Prior to the establishment of our Group, Mr. Chow Hin Keong founded SAG Components Sdn Bhd ("SAG"), a trading company in Malaysia in 1994 which is principally engaged in the trading of various electronic components including but not limited to semiconductors deploying second generation or below production technology, resettable fuses, speakers, and switches to markets such as Malaysia, Singapore and Indonesia. Mr. Chow Hin Keong worked for Goldentech Discrete Semiconductor Co., Ltd., an electronic components production company and acquired his first experience in the semiconductor industry through his then responsibilities in sales and marketing. Mr. Chow Hin Keong accumulated and gained further experience in the semiconductor industry during his service at SAG from 1994 to 2014 when he was primarily responsible for the operation, management and marketing of the trading of electronic components including semiconductor products. Mr. Chow Hin Keong obtained a degree of bachelor of arts in economics from Tunghai University, Taiwan in June 1988.

Mr. Chow Hin Keong was a director of the companies below, which were struck off and dissolved as these companies ceased to carry on business. As confirmed by Mr. Chow Hin Keong, each of these companies was either inactive or dormant at the time when they were dissolved and so far as he was aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against him.

<u>Name of Company</u>	<u>Place of incorporation</u>	<u>Date of dissolution</u>	<u>Nature of business before dissolution</u>
True Glamour Sdn Bhd	Malaysia	14 October 1999	Dormant
Century Matrix Sdn Bhd	Malaysia	27 March 2008	Inactive
Cherrydeer Intertrade Sdn Bhd	Malaysia	21 October 2011	Inactive

Immediately following completion of Placing and the Capitalisation Issue (not taking into account (i) any options which may be granted under the Share Option Scheme; and (ii) any Shares which may be allotted and issued to be repurchased by the Company under the Issue Mandate and Repurchase Mandate), Platinum Dynamic will hold 37.5% of the entire issued Shares of the Company. Platinum Dynamic is a company wholly owned by Mr. Chow Hin Keong and is one of our Controlling Shareholders. As such, Mr. Chow Hin Keong is deemed to be interested in the Shares held by Platinum Dynamic in our Company pursuant to Part XV of the SFO.

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Save as disclosed above, as at the Latest Practicable Date, Mr. Chow Hin Keong (i) had no interests in Shares within the meaning of Part XV of the SFO; (ii) did not have any relationship with any Directors, senior management of the Company, Substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Chow Hin Kok

Mr. Chow Hin Kok, aged 49, is a co-founder of the Group, an executive Director and our Chief Executive Officer. Mr. Chow Hin Kok is responsible for overseeing the Group's business operations, its overall sales and marketing strategies and its engineering, production and product development. Mr. Chow Hin Kok co-founded the Group in 2012 with Mr. Chow Hin Keong, his elder brother. He has also been a director of TD Enterprises, TD Electronics, Top Empire since January 2014, Dongguan Jia Jun since April 2013, and TD Int'l (BVI) since 30 November 2012.

In 1995, Mr. Chow Hin Kok joined SAG, the Malaysian trading company founded by Mr. Chow Hin Keong, which is principally engaged in the sale of various electronic components, including but not limited to semiconductor products, first as its sales manager and subsequently as its sales director. During his service at SAG from 1995 and 2014, Mr. Chow Hin Kok was able to gain experience in the semiconductor industry as Mr. Chow Hin Kok was primarily responsible for the sales of electronic components including semiconductor products.

Mr. Chow Hin Kok was a director of Cherrydeer Intertrade Sdn Bhd, which was a company incorporated in Malaysia and dissolved by striking off on 21 October 2011 as it ceased to carry on business. As confirmed by Mr. Chow Hin Kok, the company was inactive at the time of its dissolution and so far as he was aware, the dissolution of Cherrydeer Intertrade Sdn Bhd has not resulted in any liability or obligation being imposed against him.

Immediately following completion of Placing and the Capitalisation Issue (not taking into account (i) any options which may be granted under the Share Option Scheme; and (ii) any Shares which may be allotted and issued to repurchased by the Company under the Issue Mandate and Repurchase Mandate, Silver Dynamic will hold 37.5% of the entire issued Shares of the Company. Silver Dynamic is a company beneficially and wholly owned by Mr. Chow Hin Kok and is one of our Controlling Shareholders. As such, Mr. Chow Hin Kok is deemed to be interested in the Shares held by Silver Dynamic in our Company pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chow Hin Kok (i) had no interests in Shares within the meaning of Part XV of the SFO; (ii) did not have any relationship with any Directors, senior management of the Company, Substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

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INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Wong Sau Ying

Ms. Wong Sau Ying, aged 46, has been appointed as an independent non-executive Director of our Company on 23 September 2015 and is responsible for providing independent opinion and judgment on the issues of strategy, performance, resources and standard of conduct of our Group.

Ms. Wong became an associate member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in October 1995, and a fellow member of the Association of Chartered Certified Accountants in November 2000. After graduating from City Polytechnic of Hong Kong (now known as the City University of Hong Kong) with a Bachelor's Degree in Accountancy in November 1992, she commenced her career working with Horwath & Company, an international audit firm. From 1993 to 1997, she worked at New Horizon Associates Ltd., a Hong Kong-based management consultancy company firstly as an accountant and subsequently as an Accounting Manager. She graduated in February 1999 with a Master's Degree in Business Administration at the University of Hull of the United Kingdom. In 1999, she joined the Hong Kong office of G4S (Hong Kong – Holding) Ltd (previously known as Jardine Securicor Ltd/Securicor Hong Kong Holdings Ltd/G4S Holdings (Hong Kong) Ltd), a multi-national security solutions service provider, firstly as its finance manager and subsequently as its finance director for the Hong Kong and Macau region. Apart from finance functions, she had a broad range of responsibilities during her employment with G4S including contract management, information technology, business support services and company secretarial functions. From June 2014 up to the present, she has been managing a group of companies with business in property investment, consultancy and management services, with accounting, taxation, company secretarial and other consultancy responsibilities.

Ms. Wong Sau Ying was a director of the companies below, which were dissolved by way of striking off or deregistration as these companies ceased to carry on business. As confirmed by Ms. Wong Sau Ying, each of these companies was inactive at the time when they were dissolved and so far as she was aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against her.

<u>Name of Company</u>	<u>Place of incorporation</u>	<u>Date of dissolution</u>	<u>Nature of proceeding</u>	<u>Nature of business before dissolution</u>
Kenstar Properties Limited (僑星置業有限公司)	Hong Kong	18 May 2001	striking off	Inactive
Gate Link Limited (浩機有限公司)	Hong Kong	18 February 2015	Deregistration	Inactive

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As at the Latest Practicable Date, Ms. Wong (i) had no interests in Shares within the meaning of Part XV of the SFO; (ii) did not have any relationship with any Directors, senior management of the Company, Substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Chan Mei Po

Ms. Chan Mei Po, aged 45, has been appointed as an independent non-executive Director of our Company on 23 September 2015 and is responsible for providing independent opinion and judgment on the issues of strategy, performance, resources and standard of conduct of our Group. Ms. Chan has over 13 years of operation and business management experience. Since March 2001, she has been responsible for formulating the business strategies, as well as managing the day-to-day operations of AB Creative Depot Limited, a company engaged in public relation service, promotions, consultancy services and consignment of goods, as its director. In January 2010, she joined I & M International Limited and worked as its general manager, a company providing public relations, market research and event organisation services. Her responsibilities include formulating business strategies and overseeing its business operations. In April 2012, Ms. Chan founded 4448 Limited, a brand management company providing brand building and related services and has acted as its director.

Ms. Chan obtained a Master degree in Business Administration from the University of South Australia in October 2009. She also holds a diploma in general business awarded by the Seneca College of Applied Arts and Technology, Canada, in August 1995.

Ms. Chan was a director of the companies below, which were dissolved by way of deregistration as these companies ceased to carry on business. As confirmed by Ms. Chan, each of these companies was inactive at the time when they were dissolved and so far as she was aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against her.

<u>Name of Company</u>	<u>Place of incorporation</u>	<u>Date of dissolution</u>	<u>Nature of proceeding</u>	<u>Nature of business before dissolution</u>
AP Creative Factory Limited	Hong Kong	8 September 2006	Deregistration	Inactive
Get Magazine Limited	Hong Kong	8 August 2003	Deregistration	Inactive

Save as disclosed above, as at the Latest Practicable Date, Ms. Chan (i) had no interests in Shares within the meaning of Part XV of the SFO; (ii) did not have any relationship with any Directors, senior management of the Company, Substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

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Ms. Man Oi Yuk Yvonne

Ms. Man Oi Yuk Yvonne, aged 47, has been appointed as an independent non-executive Director of our Company on 23 September 2015 and is responsible for providing independent opinion and judgment on the issues of strategy, performance, resources and standard of conduct of our Group.

Ms. Man became a fellow member of the Hong Kong Institute of Certified Public Accountants in March 2001, an associate member of the Hong Kong Institute of Company Secretaries and the Institute of Chartered Secretaries and Administrators in October 2003, and the Institute of Chartered Accountants in England and Wales in February 2008. Ms. Man has over 25 years of experience in the accounting and audit field and since 2001, she became an audit manager of F.S. Li & Co., certified public accountants, for whom Ms. Man has worked for more than 20 years. From February 2013 to March 2014, she worked as the company secretary of Amax International Holdings Limited, a company listed on the Stock Exchange (stock code: 959). Ms. Man is the holder of a degree of Master of Professional Accounting awarded by the Hong Kong Polytechnic University in November 2000.

Save as disclosed above, as at the Latest Practicable Date, Ms. Man (i) had no interests in Shares within the meaning of Part XV of the SFO; (ii) did not have any relationship with any Directors, senior management of the Company, Substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above and in the section headed “*Appendix IV – Statutory and General Information*” of this prospectus and below, there are no other matters concerning each of the Directors’ directorship with our Company that is required to be disclosed pursuant to 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other material matters relating to our Directors that need to be brought to the attention of the Shareholders.

Each of our Directors has confirmed that he/she does not have any interest in a business apart from ours which competes or is likely to compete, directly or indirectly, with us.

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SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of the business of our Group. The following table sets out certain information concerning our senior management personnel:

<u>Name</u>	<u>Age</u>	<u>Present Position</u>	<u>Date of joining our Group</u>	<u>Principal Responsibility</u>	<u>Relationship among senior management</u>
Ms. Lam Yuk Yee	48	Chief Financial Officer and Company Secretary	4 February 2014	Overseeing and monitoring the daily financial operation of our Group; managing our accounting and internal control departments, as well as investment and legal affairs of the Group	N/A
Mr. Luo Zongyou	40	Quality and Processes Manager	1 August 2014	Monitoring the quality of our products and factory staff training	N/A
Mr. Liu Yuantian	39	Production Manager	1 July 2013	Coordinating and supervising the Group's production process	N/A

Ms. Lam Yuk Yee

Ms. Lam Yuk Yee, aged 48, is our Chief Financial Officer and Company Secretary. Ms. Lam joined our Group on 4 February 2014 and is responsible for overseeing and controlling the daily financial operation of our Group, managing our accounting and internal control departments, as well as investment and legal affairs of the Group.

Ms. Lam has over 20 years of experience in the financial and management accounting and information system management in the manufacturing field. Prior to joining the Group, Ms. Lam was employed first as a senior accounting manager (2004-2011) and then the assistant financial controller (2011-2013) of a subsidiary of Sino-Tech International Holdings Limited, a company listed on the Stock Exchange (stock code: 724), which is principally engaged in, among other things, manufacture and trading of electronic and electrical parts and components. From 1995 to 2002, Ms. Lam worked for Yu-Me (H.K.) Limited, currently a subsidiary of Perfectech International Holdings Ltd, a company listed on the Stock Exchange (stock code: 765), which is engaged in the manufacture and sale of novelties and decorations products and toy products, with accounting responsibilities.

Ms. Lam graduated with a Master's Degree in Business Administration from the University of South Australia in October 2009. She was admitted as a fellow member of the Association of Chartered Certified Accountants in May 2012, and an associate member of the Hong Kong Institute of Certified Public Accountants in September 2007.

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As at the Latest Practicable Date, Ms. Lam (i) had no interests in Shares within the meaning of Part XV of the SFO; (ii) did not have any relationship with any Directors, senior management of the Company, Substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Luo Zongyou

Mr. Luo Zongyou, aged 40, is our Quality and Processes Manager. Mr. Luo joined our Group on 1 August 2014 and is responsible for monitoring the quality of our products and factory staff training and other product quality-related responsibilities, such as evaluation of suppliers and product research and development. Mr. Luo has 18 years of working experience in the electronic component production field. From 1997 to 2014, he worked for (Dongguan) Broad Electronics Co., Ltd. (科廣電子(東莞)有限公司), a company established in the PRC and a manufacturer of electronic components, first as technician and, from 2005, as its quality and process manager.

As at the Latest Practicable Date, Mr. Luo (i) had no interests in Shares within the meaning of Part XV of the SFO; (ii) did not have any relationship with any Directors, senior management of the Company, Substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Liu Yuantian

Mr. Liu Yuantian, aged 39, is our Production Manager. Mr. Liu joined our Group on 1 July 2013 and is responsible for coordinating and supervising the Group's production process, as well as overseeing the maintenance of our production facilities. Mr. Liu has 17 years of working experience in the electronic component production field. From 1997 and until joining our Group in 2013, he worked for (Dongguan) Broad Electronics Co., Ltd. (科廣電子(東莞)有限公司), a company established in the PRC and a manufacturer of electronic components. Mr. Liu first worked as its technician and customer technical support manager and, from 2012, as its production process manager.

Mr. Liu obtained a degree of Electrical Engineering and Automation and an associate degree in Business Administration from the Guangdong Ocean University (廣東海洋大學) in January 2014 and January 2011, respectively.

As at the Latest Practicable Date, Mr. Liu (i) had no interests in Shares within the meaning of Part XV of the SFO; (ii) did not have any relationship with any Directors, senior management of the Company, Substantial Shareholders or Controlling Shareholders; and (iii) did not hold any directorship in any other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

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COMPANY SECRETARY

Ms. Lam Yuk Yee is the Company Secretary of our Company. Details of her qualifications and experience are set out in the sub-section headed “– *Senior Management*” in this section.

COMPLIANCE OFFICER

Mr. Chow Hin Kok was appointed as the compliance officer of our Company.

AUTHORISED REPRESENTATIVES

Mr. Chow Hin Keong and Ms. Lam Yuk Yee were appointed as the authorised representatives of our Company.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

Our Company will, upon Listing, comply with the Corporate Governance Code in accordance with Rule 17.101(1) of the GEM Listing Rules with a view to achieving a high standard of corporate governance and safeguarding Shareholders’ interests.

BOARD COMMITTEES

Pursuant to a resolution of our Directors passed on 23 September 2015, our Company established audit committee, remuneration committee and nomination committee. The memberships of our Directors in each of the committees are set out below:

<u>Name</u>		<u>Audit Committee</u>	<u>Remuneration Committee</u>	<u>Nomination Committee</u>
Mr. Chow Hin Keong	Executive Director			✓
Mr. Chow Hin Kok	Executive Director		✓	
Ms. Wong Sau Ying	Independent Non-executive Director	✓	Chairperson	✓
Ms. Chan Mei Po	Independent Non-executive Director	✓	✓	Chairperson
Ms. Man Oi Yuk Yvonne	Independent Non-executive Director	Chairperson	✓	✓

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Audit Committee

Our Company established an audit committee on 23 September 2015 in compliance with Rule 5.28 of the GEM Listing Rules. Written terms of reference in compliance with Rule 5.29 and paragraph C3.3 of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules have been adopted. The primary duties of the audit committee are mainly to make recommendation to the Board on the appointment and removal of external auditor, monitor the integrity of the financial statements, annual reports and interim reports and review significant financial reporting judgments contained in them, and oversee financial reporting system and internal control procedures of our Company. At present, the audit committee of our Company consists of three members, namely Ms. Wong Sau Ying, Ms. Chan Mei Po and Ms. Man Oi Yuk Yvonne. Ms. Man Oi Yuk Yvonne is the chairperson of the audit committee.

Remuneration Committee

Our Company established a remuneration committee on 23 September 2015 in compliance with Rule 5.34 of the GEM Listing Rules. Written terms of reference in compliance with paragraph B1.2 of the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules have been adopted. The primary duties of the remuneration committee are mainly to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of our Group; review remuneration proposals of the management with reference to the Board's corporate goals and objectives; and ensure none of our Directors or any of their associates determine their own remuneration. At present, the remuneration committee of our Company consists of four members, namely Mr. Chow Hin Kok, Ms. Wong Sau Ying, Ms. Chan Mei Po and Ms. Man Oi Yuk Yvonne. Ms. Wong Sau Ying is the chairperson of the remuneration committee.

Nomination Committee

Our Company established a nomination committee on 23 September 2015. Written terms of reference in compliance with paragraph A5.2 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules have been adopted. The primary function of the nomination committee is to review the structure, size, composition and diversity of the Board and make recommendations to the Board on the selection of individuals nominated for directorships, appointment or re-appointment of Directors and succession planning for Directors. The nomination committee consists of four members, namely Mr. Chow Hin Keong, Ms. Wong Sau Ying, Ms. Chan Mei Po and Ms. Man Oi Yuk Yvonne. Ms. Chan Mei Po is the chairperson of the nomination committee.

EMPLOYEES

As at 31 March 2015, we had 220 full-time employees (including our two executive Directors but excluding our three independent non-executive Directors). Throughout the Track Record Period, our total staff costs (excluding any contributions to pension scheme) were

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approximately HK\$1.6 million, HK\$13.9 million and HK\$5.0 million, respectively. The relationship and cooperation between our management and employees have been good and are expected to remain amicable in the future. There has not been any incidence of work stoppages or labour disputes, which adversely affected our operations.

For further information in relation to our Group's employees and their benefits are set out in the sub-section headed "*Business – Employees*" of this prospectus.

REMUNERATION POLICY

Our Directors and senior management receive compensation in the form of salaries, benefits in kind and discretionary bonuses related to the performance of our Company. We also reimburse them for expenses which are necessarily and reasonably incurred for providing services to us or executing their functions in relation to our operations. We review and determine the remuneration and compensation package of our Directors and senior management, by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities of our Directors and senior management and the performance of our Company.

After Listing, our Directors and senior management may also receive options that may be granted under the Share Option Scheme.

DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION DURING THE TRACK RECORD PERIOD

Remuneration packages of our Directors are generally structured by reference to market terms and individual merits. Salaries are normally reviewed and discretionary bonuses are paid on annual basis based on our results, individual performance and other relevant factors.

For each of the two years ended 31 December 2013 and 2014 and the three months ended 31 March 2015, the aggregate amount of the remuneration paid and benefits in kind granted to the Directors by us and our subsidiaries was approximately HK\$0.2 million, HK\$1.0 million and HK\$0.6 million, respectively. For each of the two years ended 31 December 2013 and 2014 and the three months ended 31 March 2015, the aggregate contribution to applicable pension scheme for our Directors was approximately nil, HK\$10,000 and HK\$10,000, respectively.

Save as disclosed in this prospectus, no other emoluments have been paid, or are payable, by us to our Directors in respect of the two years ended 31 December 2013 and 2014 and the three months ended 31 March 2015.

During the Track Record Period, no remuneration was paid by us to, or received by, our Directors as an inducement to join or upon joining us or as compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any remuneration during the Track Record Period.

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Going forward, our remuneration committee will review and determine the remuneration and compensation of our Directors and senior management with reference to salaries paid by comparable companies, time commitment and responsibilities of our Directors and senior management and performance of our Group.

For additional information on Directors' remuneration during the Track Record Period as well as information on the highest paid individuals, please refer to "*Appendix I – Accountants' Report*" of this prospectus.

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme to provide us with a flexible means of rewarding potential participants including among others, employees and directors of any member of our Group. The principal terms of the Share Option Scheme are summarised in the sub-section headed "*Appendix IV – Statutory and General Information – D. Other Information – 1. Share Option Scheme*" of this prospectus.

COMPLIANCE ADVISER

We have appointed Celestial Capital as our compliance adviser pursuant to Rule 6A.19 of the GEM Listing Rules. Pursuant to Rule 6A.23 of the GEM Listing Rules, the compliance adviser will advise us in the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (c) where our Company proposes to use the proceeds of the Placing in a manner different from that detailed in this prospectus or where our business activities, developments or results deviate from any forecast, estimate, or other information in this prospectus; and
- (d) where the Stock Exchange makes any inquiry of our Company regarding unusual movements in the price or trading volume of the Shares of our Company.

The term of the appointment shall commence on the Listing Date and end on the date on which we distribute our annual report in respect of our financial results for the first full financial year commencing after the Listing Date, or when the appointment of Celestial Capital is terminated, whichever is earlier. Such appointment may be subject to extension by mutual agreement.