

## DIRECTORS AND SENIOR MANAGEMENT

### OVERVIEW

The Board currently consists of five Directors comprising two executive Directors and three independent non-executive Directors. The functions and duties of the Board include convening shareholders’ meetings, reporting on the Board’s work at these meetings, implementing the resolutions passed on these meetings, determining business and investment plans, formulating the Group’s annual budget and final accounts, and formulating the Group’s proposals for profit distributions and for the increase or reduction of registered capital. In addition, the Board is responsible for exercising other powers, functions and duties in accordance with the Articles.

### DIRECTORS

The following table sets out the information regarding the members of the Board:

Name	Age	Position	Date of joining the Group	Date of appointment as the Director	Roles and responsibilities in the Group	Relationship with the other Directors and the Group’s senior management
Mr. Foo Moo Teng (符懋勝) . . . . .	51	Chairman, executive Director and CEO	11 March 2002	22 June 2016	Responsible for the Group’s overall corporate strategy and the daily operation of the Group, including business development and overall management.	None
Mr. Edgardo Osillada Gonzales II . . . . .	38	Executive Officer and Chief Technology Officer	1 September 2010	22 June 2016	Responsible for overseeing the IT functions of the Group as well as providing marketing, sales and products support	None
Mr. Park Jee Ho . . . . .	47	Independent non-executive Director	31 May 2017	31 May 2017	Providing independent advice on the business and operations of the Group to the Board	None
Ms. Lim Joo Seng . . . . .	43	Independent non-executive Director	31 May 2017	31 May 2017	Providing independent advice on the business and operations of the Group to the Board	None
Mr. Chan Ming Kit (陳銘傑) . . . . .	37	Independent non-executive Director	31 May 2017	31 May 2017	Providing independent advice to the Board in respect of legal matters	None

### Executive Directors

**Mr. Foo Moo Teng (符懋勝)**, aged 51, is a founder of the Group, its Chairman, an executive Director and also its CEO. Mr. Foo is primarily in charge of the Group’s overall corporate strategy and the daily operations of the Group, including business development and overall management.

Mr. Foo has over 28 years of experience in the IT industry. Prior to founding the Group in 2002, Mr. Foo held various positions in the IT industry. Between February 1989 and September 1996, Mr. Foo founded several IT businesses which were engaged in the provision of word processing and repair services for the private and government sectors, the sales and servicing of computers, and the trading of computer parts and computer peripherals respectively. From October 1998 to December 1999, he was a training officer with the Institute of Technical Education, Singapore and was responsible for educating students in the subject of electronics engineering. In January 2000, he joined Premier Electro Communication Pte. Ltd., a company engaged in the business of IT system integration, as a service manager where he was

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responsible for assisting to manage a team of engineers, generation of revenue as well as the maintenance of contracts with existing clients. From March 2001 to April 2002, he joined Getronics Solutions (S) Pte Ltd., a subsidiary of a holding company headquartered in Munich, Germany, which is in the business of system integration as a project manager. He was responsible for the negotiation, implementation and maintenance of IT projects. Mr. Foo obtained a diploma in Electronics & Communication Engineering from Singapore Polytechnic in April 1990.

Pursuant to A.2.1 of Appendix 15 to the GEM Listing Rules, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. However, having considered the nature and extent of the Group's operations, and Mr. Foo's in-depth knowledge and experience in the IT industry and familiarity with the operations of the Group, that all major decisions are made in consultation with members of the Board and relevant Board committees, and that there are three independent non-executive Directors on the Board offering independent perspectives, the Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers and authorities between the Board and the management of the Company and that it is in the best interest of the Group to have Mr. Foo taking up both roles. As such, the roles of the Chairman and Chief Executive Officer of the Group are not being separated pursuant to the requirement under A.2.1 of Appendix 15 to the GEM Listing Rules.

Mr. Foo was previously a director or manager of the companies/sole proprietorship shown in the following table before their respective dissolution.

<u>Name of company</u>	<u>Place of incorporation/ establishment</u>	<u>Principal business activity immediately before dissolution/ struck off/ termination</u>	<u>Position</u>	<u>Status</u>	<u>Date of dissolution/struck off/termination</u>
Dai Fu Technology Pte Ltd . . . . .	Singapore	Inactive	Director	Dissolved	22 December 1998
Radiance Technology Group Pte. Ltd.	Singapore	Inactive	Director	Struck off	8 April 2013
MIG Technologies . . . . .	Singapore	Inactive	Sole proprietor	Terminated	9 June 2000
MIG Technologies (M) Sdn Bhd . . . . .	Malaysia	Inactive	Director	Dissolved	21 October 2011

Mr. Foo has confirmed that (i) the above companies/sole proprietorship were solvent at the time of dissolution; (ii) he did not incur any debt and/or liabilities occasioned by such dissolution; (iii) the dissolution did not have any negative effect on the Group; and (iv) the above companies/sole proprietorship were dissolved because there were no business operations at the time of dissolution.

**Mr. Edgardo Osillada Gonzales II**, aged 38, is the Group's Chief Technology Officer. He is primarily responsible for overseeing the IT functions of the Group as well as providing marketing, sales and products support.

Mr. Gonzales has over 16 years of experience in the IT industry. From February 2001 to November 2005, Mr. Gonzales was a network engineer in Primeworld Digital System, Inc., a provider of internet protocol communication services, and was responsible for maintaining and managing computer networks. From October 2005 to October 2008, Mr. Gonzales joined Commverge Solutions Philippines, Inc. ("**Commverge Philippines**"), a company which provides professional services and network solutions to carriers and service providers in the

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telecommunications industry in the Asia Pacific, as a technical manager. He also worked at Commverge Solutions (Singapore) Pte Ltd in Singapore as a technical manager from November 2008 to May 2009. He managed the technical operations for pre-sales and post-sales in Singapore and the Philippines. From May 2009 to June 2010, Mr. Gonzales was holding the position of technical manager at Commverge Philippines. In July 2010, Mr. Gonzales joined Systex SouthAsia Pte Ltd., a Taiwan-based IT services provider in the Asia Pacific region, as product support engineer where he was responsible for implementing, maintaining and administering network and servers. Since September 2010, Mr. Gonzales joined Netsis (Singapore) as an ISP consultant.

Mr. Gonzales graduated with a bachelor degree in Science (Computer Engineering) from the AMA Computer College in Manila, the Philippines in April 2000. Mr. Gonzales was recognised as a Cisco Routing and Switching Solutions Specialist, Cisco Certified Network Professional, and Cisco Certified Design Professional by Cisco Systems, Inc. in August 2007, April 2012 and April 2015 respectively. Mr. Gonzales was also recognised as an A10 Certified Engineer for Application Delivery by A10 Networks.

### Independent Non-Executive Directors

**Mr. Park Jee Ho**, aged 47, was appointed as an independent non-executive director on 31 May 2017. Mr. Park was employed by KPMG Samjong Accounting Corp., an international accounting firm from November 2000 to December 2003 as a senior associate. He joined Webzen Inc. an online game company listed on the KOSDAQ and National Association of Securities Dealers Automated Quotations from July 2006 to August 2010 as a finance and administration manager. Thereafter from January 2012 to September 2012, he commenced a role as finance manager in TmaxSoft, one of the largest software development company in Korea. He then joined DMX Technologies Korea Co. Ltd. (wholly owned by DMX Technologies Group Ltd. which is listed on Mainboard of the SGX-ST) as chief financial officer from May 2014 to December 2015. In April 2016, he became a regional chief financial officer in DMX Technologies Group Ltd. and is presently engaged in this role.

Mr. Park graduated with a bachelor of commerce (with a major in accounting) from Concordia University in Montreal, Canada in May 1998.

**Ms. Lim Joo Seng**, aged 43, was appointed as an independent non-executive director on 31 May 2017. She has been involved in the finance industry for over 17 years, having started her career at Sekhar & Tan as a tax assistant from April 1999 to March 2000. Thereafter, she joined Deloitte KassimChan (a member firm of Deloitte Touche Tohmatsu) as an audit senior from May 2000 to December 2003. From February 2005 to February 2010, she joined Deloitte Touche Tohmatsu CPA Ltd. (Shanghai) as a manager. In March 2010, she joined XinRen Aluminium Holdings Limited, previously a company listed on the Main Board of the Singapore Exchange Securities Trading Limited in October 2010 and was subsequently privatised in 2016 and is now a private holding company located in the People's Republic of China, as a chief financial officer and is presently engaged in this role.

Ms. Lim graduated with a bachelor of commerce from Macquarie University in Sydney, Australia in April 1998, and has been a member of the Malaysian Institute of Accountants and the Certified Public Accountants of Australia since September 2003 and January 2003 respectively.

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**Mr. Chan Ming Kit (陳銘傑)**, aged 37, was appointed as an independent non-executive director on 31 May 2017. He has been involved in the legal industry for over 5 years, having started his legal career as a compliance officer with G2000 (Apparel) Limited from April 2007 to August 2011. He was called to the bar in Hong Kong in April 2012. Thereafter from 2013 to 2015, he was employed by M.C.A. Lai & Co Solicitors (now known as Lai M.C.A. Solicitors LLP) as a trainee solicitor. He was admitted as a solicitor of the High Court of Hong Kong in March 2015 and is presently employed as an assistant solicitor at the same firm.

Mr. Chan graduated with a bachelor of laws from the University of Sheffield in the United Kingdom in 2005 and subsequently obtained his Postgraduate Certificate in Laws from the City University of Hong Kong in July 2011.

Save as disclosed above and in “Appendix IV — Statutory and General Information” to this document, each of the Directors confirms with respect to him/her that: (i) he/she has not held directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he/she does not hold any other position in the Company or any of its subsidiaries; (iii) he/she does not have any interests in the Shares within the meaning of Part XV of the SFO; (iv) there is no other information that should be disclosed for him/her pursuant to Rule 17.50(2) of the GEM Listing Rules; and (v) to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters with respect to the appointment of the Directors that need to be brought to the attention of the Shareholders.

### SENIOR MANAGEMENT

The Board is supported by the Group’s senior management in the day-to-day management of its business. The following table sets forth the information regarding the Group’s senior management:

Name	Age	Position	Date of joining the Group	Date of appointment of current position	Roles and responsibilities in the Group	Relationship with the Directors and its senior management
Tang Mei Leng Olivia (鄧美玲) . . .	49	Head of Sales and Marketing Department	1 November 2014	April 2015	Leading the sales and marketing of the Group and supervising the sales and marketing of cyber infrastructure solutions business	No
Hoo Kam Choy . . . . .	41	Sales and Marketing Director	15 August 2012	1 September 2015	Supervising the sales and marketing department of the Group’s cyber security solutions business	No
Chan Kok Liang Frankie (田國良) . . .	34	Chief Development Officer	15 August 2012	1 October 2013	Supervising the product and technology research, design and development of the Group	No
Chen Kao Chih (陳高智) . . . . .	50	R&D Director	1 August 2013	1 August 2013	Supervising on software engineering and programming of the Group’s products	No
Yeo Joo Ling (楊珠琳) . . . . .	39	Financial Controller	15 August 2016	15 August 2016	Responsible for the overall financial management of the Group	No

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**Ms. Tang Mei Leng Olivia (鄧美玲)**, aged 49, is the Group's Head of Sales and Marketing Department. She is also responsible for the overall supervision of the sales and marketing of the Group's cyber infrastructure solutions business. She has over 13 years of experience in the IT industry since 2003.

Before joining the Group, Ms. Tang was a director of Knowledge Computers Pte. Ltd., a supplier of network hardware, from July 2003 to December 2009, where she oversaw the daily operations of Knowledge Computers Pte. Ltd. located in Singapore. In January 2010, Ms. Tang joined Netsis (Singapore) as its general manager in charge of managing its operations and was responsible for creating processes for Netsis (Singapore) such as sales support systems, setting up the support for sales contract reporting, identifying and engaging partnership with suppliers, developing business and developing marketing plan to reach new customers. In September 2010, Ms. Tang left Netsis (Singapore). Prior to re-joining the Group in November 2014, she worked at IJ Global Solutions Singapore Pte. Ltd., a company engaged in the business of providing information and communications technology solutions, from June 2011 to November 2014 as a business development manager, and was responsible for sales and business development in Southeast Asia.

Ms. Tang obtained a postgraduate diploma of Business Administration from the University of Melbourne in July 2011.

Ms. Tang has not been a director in any public companies the securities of which are listed on any securities market in Hong Kong or overseas for the three years immediately preceding the Latest Practicable Date.

**Mr. Hoo Kam Choy**, aged 41, is a founder of Expert Team (Singapore) and is the Group's Sales and Marketing Director. He joined Expert Team (Singapore) in September 2015. He is responsible for supervising the sales and marketing department of the Group's cyber security business. In November 2003, Mr. Hoo founded K Track Trading, which was engaged in the business of security camera and communication products in Taiwan, Hong Kong and PRC. As at the Latest Practicable Date, K Track Trading was a dormant company. Before joining the Group, Mr. Hoo incorporated Gandingan Pakar Sdn. Bhd. in Malaysia in August 2013, which supplied surveillance products. As at the Latest Practicable Date, Gandingan Pakar Sdn. Bhd. was in the process of striking off.

Mr. Hoo obtained a bachelor degree in Business Administration from Soochow University, Taiwan in June 2001.

Mr. Hoo has not been a director in any public companies the securities of which are listed on any securities market in Hong Kong or overseas for the three years immediately preceding the Latest Practicable Date.

**Mr. Chan Kok Liang Frankie (田國良)**, aged 34, is a founder of Expert Team (Singapore) and is the Group's Chief Development Officer. He joined Expert Team (Singapore) in October 2013. He takes up the management role in the supervision of the Group's product and technology research, design and development. He further oversees the daily operation of the engineering team and leads the implementation of the Group's own developed solutions. Mr. Chan has 9 years of experience in the IT industry.

From December 2006 to April 2015, Mr. Chan was a director at Decision Group Pte. Ltd., a company in Singapore which provides cyber security solutions and consultancy services.

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Mr. Chan graduated with a bachelor degree in Engineering Electronics, majoring in Telecommunications, from the Multimedia University in Malaysia in June 2005, and obtained a master of Communication Engineering from the Nanyang Technological University in Singapore in November 2006. Mr. Chan was a member of the Institute of Electrical and Electronics Engineers till December 2016. Mr. Chan has also contributed to publications including the "Analysis of IEEE 802.11b wireless security for university wireless LAN design" published in Volume 2 of the 2005 12th IEEE International Conference on Networks jointly held with the 2005 IEEE 7th Malaysia International Conference on Communication and "Supporting Quality of Services in Wireless LANs by EDCA Access Scheme" in Proc-MMU International Symposium on Information and Communications Technologies (M2USIC 2006).

Mr. Chan has not been a director in any public companies the securities of which are listed on any securities market in Hong Kong or overseas for the three years immediately preceding the Latest Practicable Date.

**Mr. Chen Kao Chih (陳高智)**, aged 50, is the Group's R&D Director who joined the Group in August 2013. Mr. Chen is primarily responsible for the supervision of software engineering and programming of the Group's products. He has over 24 years of experience in network design, deployment and administration for large scale sites, and is experienced in embedded system implementation.

From November 1992 to September 1998, Mr. Chen worked as an IT trainer and network administrator at the Army Communication Electronic Information School of Taiwan and was mainly responsible for establishing the campus network with asynchronous transfer mode backbone. Then, he became the chief of network administrators at the Army Information Centre of Taiwan from April 2000 to August 2006. He was responsible for designing network for the Taiwan Army's Management Information Systems (MIS) management information system projects. He subsequently returned to the Army Communication Electronic Information School of Taiwan as its chief IT trainer from September 2006 to June 2010, where he was responsible for the planning of, and teaching information technology course, and testing and application of radiocommunication equipment. Before joining the Group in August 2013, Mr. Chen worked as the project manager at the Decision Group of Taiwan, a company focused on providing data monitoring and gathering, computer forensics cyber security services. He was responsible for creating and maintaining the internal communication mechanism and designed data monitoring and gathering products.

Mr. Chen obtained a Bachelor of Information Science degree from the Chung Cheng Institute of Technology in Taiwan in July 1990 and a Master of Science from the Department of Computer Science and Information Engineering from the National Taiwan University in January 2004. Mr. Chen obtained the OCPJP (Oracle Certified Professional, Java SE 6 Programmer) certification, OCPJWCD (Oracle Certified Professional Java EE Web Component Developer) certification and CCNA (Cisco Certified Network Associate) certificate in December 2010, January 2011 and May 2010 respectively.

Mr. Chen has not been a director in any public companies the securities of which are listed on any securities market in Hong Kong or overseas for the three years immediately preceding the Latest Practicable Date.

**Ms. Yeo Joo Ling (楊珠琳)**, aged 39, was appointed as the Group's financial controller in August 2016. Ms. Yeo is primarily responsible for the overall financial management of the Group. Ms. Yeo has approximately 9 years in the finance and accounting spheres, having held positions in another two companies in Singapore with roles in accounting.

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Ms. Yeo obtained the GCE A levels from Outram Institute in December 1998 and completed level 3 of the Association of Chartered Certified Accountants in June 2007.

Ms. Yeo has not been a director in any public companies the securities of which are listed on any securities market in Hong Kong or overseas for the three years immediately preceding the Latest Practicable Date.

### COMPANY SECRETARY

**Mr. Yeung Kwong Wai (楊光偉)**, aged 43, is the Company’s company secretary.

Mr. Yeung has more than 18 years of auditing, accounting, financial management and corporate governance experience. He is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. He is also a CFA charterholder. From December 1997, he worked at Deloitte Touche Tohmatsu and Ernst & Young in Hong Kong for a total of approximately 5 years, where he was primarily responsible for performing external financial audit for listed and private companies. He acted as financial controller and company secretary of Huafeng Textile International Group Limited (now known as Ping Shan Tea Group Limited) (Stock Code: 364), a company listed on the Main Board of the Stock Exchange, from September 2003 to June 2005, where he was primarily responsible for overall financial management and corporate governance. He joined Hembly International Holdings Limited (now known as Capital Environment Holdings Limited) (Stock Code: 3989), a company listed on the Main Board of the Stock Exchange, in November 2005 and was appointed as a joint company secretary in August 2007 until July 2008, where he was primarily responsible for business development and corporate governance. He had been a director of an accounting firm, CYC CPA Limited (環策會計師事務所有限公司), in Hong Kong from March 2010 to June 2014, where he was primarily responsible for providing corporate advisory services, company secretarial services and external financial audit for companies in Hong Kong and PRC. He is currently a director of an accounting firm, Global Glory CPA Limited (泓譽會計師事務所有限公司), in Hong Kong, where he was primarily responsible for providing corporate advisory services, company secretarial services and external financial audit for companies in Hong Kong and PRC, and an independent non-executive director of Zhi Cheng Holdings Limited (Stock Code: 8130), a company listed on the GEM of the Stock Exchange.

Mr. Yeung graduated from Concordia University, Montreal, Canada in October 1997 with a major in Accounting.

### COMPLIANCE OFFICER

**Mr. Foo Moo Teng (符懋勝)**, who also holds the post of executive Director, is the compliance officer of the Company. His biographical details are set out in the paragraph above headed “Directors — Executive Directors”.

### BOARD COMMITTEES

The Board has established an audit committee, a remuneration committee and a nomination committee.

#### Audit committee

The Company has established an audit committee pursuant to a resolution of the Directors passed on 31 May 2017. Its audit committee has written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and the Corporate Governance Code and Corporate Governance Report (“CG”). The primary duties of the audit committee are mainly to make

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recommendations to the Board on the appointment and removal of external auditor, review the financial statements and information and provide advice in respect of financial reporting and oversee the internal control procedures of the Group. At present, the Company's audit committee comprises three independent non-executive Directors: Ms. Lim Joo Seng, Mr. Park Jee Ho and Mr. Chan Ming Kit. Ms. Lim Joo Seng is the chairman of the audit committee.

### **Remuneration committee**

The Company has established a remuneration committee pursuant to a resolution of the Directors passed on 31 May 2017. Its remuneration committee has written terms of reference in compliance with Rule 5.34 of the GEM Listing Rules and the CG. The primary duties of the remuneration committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group, review performance-based remuneration and ensure none of the Directors determine their own remuneration. At present, the Company's remuneration committee consists of three members: Mr. Park Jee Ho, Mr. Gonzales and Mr. Chan Ming Kit. Mr. Chan Ming Kit is the chairman of the remuneration committee.

### **Nomination committee**

The Company has established a nomination committee pursuant to a resolution of the Directors passed on 31 May 2017. The nomination committee has written terms of reference in compliance with the CG. The primary duties of the nomination committee are to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board on any proposed changes to the Board to complement the Group's corporate strategy, identify individuals suitably qualified to become Board members, assess the independence of independent non-executive Directors and make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive. At present, the Company's nomination committee consists of three members: Mr. Chan Ming Kit, Mr. Foo and Ms. Lim Joo Seng. Mr. Chan Ming Kit is the chairman of the nomination committee.

## **COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT**

The aggregate amount of remuneration including salaries, allowances bonus, director fees and benefits in kind which were paid to the Directors for the years ended 31 December 2014, 2015 and 2016 were approximately US\$125,000, US\$173,000 and US\$361,000, respectively.

The aggregate amount of remuneration including salaries, allowances bonus, sales commission and benefits in kind which were paid to the five highest paid individuals (excluding the Directors amongst the five highest paid individuals) for the years ended 31 December 2014, 2015 and 2016 were approximately US\$97,000, US\$174,000 and US\$202,000, respectively.

During the Track Record Period, no remuneration was paid by the Group to, or received by, the Directors or senior management or the five highest-paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which a Director waived or agreed to waive any remuneration during the same period.

Save as disclosed above, no other payments have been made or are payable in respect of the years ended 31 December 2014, 2015 and 2016 by any member of the Group to any of the Directors. Under the arrangements currently in force, the Group estimates the aggregate remuneration, excluding discretionary bonus, of the Directors for the year ending 31 December 2017 to be approximately US\$218,000.



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

### COMPLIANCE ADVISER

The Company has appointed Southwest HK Capital as its compliance adviser on 28 September 2016 pursuant to Rule 6A.19 of the GEM Listing Rules to provide advisory services to the Company. In compliance with Rule 6A.23 of the GEM Listing Rules, the Company must consult with, and if necessary, seek advice from, the compliance adviser on a timely basis 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 under Chapters 19 or 20 of the GEM Listing Rules, is contemplated, including share issues and share repurchases;
- (c) where the Company proposes to use the net [REDACTED] of the [REDACTED] in a manner different from that provided in this document or when business activities, developments or results deviate from any forecast, estimate (if any) or other information in this document; and
- (d) where the Stock Exchange makes an inquiry of the Company under Rule 17.11 of the GEM Listing Rules.

The term of appointment of the compliance adviser shall commence on the [REDACTED] and end on the date on which the Company 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] and such appointment may be subject to extension by mutual agreement.