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## DIRECTORS AND SENIOR MANAGEMENT

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### DIRECTORS

Our Board consists of two executive Directors and three independent non-executive Directors. The following table sets forth certain information in respect of our Directors:

Name	Age	Date of joining our Group	Present position	Date of appointment as Director	Key role and responsibility
Mr. Sieh Shing Kee (謝城基先生)	52	22 December 2016	Chairman of our Board and executive Director	30 January 2019	Overall management, strategic planning and the day-to-day business operation of our Group
Mr. Ho Ka Ki (何家淇先生)	45	24 September 2016 <i>(Note)</i>	Executive Director and chief executive officer	30 January 2019	Overall management, strategic planning and the day-to-day business operation of our Group
Mr. Tso Ping Cheong Brian (曹炳昌先生)	39	25 November 2019	Independent non-executive Director	25 November 2019	Providing independent judgement on our Group's strategy, performance, resources and standard of conduct
Mr. Kwong Che Sing (鄺志成先生)	58	25 November 2019	Independent non-executive Director	25 November 2019	Providing independent judgement on our Group's strategy, performance, resources and standard of conduct
Mr. Ling Siu Tsang (凌肇曾先生)	64	25 November 2019	Independent non-executive Director	25 November 2019	Providing independent judgement on our Group's strategy, performance, resources and standard of conduct

*Note:* Mr. Ho Ka Ki co-founded A-City Workshop in August 2012 and re-joined our Group as the director of A-City Workshop on 24 September 2016.

### Executive Directors

**Mr. Sieh Shing Kee (謝城基先生)**, aged 52, was appointed as our Director in January 2019 and was designated as our executive Director in February 2019 and appointed as the chairman of our Board in March 2019. Mr. Sieh joined A-City Workshop as a director and shareholder in December 2016. Mr. Sieh is also one of our Controlling Shareholders and a director of Kanic International. Mr. Sieh is primarily responsible for the overall management, strategic planning and the day-to-day business operation of our Group.

Mr. Sieh obtained a bachelor's degree of science in engineering from the University of Hong Kong in November 1991. Mr. Sieh was registered as a Registered Professional Engineer under the Engineers Registration Board and was admitted as a member of the Institution of Structural Engineers in October 2000 and a member of the Hong Kong Institution of Engineers in March 2001.

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Prior to joining our Group, Mr. Sieh worked for China Civil Engineering Construction Corporation, an international company based in the PRC engaging in international contracting for railway construction and civil engineering design and consultancy, real estate development, trading, industrial investment and hotel management, from December 2000 to February 2001 as structural engineer. From March 2001 to March 2004, Mr. Sieh worked for Carrier Construction Limited, a construction company based in Hong Kong specializing in geotechnical works and an approved specialist contractor, as site agent. From March 2007 to April 2013, Mr. Sieh worked for Shing Chun Engineering Limited, being a local construction company, as director. From June 2011 to August 2016, Mr. Sieh worked for Tai Kam Construction Engineering Company Limited, the main operating subsidiary of Tai Kam Holdings Limited, being a slope works construction company in Hong Kong and an approved specialist contractor and listed on the GEM of The Stock Exchange (stock code: 8321), as a site agent.

Mr. Sieh was a director of the following companies in Hong Kong immediately prior to their dissolution:

Name	Principal business activities	Date of dissolution	Means of dissolution	Reasons for dissolution
FingerStones Engineering Limited	Construction engineering services	17 May 2019	Dissolved by deregistration	Such company was no longer carrying on business or in operation prior to its application of dissolution
Shing Chun Engineering Limited	Construction	26 April 2013	Dissolved by deregistration	Such company was no longer carrying on business or in operation prior to its dissolution

Mr. Sieh has confirmed that each of the above companies was solvent at the time of its dissolution and there is no wrongful act on his part leading to such dissolution and he is not aware of any actual or potential claim which has been or will be made against him as a result of such dissolution, and that his involvement in the above companies was part and parcel of his services as a director of the above companies and no misconduct or misfeasance was involved in the dissolution of the above companies.

Mr. Sieh has not been a director of any listed company in the last three years.

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**Mr. Ho Ka Ki** (何家淇先生), aged 45, was appointed as our Director in January 2019 and was designated as our executive Director in February 2019 and appointed as our chief executive officer in March 2019. Mr. Ho co-founded A-City Workshop in August 2012, re-joined A-City Workshop as the director in September 2016 and became one of the shareholders of A-City Workshop in December 2016. Mr. Ho is also one of our Controlling Shareholders and a director of Kanic International. Mr. Ho is primarily responsible for the overall management, strategic planning and the day-to-day business operation of our Group.

Mr. Ho obtained a bachelor's degree of engineering in civil and structural engineering from the Hong Kong University of Science and Technology in November 1996. Mr. Ho was admitted as a member of the Hong Kong Institution of Engineers in March 2002. He was registered as a Registered Professional Engineer under the Engineers Registration Board in July 2003. He also obtained a diploma in occupational health and safety through a part-time face-to-face learning programme from Li Ka Shing Institute of Professional and Continuing Education of the Open University of Hong Kong in September 2002.

Prior to joining our Group, Mr. Ho worked for Zen Pacific Civil Contractors Ltd., a local construction company, from July 1996 to October 2000 as engineer as his last position and was responsible for various civil engineering projects. Mr. Ho was employed under HK ACE Joint Venture of Hong Kong Construction (Holdings) Ltd., AMEC International Construction Ltd., China Railway Construction Corporation and China Everbright Holdings Co. Ltd. from November 2000 to August 2002 as senior engineer as his last position and was responsible for the construction of the Sui Hong station structure works of West Rail development. From September 2002 to April 2004, Mr Ho worked for Ngo Kee Construction Co., Ltd, a local company engaging in engineering construction and building construction, as engineer. From November 2011 to August 2016, Mr. Ho worked for Tai Kam Construction Engineering Company Limited, the main operating subsidiary of Tai Kam Holdings Limited, being a slope works construction company in Hong Kong and an approved specialist contractor and listed on the GEM of The Stock Exchange (stock code: 8321), as a site agent as his last position.

Mr. Ho was a director of the following companies in Hong Kong immediately prior to their respective dissolution:

Name	Principal business activities	Date of dissolution	Means of dissolution	Reasons for dissolution
FingerStones Engineering Limited	Construction engineering services	17 May 2019	Dissolved by deregistration	Such company was no longer carrying on business or in operation prior to its application of dissolution
O2 Oxylife Hong Kong Limited	Trading	20 April 2012 (Note)	Dissolved by deregistration	Such company was no longer carrying on business or in operation prior to its dissolution

*Note:* Mr. Ho ceased to act as director of O2 Oxylife Hong Kong Limited on 31 August 2010 and transferred 35% of the shareholding of O2 Oxylife Hong Kong Limited, representing his entire interests in the company, to an existing shareholder in August 2011.

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Mr. Ho has confirmed that each of the above companies was solvent at the time of its dissolution and there is no wrongful act on his part leading to such dissolution and he is not aware of any actual or potential claim which has been or will be made against him as a result of such dissolution, and that his involvement in the above companies was part and parcel of his services as a director of the above companies and no misconduct or misfeasance was involved in the dissolution of the above companies.

Mr. Ho has not been a director of any listed company in the last three years.

### **Independent non-executive Directors**

**Mr. Tso Ping Cheong Brian** (曹炳昌先生), aged 39, was appointed as our independent non-executive Director on 25 November 2019 and is mainly responsible for providing independent judgment on our Group's strategy, performance, resources and standard of conduct.

Mr. Tso obtained a bachelor's degree of arts in accountancy from Hong Kong Polytechnic University in November 2003 and a master's degree of corporate governance from the same university in October 2013.

Mr. Tso was admitted as a member and was advanced as a fellow of Association of Chartered Certified Accountants in October 2006 and October 2011, respectively. He was also admitted as a member and was advanced as a fellow of Hong Kong Institute of Certified Public Accountants in September 2008 and October 2015 respectively. Mr. Tso was admitted as a fellow of the Institute of Chartered Secretaries and Administrators in November 2015 and an associate and subsequently a fellow of the Hong Kong Institute of Chartered Secretaries in January 2014 and November 2015, respectively.

From September 2003 to December 2008, Mr. Tso worked for Ernst & Young, being an international accounting firm, and last held the position of manager and was responsible for the assurance and advisory business services. From December 2008 to May 2010, Mr. Tso worked for Greenheart Group Limited (formerly known as Omnicorp Limited), being a company focusing on the wood harvesting, lumber-processing, marketing and sales and provision of wood products and listed on the Main Board of the Stock Exchange (stock code: 94) as financial controller and was responsible for the finance and accounting matters. From May 2010 to August 2012, Mr. Tso worked for Maxdo Project Management Company Limited, being an asset management company, as senior vice president of the investment team and was responsible for handling the merger and acquisition transactions, the investor relations and business development. Mr. Tso founded Teton CPA Company, an accounting firm, in January 2013 as the sole proprietor since then.

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Mr. Tso is/was an non-executive director/independent non-executive director (as the case may be) of the following listed companies of the Stock Exchange, details as follows:-

<b>Name of the company</b>	<b>Listing platform</b>	<b>Capacity</b>	<b>Tenure of service</b>
Asia-Pac Financial Investment Company Limited (formerly known as GreaterChina Professional Services Limited) (stock code: 8193)	GEM	Independent non-executive director	July 2014 – January 2018
Larry Jewelry International Limited (stock code: 8351)	GEM	Independent non-executive director	October 2014 – August 2019
Guru Online (Holdings) Limited (stock code: 8121)	GEM	Independent non-executive director	May 2014 – present
Newtree Group Holdings Limited (stock code: 1323)	Main Board	Independent non-executive director	February 2015 – present
Shenglong Splendecor International Limited (stock code: 8481)	GEM	Independent non-executive director	June 2018 – present
EFT Solutions Holdings Limited (stock code: 8062)	GEM	Independent non-executive director	September 2019 – present

Save as disclosed above, Mr. Tso has not been a director of any listed company in the last three years.

Our Directors consider and the Sponsor concurs that, notwithstanding Mr. Tso's independent non-executive director roles in other companies, Mr. Tso has been, and will continue to be, able to devote sufficient time to discharge his duties as an independent non-executive Director, on the basis that (i) notwithstanding his current engagements, he had attended substantially all board meetings, meetings of the board committees and general meetings of other listed companies in Hong Kong during the financial period reported in the latest available annual reports; (ii) as an independent non-executive Director, he does not participate in our daily operation and management, but only participates in the decision-making process of significant matters such as our operational strategies; and (iii) he has confirmed that he will devote sufficient time to perform his duties as an independent non-executive Director.

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Mr. Tso was a director of the following companies in Hong Kong immediately prior to their dissolution:

<b>Name of the company</b>	<b>Principal business activities prior to dissolution</b>	<b>Date of dissolution</b>	<b>Means of dissolution</b>	<b>Reasons for dissolution</b>
Singular Products Limited	Investment holding	24 December 2015	Dissolved by deregistration	Such company was no longer carrying on business or in operation prior to its dissolution
Charisma Private Capital Partners Limited	Investment holding	11 March 2016	Dissolved by deregistration	Such company was no longer carrying on business or in operation prior to its dissolution
Ivory Tower Investments Limited	Investment holding	2 September 2016	Dissolved by deregistration	Such company was no longer carrying on business or in operation prior to its dissolution
Avatar Private Property Limited	Investment holding	28 October 2016	Dissolved by deregistration	Such company was no longer carrying on business or in operation prior to its dissolution
Cerebra Its Limited	Investment holding	25 May 2018	Dissolved by deregistration	Such company was no longer carrying on business or in operation prior to its dissolution

Mr. Tso has confirmed that each of the above companies was solvent at the time of its dissolution and there is no wrongful act on his part leading to such dissolution and he is not aware of any actual or potential claim which has been or will be made against him as a result of such dissolution, and that his involvement in the above companies was part and parcel of his services as a director of the above companies and no misconduct or misfeasance was involved in the dissolution of the above companies.

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**Mr. Kwong Che Sing** (鄺志成先生), aged 58, was appointed as our independent non-executive Director on 25 November 2019 and is mainly responsible for providing independent judgment on our Group's strategy, performance, resources and standard of conduct.

Mr. Kwong obtained a certificate in land surveying from Hong Kong Polytechnic (currently known as Hong Kong Polytechnic University) in November 1985.

Mr. Kwong was elected as a professional member of the Royal Institution of Chartered Surveyors in December 2001 and an associate of the Hong Kong Institute of Surveyors in February 2002. He was registered as an authorised land surveyor under the Land Survey Ordinance (Chapter 473 of the Laws of Hong Kong) in February 2003.

Since October 1984, Mr. Kwong had worked for the Lands Department as a senior survey officer and had been responsible for surveying matters. From July 1997 to April 2002, he worked for Helicon Ma Surveying Limited, being a local surveying service provider, as a land surveyor and was responsible for, among others, the implementation of customised tools in plan production, calculation and the setup of a systematic survey mechanism. In August 1997 and November 2000, Mr. Kwong founded G&T Surveying Services Company Limited and Geoffrey Kwong Land Surveyor Limited as one of the founder members for the purpose of providing surveying service, respectively. He had also been the director of such companies since their incorporation. Mr. Kwong has also been a director of Nice Cute Limited since June 2016.

Mr. Kwong has not been a director of any listed company in the last three years.

Mr. Kwong was a director of the following companies in Hong Kong immediately prior to their dissolution:

<b>Name of the company</b>	<b>Principal business activities prior to dissolution</b>	<b>Date of dissolution</b>	<b>Means of dissolution</b>	<b>Reasons for dissolution</b>
G&T Surveying Services Company Limited	Surveying	23 August 2002	Dissolved by striking off under section 291 of the Predecessor Companies Ordinance	Such company was no longer carrying on business or in operation prior to its dissolution
Geoffrey Kwong Land Surveyor Limited	Surveying	18 September 2015	Dissolved by deregistration	Such company was no longer carrying on business or in operation prior to its dissolution

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Mr. Kwong has confirmed that each of the above companies was solvent at the time of its dissolution and there is no wrongful act on his part leading to such dissolution and he is not aware of any actual or potential claim which has been or will be made against him as a result of such dissolution, and that his involvement in the above companies was part and parcel of his services as a director of the above companies and no misconduct or misfeasance was involved in the dissolution of the above companies.

**Mr. Ling Siu Tsang** (凌肇曾先生), aged 64, was appointed as our independent non-executive Director on 25 November 2019 and is mainly responsible for providing independent judgment on our Group's strategy, performance, resources and standard of conduct.

Mr. Ling obtained a bachelor's degree of science in civil engineering from the University of Calgary in Canada in June 1978 and a master of business administration from the University of East Asia Macau in Macau in October 1986.

Mr. Ling was admitted as a member of the Hong Kong Institute of Engineers in August 2010. In July 2015, he was accredited to act in the role of a project manager for the NEC3 Engineering and Construction Contract by the Institution of Civil Engineers and the Construction Industry Council. He was registered as a Registered Professional Engineer under the Engineers Registration Board in October 2017. Since April 2018, Mr. Ling has also been appointed by Hong Kong Accreditation Service of the Innovation and Technology Commission as an assessor.

From July 1983 to May 1986, Mr. Ling worked for the Engineering Development Department, as a geotechnical engineer. From June 1986 to June 1990, he worked for the Civil Engineering Services Department, as a geotechnical engineer. From December 1995 to April 2016, he worked for the then Civil Engineering Department and the CEDD, as chief geotechnical engineer as his last position held, and was responsible for the management of consultancy agreements and other engineering matters. Since November 2017, he has been re-engaged by the Geotechnical Engineering Office of the CEDD as a contract technical manager.

Mr. Ling has not been a director of any listed company in the last three years.

### **Disclosures required under Rule 17.50(2) of the GEM Listing Rules**

Save as disclosed in this section, each of our Directors has confirmed with respect to him that (a) he has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas prior to the Latest Practicable Date; (b) he did not hold any other positions in our Group as at the Latest Practicable Date; (c) he did not have any relationship with any other Directors, senior management, Substantial Shareholders or Controlling Shareholders as at the Latest Practicable Date; (d) he does not have any other interests in the Shares within the meaning of Part XV of the SFO, save as disclosed in the paragraph headed "C. Further information about our Directors and our Substantial Shareholders – 1. Interests and/or short positions of our Directors in the shares, underlying shares and debentures of our Company or any associated corporation" in Appendix IV to this document; (e) he does not have any

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interest in any business which competes or is likely to compete, directly or indirectly, with us, which is discloseable under the GEM Listing Rules; and (f) to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no additional information relating to our Directors or senior management that was required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and no other matter with respect to their appointments that needed to be brought to the attention of our Shareholders as at the Latest Practicable Date.

### SENIOR MANAGEMENT PERSONNEL

Other than our Directors, our senior management team consists of two members, who, together with our Board, are responsible for the day-to-day management of our Group. The following table sets forth certain information in respect of our senior management personnel:

Name	Age	Date of joining our Group	Present position	Date of appointment as senior management personnel	Key role and responsibility
Mr. Lam Kau Wang (林教宏先生)	39	January 2019	Financial controller	January 2019	Responsible for overall financial administration and corporate governance matters
Mr. Lau Chiu Ming (劉超明先生)	37	September 2017	Project manager	December 2018	Responsible for the project planning, supervision and administration of the construction activities of the projects

**Mr. Lam Kau Wang** (林教宏先生), aged 39, joined our Group as a financial controller of A-City Workshop in January 2019 and is mainly responsible for overall financial administration and corporate governance matters.

Mr. Lam obtained a bachelor's degree of arts in accountancy from the Hong Kong Polytechnic University in November 2003. Mr. Lam was admitted as a fellow of the Association of Chartered Certified Accountants in August 2012 and a certified public accountant of the Hong Kong Institute of Certified Public Accountants in September 2010.

Prior to joining our Group, from December 2004 to August 2010, Mr. Lam worked for Deloitte Touche Tohmatsu, being an international accounting firm, as senior accountant as his last position. From August 2010 to July 2012, Mr. Lam worked for Maxdo Group Limited, a service company based in Hong Kong engaging in the business of trade finance and real estate investment agency, as vice president and was responsible for the forestry operation in Central America and liaising with related parties for the forestry investments in South America. From July 2012 to August 2016, Mr. Lam worked for Edipresse Media Asia Limited, a leading luxury media group based in Asia, as financial controller as his last position and was responsible for overall financial administration of the company. From

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August 2016 to December 2018, Mr. Lam worked for Victory Kind Container Service Ltd, a local company engaging in the business of depot and warehouse, as the financial controller and was responsible for finance and accounting matters. In November 2017, Mr. Lam founded Booket Digital Media Development Company Limited as one of the founder members for the purpose of providing IT services. He has also been the director of such company since August 2018.

Mr. Lam has not been a director of any listed company in the last three years.

**Mr. Lau Chiu Ming** (劉超明先生), aged 37, joined our Group as a site agent of A-City Workshop in September 2017 and became project manager in December 2018. Mr. Lau is mainly responsible for the project planning, supervision and administration of the construction activities of the projects.

Mr. Lau obtained a bachelor's degree of civil engineering from the University of Wales Swansea, the United Kingdom, in July 2006 and a master's degree of science in computer modelling and finite elements in engineering mechanics from the same university in March 2008.

Prior to joining our Group, Mr. Lau worked for China Harbour Engineering Co Ltd, a subsidiary of China Communications Construction Company Limited (stock code: 1800), being a transportation infrastructure group and listed on the Main Board of the Stock Exchange, from November 2009 to March 2010, as graduate engineer. From March 2010 to September 2017, Mr. Lau worked for AECOM Asia Company Limited, a subsidiary of AECOM (stock code: ACM), being an international engineering firm and listed on the New York Stock Exchange, as the assistant resident engineer (geotechnical) as his last position, and was responsible for the design and construction of the widening of Tai Po Road (Sha Tin Section) during his last position.

Mr. Lau has not been a director of any listed company in the last three years.

### COMPANY SECRETARY

**Mr. Lam Kau Wang** (林教宏先生), our financial controller is also our company secretary. For details of his background, please refer to the paragraph headed "Senior management personnel" in this section.

### COMPLIANCE OFFICER

Mr. Ho Ka Ki is the compliance officer of our Company. For details of his background, please refer to the paragraph headed "Directors" in this section.

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### BOARD COMMITTEES

#### Audit committee

Our Company established an audit committee on 25 November 2019 in compliance with Rule 5.28 of the GEM Listing Rules. Written terms of reference in compliance with paragraph C.3.3 of the CG Code has been adopted. The primary roles of our audit committee include, but are not limited to, (a) making recommendations to our Board on the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal; (b) monitoring integrity of our financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgements contained in them; (c) reviewing our financial controls, internal control and risk management systems. Our audit committee consists of three members, namely, Mr. Tso Ping Cheong Brian, Mr. Kwong Che Sing and Mr. Ling Siu Tsang. Mr. Tso Ping Cheong Brian is the chairman of our audit committee. Please refer to the paragraph headed "Directors" under this section for the backgrounds of the members of our audit committee.

#### Remuneration committee

Our Company established a remuneration committee on 25 November 2019 in compliance with Rule 5.34 of the GEM Listing Rules. Written terms of reference in compliance with paragraph B.1.2 of the CG Code has been adopted. The primary roles of our remuneration committee include, but are not limited to, (a) making recommendations to our Board on our policy and structure for the remuneration of all of our Directors and senior management personnel and on the establishment of a formal and transparent procedure for developing remuneration policy; (b) reviewing and approving our management's remuneration proposals with reference to our Board's corporate goals and objectives; and (c) making recommendations to our Board on the remuneration of non-executive Directors. Our remuneration committee consists of three members, namely, Mr. Ling Siu Tsang, Mr. Sieh Shing Kee and Mr. Kwong Che Sing. Mr. Ling Siu Tsang is the chairman of our remuneration committee. Please refer to the paragraph headed "Directors" under this section for the backgrounds of the members of our remuneration committee.

#### Nomination committee

Our Company established a nomination committee on 25 November 2019 in compliance with paragraph A.5.1 of the CG Code. Written terms of reference in compliance with paragraph A.5.2 of the CG Code has been adopted. The primary roles of our nomination committee include, but are not limited to, (a) reviewing the structure, size and composition (including the skills, knowledge and experience) of our Board at least annually and making recommendations on any proposed changes to our Board to complement our corporate strategy; (b) identifying individuals suitably qualified to become our Board members and selecting or making recommendations to our Board on the selection of individuals nominated for directorships; and (c) assessing the independence of our independent non-executive Directors. Our nomination committee consists of three members, namely, Mr. Sieh Shing Kee, Mr. Ling Siu Tsang and Mr. Kwong Che Sing. Mr. Sieh Shing

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Kee is the chairman of our nomination committee. Please refer to the paragraph headed "Directors" under this section for the backgrounds of the members of our nomination committee.

### REMUNERATION OF MANAGEMENT PERSONNEL

Our Directors and senior management personnel receive remuneration in the form of salaries, bonuses, other allowances and benefits in kind. We determine the salaries of our Directors (including our independent non-executive Directors) and senior management personnel based on their qualification, position and seniority. In addition to salaries, our Directors may receive discretionary bonuses. The aggregate amount of remuneration (including salaries, fee, allowances and retirement benefit scheme contributions) paid to our Directors for the two years ended 31 December 2018 and the five months ended 31 May 2019 amounted to approximately HK\$1,428,000, HK\$1,428,000 and HK\$596,000, respectively. Details of the remuneration paid to each of our Directors during the Track Record Period are set out in note 11(a) to the Accountants' Report set out in Appendix I to this document.

The aggregate amount of remuneration (including salaries, fee, allowances and retirement scheme contributions) paid to the five highest paid individuals (including our Directors) of our Group for the two years ended 31 December 2017 and 2018 and the five months ended 31 May 2019 amounted to approximately HK\$2,727,000, HK\$3,057,000 and HK\$1,465,000, respectively.

During the Track Record Period, no emoluments were paid by our Group to our Directors or to the above highest paid individuals as an inducement to join or upon joining our Group or as compensation for loss of office as a director or management of any members of our Group. None of our Directors or the highest paid individuals waived any compensation during the Track Record Period.

Under the arrangement currently in force, the aggregate amount of remuneration (including fees, salaries and allowances and retirement scheme contributions) payable to our Directors for FY2019 is estimated to be approximately HK\$1,462,500. Our Board will review and determine the remuneration and compensation packages of our Directors and senior management upon receiving recommendation from the remuneration committee, after [REDACTED], which will take into account, among others, salaries paid by comparable companies, time commitment and responsibilities of our Directors and performance of our Group.

Our Directors (including our independent non-executive Directors) and senior management personnel are entitled to participate in the Share Option Scheme, the principal terms of which are set out under the paragraph headed "D. Share Option Scheme" in Appendix IV to this document.

Further details of the terms of the service agreements of and remuneration paid to our Directors are set out under the paragraph headed "C. Further information about our Directors and our Substantial Shareholders – 3. Particulars of service agreements and appointment letters" in Appendix IV to this document.

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### CORPORATE GOVERNANCE

We are expected to comply with the CG Code set out in Appendix 15 to the GEM Listing Rules. Any deviation shall be carefully considered, and the reasons for such deviation shall be given in our interim report and annual report in respect of the relevant period. We are committed to achieving high standards of corporate governance with a view of safeguarding the interests of our Shareholders as a whole. We will comply with the CG Code after the [REDACTED].

#### Board Diversity

We have adopted the board diversity policy (the “**Board Diversity Policy**”) which sets out the objective and approach to achieve and maintain diversity of our Board in order to enhance the effectiveness of our Board. The Board Diversity Policy provides that our Company should endeavour to ensure that our Board members have the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy. Pursuant to the Board Diversity Policy, we seek to achieve board diversity through the consideration of a number of factors, including but not limited to professional experience, skills, knowledge, gender, age, cultural and education background, ethnicity and length of service. Our nomination committee is delegated by our Board to be responsible for compliance with relevant code governing board diversity under the CG Code. After [REDACTED], our nomination committee will review the Board Diversity Policy from time to time to ensure its continued effectiveness and we will disclose in our corporate governance report about the implementation of the Board Diversity Policy on annual basis.

Due to the industry nature of our business as a slope works contractor and the prevailing gender dominance in the industry, our Board comprises all-male five members, including two executive Directors and three independent non-executive Directors. Our Directors have a balanced mix of experiences, including business management, business development, industry knowledge, corporate governance and compliance, finance, auditing and accounting experiences. Furthermore, the ages of our Directors range from 39 years old to 64 years old. The education background of our Directors ranges from accountancy and business administration to land surveying and engineering, from the education institutions in Hong Kong, Macau to Canada. Nevertheless, in recognising the particular importance of gender diversity, our Company confirms that our nomination committee will, within two years from the [REDACTED], identify and recommend one female candidate to our Board for its consideration on her appointment as director of our Company. We have also taken, and will continue to take steps to promote gender diversity at all levels of our Company, including but not limited to the Board and senior management levels. While we recognise that gender diversity at the Board level can be improved given its current composition of all-male Directors, we will continue to apply the principle of appointments based on merits with reference to our Board Diversity Policy as a whole.

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### COMPLIANCE ADVISER

Our Company has appointed Grande Capital Limited to be our compliance adviser in compliance with Rule 6A.19 of the GEM Listing Rules. Pursuant to Rule 6A.23 of the GEM Listing Rules and under the agreement with our compliance adviser, we shall consult with and, if necessary, seek advice from our 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, is contemplated including Share issues and Share repurchases;
- (c) where we propose to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where our business activities, developments or results deviate from any forecast, estimate, or other information in this document; and
- (d) where the Stock Exchange makes an inquiry of our Company under Rule 17.11 of the GEM Listing Rules concerning unusual movements in the price or trading volume of the Shares, the possible development of a false market in the Shares, or any other matters.

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