

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board currently consists of six Directors, comprising three executive Directors and three independent non-executive Directors. Our Board is responsible and has general powers for management and conduct of our business.

The table below shows certain information in respect of members of our Board:

Members of our Board

Name	Age	Date of joining our Group	Date of appointment as Director	Position(s) in our Company	Roles and responsibilities	Relationship with other Director(s) and/or senior management
Mr. Ma Fujun (馬富軍)	44	January 2003	15 March 2017	Executive Director, chairman of our Board and chief executive officer	Overall management, strategic planning, and business development of our Group	Brother-in-law of Mr. Cheng
Ms. Chen Xiaoyuan (陳筱媛)	44	August 2007	15 March 2017	Executive Director	Responsible for the accounting and financial functions of our Group	None
Mr. Cheng Bin (程彬)	40	January 2003 - July 2007, and rejoined in January 2009	15 March 2017	Executive Director	Responsible for the sales and marketing functions of our Group	Brother-in-law of Mr. Ma
Mr. Chan Chung Kik Lewis (陳仲戟)	44	[●]	[●]	Independent non-executive Director	Overseeing the management of our Group independently	None
Mr. Wu Chi-luen (吳季倫)	41	[●]	[●]	Independent non-executive Director	Overseeing the management of our Group independently	None
Mr. Chow Kit Ting (周傑霆)	33	[●]	[●]	Independent non-executive Director	Overseeing the management of our Group independently	None

DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. Ma Fujun (馬富軍), aged 44, is the chairman of our Board, our chief executive officer and a Controlling Shareholder. Mr. Ma was first appointed as a director of our Company on 15 March 2017, and was redesignated as our executive Director on 28 February 2018. He was also appointed as the chairman of the Nomination Committee of the Board on [●]. Mr. Ma is also the director, general manager, legal representative and chairman of the board of Shenzhen Hengchang Sheng, and the sole director of Total United, Agreeable and Eternity Technology. He is responsible for the overall management, strategic planning, and business development of our Group.

Mr. Ma has over 16 years of experience in electronics engineering. He attended Xi'an University of Technology from September 1994 to July 1997, and obtained a Junior College Education degree in Mechatronic Engineering in July 1997. From March 2001 to May 2011, Mr. Ma served as the general manager, legal representative and chairman of the board of directors of Shenzhen Active Tactics Electronics Company Limited.

Mr. Ma was previously the person-in-charge or supervisor of the companies shown in the table below before their respective dissolution and/or revocation of the business licence:

Name of company	Place of establishment	Principal business activity before dissolution or revocation of business licence	Position of Mr. Ma	Status of the company	Date of dissolution or revocation of business licence
Shenzhen City Bao'an District Xixiang Town Eternity Electronics Factory* (深圳市寶安區西鄉鎮恒昌盛電子廠)	PRC	Processing of electronic products	Person-in-charge	Dissolved and deregistered	10 June 2004
Shenzhen Jiataijia Industrial Co Ltd* (深圳市嘉泰佳實業有限公司)	PRC	Cessation of business	Supervisor	Business licence revoked	10 January 2001

The business licence of Shenzhen Jiataijia Industrial Co Ltd* (深圳市嘉泰佳實業有限公司) was revoked in January 2001 due to its failure to undergo annual inspection in 1998 and 1999 as required under the relevant PRC regulations. Mr. Ma confirmed that the above companies were solvent at the time of deregistration/revocation, and he did not incur any debt and/or liabilities because of such deregistration and revocation, and that the deregistration/revocation did not have any negative effect on the Group.

Mr. Ma is the spouse of Ms. Cheng Lihong, a Controlling Shareholder, and the brother-in-law of Mr. Cheng.

DIRECTORS AND SENIOR MANAGEMENT

Ms. Chen Xiaoyuan (陳筱媛), aged 44, is a Controlling Shareholder of our Company. She was first appointed as a director of our Company on 15 March 2017, and was redesignated as our executive Director on 28 February 2018. Ms. Chen is also a director and vice general manager of Shenzhen Hengchang Sheng. She is primarily responsible for the accounting and financial functions of our Group.

Ms. Chen graduated from Jiangxi University of Finance and Economics majoring in foreign-related Accounting in June 1995. Ms. Chen joined our Group in August 2007 as a manager of the finance department of Shenzhen Hengchang Sheng and was promoted to a vice general manager in April 2015. Prior to joining Shenzhen Hengchang Sheng, she worked as a financial manager at Telehof Electronics Instruments & Equipment (Shenzhen) Co., Ltd, which specialised in the manufacture and sales of security products and surge protective devices, from October 1997 to October 2006.

Mr. Cheng Bin (程彬), aged 40, is a Controlling Shareholder of our Company. He was first appointed as a director of our Company on 15 March 2017, and was redesignated as our executive Director on 28 February 2018. He is also a supervisor and vice general manager of Shenzhen Hengchang Sheng. He is primarily responsible for the sales and marketing functions of our Group.

Mr. Cheng completed vocational education at Jiangxi Shipping Technical School* (江西船舶技術學校) in July 1996. From November 2000 to December 2008, Mr. Cheng was a manager at Shenzhen Active Tactics Electronics Company Limited which principally involved in the surface-mount technology stencil production business. He was a director of Eternity Technology from January 2003 to July 2007. He joined Shenzhen Hengchang Sheng as project manager in January 2009, and has been a vice general manager since July 2014. Since October 2016, he has been attending Business Administration training class at the Graduate School at Shenzhen, Tsinghua University.

Mr. Cheng was previously the person-in-charge of the below company before its dissolution:

Name of company	Place of establishment	Principal business activity before dissolution	Position of Mr. Cheng	Status of the company	Date of dissolution
Shenzhen City Bao'an District Shajing Cewei Electronics Business Department* (深圳市寶安區沙井策為電子經營部)	PRC	Dormant	Person-in-charge	Dissolved and deregistered	7 August 2017

Mr. Cheng confirmed that Shenzhen City Bao'an District Shajing Cewei Electronics Business Department* (深圳市寶安區沙井策為電子經營部) was solvent at the time of deregistration, and he did not incur any debt and/or liabilities because of such deregistration, and that the deregistration did not have any negative effect on the Group.

Mr. Cheng is the younger brother of Ms. Cheng Lihong, our Controlling Shareholder, and the brother-in-law of Mr. Ma.

DIRECTORS AND SENIOR MANAGEMENT

Independent non-executive Directors

Mr. Chan Chung Kik Lewis (陳仲戟), aged 44, was appointed as our independent non-executive Director on [●], a member of each of the Audit Committee, Remuneration Committee and the Nomination Committee of the Board on [●]. He is primarily responsible for overseeing the management of our Group independently.

Mr. Chan obtained a bachelor degree of commerce in accounting from the University of Canberra in Australia in September 1997. He is currently a fellow of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia.

Mr. Chan has more than 20 years of experience in auditing, accounting and corporate finance. From May 1997 to February 2001, Mr. Chan held various positions in Grant Thornton, an accounting firm, where he last served as audit supervising senior and was primarily responsible for providing auditing services. From February 2001 to February 2005, he held various positions at Ernst & Young, an accounting firm, where he last served as manager and was primarily responsible for audit of listed and non-listed companies in Hong Kong and China. From March 2005 to March 2006, he served as a group finance manager of Tianjin Development Holdings Limited, a company which is listed on the Main Board of the Stock Exchange (Stock Code: 882). From August 2006 to May 2007, Mr. Chan served as the financial controller and company secretary of Tianjin Lishen Battery Joint-Stock Co., Ltd. (天津力神電池股份有限公司). From July 2007 and February 2015, Mr. Chan served as the chief financial officer of Xingye Copper International Group Limited (now known as Huan Yue Interactive Holdings Limited), a company listed on the Main Board of the Stock Exchange (Stock Code: 505), where he was responsible for the overall financial management functions of the group. From July 2007 to May 2008 and from June 2009 to May 2015, Mr. Chan also served as the company secretary of the same company. Since May 2015, Mr. Chan has served as the chief financial officer and the joint company secretaries of Denox Environmental & Technology Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1452).

Mr. Chan has also been the independent non-executive director of (i) Kwan On Holdings Limited between March 2015 and September 2016, a company which was previously listed on GEM Board of the Stock Exchange (Stock Code: 8305) and was subsequently transferred to the Main Board of the Stock Exchange (Stock Code: 1559) on 15 August 2016; (ii) Shandong Xinhua Pharmaceutical Company Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 719) and the Shenzhen Stock Exchange (Stock Code: 000756), since May 2014; (iii) Hong Guang Lighting Holdings Company Limited, a company listed on GEM Board of the Stock Exchange (Stock Code: 8343), since December 2016; (iv) Founder Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 418), since March 2017; (v) Peking University Resources (Holdings) Company Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 618), since March 2017; and (vi) Wing Chi Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 6080), since September 2017.

Mr. Wu Chi-luen (吳季倫), aged 41, was appointed as the chairman of the Audit Committee and Remuneration Committee, and a member of the Nomination Committee of the Board on [●]. He is primarily responsible for overseeing the management of our Group independently.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Wu graduated from the Department of Mathematics (Applied Mathematics Section), College of Science and Engineering and was conferred the Degree of Bachelor of Science in June 2000, and graduated from the Graduated School of Management (Master's Program), College of Management with a Degree of Master of Business Administration in June 2002, both at the Fu-Jen Catholic University in Taiwan. Mr. Wu served as a Territory Sales Representative of Seagate Technology Taiwan Limited from October 2010 to October 2014 and has over 5 years of experience in the industry of information technology, and is knowledgeable on technology trend and industry know-how. He has been an executive director and vice chief executive office of InvesTech Holdings Limited, a company listed on the Stock Exchange (stock code: 1087) and principally engaged in the provision of network system integration including provision of network infrastructure solutions, network professional services, mobile internet software of office automation, trading of telecommunications equipment, and money lending business since June 2015 and August 2017, respectively.

Mr. Chow Kit Ting (周傑霆), aged 33, was appointed as a member of the Audit Committee and Remuneration Committee of the Board on [●]. He is primarily responsible for overseeing the management of our Group independently.

Mr. Chow Kit Ting obtained a Bachelor's degree of Commerce with a major in Accountancy from Macquarie University in 2007. He is a member of Certified Public Accountants (CPA) Australia and a member of Hong Kong Institute of Certified Public Accountants.

From September 2007 to March 2015, Mr. Chow has worked in audit department in Deloitte Touche Tohmatsu and his last position was as a manager. Mr. Chow was the financial controller and company secretary of Link Holdings Limited, a company listed on GEM Board of the Stock Exchange (Stock Code: 8237) from March 2015 to January 2016. He is now the financial controller and company secretary of Kin Shing Holdings Limited, a company listed on Main Board of the Stock Exchange (Stock Code: 1630), since February 2016. He has extensive experience in accounting, corporate finance, compliance and company secretarial.

Save as disclosed herein, each of our Directors confirmed with respect to himself/herself that: (i) did not hold other positions in our Company or members of our Group as at the Latest Practicable Date; (ii) had no other relationship with any Directors, senior management or substantial or Controlling Shareholders of our Company as at the Latest Practicable Date; (iii) did not hold any other directorships in any public companies of which the securities are listed on any securities market in Hong Kong and/or overseas in the three years prior to the Latest Practicable Date; (iv) there are no other matters concerning our Directors' appointment that need to be brought to the attention of our Shareholders and the Stock Exchange or shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. As at the Latest Practicable Date, save as disclosed in the section headed "C. Further information about Directors and Substantial Shareholders" in Appendix IV to this document, each of our Directors did not have any interests in the Shares within the meaning of Part XV of the SFO.

DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

Set out below are certain information in respect of Ms. Jian, our financial controller, as a member of our senior management:

Name	Age	Date of joining our Group	Date of appointment as senior management	Existing position(s) in our Company	Roles and responsibilities
Ms. Jian Xue Gen (簡雪艮)	32	December 2016	December 2016	Financial controller	Financial reporting, financial planning, treasury and financial control of our Group

Ms. Jian Xue Gen (簡雪艮), aged 32, is the financial controller of our Company and is mainly responsible for financial reporting, financial planning, treasury and financial control of our Group. Ms. Jian obtained a Bachelor's degree in Accounting from South China University of Technology in July 2008. She is a member of the Chinese Institute of Certified Public Accountants. Prior to joining our Company, from November 2008 to December 2016, Ms. Jian worked at the Guangzhou branch of Ernst & Young LLP, and her last position was an audit manager.

Ms. Jian has not been a director of 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

Ms. Xu Jing (徐靜), aged 40, was appointed as the company secretary of the Company on 28 February 2018 and is mainly responsible for overall company secretarial matters of the Group. Ms. Xu Jing holds a Bachelor of Management degree from Zhongnan University of Economics and Law, majoring in Accounting. She is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Certified Public Accountants, and a member of the Chinese Institute of Certified Public Accountants.

Ms. Xu has over 15 years of experience in finance management, tax planning and management, investing and financing management, internal control and company secretary services. From July 2002 to May 2007, Ms. Xu served as an accountant in Yulong Computer Telecommunication Scientific (Shenzhen) Co., Ltd ("Yulong") which is the wholly-owned subsidiary of Coolpad Group Limited (formerly known as China Wireless Technologies Limited) ("Coolpad"), a company listed on the Stock Exchange (stock code: 2369) and being one of the core IPO team members for the preparation of the listing of Coolpad. From June 2007 to March 2012, she was the financial controller and qualified accountant at Shenzhen Neptunus Interlong Bio-technique Company Ltd* (深圳市海王英特龍生物技術股份有限公司), a company listed on the GEM Board of the Stock Exchange (stock code: 8329). From February 2012 to April 2015, she held the position of financial director at Shenzhen Jiantao Technology Company Limited* (深圳市建滔科技有限公司). Ms. Xu joined China Health Group Inc., a company listed on the GEM Board of the Stock Exchange (stock code: 8225) in December 2015 as company secretary and resigned in June 2016.

DIRECTORS AND SENIOR MANAGEMENT

AUTHORISED REPRESENTATIVES

Mr. Ma Fujun and Ms. Xu Jing are the authorised representatives of our Company.

BOARD COMMITTEES

Audit Committee

Our Company established an Audit Committee on [●] with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code and the Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The primary duties of the Audit Committee are mainly to make recommendations to the Board on the appointment and removal of external auditor; review the financial statements and material advice in respect of financial reporting; and oversee internal control and risk management systems of our Group. The Audit Committee consists of three independent non-executive Directors, namely Mr. Wu Chi-luen, Mr. Chow Kit Ting and Mr. Chan Chung Kik Lewis. Mr. Wu Chi-luen is the chairman of the Audit Committee.

Remuneration Committee

Our Company established a Remuneration Committee on [●] with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code and the Corporate Governance Report as set out in Appendix 14 to the Listing Rules. 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 performance-based remuneration; and ensure none of our Directors determine their own remuneration. The Remuneration Committee consists of three independent non-executive Directors, namely Mr. Wu Chi-luen, Mr. Chow Kit Ting and Mr. Chan Chung Kik Lewis. Mr. Wu Chi-luen is the chairman of the Remuneration Committee.

Nomination Committee

Our Company established a Nomination Committee on [●] with written terms of reference in compliance with the Corporate Governance Code and the Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The primary duties of the Nomination Committee are to review the structure, size and composition of the Board on regular basis; identify individuals suitably qualified to become Board members; assess the independence of independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors. The Nomination Committee consists of an executive Director, namely Mr. Ma, and two independent non-executive Directors, namely Mr. Wu Chi-luen and Mr. Chan Chung Kik Lewis. Mr. Ma is the chairman of the Nomination Committee.

CORPORATE GOVERNANCE

Our Company is committed to achieving high standards of corporate governance with a view to safeguarding the interests of the Shareholders. To accomplish this, save as set out below, our Company intends to comply with the code provisions set out in the Corporate Governance Code and Corporate Governance Report in Appendix 14 to the Listing Rules after [REDACTED].

DIRECTORS AND SENIOR MANAGEMENT

Under paragraph A.2.1 of the Corporate Governance Code and Corporate Governance Report, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Under the current organisation structure of our Company, Mr. Ma is our chairman and chief executive officer. With his extensive experience in the industry, our Board believes that vesting the roles of both chairman and chief executive officer in the same person provides our Company with strong and consistent leadership, allows for effective and efficient planning and implementation of business decisions and strategies, and is beneficial to the business prospects and management of our Group. Although Mr. Ma performs both the roles of chairman and chief executive officer, the division of responsibilities between the chairman and chief executive officer is clearly established. In general, the chairman is responsible for supervising the functions and performance of our Board, while the chief executive officer is responsible for the management of the business of our Group. The two roles are performed by Mr. Ma distinctly. We also consider that the current structure does not impair the balance of power and authority between our Board and the management of our Company given the appropriate delegation of the power of our Board and the effective functions of our independent non-executive Directors. However, it is the long-term objective of our Company to have these two roles performed by separate individuals when suitable candidates are identified.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management receive compensation in the form of fixed salaries in accordance with their respective service contracts and letters of appointment with our Group. Our Group also reimburses them for expenses which are necessarily and reasonably incurred for the provision of services to our Group or executing their functions in relation to the business operations. Our Board regularly reviews and determines the remuneration and compensation packages 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 the performance of our Group. After the [REDACTED], our remuneration committee will review and determine the remuneration and compensation packages of our Directors with reference to their responsibilities, workload, the time devoted to our Group and the performance of our Group.

For the years ended 31 December 2015, 2016 and 2017, the aggregate amount of remuneration including salaries, discretionary bonus, allowance and benefits in kind and contributions to pension scheme granted by us to our Directors were approximately RMB0.6 million, RMB1.8 million and RMB2.2 million, respectively.

For the years ended 31 December 2015, 2016 and 2017, the aggregate amount of remuneration including wages and salaries and contributions to pension scheme to our senior management were approximately RMB0.6 million, RMB1.9 million and RMB2.6 million, respectively.

For the years ended 31 December 2015, 2016 and 2017, the aggregate amount of remuneration including wages and salaries and contributions to pension scheme which were paid by our Group to our five highest paid individuals including Directors were approximately RMB1.0 million, RMB2.7 million and RMB3.4 million, respectively.

DIRECTORS AND SENIOR MANAGEMENT

No remuneration was paid by our Group to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office in respect of the years ended 31 December 2015, 2016 and 2017. Further, none of our Directors waived any remuneration for the years ended 31 December 2015, 2016 and 2017.

Under the arrangements currently in force, the aggregate amount of remuneration (including fees, wages and salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind but excluding discretionary bonus) of our Directors for the year ending 31 December 2018 is estimated to be approximately RMB1.2 million.

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme on [●]. For details of the Share Option Scheme, please refer to the sections headed “D. Other information—1. Share Option Scheme” in Appendix IV to this document.

COMPLIANCE ADVISER

We have appointed Dakin Capital Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the 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 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 us regarding unusual movements in the price or trading volume of the Shares.

The term of the appointment shall commence on the [REDACTED] and end on the date which we distribute our annual report of our financial results for the first full financial year commencing after the [REDACTED] and such appointment may be subject to extension by mutual agreement.