

## DIRECTORS, SENIOR ADVISOR AND SENIOR MANAGEMENT

### BOARD OF DIRECTORS

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

The table below sets out certain information in respect of our Directors:

Name	Age	Position	Date of appointment as Director	Roles and responsibilities	SFC licence	Relationship with other Directors and senior management
Dr. CHAN Tak Lam Norman (陳德霖).	[67]	Chairman and executive Director	February 21, 2022	Formulating and overseeing strategic direction of our Company	None	None
Ms. TSANG King Suen Katherine (曾瓊璇) . . . . .	[64]	Executive Director and Chief Executive Officer	February 21, 2022	Overseeing the overall management and strategic planning of our Company	None	Aunt of Mr. Tsang Hing Shun Thomas (our Chief Investment Officer)
Dr. WONG Shue Ngar Sheila (黃書雅) . . . . .	[55]	Executive Director and Chief Operating Officer	January 26, 2022 (re-designated as executive Director on February 21, 2022)	Overseeing the operations, administration and financial matters of our Company	Type 9 (asset management)	None
Mr. HUI Chiu Chung (許照中) .	[74]	Independent non-executive Director	[•], 2022	Providing independent advice on the management of our Company	Type 1 (dealing in securities), Type 2 (dealing in future contract), Type 4 (advising on securities), Type 5 (advising on future contract), Type 6 (advising on corporate finance) and Type 9 (asset management)	None

## DIRECTORS, SENIOR ADVISOR AND SENIOR MANAGEMENT

Name	Age	Position	Date of appointment as Director	Roles and responsibilities	SFC licence	Relationship with other Directors and senior management
Mr. WONG See Ho (黃思豪) . . . . .	[72]	Independent non-executive Directors	[•], 2022	Providing independent advice on the management of our Company	None	None
Prof. TANG Wai King Grace (鄧惠 瓊) . . . . .	[75]	Independent non-executive Directors	[•], 2022	Providing independent advice on the management of our Company	None	None

### Executive Director

**Dr. CHAN Tak Lam Norman (陳德霖)**, *GBS*, aged [67], was appointed as our executive Director on February 21, 2022. He has been the Chairman of the Board since February 21, 2022. Dr. Chan is responsible for formulating and overseeing strategic direction of our Company. Dr. Chan is also one of our Promoters.

Dr. Chan has a long and distinguished career in banking and finance. Dr. Chan joined the Hong Kong Government as an Administrative Officer in 1976 and became Deputy Director (Monetary Management) of the Office of the Exchange Fund in 1991. He was appointed an Executive Director of the Hong Kong Monetary Authority (the “**HKMA**”) when it was established in 1993. From 1996 to 2005, Dr. Chan was the Deputy Chief Executive of the HKMA. From December 2005 to June 2007, Dr. Chan joined the Standard Chartered Bank as Vice Chairman, Asia, and from July 2007 to July 2009 the Director of the Chief Executive’s Office of the HKSAR Government. Dr. Chan rejoined the HKMA in October 2009 as its Chief Executive until September 2019. During his tenure with the HKMA, Dr. Chan had, in addition to protecting Hong Kong’s banking and monetary stability, launched a number of major measures and initiatives that would help develop Hong Kong’s position as the premier international financial centre in Asia. These include the upgrading of Hong Kong’s financial infrastructure, the development of Hong Kong as the global hub for offshore of Renminbi businesses, and the promotion of financial inclusion and innovation. He also played a key role in leading the HKSAR Government’s market operation in 1998 and the successful launch of the Tracker Fund of Hong Kong in 1999 as a means to dispose of the stocks that the Government had purchased during such operation.

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Dr. Chan founded two FinTech companies, the RD Wallet Technologies Limited and the RD ezLink Limited, in 2020 and 2021, respectively, with a view to develop workable solutions to address the pain points of small and medium enterprises in cross border payments and in accessing banking services. Dr. Chan is the chairman of board of directors of these two companies.

Dr. Chan was awarded by the HKSAR Government the Silver Bauhinia Star in 1999 and the Gold Bauhinia Star in 2012. He was conferred Honorary Fellowship of The Chinese University of Hong Kong in 2003, Honorary Doctor of Business Administration by the City University of Hong Kong in 2020 and Honorary Doctor of Business Administration by Lingnan University in 2021. Dr. Chan is also an Honorary Advisory President of The Hong Kong Institute of Bankers.

Dr. Chan received a Bachelor of Social Science from The Chinese University of Hong Kong in December 1976. See “Business — Our Promoters” for further details of Dr. Chan’s experience that commensurate with the role as our Promoters.

**Ms. TSANG King Suen Katherine (曾璟璇)**, aged [64], was appointed as our executive Director on February 21, 2022. She has been the Chief Executive Officer of our Company since February 21, 2022, and is responsible for overseeing the overall management and strategic planning of our Company. Ms. Tsang is also one of our Promoters. Ms. Tsang is aunt of Mr. Tsang Hing Shun Thomas, our Chief Investment Officer.

Ms. Tsang is a well-recognized member of the Asian financial and business community. Ms. Tsang worked in Standard Chartered Bank for 22 years, joining the bank in December 1992 and was the bank’s Chairperson of Greater China from August 2009 to August 2014. In this role, she chaired the Boards of Standard Chartered Bank in Hong Kong, China and Taiwan and delivered the Standard Chartered Bank’s strategy in the Greater China region. Following her retirement from Standard Chartered Bank, she personally founded Max Giant Group, an asset management group which comprises different offshore fund entities.

Ms. Tsang has also been recognized and served under various roles in Hong Kong and overseas. She has been a member of the Advisory Council for China of the City of London since October 2010, an honorary board member of Shanghai Jiao Tong University since June 2011, a member of Finance and Investment Committee of The Boys’ and Girls’ Clubs Association of Hong Kong since September 2020. Ms. Tsang was a member of the World Economic Forum’s Global Agenda Council on China from 2009 to 2012 and a member of Sotheby’s Asia Advisory Board from November 2011 to November 2014.

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Ms. Tsang is currently a director of the following listed companies or subsidiaries of listed company:

Period of service	Name of company	Principal business	Place of listing and stock code	Position
December 2016 — present . . . . .	China CITIC Bank International Limited, an indirect subsidiary of CITIC Limited	Commercial banking	CITIC Limited is listed on the Hong Kong Stock Exchange (stock code: 267)	Independent non-executive director
July 2017 — present .	Fidelity Emerging Markets Limited	Closed-ended investment fund	London Stock Exchange (stock code: GSS)	Independent non-executive director
June 2019 — present .	Budweiser Brewing Company APAC Limited	Brewing and distribution of beer in the Asia Pacific region	Hong Kong Stock Exchange (stock code: 1876)	Independent non-executive director
December 2020 — present . . . . .	Fosun International Limited	Financial, property, steel and healthcare businesses	Hong Kong Stock Exchange (stock code: 656)	Independent non-executive director

Ms. Tsang received a Bachelor of Commerce from the University of Alberta, Canada in November 1978. See “Business — Our Promoters” for further details of Ms. Tsang’s experience that commensurate with the role as our Promoters.

Ms. Tsang was a director of the following companies prior to their dissolution with details as follows:

Name of company	Place of incorporation	Nature of business	Date of dissolution	Means of dissolution
Million Win Corporation Limited (百凱有限公司) . . .	Hong Kong	Investment holding	November 12, 2010	Deregistration
Gallant King Limited (方雄有限公司) . . .	Hong Kong	Investment holding	April 20, 2001	Deregistration

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Ms. Tsang confirmed that there was no wrongful act on her part leading to the dissolution and each of these companies was inactive and solvent at the time when they were dissolved and, so far as she is aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against her.

**Dr. WONG Shue Ngar Sheila** (黃書雅), aged [55], was appointed as our Director on January 6, 2022 and was re-designated as our executive Director on February 21, 2022. She has been the Chief Operating Officer of our Company since February 21, 2022, and is responsible for overseeing the operations, administration and financial matters of our Company. Dr. Wong is also the sole shareholder, the Manager in Charge and Director of Max Giant, one of our Promoters. Max Giant is a licensed entity by the SFC with Type 4 (advising on securities) and Type 9 (asset management) regulated activities and acts as the Manager for all the fund entities of the Max Giant Group.

Dr. Wong has over 30 years of managerial experience in leading multinational companies of different industries. Before the founding of Max Giant with Ms. Katherine Tsang and Mr. Tsang Hing Shun Thomas in May 2014, she worked for Standard Chartered Bank from June 2001 to March 2008 where her last position as its Head of Corporate Affairs, China. Dr. Wong had also held senior management positions in Cathay Pacific Airways Limited and Cable & Wireless HKT Limited (which was subsequently acquired by PCCW in August 2000) from July 1989 to May 2001. Dr. Wong had also founded a few start-ups and made investments in the food & beverage industry in Hong Kong and mainland China during the period between September 2009 and February 2021.

Dr. Wong has been licensed by the SFC to carry out Type 9 (asset management) regulated activity since December 2017. She has been accredited to the principal and approved as the responsible officer for Type 9 (asset management) regulated activity of Max Giant since December 2017.

Dr. Wong obtained a Doctor of Philosophy in Oriental Management Studies from Fudan University in January 2011, a Master of Business Administration from the University of Michigan in May 1996 and a Bachelor of Social Science from The University of Hong Kong in December 1989.

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Dr. Wong was a director of the following company prior to its dissolution with details as follows:

<u>Name of company</u>	<u>Place of incorporation</u>	<u>Nature of business</u>	<u>Date of dissolution</u>	<u>Means of dissolution</u>
Million Win Corporation Limited (百凱有限公司) . . .	Hong Kong	Investment holding	November 12, 2010	Deregistration

Dr. Wong confirmed that there was no wrongful act on her part leading to the dissolution and this company was inactive and solvent at the time when it was dissolved and, so far as she is aware, the dissolution of this company has not resulted in any liability or obligation being imposed against her.

### **Independent non-executive Director**

**Mr. HUI Chiu Chung** (許照中), *JP*, aged [74], was appointed as our independent non-executive Director on February [•], 2022. Mr. Hui is responsible for providing independent advice on the management of our Company.

Mr. Hui has over 50 years of experience in the securities and investment industry. Mr. Hui served as the Council Member and Vice Chairman of the Stock Exchange from 1991 to 1996 and from 1997 to 2000, respectively, a member of the Advisory Committee of the Hong Kong Securities and Futures Commission from 1997 to 2005, a Director of the Hong Kong Securities Clearing Company Limited from 1991 to 1996 and from 1997 to 2000, a member of the Listing Committee and an government-appointment independent non-executive director of the Hong Kong Exchanges and Clearing Limited from 2003 to 2009 and from 2009 to 2015, respectively, an appointed member of the Securities and Futures Appeal Tribunal from 2003 to 2009, a member of Standing Committee on Company Law Reform from 2006 to 2010, a member of the Committee on Real Estate Investment Trusts of the SFC from 2005 to 2011 and also an appointed member of the Hong Kong Institute of Certified Public Accountants Investigation Panel A from 2005 to 2011. Mr. Hui has been a fellow member of The Hong Kong Institute of Directors since September 2002 and a senior fellow member of Hong Kong Securities and Investment Institute since September 2014.

Mr. Hui was appointed as a Justice of the Peace by the HKSAR Government in 2004 and was appointed a member of the Zhuhai Municipal Committee of the Chinese People's Political Consultative Conference in 2006. He had also been a government-appointed independent member of the Appeal Panel of the Travel Industry Council of Hong Kong in 2007.

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Mr. Hui has been licensed by the SFC to carry out Type 1 (dealing in securities), Type 2 (dealing in future contract), Type 4 (advising on securities), Type 5 (advising on future contract), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities since February 2005, December 2011, June 2012, February 2015, July 2017 and December 2013.

Mr. Hui is currently or has served as a director of the following listed companies during the three years immediately preceding the date of this document:

Period of service	Name of company	Principal business	Place of listing and stock code	Position
April 1998 — June 2021 . . . . .	Zhuhai Holdings Investment Group Limited	Management of holiday resort, a theme park and an amusement park and provision of port facilities and ticketing services in the PRC	Hong Kong Stock Exchange (stock code: 908); delisted in June 2021 due to privatization	Independent non-executive director
December 2004 — present . . . . .	Gemdale Properties and Investment Corporation Limited	Property development, property investment, and micro-financing businesses	Hong Kong Stock Exchange (stock code: 535)	Independent non-executive director
July 2005 — present .	Lifestyle International Holdings Limited	Operation of department stores and property development and investment in Hong Kong and United Kingdom	Hong Kong Stock Exchange (stock code: 1212)	Independent non-executive director
April 2011 — present .	China South City Holdings Limited	Property development and investment and provision of property management, logistics and e-commerce services	Hong Kong Stock Exchange (stock code: 1668)	Independent non-executive director

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Period of service	Name of company	Principal business	Place of listing and stock code	Position
October 2011 — present . . . . .	Luk Fook Holdings (International) Limited	Sourcing, designing, wholesaling, trademark licensing and retailing of a variety of jewellery	Hong Kong Stock Exchange (stock code: 590)	Non-executive director
April 2013 — present.	SINOPEC Engineering (Group) Co., Ltd.	Engineering, procurement and construction contracting businesses	Hong Kong Stock Exchange (stock code: 2386)	Independent non-executive director
June 2014 — present .	Agile Group Holdings Limited	Property development in the PRC	Hong Kong Stock Exchange (stock code: 3383)	Independent non-executive director
November 2015 — present . . . . .	FSE Lifestyle Services Limited	Provision of E&M engineering and environmental engineering services in Hong Kong and E&M engineering operations in the PRC and Macau	Hong Kong Stock Exchange (stock code: 331)	Independent non-executive director

While Mr. Hui is currently holding directorships in the aforesaid companies listed on the Hong Kong Stock Exchange or other stock exchanges, our Directors are of the view that Mr. Hui will be able to devote sufficient time to discharge his duties and responsibilities as our independent non-executive Director having regard to the following factors:

- (a) Mr. Hui has demonstrated that he is capable of devoting sufficient time to discharge his duties owed to each of these listed companies. According to the latest available annual reports of the these companies, Mr. Hui had maintained a high attendance record and was able to attend most of their board meetings, committee meetings and annual general meetings during the relevant financial years;
- (b) Mr. Hui has extensive knowledge and experience in corporate governance and discharging directors’ duties through his participation in continuous professional development and trainings and his past working experience and his services as a director



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in different listed companies. He is fully aware of his responsibilities and the expected time involvement serving as a director and in estimating the time required for attending to the affairs of each listed company;

- (c) none of the listed companies that he holds directorship with has questioned or complained about his time devoted to such listed companies;
- (d) Mr. Hui's role in our Company is non-executive in nature and he will not be involved in our Company's day-to-day management, thus his engagement as an independent non-executive Director will not require his full-time participation; and
- (e) Mr. Hui has confirmed to our Company that he has the capability and has undertaken that he will be committed to devoting sufficient time to discharge his duties and responsibilities as an independent non-executive Director, taking into account his experience in acting as director of a number of listed companies and the time he is required to devote to each of these listed companies.

Mr. Hui was a director of the following company prior to its dissolution with details as follows:

<u>Name of company</u>	<u>Place of incorporation</u>	<u>Nature of business</u>	<u>Date of dissolution</u>	<u>Means of dissolution</u>
PW Asia Forex Limited (萬信外滙有限公司) . . . . .	Hong Kong	Foreign exchange trading	September 21, 2001	Striking Off

Mr. Hui confirmed that there was no wrongful act on his part leading to the dissolution and this company was inactive and solvent at the time when it was dissolved and, so far as he is aware, the dissolution of this company has not resulted in any liability or obligation being imposed against him.

**Mr. WONG See Ho (黃思豪)**, *BBS*, aged [72], was appointed as our independent non-executive Director on [•], 2022. Mr. Wong is responsible for providing independent advice on the management of our Company.

Mr. Wong has over 40 years of professional accountancy and managerial experience in the transport and logistics industry. Mr. Wong joined Cathay Pacific Airways Limited in September 1968 and worked in Airline Planning, Internal Audit and Accounts Department of Cathay Pacific Airways Limited. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, qualified in July 1974 and has over 20 years of working experience in accounting with Cathay Pacific Airways Limited. He was promoted to become General Manager Finance in

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January 1989 before he moved into general management work starting with the position of Chief Executive and General Manager of Swire Air Caterers Limited (now known as “Cathay Pacific Catering Services (HK) Limited”) in December 1992. In February 1998, he was appointed as Chief Executive Officer responsible for the worldwide operations of Cathay Pacific Catering Services (HK) Limited. Mr. Wong was also a director of Vogue Laundry Service Limited which is one of Asia’s largest single-site laundry plants from March 1990 to December 1999 and was appointed as its chairman in November 1994. Mr. Wong then joined Hong Kong Air Cargo Terminals Limited, being by far, the largest air cargo terminal under one roof in the world, as Managing Director in April 1999. He relinquished his executive position effective September 2010 and remained as its Senior Advisor to the company until his retirement in May 2012.

Mr. Wong had been a member of the Aviation Development Advisory Committee (now known as “Aviation Development and Three-runway System Advisory Committee”) for 10 years from September 2009. Mr. Wong has been a fellow member of the Hong Kong Institute of Certified Public Accountants since July 1982 and a chartered fellow of The Chartered Institute of Logistics and Transport since August 2011.

Mr. Wong was awarded by the HKSAR Government the Bronze Bauhinia Star in 2011 in recognition of his dedication and valuable contribution to the development of the logistics industry in Hong Kong.

Mr. Wong obtained a Master of Business Administration from the University of East Asia, Macau in October 1991.

Mr. Wong was a director of the following companies prior to its dissolution with details as follows:

<u>Name of company</u>	<u>Place of incorporation</u>	<u>Nature of business</u>	<u>Date of dissolution</u>	<u>Means of dissolution</u>
Ultra Fund Limited . .	Hong Kong	Trading	November 13, 2020	Deregistration

Mr. Wong confirmed that there was no wrongful act on his part leading to the dissolution and this company was inactive and solvent at the time when it was dissolved and, so far as he is aware, the dissolution of this company has not resulted in any liability or obligation being imposed against him.

**Prof. TANG Wai King Grace (鄧惠瓊)**, *SBS, JP*, aged [75], was appointed as our independent non-executive Director on [•], 2022. Prof. Tang is mainly responsible for providing independent advice on the management of our Company.

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Prof. Tang has over 40 years of professional medical, education and managerial experience. She worked in the Department of Obstetrics and Gynaecology at The University of Hong Kong from 1973 till her retirement in 2016, holding the position of Clinical Professor, and from 2011 to 2016 she was seconded to the HKU-Shenzhen Hospital to serve as its Founding Hospital Chief Executive, to build a pilot hospital in mainland China for healthcare reform, as well as a world-class hospital in clinical service, teaching and research.

Prof. Tang has extensive experience in medical education, being the Dean of Medicine of The University of Hong Kong from 1998 to 2001 and the President of the Hong Kong Academy of Medicine from 2005 to 2008, a statutory organization for specialist training in Hong Kong. She had also served in various bodies and organizations in the area of healthcare, including as the Vice President of Family Planning Association, Chairlady of the Supplementary Medical Professions, Council and Registration Committee of Veterinary Surgeons Board, and a member of the Nursing Board and the Human Reproductive Technology Council.

Prof. Tang is currently a member of the Medical Council of Hong Kong and chairs its Education and Accreditation Committee, a member of the Hong Kong Children Hospital Governing Committee, and Chairman of the Special Registration Committee. Prof. Tang has been a foundation member of the Hong Kong College of Obstetricians and Gynaecologists since June 1989 and a fellow member of the Hong Kong Academy of Medicine since December 1993.

Prof. Tang was appointed as a Justice of the Peace in 2001 and was awarded the Silver Bauhinia Star in 2008 by the HKSAR Government.

Prof. Tang received a Bachelor of Medicine and Bachelor of Surgery from The University of Hong Kong in October 1971 and a Doctor of Medicine from The University of Hong Kong in December 2006.

Save as disclosed above, none of our Directors have held any other directorships in listed companies during the three years immediately preceding the date of this document.

Save as disclosed above, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no information relating to our Directors that is required to be disclosed pursuant to paragraphs (b) to (v) of Rule 13.51(2) of the Listing Rules or any other matters concerning any Director that needs to be brought to the attention of our Shareholders as of the Latest Practicable Date.

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### SENIOR ADVISOR

**Dr. LAM Lee G.** (林家禮), *BBS*, aged [62], was appointed as our senior advisor on [•], 2022. Dr. Lam is responsible for advising on strategic development and investment of our Company, providing professional insights in identifying and assessing the suitability of potential De-SPAC Targets and contributing industry-specific guidance on the De-SPAC Transaction.

The role of Senior Advisor is advisory in nature only. Unlike our Directors, our Senior Advisor will not perform any director or executive function with our Company, make any decisions in relation to potential De-SPAC Targets or the De-SPAC Transaction, or involve in the daily management of our Company. Our Board believes that it would be beneficial and in the interest of our Company and Shareholders to have Dr. Lam as our Senior Adviser instead of Director as it would allow the Board to have access to further expertise in identifying and assessing potential De-SPAC Targets.

Dr. Lam has over 40 years of extensive international experience in corporate management, strategy consulting, corporate governance, direct investment, investment banking and asset management. Dr. Lam earlier served as a General Manager of Hongkong Telecom from November 1989 to August 1993, Vice President and Managing Partner — Greater China of the international management consulting firm A.T. Kearney, Inc. from September 1993 to January 1995, Group Operations Director of New World Telephone Holdings Limited from January 1995 to December 1996, President and Chief Executive Officer of Millicom International Cellular Asia Pte. Ltd. from July 1997 to September 1998, Partner and Partner-in-charge of the Global Chinese Network Practice of Heidrick & Struggles Inc. from December 1998 to October 1999, Executive Director of Singapore Technologies Telemedia (a member of Temasek Holdings) from April 2000 to September 2001, Vice Chairman and Chief Operating Office of Investment Banking Division of BOC International Holdings Limited (the international investment banking arm of the Bank of China group) from September 2001 to April 2003, President and Chief Executive Officer and Vice Chairman of the Board of Chia Tai Enterprises International Limited (now known as C.P. Lotus Corporation) of multinational conglomerate CP Group from January 2003 to September 2006, Chairman — Indochina, Myanmar and Thailand and Senior Adviser — Asia, of Macquarie Capital (Hong Kong) Limited from May 2007 to March 2015, and Non-Executive Chairman — Greater China and ASEAN Region and Chief Advisor of Macquarie Infrastructure and Real Assets (Hong Kong) Limited from May 2015 to May 2021. Dr. Lam has since remained as Senior Advisor of Macquarie Group Asia.

Dr. Lam is the Chairman of Hong Kong Cyberport Management Company Limited, a member of the Committee on Innovation, Technology and Re-Industrialization, the Governance Committee of the Hong Kong Growth Portfolio, and Common Spatial Data Advisory Committee of the Development Bureau of the HKSAR Government, Convenor of the Panel of Advisors on Building

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Management Disputes of the Home Affairs Department of the HKSAR Government, a member of the Court of the City University of Hong Kong, the Metropolitan University of Hong Kong Lee Shau Kee School of Business and Administration International Advisory Board and the Tencent Finance Academy (Hong Kong) Advisory Board, the Chairman of the United Nations Economic and Social Commission for Asia and the Pacific Sustainable Business Network, Vice Chairman of Pacific Basin Economic Council, and a member of the Hong Kong Trade Development Council Belt and Road and Greater Bay Area Committee.

Dr. Lam was awarded by the HKSAR Government the Bronze Bauhinia Star in 2019.

Dr. Lam obtained a Bachelor of Science in Mathematics-Science from the University of Ottawa in May 1982, a Master of Science in Systems Science from the University of Ottawa in October 1985, a Master of Business Administration from the University of Ottawa in March 1989, a Doctor of Philosophy from The University of Hong Kong in December 2004, a Bachelor of Laws from the Manchester Metropolitan University in July 2006, a Master of Laws in Corporate Law from the University of Wolverhampton in October 2009 and a Master of Public Administration from The University of Hong Kong in November 2013. Dr. Lam is a former member of the Hong Kong Bar, and was admitted as a solicitor of the High Court of Hong Kong in September 2014. He is also an Accredited Mediator of the Centre for Effective Dispute Resolution, Follow of Certified Management Accountants Australia, the Hong Kong Institute of Arbitrators, the Hong Kong Institute of Directors and the Institute of Corporate Directors Malaysia and an Honorary Fellow of Certified Public Accountants Australia, the Hong Kong Institute of Facility Management, and the University of Hong Kong School of Professional and Continuing Education.

### SENIOR MANAGEMENT

Our executive Directors and our senior management member are responsible for the day-to-day management of our Company. Members of our senior management members include:

**Dr. Norman Chan**, the Chairman of our Company.

**Ms. Katherine Tsang**, the Chief Executive Officer of our Company.

**Dr. Wong Shue Ngar Sheila**, the Chief Operating Officer of our Company.

**Mr. TSANG Hing Shun Thomas** (曾慶淳), aged [42], has been appointed as our Chief Investment Officer since February 21, 2022, and is responsible for overseeing investor relations and investment decisions of our Company.

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Mr. Tsang has been the Managing Director of Max Giant since May, 2014. Mr. Tsang has been licensed by the SFC to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities, and approved as the responsible officer of Max Giant, since February 2019 and June 2014. Mr. Tsang is a nephew of Ms. Katherine Tsang, our executive Director and Chief Executive Officer.

Before the founding of Max Giant with Ms. Katherine Tsang and Dr. Wong Shue Ngar Sheila in May 2014, Mr. Tsang worked at Oracle Corporation in Redwood City, California, USA as a software developer from September 2002 to March 2008. He was responsible for the development of multiple database technology hosting platforms as well as playing a major role in a global software development team. As a member of Oracle's APAC Projects Team, Mr. Tsang also actively participated in setting up Oracle's first development centre in China. From November 2008 to May 2014, Mr. Tsang worked at Hony Capital, a private equity firm, as an Investment Manager and was responsible for fund raising, deal sourcing, cross-border investments, portfolio management and capital markets activities for funds in Hong Kong and the Asian region.

Mr. Tsang obtained a Master of Engineering in Electrical and Electronic Engineering from the University of Bristol in June 2002 and a Master of Business Administration from Stanford University in June 2008.

### COMPANY SECRETARY

**Mr. LEE Chung Shing (李忠成)** was appointed as our company secretary on February 23, 2022. He is mainly responsible for company secretarial matters of our Company.

Mr. Lee currently serves as the assistant vice president of governance services of Computershare Hong Kong Investor Services Limited. He has over 20 years of experiences in providing services to listed companies in the areas of auditing, financial management, company secretarial services and investors relations. He is currently the joint company secretary of Jilin Province Chuncheng Heating Company Limited (listed on the Hong Kong Stock Exchange with stock code: 1853) and the company secretary of Shanghai Dasheng Agriculture Finance Technology Co., Ltd. (listed on the Hong Kong Stock Exchange with stock code: 1103).

Mr. Lee obtained a Bachelor of Arts in Accountancy from The City University of Hong Kong in December 1994 and a Master of Business Administration (Financial Services) from The Hong Kong Polytechnic University in November 2002. Mr. Lee has been an associate member of the Hong Kong Institute of Certified Public Accountants since March 1999 and a fellow member of the Association of Chartered Certified Accountants since July 2003.

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### BOARD COMMITTEES

Our Board [has established] the Audit Committee, the Remuneration Committee and the Nomination Committee and delegated various responsibilities to these committees, which assist our Board in discharging its duties and overseeing particular aspects of our Company's activities.

#### **Audit Committee**

We [have established] an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and code provisions D.3.3 and D.3.7 of the Corporate Governance Code. Our Audit Committee consists of Mr. Wong See Ho, Mr. Hui Chiu Chung and Prof. Tang Wai King Grace. Mr. Wong See Ho is the chairman of our Audit Committee and he has the appropriate professional qualifications or related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

The primary duties of the Audit Committee include, but are not limited to: (i) reviewing and supervising our financial reporting process and internal control system, risk management and internal audit; (ii) providing advice and comments to our Board in respect of financial, risk management and internal control matters; and (iii) performing other duties and responsibilities as may be assigned by our Board.

#### **Remuneration Committee**

We [have established] a Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and code provision E.1.2 of the Corporate Governance Code. Our Remuneration Committee consists of Prof. Tang Wai King Grace, Mr. Wong See Ho, Ms. Katherine Tsang. Prof. Tang Wai King Grace is the chairlady of our Remuneration Committee.

The primary duties of the Remuneration Committee include, but not limited to (i) establishing, reviewing and providing advices to our Board on our policy and structure concerning remuneration of our Directors and on the establishment of a formal and transparent procedure for developing policies concerning such remuneration; (ii) making recommendation to the Board on the specific remuneration package of each Director; and (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by our Directors from time to time.

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### **Nomination Committee**

We [have established] a Nomination Committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and code provision B.3.1 of the Corporate Governance Code. Our Nomination Committee consists of Dr. Norman Chan, Mr. Hui Chiu Chung and Prof. Tang Wai King Grace. Dr. Norman Chan is the chairman of our Nomination Committee.

The primary duties of the Nomination Committee include, but not limited to, (i) reviewing the structure, size and composition of our Board on a regular basis and make recommendations to the Board regarding any proposed changes to the composition of our Board; (ii) identifying, selecting or making recommendations to our Board on the selection of individuals nominated for directorship, and ensure the diversity of our Board members; (iii) performing review on the contributions made by our Directors (including our independent non-executive Directors) and the sufficiency of time devoted to perform their duties; (iv) assessing the independence of our independent non-executive Directors; and (v) making recommendations to our Board on relevant matters relating to the appointment, re-appointment and removal of our Directors and succession planning for our Directors.

### **CORPORATE GOVERNANCE**

Our Directors recognize the importance of incorporating elements of good corporate governance in our management structure and internal control procedures so as to achieve effective accountability.

Our Company [has adopted] the code provisions stated in the Corporate Governance Code. Our Company is committed to the view that our Board should include a balanced composition of executive Directors and independent non-executive Directors so that there is a strong independent element on our Board, which can effectively exercise independent judgment.

### **POTENTIAL CONFLICTS OF INTERESTS**

Certain of our executive Directors have contractual or fiduciary or duties to certain companies in which they have invested, managed or acted as directors, officers or employees, including the Promoters. These entities, which are engaged in investment management and holdings, may compete with us, being a SPAC, for acquisition or business combination opportunities, which may or may not be in the same industries and sectors as our Company may target for the De-SPAC Transaction. The search for and completion of a De-SPAC Transaction may or may not lead to certain conflicts of interest. In addition, directors, officers and employees of the Promoters, as well as our executive Directors, may be entitled to compensation and monetary benefits under separate arrangements with the Promoters. Such compensation and benefits could,



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but is not limited to, be in the form of salaries, share of profits, performance bonuses or otherwise, which may, directly or indirectly, be connected to the financial performance of the transactions of our Company (including the promotion of our Company) which they are involved in. Accordingly, they may have a conflict of interest in determining whether a particular De-SPAC Target is an appropriate business with which to effectuate a De-SPAC Transaction, or whether the terms, conditions and timing of the De-SPAC Transaction are appropriate and in the best interest to our Company and the Shareholders as a whole. Under the Listing Rules, our Directors, both collectively and individually, shall fulfil fiduciary duties and duties of skill, care and diligence, in particular:

- (a) act honestly and in good faith in the interests of our Company as a whole;
- (b) act for proper purpose;
- (c) be answerable to our Company for the application or misapplication of its assets;
- (d) avoid actual and potential conflicts of interest and duty;
- (e) disclose fully and fairly his interests in contracts with our Company; and
- (f) apply such degree of skill, care and diligence as may reasonably be expected of a person of his knowledge and experience and holding his office within our Company.

We have implemented certain measures to mitigate the effect of any potential conflicts of interest with our Promoters, our Directors or their respective close associates. See “Business — Potential Conflicts of Interests” for details.

### **BOARD DIVERSITY POLICY**

Our Board [has adopted] a board diversity policy which sets out the objective and approach to achieve diversity of our Board. We recognize the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in supporting the attainment of our strategic objectives and sustainable development. We seek to achieve diversity of our Board through the consideration of a number of factors, including but not limited to talent, skills, gender, age, cultural and educational background, ethnicity, professional experience, independence, knowledge and length of service. We select potential Board candidates based on merit and his/her potential contribution to our Board while taking into consideration our own business model and specific needs from time to time. All Board appointments will be based on meritocracy and

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candidates will be considered against objective criteria, having due regard to the benefits of diversity on our Board with reference to the stakeholders’ expectation and recommended best practices for listed companies in Hong Kong.

Our Directors have a balanced mix of knowledge, skills and experience, including but not limited to banking, private equity investment, asset management, entrepreneurship, financial advisory and corporate management. We also have three independent non-executive Directors who have different industry backgrounds, including finance, capital markets, medical, accounting, aviation and advanced logistics. Furthermore, the ages of our Directors range from [55] years old to [75] years old. The education background of our Directors ranges from bachelor’s degrees in social science, commerce, medicine and surgery, master’s degree in business administration to doctorates of philosophy and medicine. Taking into account our specific needs, we consider that the composition of our Board satisfies our board diversity policy.

With regards to gender diversity on the Board, we recognize the particular importance of gender diversity. Our Board currently comprises six Directors, including three female Directors and three male Directors, which reflects our commitment to achieve gender diversity.

Our Nomination Committee is responsible for ensuring the diversity of our Board members. After [REDACTED], our Nomination Committee will review our board diversity policy and its implementation from time to time to monitor its continued effectiveness and we will disclose the implementation of our board diversity policy, including any measurable objectives set for implementing the board diversity policy and the progress on achieving these objectives, in our corporate governance report on an annual basis.

### **COMPENSATION OF DIRECTORS**

The remuneration (including fees, salaries, bonus, allowance and other benefits in kind, contributions to pension schemes and equity-settled share award expenses) paid to our Directors since the incorporation of our Company up to February 15, 2022 was nil. No remuneration was paid by us 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 since the incorporation of our Company. Further, none of our Directors had waived or agreed to waive any remuneration since the incorporation of our Company.

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Under the arrangement currently in force, our executive Directors are not entitled to any remuneration from our Company, and the aggregate remuneration (including fees, salaries, contributions to pension schemes, bonus, share-based payments, retirement benefits scheme, allowances and other benefits in kind) of our independent non-executive Directors for the year ending December 31, 2022 is estimated to be no more than HK\$0.4 million. Our Board will review and determine the remuneration and compensation packages of our Directors and, following the [REDACTED], will receive recommendation from the Remuneration Committee which will take into account salaries paid by comparable companies, time commitment and responsibilities of our Directors.

### COMPLIANCE ADVISOR

Our Company has appointed Somerley Capital Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, our compliance advisor will advise our Company 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 shares issues and share repurchases;
- (c) where our Company proposes to use or hold 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 Hong Kong Stock Exchange makes an inquiry of our Company under Rule 13.10 of the Listing Rules.

The term of the appointment of our compliance advisor shall commence on the [REDACTED] and end on the date on which our Company distribute our annual report in respect of our financial results for the first full financial year commencing after the [REDACTED].