

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Our Board currently consists of five Directors, comprising two executive Directors and three independent non-executive Directors. The powers and duties of our Board include convening general meetings, reporting our Board's work at Shareholders' meetings, determining business and investment plans, preparing annual financial budgets and exercising other powers, functions and duties as conferred by the Articles. We have entered into service agreements with each of our executive Directors. We have also entered into letter of appointments with each of our independent non-executive Directors.

The following table sets out information in respect of our Directors¹:

Name	Age	Position	Date of joining our Group	Date of appointment as Director	Roles and responsibilities
Executive Directors					
Mr. Ip Ka Wai, Charlie (葉嘉威)	42	Executive Director, chairman of our Board and chief executive officer	18 December 2006	24 July 2020	Responsible for the overall strategic development, major business decision-making and management of our Group
Mr. Chan Tim Cheung (陳添祥)	41	Executive Director	3 October 2007	1 February 2021	Responsible for assisting in the overall strategic development, operational planning and daily operation of our Group
Independent non-executive Directors					
Mr. Lam Chi Wing (林至穎)	42	Independent non-executive Director	4 August 2022	4 August 2022	Responsible for providing independent advice to our Board
Ms. Chung Anita Mei Yiu (鍾美瑤)	42	Independent non-executive Director	4 August 2022	4 August 2022	Responsible for providing independent advice to our Board
Ms. Wu Ching Tung Grace (胡青桐)	40	Independent non-executive Director	4 August 2022	4 August 2022	Responsible for providing independent advice to our Board

¹ None of our Directors is personally related to any other Directors, senior management, substantial shareholders or Controlling Shareholders of our Group.

SENIOR MANAGEMENT

The following table sets out information in respect of the current members of our senior management (other than our Directors) who are responsible for the operation and management of our Group:

Name	Age	Position	Date of joining our Group	Date of appointment as senior management	Roles and responsibilities
Mr. Tam Yiu Hong (譚耀康)	43	Senior technical manager	16 April 2007	1 April 2015	Responsible for over-seeing pre and post-sales support, project management and training of our SI solutions business
Mr. Chu Kwok On (朱國安)	54	Chief financial officer	14 September 2020	14 September 2020	Responsible for financial management of our Group
Mr. Chan Yung (陳勇)	47	General manager	1 April 2021	1 April 2021	Responsible for business development, operational management and partner management of our distribution business

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Executive Directors

Mr. Ip Ka Wai Charlie (葉嘉威), aged 42, was appointed as our Director on 24 July 2020 and was re-designated as our executive Director, chairman of our Board and chief executive officer on 22 October 2020. Mr. Charlie Ip is responsible for the overall strategic development, major business decision-making, and management of our Group. Mr. Charlie Ip is (i) a director in five of our subsidiaries, namely Multisoft, Multisoft BVI, Tritech, Tritech BVI and MTS Group; (ii) the general manager of Multisoft WFOE; and (iii) the administrator of Multisoft Macau. Mr. Charlie Ip was the founder of our Group and joined our management as a director of Multisoft on 17 December 2013. He has over 15 years of experience in the information and technology service industry. Prior to joining our Group, he derived experience in customer account management and business development as an account manager, assistant sales manager and sales manager in various companies which were specialised in providing networking, security and accounting solutions. Mr. Charlie Ip obtained a bachelor of business (business administration) degree from RMIT University in September 2006 through courses via The Hong Kong Management Association and a master of business administration from the Hong Kong Baptist University in November 2010.

Mr. Charlie Ip is currently a director of Yan Chai Hospital, a director of Pok Oi Hospital, a director of Hong Kong Shine Tak Foundation, a member of the Entrepreneur Committee of the Hong Kong Baptist University Foundation, a director of Rotary Club of Kowloon East Limited, a honorary president of China Star Light Charity Fund Association and a member of Lions Club of Tuen Mun.

Mr. Charlie Ip was a director of the following three private companies incorporated in Hong Kong, which were dissolved due to cessation of business: (i) Alpha Intelligent Company Limited (智能會社有限公司), a company principally engaged in operation of a tutorial centre, which was dissolved by deregistration in February 2002; (ii) Asialink Service Limited, a company principally engaged in operation of an employment centre, which was dissolved by deregistration in July 2009 and (iii) Wemask Limited, a company which has never commenced business, which was dissolved by deregistration in October 2021. Mr. Charlie Ip confirmed that there is no outstanding claim or liability against him in connection with these dissolved companies, these companies were solvent at the time they were dissolved and there is no wrongful act on his part leading up to the dissolution of these companies.

Mr. Chan Tim Cheung (陳添祥), aged 41, was appointed as our executive Director on 1 February 2021. Mr. Chan is responsible for assisting in the overall strategic development, operational planning and daily operation of our Group, with a particular focus in overseeing and managing sales function of our Group. Mr. Chan is also a director in Multisoft. He has over 18 years experience in the information and technology industry. Prior to joining our Group, he derived experience in overseeing customer account management and developing business opportunities as an account manager in various companies providing networking, security and IT solutions. Mr. Chan obtained a bachelor of arts in computing degree from The Hong Kong Polytechnic University in December 2005.

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INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lam Chi Wing (林至穎)(“**Mr. Lam**”), aged 42, was appointed as our independent non-executive Director on 4 August 2022 and is responsible for providing independent advice to our Board.

Mr. Lam obtained a bachelor of business administration in accounting and finance degree from The University of Hong Kong in December 2003, a master of science in knowledge management degree from The Hong Kong Polytechnic University in December 2006 and a master of business administration degree from The Chinese University of Hong Kong in December 2010.

Mr. Lam was employed in Li & Fung Group from September 2003 to July 2015, where his last appointment prior to his departure was group chief representative and general manager, Southern China of Li & Fung Development (China) Limited. From June 2020 to December 2020, he was a brand and new retail strategic officer at Bonjour Holdings Limited.

Mr. Lam is a member of the Twelfth Guangdong Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議第十二屆廣東省委員) and the Eleventh & Twelfth Zhongshan Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議第十一屆、十二屆中山市委員). Mr. Lam is currently the vice chairman of the Hong Kong Guangdong Youth Association (香港廣東青年總會), vice chairman of the eighth council of the Guangdong Society of Commercial Economy (廣東省商業經濟學會第八屆理事會副會長), a member of the advisory committee of the Sustainable Agricultural Development Fund of the Government of Hong Kong and a committee member of the Appeal Panel (Housing) of the Government of Hong Kong. Mr. Lam is also currently an adjunct associate professor in the department of information systems, business statistics and operations management of the business school at The Hong Kong University of Science and Technology.

Mr. Lam has served as a director of the following companies listed on the Main Board of the Stock Exchange in the past three years:

Company name	Stock Code	Period	Position
Adigong Maternal & Child Health Limited (formerly known as Common Splendor International Health Industry Group Limited)	286	Since March 2016	independent non-executive director
Wai Hung Group Holdings Limited	3321	Since March 2019	independent non-executive director
Bonjour Holdings Limited	653	From July 2020 to December 2020	executive director
Alco Holdings Limited	328	Since June 2022	independent non-executive director

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Ms. Chung Anita Mei Yiu (鍾美瑤) (“**Ms. Chung**”), aged 42, was appointed as our independent non-executive Director on 4 August 2022 and is responsible for providing independent advice to our Board.

Ms. Chung obtained a postgraduate certificate in laws from The University of Hong Kong in August 2013, and a bachelor of laws degree and a graduate diploma in English and Hong Kong law (common professional examination) awarded by The Manchester Metropolitan University respectively in July 2011 and July 2010 through studying at Hong Kong University School of Professional and Continuing Education. Ms. Chung obtained a bachelor of science in computer science degree from University of British Columbia in May 2001.

Ms. Chung was admitted as a solicitor in Hong Kong in 2016. Ms. Chung has practised as a solicitor at Messrs. Au-Yeung, Cheng, Ho & Tin Solicitors since July 2016 and is responsible for handling civil and criminal litigation matters and other non-contentious matters such as probate and conveyancing. Ms. Chung was a trainee solicitor at Messrs. Au-Yeung, Cheng, Ho & Tin Solicitors from June 2014 to June 2016. Prior to joining the legal profession, Ms. Chung worked as a senior account manager at RSG Resources Limited from September 2009 to October 2013, a senior sales executive (last position as an account manager) at JCDecaux Pearl & Dean Limited from September 2005 to August 2009, an account executive at sales department of Television Broadcasts Limited from May 2003 to April 2005 and an account manager at Hong Kong Broadband Network Limited from June 2002 to April 2003.

Ms. Wu Ching Tung Grace (胡青桐)(“**Ms. Wu**”), aged 40, was appointed as our independent non-executive Director on 4 August 2022 and is responsible for providing independent advice to our Board.

Ms. Wu obtained a bachelor of commerce degree from the University of Melbourne in December 2005. She has been a CPA of CPA Australia since January 2010.

Ms. Wu has over 16 years of experience in the accounting industry. Ms. Wu was employed at (i) Grant Thornton from April 2006 to December 2009, where she last served as a senior accountant in its assurance division; and (ii) Gammon Construction Limited from December 2009 to January 2011, where she last served as an accountant. Since February 2011, Ms. Wu has been employed at Johnson Electric Industrial Manufactory Limited and is currently a manager in the financial planning and analysis team.

SENIOR MANAGEMENT

Mr. Tam Yiu Hong (譚耀康)(“**Mr. Tam**”), aged 43, joined our Group on 16 April 2007 as senior system engineer and was promoted to technical consultant on 1 May 2008, technical manager on 1 April 2012 and further to his present position as senior technical manager on 1 April 2015. Mr. Tam is primarily responsible for overseeing pre and post-sales support, project management and training of our SI solutions business. Mr. Tam was awarded a postgraduate diploma in strategic business information technology from NCC Education in April 2005.

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Mr. Tam has over 20 years in the information and technology industry. Prior to joining our Group, he was (i) a trainer/consultant with MIS Technologies Centre (HK) Ltd from May 2000 to December 2002 and was later promoted to senior consultant from January 2003 to December 2004, where he was responsible for providing training, engaging in marketing and providing IT solutions to corporate clients; and (ii) a system engineer with Active e-Solution Limited from March 2005 to April 2007 in the services and support department.

Mr. Chu Kwok On (朱國安) (“Mr. Chu”), aged 54, joined our Group on 14 September 2020 as chief financial officer. Mr. Chu is primarily responsible for the financial management of our Group. Mr. Chu obtained a bachelor of arts in business studies degree from Hong Kong Polytechnic University in November 1993, a master of science in financial engineering degree from City University of Hong Kong in November 2000, a master of science in investment management degree from The Hong Kong University of Science and Technology in November 2004 and a master of laws in corporate and financial law degree from The University of Hong Kong in December 2017.

Mr. Chu has over 15 years of experience in the financial services industry. Prior to joining our Group, he was (i) an executive director of the global financial markets department at RaboBank International Hong Kong Branch from June 2005 to November 2013; (ii) an executive director of the fixed income department at KGI Hong Kong Limited from March 2015 to November 2016; and (iii) a director in fixed income sales at UniCredit Bank AG (Hong Kong Branch) from September 2017 to August 2020. In such roles, he derived experience in advising on corporate finance transactions, derivative products, risk management and distribution of financial products.

Mr. Chan Yung (陳勇) (“Mr. Alex Chan”) aged 47, joined our Group on 1 April 2021 as general manager. Mr. Alex Chan is primarily responsible for business development, operational management and partner management of our distribution business. Mr. Alex Chan obtained a bachelor of arts degree from The Chinese University of Hong Kong in December 1998. Mr. Alex Chan was awarded a postgraduate diploma in strategic business information technology from NCC Education in January 2008.

Mr. Alex Chan has around 20 years of sales and marketing experience in the IT industry. Prior to joining our Group, he was employed at (i) Microsoft Hong Kong Limited from January 2012 to March 2021 and his last position was senior territory channel manager; (ii) Oracle Systems Hong Kong Limited from June 2011 to January 2012 and his last position was senior channel sales manager; (iii) Hewlett-Packard HK SAR Limited from July 2006 to June 2011 and his last position was partner sales representative III, systems; (iv) Phoenix Technologies Asia Pacific Ltd as a sales manager; (v) Innovative Information Systems Ltd from August 2003 to January 2005 as a marketing manager; and (vi) Jardine OneSolution (HK) Limited from February 2001 to August 2003 and his last position was assistant product manager.

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Directors' and Senior Management's Interests

Save as disclosed above in this section, none of our Directors or senior management has been a director of any public company, the securities of which are [REDACTED] on any securities market in Hong Kong or overseas, in the three years immediately preceding the date of this document. Save as disclosed above in this section, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no other matter with respect to the appointment of our Directors that needs to be brought to the attention of our Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules as at the Latest Practicable Date. Save as disclosed in the section headed "Statutory and general information — Further information about Directors and Shareholders" in Appendix IV this document, as at the Latest Practicable Date, none of our Directors held any interest in the securities within the meaning of Part XV of the SFO. Save as disclosed above in this section, as at the Latest Practicable Date, none of our Directors or senior management is related to other Directors or senior management of our Company.

COMPANY SECRETARY

Ms. Yiu Suk Han (姚淑嫻)("Ms. Yiu"), was appointed as our company secretary on 4 August 2022. Ms. Yiu is a manager of corporate services of Tricor Services Limited and is responsible for assisting listed companies in professional corporate secretarial work. She has over 18 years of experience in the corporate secretarial field and is an associate of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. Ms. Yiu obtained a bachelor of social sciences degree from The University of Hong Kong in November 1995 and a postgraduate diploma in corporate administration from the City University of Hong Kong in November 1998.

REMUNERATION POLICY

The aggregate amounts of remuneration of our Directors for the year ended 31 March 2020, 2021 and 2022 were approximately HK\$1.3 million, HK\$1.8 million and HK\$2.8 million respectively. Details of the arrangement for remuneration are set out in note 13 to the Accountants' Report set out in Appendix I to this document. Under such arrangement and pursuant to our Directors' service contracts referred to in the section headed "Statutory and general information — Further information about Directors and Shareholders — 10. Directors — (c) Directors' remuneration" in Appendix IV to this document, the aggregate amount of Directors' fee and other emoluments payable to our Directors (excluding any performance bonuses and discretionary bonuses) for the year ended 31 March 2023 is estimated to be approximately HK\$2.8 million.

Our Group's principal policies concerning remuneration of Directors or staff of high calibre are determined based on the relevant Director's or staff's duties, responsibilities, experience and skills. Our Directors and senior management receive compensation in the form of salaries, benefits in kind and/or discretionary bonuses relating to the performance of our Group. Our Company also reimburses them for expenses which are necessarily and reasonably incurred for providing services to our Company or executing their functions in relation to our operations. Our Company regularly reviews and determines the remuneration and compensation packages of our Directors and senior management. Our Company regularly provides discretionary bonuses to our senior management and key employees as incentive.

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Our Company has conditionally adopted the Share Option Scheme on 4 August 2022 to enable our Group to grant options to selected participants as incentives or rewards for their contribution to our Group. Please refer to the section headed “Statutory and general information — Other information — 13. Share Option Scheme” in Appendix IV to this document for further details of the Share Option Scheme.

After [REDACTED], our Remuneration Committee will review and determine the remuneration and compensation packages of our Directors and senior management with reference to salaries paid by comparable companies, time commitment and responsibilities of our Directors and performance of our Group.

During the Track Record Period, no remuneration was paid by our Company to or received by, our Directors as an inducement to join or upon joining our Company.

BOARD COMMITTEES

The Audit Committee, Remuneration Committee and Nomination Committee of our Company were approved to be established by resolutions passed by the Board on 4 August 2022. Each of the three committees has written terms of reference. The functions of the three committees are summarised as follows:

Audit Committee

Our Company established an audit committee on 4 August 2022 by a resolution of the Board passed on 4 August 2022 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C.3 of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Listing Rules. The Audit Committee comprises three independent non-executive Directors: Mr. Lam, Ms. Chung and Ms. Wu. Ms. Wu was appointed to serve as the chairlady of the Audit Committee. The primary duties of our audit committee are mainly to make recommendations to the Board on the appointment and dismissal of the external auditor, review the financial statements and information and provide advice in respect of financial reporting and oversee the internal control procedures of our Company.

Remuneration Committee

Our Company established a remuneration committee on 4 August 2022 by a resolution of the Board passed on 4 August 2022 with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph B.1 of the CG Code. The Remuneration Committee comprises an executive Director: Mr. Charlie Ip and two independent non-executive Directors: Mr. Lam and Ms. Chung. Mr. Lam was appointed as the chairman of the remuneration committee. The primary functions of our remuneration committee are to make recommendations to the Board on the overall remuneration policy and the compensation structure relating to all Directors and senior management of our Group, review performance-based remuneration and ensure none of our Directors determines their own remuneration.

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Nomination Committee

Our Company established a nomination committee on 4 August 2022 by a resolution of the Board passed on 4 August 2022 with written terms of reference in compliance with paragraph A.5 of the CG Code. The Nomination Committee comprises an executive Director: Mr. Charlie Ip and two independent non-executive Directors: Mr. Lam and Ms. Wu. Mr. Charlie Ip was appointed as the chairman of the nomination committee. Our nomination committee has written terms of reference in compliance with the CG Code. The primary functions of our nomination committee are to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board on any proposed changes to the Board to complement our Company's corporate strategy, identify individuals suitably qualified as potential Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, to assess the independence of our independent non-executive Directors and make recommendations to the Board on the appointment or reappointment of Directors and succession planning of Directors, in particular that of the chairman of our Board.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

We are committed to achieving high standards of corporate governance with a view to safeguard the interests of our Shareholders. Upon the [REDACTED], we expect to comply with the CG Code and the Listing Rules, except for the deviation set out below.

Pursuant to A.2.1 of Appendix 14 to the Listing Rules, the roles of the chairman and chief executive officer should be separated and should not be performed by the same individual. Mr. Charlie Ip is currently the chairman of our Board and our chief executive officer. The Board believes that vesting the roles of chairman of our Board and chief executive officer in Mr. Charlie Ip has the benefit of ensuring consistency leadership within our Group and enables more effective and efficient overall strategic planning of our Group. Furthermore, in view of Mr. Charlie Ip's experience in the industry and role in our Group, we consider it is to the benefit of our Group that Mr. Charlie Ip acts as both chairman of our Board and our chief executive officer after the [REDACTED]. We consider that the balance of power and authority of such arrangement will not be impaired as our Board comprises experienced individuals, including three independent non-executive Directors, who would be able to offer advice from various perspectives and all major decisions will be made in consultation with members of our Board and the relevant Board committees. As such, we will not separate the roles of the chairman and chief executive officer pursuant to the requirement under A.2.1 of Appendix 14 to the Listing Rules. Our Directors will review the structure from time to time, considering the circumstances of our Group as a whole.

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BOARD DIVERSITY POLICY

Our Board has adopted a board diversity policy which sets out the approach to achieve diversity on our Board. Our Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in supporting the attainment of our Company's strategic objectives and sustainable development. Our Company seeks to achieve Board diversity through the consideration of a number of factors when selecting the candidates to our Board, including but not limited to talent, skills, professional experience, independence and knowledge. Our Company will also take into consideration our own business model and specific needs from time to time. All Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard to the benefits of diversity on our Board.

COMPLIANCE ADVISER

We have appointed Innovax Capital as our compliance adviser in accordance with Rule 3A.19 of the Listing Rules. Our compliance adviser will provide us with guidance and advice as to compliance with the requirements under the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance adviser will advise us in the following circumstances:

- (i) before the publication of any regulatory announcement, circular or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- (iii) where we propose to use the [REDACTED] of the Share [REDACTED] in a manner different from that detailed in this document or where the business activities, development or results of our Group deviate from any forecast, estimate or other information in this document; and
- (iv) where the Stock Exchange makes an inquiry to our Company in accordance with Rule 13.10 of the Listing Rules.

The term of appointment of our compliance adviser shall commence on the [REDACTED] and is expected to end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED]e.