

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Our Board consists of five executive Directors and three independent non-executive Directors. It is responsible for and has general powers for the management and conduct of our business.

The day-to-day operations of our Group are supervised and carried out by our executive Directors with the assistance of our senior management.

The following table sets out some information in respect of our Directors:

Name	Age	Position	Date of joining our Group	Date of appointment as a Director	Main roles and responsibilities	Relationship with other Directors and senior management (other than that through or relating to our Group)
Executive Directors						
Mr. Liu Jianhui (劉建輝先生)	36	Chairman of the Board, chief executive officer and executive Director	May 2012	10 June 2021	Overall management and strategic planning of our Group	Spouse of Ms. Qu
Ms. Qu Shuo (曲碩女士)	36	Executive Director	March 2013	22 December 2021	Supervising daily operation of our Group	Spouse of Mr. Liu
Ms. Huang Tingting (黃婷婷女士)	37	Executive Director	July 2016	22 December 2021	Overall management and strategic planning of our Group	None
Mr. Chen Shancheng (陳善成先生)	40	Executive Director	March 2017	22 December 2021	Analysis and planning of business strategy, looking for investment and acquisition opportunities for our Group	None
Mr. Chen Zeming (陳澤銘先生)	32	Executive Director	May 2012	22 December 2021	Overseeing projects planning and operation of our Group	None

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Name	Age	Position	Date of joining our Group	Date of appointment as a Director	Main roles and responsibilities	Relationship with other Directors and senior management (other than that through or relating to our Group)
Independent Non-executive Directors						
Ms. Wang Yingbin (王穎彬女士)	46	Independent non-executive Director	[●]	[●]	Supervising the management of our Group and providing independent judgement to our Board	None
Ms. Wong Yan Ki, Angel (黃欣琪女士)	50	Independent non-executive Director	[●]	[●]	Same as above	None
Mr. Tian Tao (田濤先生)	64	Independent non-executive Director	[●]	[●]	Same as above	None

Executive Directors

Mr. Liu Jianhui (劉建輝先生), aged 36, is the Chairman of the Board, the chief executive officer, an executive Director, one of the Controlling Shareholders and co-founder of our Group. He was appointed as our Director on 10 June 2021. He was appointed as a director in Xiamen Many Idea since May 2012. Mr. Liu is responsible for the overall management and strategic planning of our Group. He is the spouse of Ms. Qu. Mr. Liu is a director of each of Jiangxi Meita, Xiamen Second Future, Xinjiang Kashi, Beijing Many Idea and Quanzhou Many Idea. Mr. Liu is personally interested in 17,957,329 Shares, representing approximately 40.1232% of the total issued share capital of our Company through Many Idea Liujianhui and Xiamen Dream Future as at the Latest Practicable Date. For details, please refer to the sections headed “Substantial Shareholders” in this document and “Appendix IV — Statutory and General Information — 3. Further Information about our Directors and Substantial Shareholders — 3.1 Disclosure of Interests — 3.1.1. Interests and short positions of our Directors and the chief executive in the shares, underlying shares or debentures of our Company and our associated corporations” to this document.

Mr. Liu graduated from Huaqiao University* (華僑大學), the PRC with a bachelor’s degree in information management and system in June 2008, where he acquired and accumulated knowledge and experience in certain areas in integrated marketing services with the use of information management system. Further, since the establishment of Xiamen Many Idea, Mr. Liu has gained experience in operation of business of integrated marketing services through, amongst others, organizing large scale events such as concerts of popular singers and other marketing events.

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In March 2017, Mr. Liu received the Annual Industry Contribution Award from Federation of Regional PR Agencies in China* (中國公共關係行業區域聯盟). Further, in November 2017, he received the 2017 Social Network Marketing Leader from Advertiser* (廣告主傳媒) for his outstanding achievements and contributions in the field of domestic social network marketing.

Mr. Liu was a director and general manager of the following company prior to its dissolution:

Name of company	Place of incorporation	Position	Nature of business	Date of dissolution	Means of dissolution	Reason for dissolution
Horgos Langya Culture Communication Co., Ltd.* (霍爾果斯浪雅文化傳播有限公司)	PRC	Executive director and general manager	Providing advertising, media, event planning and promotion services	11 December 2018	Deregistration	Ceased to carry out business

Mr. Liu confirmed that he has not been involved in any dispute with the above company's creditors, shareholders and directors in respect of the dissolution, that the above company has been deregistered or dissolved with no outstanding liability or claim in relation thereto and was solvent at the time of dissolution, that the dissolution of the company had not resulted in any liability or obligation being imposed against him, that his involvement in the above company was in relation to his appointment as director of each entity and that no misconduct or misfeasance on his part had been involved in the dissolution.

Ms. Qu Shuo (曲碩女士), aged 36, is an executive Director and one of the Controlling Shareholders. She was appointed as our Director on 22 December 2021. Ms. Qu joined our Group as a director (總監) for resources department in Xiamen Many Idea from March 2013 to September 2015. She was further redesignated as the vice president of our Group since March 2021. Ms. Qu is primarily responsible for supervising daily operation of our Group. She is the spouse of Mr. Liu. Ms. Qu is personally interested in 110,427 Shares, representing approximately 0.2467% of the total issued share capital of our Company through Many Idea Qushuo as at the Latest Practicable Date. For details, please refer to the sections headed "Substantial Shareholders" in this document and "Appendix IV — Statutory and General Information — 3. Further Information about our Directors and Substantial Shareholders — 3.1 Disclosure of Interests — 3.1.1. Interests and short positions of our Directors and the chief executive in the shares, underlying shares or debentures of our Company and our associated corporations and 3.1.2. Interests of our Substantial Shareholders" to this document.

Prior to joining our Group, from May 2009 to February 2013, Ms. Qu served as a customer service supervisor of Quanzhou Taicheng Zhizun Automobile Service Co., Ltd.* (泉州泰成致尊汽車服務有限公司), a company principally engaged in sales of imported and domestic manufactured vehicles, provision of vehicles rental and after-sales services.

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Ms. Qu obtained her bachelor's degree in marketing in June 2008 from Huaqiao University* (華僑大學), the PRC, where she acquired and accumulated knowledge and experience in certain areas in marketing, and a certificate of international investment and financing and capital operation from Xiamen University* (廈門大學), the PRC in July 2017. Further, since the establishment of Xiamen Many Idea, Ms. Qu has gained further experience in operation of business of integrated marketing services through, amongst others, organizing large scale events such as concerts of popular singers and other marketing events.

Ms. Qu was a supervisor of the following companies prior to their dissolution:

Name of company	Place of incorporation	Position	Nature of business	Date of dissolution	Means of dissolution	Reason for dissolution
Jiangxi Many Idea Culture Communication Co., Ltd.* (江西省多想文化傳播有限公司)	PRC	Supervisor	Providing event planning, advertising and promotion services	23 September 2015	Deregistration	Ceased to carry out business
Fujian Many Idea Culture Communication Co., Ltd.* (福建省多想文化傳播有限公司)	PRC	Supervisor	Providing event planning, advertising and promotion services	25 September 2015	Deregistration	Ceased to carry out business

Ms. Qu confirmed that she has not been involved in any dispute with the above companies' creditors, shareholders and directors in respect of the dissolution, that the above companies have been deregistered or dissolved with no outstanding liability or claim in relation thereto and were solvent at the time of dissolution, that the dissolution of the companies had not resulted in any liability or obligation being imposed against her, that her involvement in the above companies was in relation to her appointment as supervisor of each entity and that no misconduct or misfeasance on her part had been involved in the dissolution.

Ms. Huang Tingting (黃婷婷女士), aged 37, is an executive Director. She was appointed as our Director on 22 December 2021. Ms. Huang joined our Group as a chief executive officer in July 2016 and appointed as a director of Xiamen Many Idea in October 2016. Ms. Huang is primarily responsible for supervising the overall management and strategic planning of our Group. Ms. Huang is interested in 1,057,341 Shares, representing approximately 2.3625% of the total issued share capital of our Company through Many Idea Huangtingting Limited as at the Latest Practicable Date. For details, please refer to the section headed "Appendix IV — Statutory and General Information — 3. Further Information about our Directors and Substantial Shareholders — 3.1 Disclosure of Interests — 3.1.1. Interests and short positions of our Directors and the chief executive in the shares, underlying shares or debentures of our Company and our associated corporations" to this document.

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Ms. Huang served in various positions of Doyen Media* (東娛(福建)文化傳媒有限公司) from May 2011 to July 2016 including planning director, deputy general manager and general manager, where she acquired and accumulated knowledge and experience in certain areas in integrated marketing services through, for example, participating in marketing related projects including star agency works, media communication services and production of performance shows.

Ms. Huang graduated from Huaqiao University* (華僑大學), the PRC with a bachelor's degree in international economy and trading in July 2007. She further obtained a master's degree in business administration from a joint programme held by Peking University* (北京大學) and Vlerick Business School (弗萊瑞克商學院*) in the PRC in January 2020.

Mr. Chen Shancheng (陳善成先生), aged 40, is an executive Director. He was appointed as our Director on 22 December 2021. Mr. Chen SC joined our Group as a financial controller in March 2017. He was subsequently appointed as a director of Xiamen Many Idea on 10 June 2019 and an investment director in March 2021. Mr. Chen SC is primarily responsible for analysis and planning of business strategy, looking for investment and acquisition opportunities for our Group. Mr. Chen SC is interested in 1,057,341 Shares, representing approximately 2.3625% of the total issued share capital of our Company through Many Idea ChenShancheng Limited as at the Latest Practicable Date. For details, please refer to the section headed "Appendix IV — Statutory and General Information — 3. Further Information about our Directors and Substantial Shareholders — 3.1 Disclosure of Interests — 3.1.1. Interests and short positions of our Directors and the chief executive in the shares, underlying shares or debentures of our Company and our associated corporations" to this document.

Prior to joining our Group, from August 2011 to June 2014, Mr. Chen SC served as a financial controller of A'ba State Zhonghe New Energy Co., Ltd.* (阿壩州眾和新能源有限公司) (formerly known as A'ba Prefecture Minfeng Lithium Industry Co., Ltd. * (阿壩州閩鋒鋰業有限公司)) and Malkang Jinxin Mining Co., Ltd. (馬爾康金鑫礦業有限公司), a subsidiary of A'ba State Zhonghe New Energy Co., Ltd. Mr. Chen SC gained his strategic planning and investment experience through, for example, participating in certain investment projects involving negotiations, building financial models and reviewing financial statement of target activities and assets.

From July 2014 to August 2015, Mr. Chen SC worked as a financial controller in Hengxing Gold Holding Company Limited* (恆興黃金控股有限公司) (a company listed on the Hong Kong Stock Exchange up to January 2021 (former stock code: 2303)), a gold producer where he was responsible for, amongst others, exploring business and investment opportunities and reviewing investment projects with a view to recommending appropriate investment and planning decisions. From August 2015 to February 2017, he worked as a general manager in Xiamen Deep Century Investment Management Partnership (Limited Partnership) * (廈門市深度世紀投資管理合夥企業(有限合伙)), an investment management partnership firm.

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Mr. Chen SC obtained his bachelor's degree in accounting and master's degree in master of professional accounting from Xiamen University* (廈門大學), the PRC in July 2004 and June 2014, respectively. He is currently pursuing doctorate degree in business administration from a joint programme held by Shanghai Jiao Tong University* (上海交通大學) and Singapore Management University (新加坡管理大學*) in the PRC.

Mr. Chen SC was a supervisor of the following company prior to its dissolution:

Name of company	Place of incorporation	Position	Nature of business	Date of dissolution	Means of dissolution	Reason for dissolution
Xiamen Chaoyi Queyin Trading Co., Ltd.* (廈門朝怡鵲印貿易有限公司)	PRC	Supervisor	Wholesale of clothing and daily necessities	31 October 2018	Deregistration	Ceased to carry out business

Mr. Chen SC confirmed that he has not been involved in any dispute with the above company's creditors, shareholders and directors in respect of the dissolution, that the above company has been deregistered or dissolved with no outstanding liability or claim in relation thereto and was solvent at the time of dissolution, that the dissolution of the company had not resulted in any liability or obligation being imposed against him, that his involvement in the above company was in relation to his appointment as supervisor of each entity and that no misconduct or misfeasance on his part had been involved in the dissolution.

Mr. Chen Zeming (陳澤銘先生), aged 32, is an executive Director. He was appointed as our Director on 22 December 2021. Mr. Chen ZM joined our Group and responsible for project management in May 2012. He was appointed as a director of Xiamen Many Idea in September 2015. Mr. Chen ZM is primarily responsible for overseeing projects planning and operation of our Group. Mr. Chen ZM is interested in 137,293 Shares, representing approximately 0.3068% of the total issued share capital of our Company through Many Idea ChenZeming Limited as at the Latest Practicable Date. For details, please refer to the section headed "Appendix IV — Statutory and General Information — 3. Further Information about our Directors and Substantial Shareholders — 3.1 Disclosure of Interests — 3.1.1. Interests and short positions of our Directors and the chief executive in the shares, underlying shares or debentures of our Company and our associated corporations" to this document.

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Mr. Chen ZM holds diploma degree in advertising design and production from Quanzhou Huaguang Vocational College of Photography and Art* (泉州華光攝影藝術職業學院), the PRC in June 2011. Shortly after graduation, Mr. Chen ZM joined our Group and was responsible for project management in May 2012. Since joining our Group, Mr. Chen ZM has further acquired experience in operation of business of integrated marketing services through, amongst others, organizing large scale events such as concerts of popular singers and other marketing events. Mr. Chen ZM graduated from Communication University of China* (中國傳媒大學), the PRC with a bachelor's degree in business management in July 2021 through distance learning.

Independent non-executive Directors

Ms. Wang Yingbin (王穎彬女士) ("Ms. Wang"), aged 46, was appointed as an independent non-executive Director on [●].

Since August 2011, Ms. Wang has been served as a senior engineer at School of Life Sciences of Xiamen University (廈門大學) in the PRC. Since December 2018 and January 2019, Ms. Wang has served as a union president and a senior engineer at School of Public Health of Xiamen University (廈門大學) in the PRC, respectively.

Ms. Wang has served as an independent non-executive director of Fujian Sanmu Group Co., Ltd. (福建三木集團股份有限公司) (a company listed on the Shenzhen Stock Exchange (stock code: 000632)), Xiamen Solex High-tech Industries Co.,Ltd. (廈門松霖科技股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 603992)) and Xiamen Yanjan New Material Co., Ltd* (廈門延江新材料股份有限公司) (a company listed on the Shenzhen Stock Exchange (stock code: 300658), since June 2019, May 2020 and August 2021, respectively.

Ms. Wang graduated from Third Institute of Oceanography, Ministry of Natural Resources* (自然資源部第三海洋研究所), the PRC with a master's degree in marine biology in August 2001.

Ms. Wong Yan Ki, Angel (黃欣琪女士) ("Ms. Wong"), aged 50, was appointed as an independent non-executive Director on [●].

Ms. Wong has more than 25 years of experience in corporate finance and capital market activities. Ms. Wong has been an independent non-executive director of Beta Pharmaceuticals Co., Ltd.* (貝達藥業股份有限公司) (a company listed on Shenzhen Stock Exchange (stock code: 300558)) since January 2021, and an independent non-executive director of Bit Mining Limited (比特礦業有限公司) (formerly known as 500.com Limited (500彩票網有限公司)) (a company listed on New York Stock Exchange with ticker symbol: BTCM) since November 2015. Ms. Wong has been the president and executive director of Advanced Capital Limited (匯財資本有限公司) since November 2007, where she provides consultancy services for both listed companies and companies preparing for listing.

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Previously, Ms. Wong served as an independent non-executive director of Hengxing Gold Holding Company Limited* (恆興黃金控股有限公司) (a company listed on the Hong Kong Stock Exchange up to January 2021 (former stock code: 2303)) from March 2013 to February 2021.

Ms. Wong has been admitted as fellow member of CPA Australia (澳洲會計師公會) since May 2017, fellow member (FIPA, Australia) of the Institute of Public Accountants (澳大利亞公共會計師協會) since April 2015, member of the Hong Kong Institute of Directors (香港董事學會) since November 2014, full member of the Society of Registered Financial Planners (註冊財務策劃師協會) in Hong Kong since November 2003, and fellow member of the Institute of Financial Accountants (英國財務會計師公會) in the United Kingdom since October 2003.

Ms. Wong obtained a bachelor's degree in international accounting from Xiamen University* (廈門大學) in the PRC in July 1994, a postgraduate certificate in professional accounting from the City University of Hong Kong (香港城市大學) in Hong Kong in November 2000 and a master's degree in executive MBA from Cheung Kong Graduate School of Business* (長江商學院) in the PRC in October 2009.

Mr. Tian Tao (田濤先生) ("Mr. Tian"), aged 64, was appointed as an independent non-executive Director on [●].

From February 1999 to November 2015, Mr. Tian was the vice general manager of CVSCTNS Research Co Ltd (央視市場研究股份有限公司). From November 2015 to June 2017, he was the president of Zhongguang Xincheng Information Technology Co., Ltd.* (中廣信誠信息科技股份有限公司). From July 2017 to August 2018, he was the president of the Beijing office of Nielsen-CCData Media Research Services Co., Ltd.* (尼爾森網聯媒介數據服務有限公司北京分公司). Since September 2018, he has been serving as the president of Zhongguang Rongxin Media Consulting (Beijing) Co., Ltd.* (中廣融信媒介諮詢(北京)有限公司). Mr. Tian has served as an independent non-executive director of Icon Culture Global Company Limited* (天泓文創國際集團有限公司) (a company listed on the GEM of the Hong Kong Stock Exchange (stock code: 8500)) since December 2019.

Mr. Tian was a director of the following company which was established in the PRC prior to its dissolution. The relevant details are as follows:

Name of company	Nature of business before dissolution	Date of dissolution	Means of dissolution
Shanghai Zhongpeng Information Technology Co., Ltd.* (上海鐘鵬信息科技有限公司)	Technology development and consultation	27 February 2018	Deregistration

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Mr. Tian confirmed that the above-mentioned company had remained solvent and had no outstanding liabilities on or before its dissolution, and has not been involved in any material non-compliant incidents, claims, litigations or legal proceedings and there were no claims against himself in relation to the dissolution of above-mentioned company.

Disclosure Required Under Rule 13.51(2) of the Listing Rules

Save as disclosed above, none of our Directors:

- (i) held any other positions in our Company or other members of our Group as at the Latest Practicable Date;
- (ii) had any other relationship with any Directors, senior management or Substantial Shareholders or Controlling Shareholders of our Company as at the Latest Practicable Date;
- (iii) held any other directorships in listed public companies in Hong Kong or overseas in the three years prior to the Latest Practicable Date; and
- (iv) save as disclosed in the sections headed "Substantial Shareholders" in this document and "Appendix IV — Statutory and General Information — 3. Further Information about our Directors and Substantial Shareholders — 3.1 Disclosure of Interests — 3.1.1. Interests and short positions of our Directors and the chief executive in the shares, underlying shares or debentures of our Company and our associated corporations" to this document, he/she does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed 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 the Shareholders and there was no information relating to our Directors that is required to be disclosed under Rule 13.51(2) of the Listing Rules as at the Latest Practicable Date.

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SENIOR MANAGEMENT

The following table sets out some information in respect of our senior management:

Name	Age	Position	Date of joining our Group	Main roles and responsibilities	Relationship with other Directors and senior management (other than that through or relating to our Group)
Ms. Wang Bifeng (王碧風女士)	34	Financial controller	March 2017	Overseeing accounting and financial management of our Group	None
Ms. Zhang Yan (張燕女士)	37	Deputy general manager	September 2016	Overall strategic planning, business direction and operational management	None
Mr. Huang Xihuang (黃希煌先生)	41	Director for research and development	July 2018	Development and implementation of technological strategies, and management of the research team and system	None

Ms. Wang Bifeng (王碧風女士) ("Ms. Wang"), aged 34, is our financial controller, and is primarily responsible for overseeing accounting and financial management of our Group. Ms. Wang joined us in March 2017, and had served as a deputy finance manager until March 2021 before she was redesignated as the position of financial controller.

From September 2009 to August 2016, Ms. Wang served as a financial manager of Empereur* (華祥苑茶業股份有限公司), a company principally engaged in business of processing refined tea.

Ms. Wang obtained a college degree in computerised accounting from Xiamen Huatian International Vocation Institute* (廈門華天涉外職業技術學院), the PRC in July 2009. Ms. Wang graduated from Xiamen University* (廈門大學), the PRC with a bachelor's degree in accounting in December 2016 through distance learning.

Ms. Wang does not have any current or past directorship in any listed companies in the last three years prior to the Latest Practicable Date.

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Ms. Zhang Yan (張燕女士) ("Ms. Zhang"), aged 37, is our deputy general manager, and is primarily responsible for overall strategic planning, business direction and operational management of our Group. Ms. Zhang is interested in 248,358 Shares, representing approximately 0.5549% of the total issued share capital of our Company through Many Idea ZhangYan Limited as at the Latest Practicable Date. For details, please refer to the section headed "History, Reorganisation and Corporate Structure" in this document.

Ms. Zhang joined our Group as a deputy director (副總監) for human resources and general administrative in Xiamen Many Idea in September 2016. Ms. Zhang was appointed as the deputy general manager of our Group in January 2021. Prior to joining our Group, Ms. Zhang was a head of shipping department in Xiamen Longyun Shipping Co., Ltd.* (廈門隆運船務有限公司) from July 2006 to November 2013. Ms. Zhang worked at Fujian Sinotrans Shipping Agency Co., Ltd. Xiamen Branch* (福建中外運船務代理有限公司廈門分公司) from December 2014 to April 2016, with her last position as head of accounting.

Ms. Zhang obtained her college diploma in international trade from Xiamen University of Technology* (廈門理工學院), the PRC in July 2006.

Ms. Zhang does not have any current or past directorship in any listed companies in the last three years prior to the Latest Practicable Date.

Mr. Huang Xihuang (黃希煌先生) ("Mr. Huang"), aged 41, is our director for research and development, and is primarily responsible for development and implementation of technological strategies, and management of the research team and system of our Group.

Mr. Huang joined our Group and has been appointed as a director for technical department since November 2018. Prior to joining our Group, Mr. Huang was the research and development engineer and at Xiamen Yaxon Networks Co., Ltd.* (廈門雅迅網絡股份有限公司) from April 2006 to March 2011. From June 2011 to March 2018, he was employed as a research and development engineer by Lenovo Mobile Internet Technology (Xiamen) Co., Ltd.* (摩托羅拉移動互聯科技(廈門)有限公司) (formerly known as Lenovo Mobile Internet Technology (Xiamen) Co., Ltd.* (聯想移動互聯科技(廈門)有限公司)).

Mr. Huang obtained his bachelor's degree in communication engineering in June 2003 and his master's degree in information and communication engineering in March 2006 from Zhejiang University* (浙江大學), the PRC. He further received a master's degree in business management from Xiamen University* (廈門大學), the PRC in June 2017. He obtained a qualification certificate of senior engineer, specialist in electronic engineering, from Fujian Human Resources and Social Security Bureau* (福建省人力資源和社會保障廳) in October 2017.

Mr. Huang does not have any current or past directorship in any listed companies in the last three years prior to the Latest Practicable Date.

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COMPANY SECRETARY

Ms. Tang Wing Shan Winza (鄧穎珊) ("Ms. Tang"), joined our Group as our company secretary on 21 January 2022. Ms. Tang is the assistant vice president of the governance services of Computershare Hong Kong Investor Services Limited (香港中央證券登記有限公司), a professional corporate secretarial service provider in Hong Kong. She has more than 10 years of experience in company secretarial services.

Ms. Tang holds a bachelor's degree in laws awarded by City University of Hong Kong (香港城市大學), Hong Kong and a master's degree in corporate governance awarded by London South Bank University in the United Kingdom. She is an associate member of both the Hong Kong Chartered Governance Institute (formerly known as the Hong Kong Institute of Chartered Secretaries) and the Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators).

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 Group's activities.

Audit Committee

Our Company established an audit committee pursuant to a resolution of our Directors passed on [●] with written terms of reference in compliance with Rule 3.21 to 3.23 of the Listing Rules and 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: Ms. Wong Yan Ki, Angel, Ms. Wang Yingbin and Mr. Tian Tao, respectively. Ms. Wong Yan Ki, Angel was appointed to serve as the chairman of the Audit Committee, holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules. The primary duties of the 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 pursuant to a resolution of our Directors passed on [●] with written terms of reference in compliance with Rule 3.25 to 3.27 of the Listing Rules and the CG Code. The Remuneration Committee comprises three independent non-executive Directors: Ms. Wang Yingbin, Ms. Wong Yan Ki, Angel and Mr. Tian Tao, respectively. Ms. Wang Yingbin was appointed as the chairman of the Remuneration Committee. The primary functions of the Remuneration Committee are to make recommendations to the Board on the overall remuneration policy and the structure relating to all Directors and senior management of our Group, review performance-based remuneration and ensure none of our Directors is in a position to determine their own remuneration.

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Nomination Committee

Our Company established a nomination committee pursuant to a resolution of our Directors passed on [●] with written terms of reference in compliance with Rule 3.27A of the Listing Rules and the CG Code. The Nomination Committee comprises three independent non-executive Directors: Mr. Tian Tao, Ms. Wang Yingbin and Ms. Wong Yan Ki, Angel, respectively. Mr. Tian Tao was appointed as the chairman of the Nomination Committee. 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; 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 and the chief executive.

BOARD DIVERSITY POLICY

To enhance the effectiveness of our Board and to maintain the high standard of corporate governance, we have adopted the board diversity policy which sets out the objective and approach to achieve and maintain diversity of our Board. Pursuant to our board diversity policy, we seek to achieve board diversity by taking into consideration of various factors, including but not limited to professional experience, skills, knowledge, gender, age, cultural and education background, ethnicity and length of service with our Company.

Our Board comprises four female Directors and four male Directors with a balanced mix of knowledge and skills, including knowledge and experience in the areas of information technology, creative media, business and operations management, investment management, accounting and financial management. They obtained degrees in various major including marketing, advertising design and production, business management and accounting. Our Company values gender diversity and will continue to take steps to promote gender diversity at all levels of our Company, including but without limitation at the Board and senior management levels. After due consideration, our Board believes that based on the meritocracy of our Directors, the composition of our Board satisfies our Board Diversity Policy.

Our Nomination Committee is responsible for ensuring the diversity of our Board and compliance with relevant codes governing board diversity under the Corporate Governance Code. Our Nomination Committee will review the board diversity policy and our diversity profile (including gender balance) from time to time to ensure its continued effectiveness. We will also disclose in our corporate governance report about the implementation of the board diversity policy on an annual basis. Upon Hong Kong [REDACTED], it is expected that our Board would comprise four male Directors and four female Directors. We target to maintain our gender ratio of at least one-third of our Board being female Directors in the future.

We are also committed to adopting similar approach to promote diversity at all other levels of our Company from the Board downwards to enhance the effectiveness of our corporate governance as a whole.

DIRECTORS AND SENIOR MANAGEMENT

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Our Company will comply with the CG Code sets out in Appendix 14 to the Listing Rules. Our Directors will review our corporate governance policies and compliance with the CG Code each financial year and comply with the “comply or explain” principle in our corporate governance report which will be included in our annual reports upon the [REDACTED].

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Liu currently holds both positions. Since establishment of our Group in 2012, Mr. Liu has been key leadership figure of our Group who has been deeply involved in the formulation of business strategies and determination of the overall direction of our Group. He has also been chiefly responsible for our Group’s operations as he directly supervises our Directors (other than himself) and members of our senior management. Taking into account the continuation of the implementation of our business plans, our Directors (including our independent non-executive Directors) consider Mr. Liu the best candidate for both positions and the present arrangements are beneficial to and in the interests of our Company and our Shareholders as a whole.

Our Directors will review our corporate governance policies and compliance with the CG Code each financial year and comply with the “comply or explain” principle in our corporate governance report which will be included in our annual reports upon the [REDACTED].

AUTHORISED REPRESENTATIVES

Mr. Liu, our executive Director and Ms. Tang Wing Shan Winza (鄧穎珊), our company secretary are the authorised representatives of our Company.

DIRECTORS’ AND SENIOR MANAGEMENT’S REMUNERATION

The aggregate amounts of compensation paid by our Company (including salaries, allowances, discretionary bonus, contributions to pension schemes) to our Directors for 2019, 2020 and 2021 and four months ended 30 April 2022 were approximately RMB2.4 million, RMB2.7 million, RMB3.3 million and RMB1.2 million, respectively. Under the arrangement and pursuant to our Directors’ service contracts and letters of appointment referred to in the section headed “Appendix IV — Statutory and General Information — 3. Further Information about our Directors and Substantial Shareholders — 3.2 Directors’ service contracts and letters of appointment” to this document, the aggregate amount of Directors’ fee and other emoluments payable to our Directors (excluding any discretionary bonuses) and benefits in kind receivable by our Directors for the year ending 31 December 2022 is estimated to be approximately RMB3.9 million.

DIRECTORS AND SENIOR MANAGEMENT

The five highest paid individuals for 2019, 2020 and 2021 and four months ended 30 April 2022, included three, three, three and four Directors, respectively, whose remunerations are included in the aggregate amount of remuneration set out above. For 2019, 2020 and 2021 and four months ended 30 April 2022, the aggregate amount of remuneration (including salaries, allowances, discretionary bonus, contributions to pension schemes) for the remaining two, two, two and one highest paid individuals who are not Directors of our Group were approximately RMB1.3 million, RMB0.9 million, RMB0.8 million and RMB0.2 million, respectively.

REMUNERATION POLICY

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.

Our Company has conditionally adopted the Share Option Scheme on [●] 2022 to enable our Group to grant options to selected participants as incentives or rewards for their contribution to our Group. Please see the section headed "Appendix IV — Statutory and General Information — 3. Further Information about our Directors and Substantial Shareholders — 3.5. Share Option Scheme" 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 or the five highest paid individuals as an inducement to join or upon joining our Company. No compensation was paid by our Group to, or received by, our Directors, past Directors or the five highest paid individuals during the Track Record Period for the loss of any office in connection with the management of the affairs of any members of our Group. None of our Directors waived or agreed to waive any emoluments during the Track Record Period.

DIRECTORS AND SENIOR MANAGEMENT

STAFF

We recognise the importance of having a good relationship with our employees. The remuneration payable to the employees include salaries and allowances.

We have not experienced any significant problems with the recruitment and retention of experienced employees. In addition, we have not suffered from any material disruption of our normal business operations as a result of labour disputes or strikes.

COMPLIANCE ADVISER

In accordance with Rule 3A.19 of the Listing Rules, we have appointed Zhongtai International Capital Limited as the compliance adviser (the "**Compliance Adviser**"). The 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, we will consult with and, if necessary, seek advice from the Compliance Adviser in the following circumstance:

- (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 [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 Hong Kong Stock Exchange makes an inquiry to us regarding unusual movements in the price or trading volume of our Shares.

The term of appointment of the 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].