

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board is responsible for and has general powers in overseeing the management and conduct of our Group’s business. Our Board currently consists of six Directors, comprising three executive Directors and three independent non-executive Directors. The following table sets forth information of our Directors:

Name	Age	Position	Date of joining our Group	Date of appointment as Director	Roles and Responsibilities	Relationship with other Directors and the senior management
Mr. Yang (楊聲耀) . . .	50	Chairman, chief executive officer and executive Director	4 January 2002	31 March 2020	Overseeing all operations, strategic management, business development and formulating the business operation plans; member of remuneration committee and nomination committee	Spouse of Ms. Lin
Ms. Lin (林秋雲) . . .	47	Executive Director	4 January 2002	20 June 2022	Managing sales department, product and development	Spouse of Mr. Yang
Mr. Li Hui (李輝)	42	Executive Director	1 June 2010	20 June 2022	Responsible for managing sales, product and development	N/A
Mr. Li Taihong (李太紅) . . .	35	Independent non-executive Director	[•]	[•]	Supervising and providing independent opinion and judgment to the Board; the chairman of remuneration committee and nomination committee and member of audit committee	N/A

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Name	Age	Position	Date of joining our Group	Date of appointment as Director	Roles and Responsibilities	Relationship with other Directors and the senior management
Mr. Lau Jing Yeung William (劉 正揚)	40	Independent non-executive Director	[•]	[•]	Supervising and providing independent opinion and judgment to the Board; the chairman of audit committee and member of remuneration committee and nomination committee	N/A
Mr. Lee Kwok Tung Louis (李國棟) . . .	54	Independent non-executive Director	[•]	[•]	Supervising and providing independent opinion and judgment to the Board; member of audit committee	N/A

Executive Directors

Mr. Yang Shengyao (楊聲耀) (“Mr. Yang”), aged 50, was appointed as our Director on 31 March 2020 and is our executive Director, chairman and chief executive officer. He is primarily responsible for the overall operations, strategic management, business development, and formulating our Group’s business operation plans. Mr. Yang is a member of our remuneration committee and nomination committee.

Mr. Yang has accumulated over 22 years of experience in the food and trading industry. Mr. Yang was a general manager of Changsha Zhengwei Trading Company Limited* (長沙市正味貿易有限公司) from March 2000 to May 2001. Mr. Yang established our Group as a co-founder in January 2002. Mr. Yang has been the chairman, legal representative and general manager of Jiangxi Zhengwei since January 2002, a director of Zhengwei Group since May 2020, and a director of Zhengwei International since April 2020.

Mr. Yang graduated from Jiangxi Agricultural University (江西農業大學) in January 2016 with a bachelor degree in landscape architecture. He is also a member of Jiusan Society (九三學社) since December 2015.

Mr. Yang is the spouse of Ms. Lin, our executive Director.

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Mr. Yang was the director or responsible person of the following companies which were incorporated in the PRC and were subsequently dissolved or had their business license revoked during his tenure:

<u>Name of Company</u>	<u>Position</u>	<u>Status</u>	<u>Reasons of revocation of business license/ deregistration</u>	<u>Date of revocation of business license/ deregistration</u>
Changsha Zhengwei Trading Co., Ltd. Nanchang Branch Office* (長沙市正味貿易有限公司南昌分公司)	Responsible person (負責人)	Business license revoked	Cessation of business	3 January 2005
Jiangxi Kailingda Investment Consulting Co Ltd.* (江西省凱靈達投資諮詢有限公司)	Director	Deregistered	Voluntarily dissolved	28 June 2016

Mr. Yang confirmed that the above companies were solvent at the time of their business licenses being revoked or their deregistration. Mr. Yang further confirmed that there was no wrongful act on his part leading to the revocation of business licenses or deregistration and he is not aware of any actual or potential claim that has been or will be initiated against him as a result of the revocation of business license or deregistration, and that his involvements in the companies were part and parcel of his services and that no misconduct or misfeasance had been involved in the revocation of business license or deregistration. As advised by our PRC Legal Advisers, the revocation of business license or deregistration of the above companies would not render Mr. Yang unsuitable to act as a director of any companies in the PRC.

Ms. Lin Qiuyun (林秋雲) (“Ms. Lin”), aged 47, was appointed as our Director on 20 June 2022 and is our executive Director. She is primarily responsible for managing sales department, and product and development of our Group.

Ms. Lin has accumulated over 20 years of experience in the field of sales and marketing. Ms. Lin joined our Group in January 2002 as a sales manager when it was established. Ms. Lin has been a director of Jiangxi Zhengwei since December 2016. Ms. Lin graduated from Fujian Province Yongtai County Vocational School (福建省永泰縣職業學校) in July 1990.

Ms. Lin is the spouse of Mr. Yang, our executive Director.

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Mr. Li Hui (李輝) (“Mr. Li”), aged 42, was appointed as our Director on 20 June 2022 and is our executive Director. He is primarily responsible for managing sales, and product and development of our Group.

Mr. Li has over 16 years of experience in operations and management. He was a procurement staff at China Railway 16th Bureau Group Company Limited (中鐵十六局集團有限公司) from July 2004 to December 2006. Thereafter, he was a planner at Jiangxi Radio and Television Bureau (江西廣播電視局) from December 2006 to January 2008. Prior to joining our Group in June 2010, he was a supervisor at Nanchang Xianghui Culture Communication Company Limited (南昌翔輝文化傳播有限公司) from June 2008 to June 2016. Mr. Li has been a director of Jiangxi Zhengwei since December 2016, and the general manager, executive director and legal representative of Nanchang Kaixing since March 2013.

Mr. Li graduated from East China Jiaotong University (華東交通大學) with a bachelor’s degree in software engineering in July 2004.

Independent Non-executive Directors

Mr. Li Taihong (李太紅先生), aged 35, was appointed as an independent non-executive Director on [•]. He is responsible for supervising and providing independent opinion and judgment to our Board. He is the chairman of our remuneration committee and nomination committee, and a member of our audit committee.

Mr. Li has over nine years of experience in finance and investment industry. He started his career as an operations manager at the Jiangxi Branch of Guosen Securities Company Limited (國信證券股份有限公司江西分公司) in July 2013 to March 2014. He then became an employee of Wind Information Co., Ltd. (萬得信息技術股份有限公司) (formerly known as Shanghai Wande Information Co., Ltd.* (上海萬得信息技術股份有限公司) from March 2014 to June 2016. After that, he joined Jiangxi Zhongke Dacheng Investment Management Company Limited* (江西中科大成投資管理有限公司) as a vice president of operations department from June 2016 to August 2018. He then served as a manager of investment department in August 2018 at Fuzhou Digital Economy and became an assistant to the general manager since November 2019.

Mr. Li graduated from Jiangcheng College, China University of Geosciences (中國地質大學江城學院) with a bachelor’s degree in international economics and trade in June 2013. He is currently studying for a master’s degree in business administration from Jiangxi Provincial Party School (中共江西省委黨校).

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Mr. Lau Jing Yeung William (劉正揚先生), aged 40, was appointed as an independent non-executive Director on [•]. He is responsible for supervising and providing independent opinion and judgment to our Board. He is the chairman of our audit committee and a member of our remuneration committee and nomination committee.

Mr. Lau has over 13 years of experience in accounting, finance and consulting. He started his career as a staff accountant at Deloitte Touche Tohmatsu from January 2005 to June 2006. He then became an associate in Asian Capital (Corporate Finance) Limited from November 2006 to January 2008, and a senior accountant in Ferrier Hodgson Limited from May 2008 to February 2010. He was also a senior associate of the corporate finance department in the Hong Kong branch of KBC Bank N.V. from April 2010 to November 2011, a manager in the corporate finance department of Mazars CPA Limited from March 2012 to March 2014, and a manager of the direct investment department of Yuanta Securities (Hong Kong) Company Limited from August 2014 to June 2015. Mr. Lau served as a director of Winning Brothers Capital Group Limited from June 2015 to August 2017 and subsequently resumed his role since January 2018. He then joined China Yinsheng International Securities Limited as an associate director from September 2017 to January 2018.

Mr. Lau was appointed as an independent non-executive director of Huisen Household International Group Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 2127), from December 2020 to April 2022. He has been an independent non-executive director of Flying Financial Service Holdings Limited, a company listed on the GEM of the Stock Exchange (Stock Code: 8030) since 11 March 2022.

Mr. Lau obtained a bachelor’s degree in Business (Accountancy) and a master’s degree in Business (Marketing) from the Queensland University of Technology in Australia in October 2002 and October 2003, respectively. Mr. Lau became a member of the CPA Australia in December 2010, a member of the Institute of Certified Management Accountants in July 2012 and an associate of the Chartered Institute of Management Accountants in June 2011.

Mr. Lee Kwok Tung Louis (李國棟先生), aged 54, has been appointed as an independent non-executive Director on [•]. He is responsible for supervising and providing independent opinion and judgment to our Board. He is also a member of our audit committee.

Mr. Lee has accumulated and possessed over 28 years of experience in field of accounting and finance since 1993. He joined Deloitte Touche Tohmatsu, an international audit firm, for the period from December 1993 to June 1999 with his last position as a senior accountant. He then worked at Bright & Shine Corporate Finance Limited for the period from October 1999 to May 2003 with his last position as a director. After that, he joined Deloitte Touche Tohmatsu for the period from May 2003 to June 2008 with his last position as a senior manager. He then served as the vice president and chief financial officer of Meadville Holdings Limited, a company with its

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shares formerly listed on the Main Board of the Stock Exchange and was subsequently privatised voluntarily and delisted in April 2010, for the period from July 2008 to June 2010. After that, Mr. Lee has been the vice president and financial controller of Lung Ming Group since September 2010.

Mr. Lee has been an independent non-executive director of other five listed companies, namely CGN Mining Company Limited (中廣核礦業有限公司) (Stock Code: 1164) since August 2014, Redsun Properties Group Limited (弘陽地產集團有限公司) (Stock Code: 1996) since June 2018, Titan Invo Technology Limited (泰坦智華科技有限公司, formerly known as “TUS International Limited”) (Stock Code: 872) since August 2020, Zonbong Landscape Environmental Limited (中邦園林環境股份有限公司) (Stock Code: 1855) since December 2020, and Fusen Pharmaceutical Company Limited (福森藥業有限公司) (Stock Code: 1652) since April 2019, respectively, the shares of all of which are listed on the Main Board of the Stock Exchange. Mr. Lee was also an independent non-executive director of Winto Group (Holdings) Limited (惠陶集團(控股)有限公司) (Stock Code: 8238) from January 2015 to May 2016, Zhong Ao Home Group Limited (中奧到家集團有限公司) (Stock Code: 1538) from November 2015 to July 2017, Windmill Group Limited (海鑫集團有限公司) (Stock Code: 1850) from March 2017 to November 2021, China Singyes New Materials Holdings Limited (中國興業新材料控股有限公司) (Stock Code: 8073) from June 2017 to December 2019, and Worldgate Global Logistics Ltd. (盛良物流有限公司) (Stock Code: 8292) from June 2016 to June 2019, respectively, the shares of all of which are listed on the Main Board or GEM of the Stock Exchange.

Mr. Lee was awarded a Bachelor of Economics by Macquarie University in Australia in April 1993. Mr. Lee was admitted as a Certified Practising Accountant of the CPA Australia in June 1996 and a Certified Public Accountant of Hong Kong Institute of Certified Public Accountants (the “HKICPA”) in October 1999 respectively. Mr. Lee is currently a Fellow Certified Practising Accountant of CPA Australia and a Fellow Certified Public Accountant of the HKICPA.

Save as disclosed in this document, each of our Directors confirmed that he/she (i) did not hold any directorships in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with us or other members of our Group; and (iii) does not have any relationship with other Directors, senior management or Controlling Shareholders, if any, of our Company or any interest in our Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, 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)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

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SENIOR MANAGEMENT

Other than our Directors, our senior management team, who, together with our executive Directors, are responsible for the day-to-day management and operation of our Company. The table below sets out information in respect of our senior management personnel.

Name	Age	Position within our Group	Date of joining the Group	Roles and Responsibilities	Relationship with our Directors
Mr. Gong Xiang (龔翔)	31	Board secretary	1 September 2014	Responsible for administration	N/A

Mr. Gong Xiang (龔翔) (“**Mr. Gong**”), aged 31, is the Board secretary and assistant to chairman of our Group and is primarily responsible for administration.

Mr. Gong has over nine years of experience in management and administration. He was a salesman at Jiangxi Zhonghai Logistics Company Limited (江西中海物流有限公司) from February 2011 to March 2012 and a general manager of the Nan Chang branch office of Beijing Fuji Biaoshang Technology Co., Ltd. (北京富基標商科技有限公司南昌分公司) from June 2012 to August 2014 before joining our Group.

Mr. Gong graduated from Jiangxi Vocational College of Finance and Economics (江西財經職業學院) with a college degree majoring in accounting and audit in July 2011.

As at the Latest Practicable Date, Mr. Gong did not hold any directorship in any listed companies in the past three years.

COMPANY SECRETARY

Mr. Chan Ngai Fan (陳毅奮), aged 42, is the company secretary of our Group and is primarily responsible for overseeing the company secretarial matters of our Group.

Mr. Chan obtained a bachelor’s degree in Arts in Accountancy and a master’s degree in Corporate Governance from the Hong Kong Polytechnic University in December 2007 and October 2013, respectively. He is a member of the Hong Kong Institute of Certified Public Accountants (Practising), and an associate member of the Hong Kong Institute of Chartered Secretaries since February 2011 and November 2019, respectively.

Mr. Chan has approximately 15 years of experience in auditing, accounting and financial management. In the early stage of his career, Mr. Chan worked in JBPB & Company (formerly known as Grant Thornton and later merged with BDO Limited) as a semi-senior in the assurance

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department, with his last position as an assistant manager in assurance from August 2007 to February 2011. From March 2011 to April 2015, he served as the chief financial officer at Naigai Mining (China) Company Limited. Mr. Chan then acted as the financial controller of KPa-BM Holdings Limited, a company whose shares are listed on GEM of the Stock Exchange at first (Stock Code: 8141), and subsequently transferred to list on the Main Board of the Stock Exchange (Stock Code: 2663), from May 2015 to April 2018. Mr. Chan had several positions from September 2016 to March 2019 in Shenzhen Mingwah Aohan High Technology Corporation Limited (Stock Code: 8301), a company previously listed on GEM of the Stock Exchange, including non-executive director, executive director and chief financial officer. He also held several positions, including independent non-executive director and company secretary at Sino Vision Worldwide Holdings Limited, a company whose shares are listed on GEM of the Stock Exchange (Stock Code: 8086) from August 2017 to May 2019.

Mr. Chan is currently an independent non-executive director of Leader Education Limited (Stock Code: 1449), Sanxun Holdings Group Limited (Stock Code: 6611) and Contel Technology Company Limited (Stock Code: 1912) since July 2020, July 2021 and March 2022 respectively, all companies listed on the Main Board of the Stock Exchange. He is the joint company secretary of Centenary United Holdings Limited (stock code: 1959) since January 2019, a company listed on the Main Board of the Stock Exchange. He is also an independent non-executive director of Capital Finance Holdings Limited (Stock Code: 8239), a company listed on GEM of the Stock Exchange, since January 2022.

BOARD COMMITTEES

Audit Committee

Our Company established the audit committee on [•] in compliance with Rule 3.21 of the Listing Rules. Written terms of reference in compliance with paragraph D.3.3 of the Corporate Governance Code and the Corporate Governance Report as set out in Appendix 14 to the Listing Rules (the “**Corporate Governance Code**”) have been adopted. The primary roles of the audit committee include, but not limited to (a) making recommendations to our Board on the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal; (b) monitoring integrity of our financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgments contained in them; and (c) reviewing our financial controls, internal control and risk management systems.

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The audit committee currently comprises of three members who are Mr. Lau Jing Yeung William, Mr. Li Taihong and Mr. Lee Kwok Tung Louis. Mr. Lau Jing Yeung William is the chairman of the audit committee, and he possesses the appropriate professional qualifications as required under Rule 3.10(2) and 3.21 of the Listing Rules.

Remuneration Committee

Our Company established the remuneration committee on [•] in compliance with Rule 3.25 of the Listing Rules. Written terms of reference in compliance with paragraph E.1.2 of the Corporate Governance Code have been adopted. The primary roles of the remuneration committee include, among other things, making recommendations to the Board on our Company’s policy for human resource management as well as establishing and reviewing policies and structure in relation to remuneration for our Directors and senior management.

The remuneration committee currently comprises of three members, namely Mr. Li Taihong, Mr. Yang Shengyao and Mr. Lau Jing Yeung William, and is chaired by Mr. Li Taihong.

Nomination Committee

Our Company established the nomination committee on [•] in compliance with Rule 3.27A of the Listing Rules. Written terms of reference in compliance with paragraph B.3.1 of the Corporate Governance Code have been adopted. The primary roles of the nomination committee include, but are not limited to, (a) reviewing the structure, size and composition (including the skills, knowledge, experience and diversity) of our Board at least annually and making recommendations on any proposed changes to our Board to complement our corporate strategy; (b) identifying individuals suitably qualified to become our Board members and selecting or making recommendations to our Board on the selection of individuals nominated for directorships; and (c) assessing the independence of our independent non-executive Directors.

The nomination committee currently comprises of three members, namely Mr. Li Taihong, Mr. Yang Shengyao and Mr. Lau Jing Yeung William, and is chaired by Mr. Li Taihong.

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BOARD DIVERSITY POLICY

In order 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 the board diversity policy, we seek to achieve Board diversity through the consideration of a number of factors when selecting the candidates to our Board, including but not limited to gender, age, culture, education background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to our Board.

Our Board comprises six Directors, including three executive Directors and three independent non-executive Directors. Our Directors have a balanced mix of knowledge and skills, including knowledge and skills in the business of food industry, finance and accounting. They obtained degrees in various majors including software engineering, economics, accounting and audit and administration. We have three independent non-executive Directors with different industry backgrounds, representing more than one third of the members of our Board. Furthermore, our Board comprises Directors of a wide range of age, ranging from 35 years old to 54 years old. As at the Latest Practicable Date, we had one female Director on our Board. We will continue to apply the principles of appointments based on merits with reference to our diversity policy as a whole.

Our nomination committee is responsible for ensuring the diversity of our Board members. After the [REDACTED], our nomination committee will review the board diversity policy from time to time to ensure its continued effectiveness and we will disclose in our corporate governance report about the implementation of the board diversity policy on an annual basis.

Taking into account our existing business model and specific needs as well as the different background of our Directors, our Directors consider that the composition of our Board satisfies our board diversity policy.

WAIVER GRANTED BY THE STOCK EXCHANGE

We have applied to the Stock Exchange for, and the Stock Exchange [has agreed] to grant, a waiver from strict compliance with the requirement under Rule 8.12 of the Listing Rules in relation to the requirement of management presence in Hong Kong. For details of the waiver, please see the section headed “Waiver from Strict Compliance with the Listing Rules” in this document.

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COMPLIANCE ADVISER

We have appointed Grand Moore Capital as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, our compliance adviser will advise us in the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- (c) where we propose to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where our business activities, developments or results deviate from any forecast, estimate or other information in this document; and
- (d) where the Stock Exchange makes an inquiry of our Company under Rule 13.10 of the Listing Rules concerning unusual movements in the [REDACTED] of our Shares, the possible development of a false [REDACTED] in the Shares, or any other matters.

The term of the appointment shall commence on the [REDACTED] and shall 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].

CORPORATE GOVERNANCE CODE

The Company is committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders. To accomplish this, the Company intends to comply with the corporate governance requirements under the Corporate Governance Code set out in Appendix 14 to the Listing Rules after the [REDACTED].

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

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Except for the deviation from Corporate Governance Code provision C.2.1, our corporate governance practices have complied with the Corporate Governance code. Corporate Governance Code provision C.2.1 stipulates that the roles of the chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Yang is the chairman of our Board and chief executive officer of our Group. In view of the fact that Mr. Yang has been assuming day-to-day responsibilities in operating and managing our Group since January 2002 and has accumulated extensive experience and knowledge in our business, our Board believes that it is in the best interest of our Group to have Mr. Yang taking up both roles for effective management and business development. Therefore, our Directors consider that the deviation from Corporate Governance Code provision C.2.1 is appropriate in such circumstance. Notwithstanding from the above, our Board is of the view that this management structure is effective for our Group’s operations and sufficient checks and balances are in place.

Our Directors are aware that upon [REDACTED], we are expected to comply with such code provision. Any such deviation shall however be carefully considered, and the reasons for such deviation shall be given in our interim report and annual report in respect of the relevant period. We are committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders as a whole. Save as disclosed above, we will comply with the code provisions set out in the Corporate Governance Code after the [REDACTED].

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors receive, in their capacity as our employees, remuneration in the form of salaries, bonus, other allowances and benefits-in-kind, including our contribution to the pension scheme for our Directors, in their capacity as employees, according to the laws of the relevant jurisdiction. Our Company’s policy concerning the remuneration of our Directors is that the amount of remuneration is determined by reference to the relevant Director’s experience, responsibilities, workload, performance and time devoted to our Group.

The aggregate amount of salaries, allowances, discretionary bonus and retirement benefits scheme contributions paid and benefits in kind granted to our Directors for FY2019, FY2020 and FY2021 were approximately RMB0.6 million, RMB0.6 million and RMB0.6 million, respectively. Save as disclosed in this document, no other amounts have been paid or are payable by any member of our Group to our Directors for FY2019, FY2020 and FY2021.

The aggregate amount of remuneration (including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses) which were paid by our Group to our five highest paid individuals, including Directors, for FY2019, FY2020 and FY2021 were approximately RMB0.4 million, RMB0.6 million and RMB1.0 million, respectively.

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No remuneration was paid by our Group to our Directors or the five highest paid individuals as an inducement to join or upon joining our Group or as a compensation for loss of office in respect of the Track Record Period. None of our Directors has waived or has agreed to waive any emoluments during the Track Record Period. Under the arrangements presently in force, the estimated aggregate remuneration of our Directors for FY2022, excluding discretionary bonus, is approximately RMB0.6 million.

Except as disclosed above, no other payments of remuneration have been made, or are payable, in respect of the Track Record Period, by our Group to or on behalf of any of our Directors.

For further details of the remuneration of our Directors during the Track Record Period as well as information on the highest paid individuals, please see note 13 to our combined financial information included in the Accountants’ Report set out in Appendix I to this document and “Statutory and General Information — 7. Further information about our Directors and Substantial Shareholders — C. Directors’ Remuneration” as set out in Appendix IV to this document.

SHARE OPTION SCHEME

The Share Option Scheme was conditionally adopted pursuant to the written resolutions of our Shareholders passed on [•]. The purpose of the Share Option Scheme is to enable our Company to grant options to selected participants as incentive or rewards for their contribution to it. Our Directors consider the Share Option Scheme, with its broadened basis of participation, will enable our Group to reward our employees, our Directors and other selected participants for their contributions to our Group. This will be in accordance with Chapter 17 of the Listing Rules and other relevant rules and regulations. Further details of the Share Option Scheme are set forth in the section headed “Statutory and General Information — 8. Share Option Scheme” in Appendix IV to this document.