

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

DIRECTORS

The following table sets forth certain information regarding our Directors:

Name	Age	Present position(s) in our Company	Date of appointment	Date of joining our Group	Brief description of roles and responsibilities	Relationship among Directors
Executive Directors						
Mr. Ho Man Chung (何文忠)	65	Executive Director and chief executive officer	2 September 2020	1 April 2017	Responsible for overall management and daily operation of our Group	Nil
Mr. Ho Wai Hon, Brian (何偉汗)	33	Executive Director	2 September 2020	1 September 2020	Responsible for overall corporate strategies and planning, business development and corporate relation functions of our Group	Son of Mr. Ho Cheuk Fai
Ms. Yiu Yuet Fung (姚月鳳)	58	Executive Director	8 March 2022	1 September 2020	Responsible for overall operation of human resources and administration of our Group	Nil
Mr. Zhu Nianhua (祝年化)	55	Executive Director	8 March 2022	10 November 1996	Responsible for overall operation of accounting, compliance, risk management and service management of our Group	Nil
Non-executive Director						
Mr. Ho Cheuk Fai (何焯輝)	76	Non-executive Director and chairman of the Board	8 March 2022	8 March 2022	Responsible for developing corporate strategies of our Group	Father of Mr. Ho Wai Hon, Brian

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Name	Age	Present position(s) in our Company	Date of appointment	Date of joining our Group	Brief description of roles and responsibilities	Relationship among Directors
Independent Non-executive Directors						
Mr. Choi Wai Hin (蔡瑋軒)	43	Independent non-executive Director	21 February 2023	21 February 2023	Providing independent opinion and judgement to our Board; the chairman of audit committee and member of the remuneration committee and nomination committee	Nil
Mr. Ho Lai Hong (何麗康)	65	Independent non-executive Director	21 February 2023	21 February 2023	Providing independent opinion and judgement to our Board; the chairman of nomination and member of the audit committee and remuneration committee	Nil
Dr. Lo Yung Fong (羅容芳)	69	Independent non-executive Director	21 February 2023	21 February 2023	Providing independent opinion and judgement to our Board; the chairman of remuneration committee and member of the audit committee and nomination committee	Nil

Our Board consists of eight Directors, comprising four executive Directors, one non-executive Director and three independent non-executive Director.

Executive Directors

Mr. Ho Man Chung (何文忠), aged 65, was appointed as our Director on 2 September 2020 and is an executive Director and the chief executive officer of our Company. Mr. Ho joined our Group on 1 April 2017. He is responsible for overall management and daily operation of our Group.

Mr. Ho has over 20 years of experience in management and the property development industry. He was a general manager of Castfast Properties Development Company Limited, one of our Controlling Shareholders as further detailed in the section headed “Relationship with Controlling Shareholders” in this listing document, from January 2002 to June 2010 and a general manager of Yangshuo Resort Hotel (陽朔度假酒店) from January 2011 to March 2011. Mr. Ho was a general manager of Karrie Industrial Company Limited, a subsidiary of Karrie International,

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from June 2011 to March 2017. He then became a general manager of Karrie Properties Management Limited, a member of our Group, since April 2017. Mr. Ho graduated from St. Luke's Co-educational College, Hong Kong in June 1975.

Mr. Ho Wai Hon, Brian (何偉汗), aged 33, was appointed as our Director on 2 September 2020 and is an executive Director of our Company. Mr. Ho joined our Group on 1 September 2020. He is responsible for overall corporate strategies and planning, business development and corporate relation functions of our Group. Mr. Ho is a member of our remuneration committee and nomination committee.

Mr. Ho graduated with a Bachelor of Science with Honours in Economics from University of York, United Kingdom in July 2011 and obtained a Master of Science (MSc) in Investment Analysis in Aston University, United Kingdom in March 2013.

Mr. Ho has over seven years of experience in finance, management and the property industry. He started his career as an assistant to the general manager of Karrie Industrial Company Limited, a subsidiary of Karrie International, from November 2012 to June 2014. He has been an assistant to the chairman of Karrie Industrial Company Limited since July 2014 and head of finance and accounting department of the same company since November 2017.

Mr. Ho is son of Mr. Ho Cheuk Fai, our non-executive Director and chairman of the Board.

Ms. Yiu Yuet Fung (姚月鳳), aged 58, was appointed as our Director on 8 March 2022 and is an executive Director of our Company. Ms. Yiu joined our Group on 1 September 2020. She is responsible for overall operation of human resources and administration of our Group.

Ms. Yiu has over 23 years of experience in managing the production process of manufacturing industries and 9 years of experience in overall personnel and administration management. Ms. Yiu joined Karrie Industrial Company Limited, a subsidiary of Karrie International, in August 1984 as a team leader of production line. She was promoted to the director of central production management department and the assistant general manager of central production management department in March 1999 and August 2000, respectively. She has become general manager of human resources and administration department (PRC) since September 2012. Ms. Yiu graduated from The Y.W.C.A. Hioe Tjo Yoeng College, Hong Kong in July 1983.

Mr. Zhu Nianhua (祝年化), aged 55, was appointed as our Director on 8 March 2022 and is an executive Director of our Company. Mr. Zhu joined our Group on 10 November 1996. He is responsible for overall operation of accounting, compliance, risk management and service management of our Group.

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Mr. Zhu graduated from Anhui University of Finance and Economics (安徽財經大學) (formerly known as Anhui Finance and Trade Vocational College (安徽財貿學院)) in Accounting in June 1994 and obtained a Bachelor in Accounting from South China Normal University (華南師範大學) in July 2006 through online education. Mr. Zhu obtained a Qualification Certificate of Specialty and Technology in Accountancy (Corporate) issued by the Ministry of Personnel, PRC in May 1996. In August 2005, he obtained the qualification of a Certified Public Accountant issued by The Chinese Institute of Certified Public Accountants. Mr. Zhu is a non-practising member of The Chinese Institute of Certified Public Accountants since September 2020.

Mr. Zhu has over 20 years of experience in accounting and finance. Mr. Zhu was a general ledger accountant in Castfast Industrial (Yan Tien) Limited, a subsidiary of our Company, from November 1996 to March 2000. He has become an Assistant Financial Controller of Dongguan City Jiaxuntong (東莞市嘉訊通電腦產品有限公司) from December 2002 to July 2020.

Non-executive Director

Mr. Ho Cheuk Fai (何焯輝), aged 76, was appointed as our Director on 8 March 2022 and is a non-executive Director of our Company and chairman of the Board. Mr. Ho joined our Group on 8 March 2022. He is responsible for developing corporate strategies of our Group.

Mr. Ho has over 40 years of experience in business management. He founded Karrie International Group in the 1980s and has been a chairman, executive director and chief executive officer since the shares of Karrie International have been listed on Main Board of the Stock Exchange on 16 December 1996. He is also the director of certain subsidiaries of the Karrie International and is responsible for its overall corporate strategies and objectives. In March 2017, he has become the honorary chairman of Guangdong Cui Feng Robotics Technology Co., Limited (廣東翠峰機器人科技股份有限公司), a company listed on National Equities Exchange and Quotations (Stock Code: 871244).

Mr. Ho was appointed a member of the 10th Guangdong Provincial Committee of Political Consultative Conference (廣東省第十屆政協委員) in December 2007 and was reappointed as a member of the 11th Chinese People's Political Consultative Conference, Dongguan City, Guangdong Province (廣東省東莞市第十一屆政協委員) in December 2006. He was also awarded as the Honorable Citizen of Dongguan City (東莞市榮譽市民) and Honorable Citizen of Yixing City (宜興市榮譽市民) in October 1996 and October 2008, respectively. The solid business knowledge and working experience gained by Mr. Ho throughout the years are recognised by the industries. He was awarded the Honorary Fellowship of the Professional Validation Council of Hong Kong Industries in December 2021.

Mr. Ho is father of Ho Wai Hon, Brian, our executive Director.

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Independent Non-executive Directors

Mr. Choi Wai Hin (蔡瑋軒), aged 43, was appointed as our independent non-executive Director on 21 February 2023. He is responsible for providing independent opinion and judgement to our Board. He is also the chairman of the audit committee and a member of the remuneration committee and the nomination committee.

Mr. Choi graduated from The Hong Kong Polytechnic University with a Bachelor Degree in Accountancy in November 2002.

Mr. Choi has over 20 years of experience in financial management, accounting and auditing. He joined KPMG, a multinational accounting organisation, in March 2004, and became a senior manager in October 2009 until August 2014. Mr. Choi then served as the chief financial officer at Karrie International from August 2014 to December 2019, and the chief financial officer of Weiye Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1570), from December 2019 to November 2022. He is the chief financial officer of Cosmo Lady (China) Holdings Company Limited, the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2298), since November 2022. He is also an independent non-executive director of Sterling Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1825), since July 2022.

He is a fellow of the Hong Kong Institute of Certified Public Accountants since July 2015.

Mr. Ho Lai Hong (何麗康), aged 65, was appointed as our independent non-executive Director on 21 February 2023, responsible for providing independent opinion and judgement to our Board. He is also the chairman of the nomination committee and a member of the audit committee and remuneration committee.

Mr. Ho graduated with a Master of Business Administration Degree from The Hong Kong Polytechnic University in November 1993.

Mr. Ho has over 35 years of banking, corporate finance and management experiences. He joined the Hong Kong Branch, Mizuho Bank Limited from July 1987 to March 2018, with his last positions as the General Manager in Hong Kong Corporate Banking Department, and the Alternative Chief Executive of the branch. During which, he was also a SFC licensed representative of Mizuho Securities Asia Limited, a company principally engaging in investment banking business, from August 2013 to June 2015. Mr. Ho was an independent non-executive director of Foshan Water and Environmental Protection Co., Ltd., a company principally engaging in water supply services, from October 2018 to August 2020. He has been serving as an

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independent non-executive director of Leo Paper Group (Hong Kong) Ltd since April 2019, Yue Yuen Industrial (Holdings) Limited (Stock Code: 551) since May 2019, and Texwinca Holdings Limited (Stock Code: 321) since August 2022.

Mr. Ho is a senior fellow of The Chartered Governance Institute and The Hong Kong Chartered Governance Institute since September 2019. He is also a fellow and council member of The Hong Kong Institute of Directors since February 2020 and July 2020, respectively, and a fellow member of The Hong Kong Securities and Investment Institute since September 2021.

Dr. Lo Yung Fong (羅容芳), aged 69, was appointed as our independent non-executive Director on 21 February 2023. She is responsible for providing independent opinion and judgement to our Board. She is the chairman of the remuneration committee and a member of the audit committee and nomination committee.

Dr. Lo graduated with a Bachelor of Arts in General Sociology from the University of Waterloo in May 1976 and a Bachelor of Commerce in Honours Business Administration from University of Windsor in October 1977. She then obtained a Master's Degree of Business Administration from Brunel University in May 1998. She was awarded a Doctor of Business Administration from University of South Australia in December 2001.

Dr. Lo has over 38 years of experience in education. She started her career at Hong Kong Baptist University as an assistant lecturer at the Secretarial Management Department in September 1983 to August 2018, with her last position as the director of Community Relations, Department of Management. During which, she was an associate director of Institute for Enterprise Development and Management Research in September 2006 and promoted to a director in September 2007 to June 2008. She was then an associate director of Institute of Enterprise Development and Wing Lung International Institute for Business Development from July 2008 to June 2009. She has been a manager of English Wise Learning Centre, a school principally engaging in English education programs, since May 2020.

Dr. Lo obtained a Certificate in Personnel in Industrial Relations issued by the Council of Canadian Personnel Association in September 1977. She published "Business Succession: 11 outstanding Enterprise Leaders Concerning Management & Succession" (薪火商傳十一人：傑出企業領袖談管理與傳承) through Hong Kong Economic Times Limited in January 2019.

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Other disclosure pursuant to Rule 13.51(2) of the Listing Rules

Save as disclosed in this sub-section headed “Directors”, each of our Directors (i) did not hold other positions in our Company or other members of our Group as at the Latest Practicable Date; (ii) had no other relationship with any Directors, senior management or substantial or Controlling Shareholders of our Company as at the Latest Practicable Date; and (iii) did not hold any other directorships in listed companies in the three years prior to the date of this listing document.

Save as disclosed in this sub-section headed “Directors”, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there were no other matters with respect to the appointment of our Directors that need 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.

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 following table sets forth certain information regarding our senior management:

Name	Age	Present position(s) in our Group	Date of joining our Group	Brief description of roles and responsibilities	Relationship among Directors and senior management
Mr. Wong Ho Kwan (黃浩鈞)	47	Chief financial officer and company secretary	1 September 2020	Responsible for the overall management of the finance and accounting, taxation, treasury and company secretary of our Group	Nil
Ms. Yang Xiuchun (楊秀春)	36	Manager of human resources and administration	6 March 2017	Responsible for the overall management of human resources and administration of our Group	Nil
Mr. Guo Laifu (郭來福)	47	Assistant internal audit director	1 February 2022	Responsible for the overall internal control and risk management of our Group	Nil

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Mr. Wong Ho Kwan (黃浩鈞), aged 47, is the chief financial officer and company secretary of our Group and is primarily responsible for the overall management of the finance and accounting, taxation and treasury of our Group.

Mr. Wong graduated with a Bachelor of Arts (Honours) in Accountancy from The City University of Hong Kong in November 1998 and obtained a Master's Degree in Business Administration from Nanjing University, PRC in March 2012.

Mr. Wong obtained the qualification of a Certified Public Accountant issued by Hong Kong Institute of Certified Public Accountants in January 2002 and Certified Internal Auditor issued by the Institute of Internal Auditors in May 2004.

Mr. Wong has over 21 years of experience in accountancy and finance. He started his career as an Associate in PricewaterhouseCoopers Hong Kong in September 1998 and was promoted to the position of Senior Associate in July 2000 until October 2001. Thereafter, he became an Officer in Group Management Services responsible for internal audit of Hutchison International Limited, an investment holding company, from February 2002 to August 2002. He then worked at KPMG with his last position as an Assistant Manager from November 2002 to September 2005. He was a qualified accountant and company secretary of AAC Technologies Holdings Inc. (formerly known as AAC Acoustic Technologies Holdings Inc.), a company listed on the Main Board of the Stock Exchange (Stock Code: 2018) and engages in the manufacture and distribution of miniaturised acoustic components, from June 2006 to May 2007. He became a Business Manager in the Strategies Planning Division of China Sunergy Company Limited, a company which manufactures and distributes solar cells for solar modules, from May 2007 to October 2010. He was a senior manager of Market Intelligence and Operation Analysis in GCL-POLY (Suzhou) Energy Operation Management Co., Ltd. (保利協鑫(蘇州)新能源運營管理有限公司), an indirect subsidiary of GCL-Poly Energy Holdings Limited, a polysilicon and wafer supplier whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 3800), from October 2010 to August 2012. Prior to joining Karrie International and our Group as a Chief Financial Officer in April 2020 and September 2020, respectively, he was an assistant vice president in ECO Environmental Investment Limited (易高環保投資有限公司), a subsidiary of The Hong Kong and China Gas Company Limited, an energy supplier in Hong Kong and the PRC whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 3), in September 2012 to April 2020, with his last position as a vice president of Treasury. He was a director and general manager of ECO Zhuoxin (Shanghai) Financial Leasing Company Limited (易高卓新(上海)融資租賃有限公司), a company principally engaging in professional leasing service, from August 2019 to April 2020.

Ms. Yang Xiuchun (楊秀春), aged 36, is the manager of human resources and administration of our Group and is responsible for the overall management of human resources and administration of our Group.

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Ms. Yang graduated with a Bachelor Degree in Modern Corporate Management from South China Normal University (華南師範大學) in January 2015. She obtained an Occupational Qualification Certificate of a First Level Senior Technician in corporate human resource management issued by Ministry of Human Resources and Social Security, PRC in February 2020.

Ms. Yang has over ten years of experience in human resources and administration. Ms. Yang started her career as an Administration and human resources manager in Shenzhen Runtong Financial Guarantee Company Limited (深圳市潤通融資擔保有限公司), a company engages in financial guarantee services, from May 2010 to June 2013. Prior to joining our Group in March 2017 as a Manager of Human resource and administration, she worked as a manager of the Comprehensive administration department in Shenzhen Huanuo Planning Research Institute Company Limited (深圳華諾規劃研究院有限公司), a building design company, from June 2013 to February 2017.

Mr. Guo Laifu (郭來福), aged 47, is the assistant internal audit director of our Group and is responsible for the overall internal control and risk management of our Group.

Mr. Guo graduated from Hubei College of Finance and Economics (湖北財經高等專科學校) in Foreign accounting (涉外會計) in July 1997 and Dongbei University of Finance and Economics (東北財經大學) in Finance Management through distance learning in January 2008. Mr. Guo obtained the qualification of a Certified Internal Auditor issued by The Institute of Internal Auditors in November 2011 and the Qualification of Real Estate Agent Professional issued by China Institute of Real Estate Appraisers and Agents in October 2018.

Mr. Guo has over 18 years of experience in audit. He was an internal auditor of Dongguan Fenggang Jiahui Plastic Hardware Company Limited (東莞鳳崗嘉輝塑膠五金有限公司), a subsidiary of Karrie International, in February 2004 and promoted to the assistant internal audit director in March 2021.

Save as disclosed in this sub-section headed “Senior Management”, none of our senior management held any directorships in listed companies in the three years prior to the date of this listing document and none of our senior management has any relationship with any Directors, senior management or substantial or controlling shareholders of our Company as at the Latest Practicable Date.

COMPANY SECRETARY

Mr. Wong Ho Kwan (黃浩鈞), aged 47, is our company secretary and the chief financial officer of our Group. His biography is set out in the paragraph headed “Senior management” of this section above.

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COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Our Company's corporate governance practice are based on principles and code provisions as set out in the Corporate Governance Code in Appendix 14 to the Listing Rules. Our Company's corporate governance practices have complied with the code on corporate governance practices.

BOARD COMMITTEES

Audit committee

We have established an audit committee on 21 February 2023. On 21 February 2023, the audit committee approved the written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules, which will come into effect upon the Listing. The audit committee consists of three members, namely Mr. Choi Wai Hin, Dr. Lo Yung Fong and Mr. Ho Lai Hong, Mr. Choi Wai Hin is the chairman of the audit committee. The primary duties of the audit committee are, among other things, to review and supervise the financial reporting process and the internal control systems of our Group.

Remuneration committee

We have established a remuneration committee on 21 February 2023. On 21 February 2023, the remuneration committee approved the written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules, which will come into effect upon the Listing. The remuneration committee consists of four members, namely, Dr. Lo Yung Fong, Mr Ho Lai Hong, Mr. Choi Wai Hin and Mr. Ho Wai Hon, Brian, Dr. Lo Yung Fong is the chairman of the remuneration committee. The primary duties of the remuneration committee are to make recommendations to our Board on the remuneration of our Directors and senior management of our Company, determine on behalf of our Board specific remuneration packages and conditions of employment for our Directors and senior management of our Company, and to assess the performance of our Directors and senior management of our Company.

Nomination committee

We have established a nomination committee on 21 February 2023. On 21 February 2023, the nomination committee has approved the written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules, which will come into effect upon the Listing. The nomination committee consists of four members, namely, Mr. Ho Lai Hong, Dr. Lo Yung Fong, Mr. Choi Wai Hin and Mr. Ho Wai

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Hon, Brian, Mr. Ho Lai Hong is the chairman of the nomination committee. The primary duties of the nomination committee are to make recommendations to our Board regarding candidates to fill vacancies on our Board.

BOARD DIVERSITY POLICY

We have adopted a board diversity policy (the “**Board Diversity Policy**”), which sets out the objective and approach to achieve and maintain diversity on our Board. We will ensure that the members of our Board have the appropriate balance of skills, experience and diversity of perspectives that are required to support our Group’s business strategy. Pursuant to the Board Diversity Policy, we seek to achieve Board diversity through consideration of various factors such as professional experience, skills, knowledge, gender, age, cultural and education background, ethnicity and length of service. Our Board comprises of eight members, including two female Directors. Our Directors also have a balanced mix of knowledge, skills and experience. We have three independent non-executive Directors who have different industry backgrounds, representing more than one-third of our Board members. In recognition of the particular importance of gender diversity, our Company has taken, and will continue to take steps to promote gender diversity in our Board. Further, our Company will continue to consider increasing the proportion of female Board members over time when selecting suitable new or additional candidates for appointments to our Board so as to ensure that appropriate gender diversity is achieved. We target to maintain a gender diversity in the composition of our Board by having female representation of not less than 20% within three years upon the Spin-off. These initiatives will form part of the agenda of our nomination committee from time to time for the purpose of due implementation. We will also ensure that there is gender diversity when recruiting management staff at the senior level and deploy more resources in training female staff.

Going forward, to develop a pipeline of potential successors to our Board that may meet the target gender diversity, our Company will (i) consider the possibility of nominating female management staff who has the necessary skills and experience to our Board; (ii) ensure that there is gender diversity when recruiting staff at mid-senior level; and (iii) provide career development opportunities and more resources in training female staff with the aim of promoting them to the senior management or board of our Company.

The nomination committee is delegated to be responsible for compliance with relevant code governing board diversity under the Corporate Governance Code and Corporate Governance Report in Appendix 14 to the Listing Rules and, after Listing, will review the Board Diversity Policy from time to time to ensure its continued effectiveness. Our implementation of the Board Diversity Policy will be disclosed in our corporate governance report on an annual basis.

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DIRECTORS' REMUNERATION

For the three years ended 31 March 2022 and the six months ended 30 September 2022, the aggregate amount of fees, salaries, allowances, benefits in kind, discretionary performance-related payments, bonuses and contribution to pension schemes paid by our Group to our Directors were approximately RMB1.6 million, RMB3.2 million, RMB4.0 million and RMB1.3 million, respectively. It is estimated that under the arrangements currently in force, the aggregate remuneration (including directors' fee, salaries, allowance, benefits in kind, and pension scheme contribution) payable to our Directors (including the independent non-executive Directors) for the year ending 31 March 2023 will be approximately RMB4.5 million. We shall maintain relevant liability insurance for our Directors upon Listing.

For the three years ended 31 March 2022 and the six months ended 30 September 2022, our five highest paid employees included two, three, four and four Directors, and the remuneration paid by our Group to the remaining three, two and one highest paid employees, who are not Directors, were approximately RMB1.1 million, RMB1.5 million, RMB1.2 million and RMB0.6 million, respectively.

During the Track Record Period, no remuneration was paid by our Group to, or receivable by, our Directors or our five highest paid individuals as an inducement to join or upon joining our Group. No compensation was paid by our Group to, or receivable by, our Directors, past Directors or our five highest paid individuals for the loss of any office in connection with the management of the affairs of any subsidiary of our Company during the Track Record Period.

During the Track Record Period, none of our Directors waived any emoluments. Save as disclosed in this sub-section headed "Directors' Remuneration", no other payments have been paid, or are payable, by our Group to our Directors or our five highest paid individuals during the Track Record Period.

Under the remuneration policy of our Company, our remuneration committee will consider factors, such as salaries paid by comparable companies, tenure, commitment, responsibilities and performance, in assessing the amount of remuneration payable to our Directors, senior management and employees.

EMPLOYEES

As at Latest Practicable Date, our Group had a total of 64 full-time employees.

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The purpose of the Share Option Scheme is to provide us with a flexible means of retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to participants and potential participants comprising of, among others, employees, our Directors or any member of our Group. Please refer to the section headed “Appendix V — Statutory and general information” in this listing document for further information on Share Option Scheme.

EMPLOYEES’ RELATIONS

We maintain good working relations with our staff. 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. The remuneration payable to our employees includes salaries, discretionary bonuses and commission.

Bonuses are generally discretionary and based on the overall performance of our Group’s business. We believe that our employee relations are satisfactory in general. We believe that the management policies, working environment, career prospects and benefits extended to our employees have contributed to employee retention and building of amicable employee relations.

COMPLIANCE ADVISER

We have appointed Dongxing Securities (Hong Kong) Company Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance adviser will advise us in the following circumstances:

- before our publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction under the Listing Rules, is contemplated, including share issues and share repurchases;
- where our Group’s business activities, developments or results of operation deviate from any forecast, estimate or other information in this listing document; and
- where the Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of our Shares or any other matters under Rule 13.10 of the Listing Rules.

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The term of the appointment shall commence on the Listing Date and 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 Listing Date (i.e. the date of despatch of the annual report of our Company in respect of our results for the financial year ending 31 March 2024), subject to early termination.

The compliance adviser shall provide us with services, including guidance and advice as to compliance with the requirements under the Listing Rules and applicable laws, rules, codes and guidelines, and to act as one of our principal channels of communication with the Stock Exchange.