

DIRECTORS AND SENIOR MANAGEMENT

SUMMARY OF DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Present position	Date of appointment as Director/senior management	Date of joining our Group	Roles and responsibilities	Relationship with other Director(s) and/or senior management
Executive Directors						
Mr. Yang Zhongjie (楊中杰先生)	[53]	Executive Director and chairman of our Board	27 March 2020	July 1990	Overall management and formulation of business strategies of our Group	Brother-in-law of Mr. Chen Weiwu
Mr. Liu Xiaohong (劉小紅先生)	[47]	Executive Director, chief executive officer of our Group and general manager of Zhongtian Construction	3 April 2020	July 1994	Supervision of the operation of our Group	Nil
Mr. Min Shixiong (閔世雄先生)	[49]	Executive Director and deputy general manager of Zhongtian Construction	3 April 2020	June 1995	Supervision of the operation of our Group	Nil
Mr. Shen Qiang (沈强先生)	[48]	Executive Director and deputy general manager of Zhongtian Construction	3 April 2020	June 2008	Supervision of the operation and costs control of our Group	Nil
Mr. Chen Weiwu (陳衛武先生)	[48]	Executive Director	3 April 2020	June 1993	Supervision of the operation of our Group	Brother-in-law of Mr. Yang Zhongjie
Independent non-executive Directors						
Dr. Liu Jianlong (劉建龍博士)	[48]	Independent non-executive Director	[date]	[date]	Providing independent advice to our Board and serving as a member of the audit committee and the remuneration committee	Nil

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Name	Age	Present position	Date of appointment as Director/senior management	Date of joining our Group	Roles and responsibilities	Relationship with other Director(s) and/or senior management
Ms. Deng Jianhua (鄧建華女士)	[54]	Independent non-executive Director	[date]	[date]	Providing independent advice to our Board and serving as the chairperson of the remuneration committee and a member of the audit committee and the nomination committee	Nil
Mr. Lau Kwok Fai Patrick (劉國輝先生)	[50]	Independent non-executive Director	[date]	[date]	Providing independent advice to our Board and serving as the chairperson of the audit committee and a member of the remuneration committee	Nil

Senior Management

Mr. Chen Peirun (陳培潤先生)	[56]	Deputy general manager of Zhongtian Construction	May 2016	December 1990	R&D and quality management of our Group	Nil
Mr. Zhou Ping (周平先生)	[48]	Deputy general manager and board secretary of Zhongtian Construction	January 2018	April 2008	Administrative and human resources matters of our Group	Nil
Mr. Long Biwen (龍必文先生)	[41]	Finance director of Zhongtian Construction	August 2022	July 2006	Supervision of the overall financial management of Zhongtian Construction	Nil

DIRECTORS

Our Board consists of eight Directors, comprising five executive Directors and three independent non-executive Directors.

Executive Directors

Mr. Yang Zhongjie (楊中杰先生), whose former Chinese name was 楊忠杰, aged [53], was appointed as our Director on 27 March 2020 and was re-designated as our executive Director on 3 April 2020. He also serves as chairman of our Board. He is primarily responsible for the overall

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management and formulation of business strategies of our Group. He is also a director of four of our subsidiaries, namely Head Sage, Zhongtian HK, Zhaolin Trading and Zhongtian Construction. He is the chairperson of our nomination committee.

Mr. Yang has over 25 years of experience in the construction industry and has been serving the management of our Group for over 15 years. Mr. Yang joined our Group in July 1990. From July 1990 to August 2001, he served in various positions in Zhongtian Construction including (i) office secretary responsible for handling office administrative matters; (ii) deputy director responsible for overseeing publications and administrative matters; (iii) production management manager responsible for overseeing the operation of the production management department; and (iv) the chief economist responsible for overseeing operations, bidding and contract management. Mr. Yang rejoined our Group in March 2004 as the chairman of Zhongtian Construction. Mr. Yang was also the general manager of Zhongtian Construction from March 2004 to January 2013, where he was responsible for overseeing the day-to-day management of Zhongtian Construction. For Mr. Yang’s directorship in businesses not forming part of our Group, please refer to the section headed “Relationship with our Controlling Shareholder” in this document.

Mr. Yang graduated from Southwest Jiaotong University (西南交通大學) in December 2003 with a master’s degree in business administration. Mr. Yang was the visiting scholar at San Francisco State University from July 2015 to July 2016. Mr. Yang graduated from Central South University (中南大學) in June 2020 with a doctorate degree in civil engineering planning and management. Mr. Yang was accredited as a first-grade certified constructor (一級建造師) by the Ministry of Construction of the PRC (中華人民共和國建設部) in April 2008, a senior economist (高級經濟師) by the Personnel Department of Hunan Province (湖南省人事廳) in September 2008 and a professional senior economist (正高級經濟師) by the Hunan Human Resources and Social Security Office* (湖南省人力資源和社會保障廳) in December 2021.

Mr. Yang was awarded the “Outstanding Businessman of Zhuzhou in 2005” (二零零五年度株洲市優秀企業家) by the Zhuzhou Economy Committee* (株洲市經濟委員會) and Zhuzhou Entrepreneur Association* (株洲市企業家協會).

Mr. Yang is the brother-in-law of Mr. Chen, our executive Director.

Mr. Liu Xiaohong (劉小紅先生), aged [47], was appointed as our executive Director on 3 April 2020. He is primarily responsible for the supervision of the operation of our Group. Mr. Liu is the chief executive officer of our Group and general manager of Zhongtian Construction. He is also a director of one of our subsidiaries, namely Zhongtian Construction. He is a member of our remuneration committee.

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Mr. Liu has over 25 years of experience in the construction industry. Mr. Liu joined our Group in July 1994. He served in Zhongtian Construction as (i) technician and construction worker responsible for handling technical issues of construction projects and on-site project management from July 1994 to February 1999; and (ii) technical manager responsible for coordinating technical operation of construction projects, deputy director of engineering team responsible for overseeing construction management of projects, quality control manager responsible for managing quality and safety inspection of projects, and project manager responsible for project management from March 1999 to February 2004. He was promoted to the head of market operations in March 2004 and was further promoted to deputy general manager in April 2008. Mr. Liu was later promoted as a director and executive deputy general manager in January 2010, where he was responsible for supervising the overall management and operation of Zhongtian Construction. He has been acting as the vice chairman and general manager of Zhongtian Construction since February 2013.

Mr. Liu obtained a professional diploma in industrial and civil architecture (工業與民用建築專業) from the Hunan Province School of Architecture* (湖南省建築學校) (currently known as the Hunan Urban Construction College* (湖南城建職業技術學院)) in July 1994. Mr. Liu studied civil engineering at Wuhan University of Technology (武漢理工大學) through distance learning and graduated in January 2014. Mr. Liu was accredited as a first-grade certified constructor by MOHURD in January 2011. Mr. Liu was also accredited as an engineer and senior engineer by the Human Resources and Social Security Department of Hunan Province (湖南省人力資源和社會保障廳) in December 1999 and December 2011, respectively.

Mr. Liu was named as the “Outstanding Individual in Construction Project Quality and Safety Management in 2012” (2012年度建設工程質量安全管理工作先進個人) by ZHURD in March 2013. He was awarded the “Outstanding Businessman in Construction Industry of Zhuzhou in 2017” by the Zhuzhou Association of Construction Industry (株洲市建築業協會) in February 2018. He was awarded the “Outstanding Businessman of Zhuzhou” by the Zhuzhou Entrepreneur Association and Zhuzhou Enterprise Federation in December 2018. Mr. Liu was awarded the “Outstanding Business Manager in Construction Industry of Zhuzhou in 2019” ((二零一九年度)株洲市建築業優秀企業經理) by the Zhuzhou Association of Construction Industry.

Mr. Min Shixiong (閔世雄先生), aged [49], was appointed as our executive Director on 3 April 2020. He is primarily responsible for the supervision of the operation of our Group. Mr. Min is the deputy general manager of Zhongtian Construction. He is also a director of two of our subsidiaries, namely Zhongtian Construction and Kaida Apparatus.

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Mr. Min has over 20 years of experience in the construction industry. Mr. Min joined our Group in June 1995. From June 1995 to March 2004, he served in various positions in Zhongtian Construction, including construction worker responsible for on-site project management; and technician of construction department responsible for technical guidance and management for construction projects. From March 2004 to February 2013, he served as a project manager of Zhongtian Construction, where he was responsible for overseeing management of construction projects. He was promoted to deputy general manager in February 2013, where he was responsible for overseeing the quality and safety department, and was later promoted to director of Zhongtian Construction in May 2016. From February 2013 to May 2019, Mr. Min was the director of Zhongtian Building. Since February 2013, Mr. Min has been the director of Kaida Apparatus.

Mr. Min graduated from Zhuzhou College of Engineering* (株洲工學院) (currently known as Hunan University of Technology (湖南工業大學)) majoring in urban construction in July 1995. Mr. Min was accredited as a first-grade certified constructor by the Ministry of Construction of the PRC in April 2008. Mr. Min was also accredited as a senior engineer by the Human Resources and Social Security Department of Hunan Province in December 2015.

A construction project managed by Mr. Min received the Award for outstanding construction project in Hunan (湖南省優質工程) from Hunan Association of Construction Industry (湖南省建築業協會) in June 2013.

Mr. Shen Qiang (沈强先生), aged [48], was appointed as our executive Director on 3 April 2020. He is primarily responsible for the supervision of the operation and the costs control of our Group. Mr. Shen is the deputy general manager of Zhongtian Construction. He is also a director of one of our subsidiaries, namely Zhongtian Construction.

Mr. Shen has over 20 years of experience in financial management in the construction industry. Prior to joining our Group, he worked in Zhongtie Zhuzhou Bridge Company Limited* (中鐵株洲橋樑有限公司), a company primarily engaging in railway special track laying and bridge prefabrication, from July 1995 to May 2008 with his last position being the head of financial department of branch office, where he was responsible for overseeing the financial management of branch office. Mr. Shen joined our Group as financial personnel of Zhongtian Construction in June 2008, where he was responsible for financial management of branch offices. He was promoted to the head of financial department in February 2013, where he was responsible for overseeing financial department. He was later promoted to chief accountant in February 2016, where he was responsible for supervising overall financial operation. Mr. Shen was the finance director of Zhongtian Construction from May 2016 to August 2022. He has been the deputy general manager of Zhongtian Construction since August 2022.

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Mr. Shen graduated from the Hunan Network Engineering Vocational College* (湖南廣播電視大學) majoring in accounting and computer in July 1995. He studied accounting at Open University of China (國家開放大學) and graduated in January 2016. Mr. Shen was accredited as an intermediate accountant by the Ministry of Finance of the PRC (中華人民共和國財政部) and senior accountant by the Human Resources and Social Security Department of Hunan Province in May 2006 and December 2016, respectively.

Mr. Chen Weiwu (陳衛武先生), aged [48], was appointed as our executive Director on 3 April 2020. He is primarily responsible for the supervision of the operation of our Group. He is also a director of one of our subsidiaries, namely Zhongtian Construction.

Mr. Chen has over 25 years of experience in the construction industry. Mr. Chen joined Zhongtian Construction in June 1993 as a project manager, where he was responsible for management of construction projects. He was promoted to branch office manager, where he was responsible for overseeing management of the branch office, in May 2016. Mr. Chen was appointed as merchandising evaluation expert of the Hunan Provincial Government by the Hunan Provincial Department of Finance (湖南省財政廳) in September 2018 and comprehensive evaluation expert of Hunan Province by the People’s Government of Hunan Province in January 2019 for various areas, including building installation construction and municipal public works. Mr. Chen was appointed as safety and technical expert for building construction of Hunan Province by the HHURD in July 2019.

Mr. Chen studied civil engineering at Hunan University of Technology (湖南工業大學) and graduated in July 2006. He obtained a master’s degree in business administration for senior management from Hunan University (湖南大學) through distance learning in June 2015. He was also accredited as a first-grade certified constructor by the Ministry of Construction of the PRC in April 2008. He was accredited as an engineer and a senior engineer by the Human Resources and Social Security Department of Hunan Province in December 2001 and December 2016, respectively.

From 2008 to 2019, the construction projects managed by Mr. Chen received the outstanding construction project in Hunan (湖南省優質工程) granted by the Hunan Association of Construction Industry (湖南省建築業協會). A construction project managed by Mr. Chen obtained the Furong Prize (芙蓉獎) in December 2017, which is the highest honour for construction quality in Hunan awarded by Hunan Association of Construction Industry.

Mr. Chen is the brother-in-law of Mr. Yang, our executive Director and chairman of our Board.

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Independent non-executive Directors

Dr. Liu Jianlong (劉建龍博士), aged [48], was appointed as our independent non-executive Director on [•]. He is a member of our audit committee and nomination committee.

Dr. Liu has over 15 years of experience in the construction industry. He has been teaching at Hunan University of Technology since September 2002 and was accredited as a professor in civil engineering by the Human Resources and Social Security Department of Hunan Province in December 2015. Dr. Liu was appointed as the prefabricated copper pipe consultant by Zhejiang Aozheng Pipe Industry Co., Ltd.* (浙江奧錚管業有限公司) in September 2019. Dr. Liu was appointed as merchandising evaluation expert of the People’s Government of Hunan Province by the Hunan Provincial Department of Finance in September 2018 and comprehensive evaluation expert of Hunan Province by the People’s Government of Hunan Province in January 2019 for various areas, including ventilation and air-conditioning. Dr. Liu also holds various positions in institutions related to the construction industry, including secretary-general of Zhuzhou Construction Technology and Energy-saving Construction Association* (株洲市建設科技與建築節能協會) and director of Energy-saving Construction and Green Building Research Institute of Hunan University of Technology* (湖南工業大學建築節能與綠色建築研究所).

Dr. Liu graduated from Wuhan University of Metallurgy and Technology (武漢冶金科技大學) (currently known as Wuhan University of Science and Technology (武漢科技大學)) with a bachelor’s degree in engineering safety in June 1998. He obtained a master’s degree and doctor’s degree in heating, gas, ventilation and air-conditioning engineering from Hunan University in July 2001 and March 2008, respectively.

Dr. Liu was accredited as a registered safety engineer by the State Administration of Work Safety (國家安全生產監督管理總局) in July 2010. He was accredited as a senior energy-saving evaluator (高級節能評估師) by the China Association of Staff and Workers Education and Vocational Training (中國職工教育和職業培訓協會) in December 2012. Dr. Liu was accredited as a utilities engineer (heating, ventilation and air-conditioning) (註冊公用設備工程師(暖通空調)) by MOHURD in January 2015.

Dr. Liu engages in R&D in relation to construction technology and indoor quality management, etc. and received various awards, including 2006 Huaxia Construction Science and Technology Third Prize Certificate* (華夏建設科學技術獎勵證書三等獎) by Huaxia Construction Science and Technology Award Committee* (華夏建設科學技術獎勵委員會) in January 2007 as a recognition of his contribution to promote the scientific and technology development in the construction industry.

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Ms. Deng Jianhua (鄧建華女士), aged [54], was appointed as our independent non-executive Director on [•]. She is the chairperson of our remuneration committee and a member of our audit committee and nomination committee.

Ms. Deng has over 29 years of experience in auditing and accounting. Ms. Deng served in various positions in Pan-China Certified Public Accountants LLP (天健會計師事務所) from July 1991 to April 2007, including senior project manager, deputy director of auditing department and partner, where she was responsible for audit for IPO projects and listed companies. Ms. Deng joined CAC CPA Limited Liability Partnership (中審華會計師事務所(特殊普通合夥)) in May 2007 as partner of main office and deputy head of Hunan branch office, where she is responsible for audit for IPO projects and listed companies. Ms. Deng was appointed as an external supervisor of Zhuzhou Water Investment Group Co., Ltd. (株洲市水務投資集團有限公司) and Zhuzhou City Public Transportation Co., Ltd. (株洲市公共交通責任公司) by the Hunan Municipal People’s Government State-owned Assets Supervision and Administration Commission (株洲市人民政府國有資產監督管理委員會) in January 2019. She has been appointed as a postgraduate external instructor of the master of professional accountancy programme of the Hunan Agricultural University (湖南農業大學) in July 2019. She has been an independent director of Zhuzhou Qianjin Pharmaceutical Company Limited (株洲千金藥業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600479), since November 2020.

Ms. Deng graduated from Hunan University of Finance and Economics* (湖南財經學院) (currently known as Hunan University) with a bachelor’s degree in accounting in July 1991. Ms. Deng was accredited as Certified Public Accountant by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) and Hunan Provincial Department of Finance in April 2000. She was further accredited as a senior accountant by the Personnel Department of Hunan Province in December 2006.

Mr. Lau Kwok Fai Patrick (劉國輝先生), aged [50], was appointed as our independent non-executive Director on [•]. He is the chairperson of our audit committee and a member of our remuneration committee.

Mr. Lau has over 20 years of experience in auditing, accounting, financial advisory and corporate governance. He served as an auditor in Baker Tilly Hong Kong (formerly known as Glass Radcliffe Chan & Wee Certified Public Accountants) from September 1996 to November 1997 and was mainly responsible for statutory audit. Mr. Lau served as an associate in PricewaterhouseCoopers Ltd from December 1997 to April 1999, where he was mainly responsible for statutory audit, internal control review and enterprise listing audit. Mr. Lau worked at KPMG from October 1999 to June 2011, with his last position as a manager, mainly responsible for

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financial due diligence, corporate reorganisation and liquidation, analysis for corporate acquisitions, financial modelling and financial advisory services. Mr. Lau has been/was a director/senior management of the following listed companies:

Period	Company	Position(s)	Responsibilities
From July 2011 to June 2016	China City Railway Transportation Technology Holdings Company Limited (now known as BII Railway Transportation Technology Holdings Company Limited), a company listed on the Stock Exchange (stock code: 1522)	Deputy general manager, financial controller and company secretary	Primarily responsible for the company’s listing, financial, company secretarial and compliance matters
From July 2016 to October 2019 and from May 2018 to October 2019	International Alliance Financial Leasing Co., Ltd., a company listed on the Stock Exchange (stock code: 1563)	Chief financial officer and company secretary	Mainly responsible for the corporate financial function of the company and matters relating to corporate governance, compliance and investor relations
From September 2017 to July 2020	Jinhai International Group Holdings Limited (formerly known as Kakiko Group Limited), a company listed on the Stock Exchange (stock code: 2225)	Independent non-executive director	Providing independent advice to the board of directors
From January 2018 to the Latest Practicable Date	FDB Holdings Limited (formerly known as Dafy Holdings Limited and Steering Holdings Limited), a company listed on the Stock Exchange (stock code: 1826)	Independent non-executive director	Providing independent advice to the board of directors
From February 2020 to the Latest Practicable Date	Ximei Resources Holding Limited, a company listed on the Stock Exchange (stock code: 9936)	Independent non-executive director	Providing independent advice to the board of directors
From December 2020 to the Latest Practicable Date	Sundy Service Group Co. Ltd., a company listed on the Stock Exchange (stock code: 9608)	Independent non-executive director	Providing independent advice to the board of directors

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Mr. Lau obtained an honours diploma in accounting from Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) in July 1996. He obtained his HKICPA Diploma in Insolvency awarded by HKICPA in June 2004. He later obtained a master’s degree in Corporate Governance and Directorship (Distinction) from Hong Kong Baptist University in November 2014. Mr. Lau has been an associate of HKICPA and a fellow member of the Association of Chartered Certified Accountants since July 2003 and December 2007, respectively. He has also been a member of Beta Gamma Sigma Hong Kong Baptist University Chapter since April 2014.

DISCLOSURE REQUIRED UNDER RULE 13.51(2) OF THE LISTING RULES

Mr. Yang was a director of Zhuzhou Hengji Asset Management Co., Ltd* (株洲恒基資產管理有限責任公司), a company established in the PRC engaging in property leasing prior to its dissolution. It was dissolved by deregistration on 31 March 2016 because its shareholders had resolved to merge with Zhongtian Construction. Mr. Yang confirmed that the company was solvent at the time of its dissolution and such dissolution had not resulted in any liability or obligation against him.

Save as disclosed above, each of our Directors has confirmed with respect to him/her that (a) he/she has not held any directorship in the last three years in any public company the securities of which are listed on any securities market in Hong Kong or overseas; (b) he/she does not hold other positions in our Company or other members of our Group as at the Latest Practicable Date; (c) he/she does not have any relationship with any other Directors, senior management, substantial Shareholder or Controlling Shareholder of our Company as at the Latest Practicable Date; (d) he/she does not have any interests in our Shares within the meaning of Part XV of the SFO, save as disclosed in the section headed “C. Further information about our Directors and Substantial Shareholders — 1. Disclosure of interests” in Appendix V to this document; (e) he/she does not have any interest in any business which competes or is likely to compete, directly or indirectly, with our Group, which is disclosable under the Listing Rules; and (f) to the best knowledge, information and belief of our Directors having made all reasonable enquiries, there is no additional information relating to our Directors or senior management that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and no other matter with respect to their appointments that needs to be brought to the attention of our Shareholders as at the Latest Practicable Date.

SENIOR MANAGEMENT

Mr. Chen Peirun (陳培潤先生), aged [56], is the deputy general manager of Zhongtian Construction, responsible for R&D and quality management of our Group.

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Mr. Chen has over 29 years of experience in the construction industry. Prior to joining our Group, he worked as a technician from July 1987 to November 1990 in Zhuzhou City Internal Combustion Engine and Accessories Factory* (株州市內燃機配件廠) (currently known as Zhuzhouxiang Torch Machinery Manufacturing Company Ltd.* (株洲湘火炬機械製造有限責任公司)), a company primarily engaging in production of internal combustion engine parts, where he was responsible for production technical matters. Mr. Chen joined Zhongtian Construction in December 1990 and was promoted to deputy general manager in May 2016.

Mr. Chen obtained a professional diploma in industrial and civil architecture from Zhuzhou Metallurgy Industrial College* (株洲冶金工業學校) (currently known as Hunan University of Technology) in August 1987. He studied construction and civil engineering at Xi’an University of Architecture and Technology (西安建築科技大學) and graduated in December 1994. He further studied civil engineering at Xiangtan University (湘潭大學) and graduated in June 2010.

Mr. Zhou Ping (周平先生), aged [48], is the deputy general manager and board secretary of Zhongtian Construction, responsible for administrative and human resources matters of our Group.

Mr. Zhou has over 15 years of experience in business administration. Before joining our Group, Mr. Zhou has worked in various companies in different industries, including as (i) assistant to general manager in Miluo Tianmei Furniture Factory* (湖南省汨羅市天美傢俬廠) from October 2001 to August 2003, where he was responsible for handling administration and logistics matters; (ii) administrative manager in Zhuzhou Xinya Guangkelong Supermarket* (株洲新亞廣客隆超級市場) from August 2005 to March 2006, where he was responsible for administration and human resources; and (iii) as project officer in Zhuzhou Xiangyin Real Estate Development Company Ltd* (株洲湘銀房地產開發有限公司) (currently known as Xiangyin Real Estate Company Ltd.* (湘銀房地產股份有限公司)) from April 2006 to March 2008, where he was responsible for project management and coordination. Mr. Zhou worked as project manager in Hengji Real Estate from April 2008 to January 2011, where he was responsible for project management and coordination. He joined Zhongtian Holdings in February 2011 as deputy manager of the investment department and was later promoted and worked as manager of the investment department until January 2016, where he was responsible for collection of industry information and investment project feasibility analysis. He joined our Group as the board secretary of Zhongtian Construction in February 2016, where he was responsible for coordinating and organising shareholders’ meetings, board meetings and meetings of senior management. Mr. Zhou has also been the deputy general manager of Zhongtian Construction since January 2018.

Mr. Zhou graduated from Central South University with a master’s degree in analytical chemistry in June 2001. He obtained a master’s degree in business administration from Jilin University (吉林大學) in June 2005.

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Mr. Long Biwen (龍必文先生), aged [41], is the financial director of Zhongtian Construction, responsible for the supervision of the overall financial management of Zhongtian Construction.

Mr. Long has over 15 years of experience in accounting and financial management. He joined our Group in July 2006 as accountant and has been working in our finance department since then. In May 2016, he was promoted as manager of our finance department. In January 2022, Mr. Long was promoted as our deputy chief accountant. Since August 2022, he has been the financial director of Zhongtian Construction.

Mr. Long graduated from Hunan Agricultural University with a bachelor's degree in management majoring in accounting in June 2006. In May 2010, Mr. Long was accredited as an intermediate accountant by the Ministry of Finance of the PRC (中華人民共和國財政部) and the Human Resources and Social Security Department of Hunan Province. He was also accredited as a grade 2 architect of the PRC* (中華人民共和國二級建造師) by HHURD in February 2020. In December 2021, Mr. Long was accredited as a senior accountant by the Human Resources and Social Security Department of Hunan Province.

Save as disclosed above, each of the senior management has not held any directorship in the last three years in any public company the securities of which are listed on any securities market in Hong Kong or overseas.

COMPANY SECRETARY

Ms. Chan Kit Ming (陳潔明女士), aged [37], was appointed as our company secretary on 3 April 2020.

Ms. Chan has over 9 years of experience in auditing and accounting. Ms. Chan served in SHINEWING (HK) CPA Limited from January 2011 to July 2012, with her last position as semi-senior accountant. Ms. Chan served in Kerry Properties Limited, a company listed on the Stock Exchange (stock code: 0683), from August 2012 to June 2018, with her last position as senior internal auditor. Ms. Chan joined Global Vision CPA Limited, a professional accounting firm, in July 2018 as auditor.

Ms. Chan graduated from The Hong Kong Polytechnic University with a bachelor's degree of business administration in accounting in October 2008. She became a member of the Hong Kong Institute of Certified Public Accountants in January 2013.

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Ms. Chan Kit Ming was nominated by an external service provider engaged by us to act as our company secretary pursuant to an engagement letter entered into between our Company and such external service provider. She will be supported by other staff of the external service provider in providing the corporate secretarial services to our Company. In light of Ms. Chan’s qualifications and experience and considering that Ms. Chan will be supported by other staff of the external service provider in providing the corporate secretarial services to our Company, our Directors are of the view that Ms. Chan has sufficient time and capacity to fulfil her duties as our company secretary.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Our Company will comply with the Corporate Governance Code after [REDACTED]. Our Directors will review our corporate governance policies and compliance with the Corporate Governance Code for each financial year and comply with the “comply or explain” principle in our corporate governance report, which will be included in our annual reports subsequent to [REDACTED].

BOARD COMMITTEES

Audit committee

Our Company established an audit committee with written terms of reference in compliance with Rule 3.22 of the Listing Rules and paragraph C.3.3 of the Corporate Governance Code pursuant to a resolution of our Directors passed on [date]. The primary duties of the audit committee are, among others, to make recommendations to our Board on the appointment, reappointment and removal of external auditor, review the financial statements and provide material advice in respect of financial reporting, oversee the financial reporting process, internal control, risk management systems and audit process of our Company and perform other duties and responsibilities assigned by our Board.

At present, our audit committee comprises Mr. Lau Kwok Fai Patrick, Dr. Liu Jianlong and Ms. Deng Jianhua, all being our independent non-executive Directors. Mr. Lau Kwok Fai Patrick is the chairperson of our audit committee.

Remuneration committee

Our Company established a remuneration committee on [date] with written terms of reference in compliance with Rule 3.26 of the Listing Rules and paragraph B.1.2 of the Corporate Governance Code. The primary duties of the remuneration committee are to review and approve the management’s remuneration proposals, make recommendations to our Board on the remuneration package of our Directors and senior management and ensure none of our Directors determine his/her own remuneration.

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At present, our remuneration committee comprises Ms. Deng Jianhua and Mr. Lau Kwok Fai Patrick, being our independent non-executive Directors, and Mr. Liu, being our executive Director. Ms. Deng Jianhua is the chairperson of our remuneration committee.

Nomination committee

Our Company established a nomination committee on *[date]* with written terms of reference in compliance with paragraph A.5.2 of the Corporate Governance Code. The primary duties of the nomination committee are, among others, to review the structure, size and composition of our Board, and select or make recommendations on the selection of individuals nominated for directorships.

At present, our nomination committee comprises Mr. Yang, being our executive Director and chairman of our Board, Dr. Liu Jianlong and Ms. Deng Jianhua, being our independent non-executive Directors. Mr. Yang is the chairperson of our nomination committee.

BOARD DIVERSITY POLICY

Our Company has adopted a board diversity policy which sets out the approach of which our Board could achieve a higher level of diversity. Our Company recognises the benefits of having a diversified Board. In summary, our board diversity sets out that when considering the nomination and appointment of a director, with the assistance of our nomination committee, our Board would consider a number of factors, including but not limited to the skills, knowledge, professional experience and qualifications, cultural and educational background, age, gender and diversity of prospective that the candidate is expected to bring to our Board and what would be the candidate’s potential contributions, in order to better serves the needs and development of our Company. Our board diversity policy also seeks to attract, retain and motivate our Directors and other staff from the widest pool of available talent. All Board appointments will be based on merits and candidates will be considered against objective criteria, having due regard to the benefits of diversity on our Board.

COMPLIANCE ADVISER

Our Company has appointed Grande Capital as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules for the term commencing on the **[REDACTED]** and ending on the date on which our Company distributes annual report in respect of its financial results for the first full financial year commencing after the **[REDACTED]**.

DIRECTORS AND SENIOR MANAGEMENT

Pursuant to Rule 3A.23 of the Listing Rules, our Company shall seek advice from our compliance adviser on a timely basis in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- where our Company propose to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where business activities, developments or results of our Company deviate to a material extent from any forecast, estimate, or other information in this document; and
- where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the Shares.

REMUNERATION POLICY

Our Directors and senior management received compensation in the form of salaries, benefits in kind and discretionary bonuses related to their performance. Our Group also reimburses them for expenses which are necessarily and reasonably incurred in relation to all business and affairs carried out by our Group from time to time or for providing services to our Group or executing their functions in relation to our Group’s business and operations. Our Group regularly reviews and determines the remuneration and compensation package of our Directors and senior management by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities of our Directors and performance of our Group.

After the [REDACTED], our Directors and senior management may also receive options to be granted under the Share Option Scheme.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

For FY2019, FY2020, FY2021 and 3Q2022, the aggregate remuneration including basic salaries, allowance, other benefits and contribution to retirement benefit scheme, paid to our Directors by our Group was approximately RMB1,011,000, RMB1,245,000, RMB817,000 and RMB651,000, respectively. The increase in the aggregate remuneration paid to our Directors by our Group in FY2020 was mainly attributable to the increase in the remuneration of Mr. Chen from approximately RMB94,000 for FY2019 to approximately RMB223,000 for FY2020 as he took up more responsibilities in FY2020 including he was in charge of more projects in FY2020.

DIRECTORS AND SENIOR MANAGEMENT

For FY2019, FY2020, FY2021 and 3Q2022, the aggregate remuneration including basic salaries, allowance, other benefits and contribution to retirement benefit scheme, paid to the five highest paid individuals (including our Directors) by our Group was approximately RMB1,254,000, RMB1,318,000, RMB830,000 and RMB660,000, respectively.

For FY2019, FY2020, FY2021 and 3Q2022, the aggregate of bonuses paid to or receivable by our Directors which are discretionary or are based on our Company’s, our Group’s or any members of our Group’s performance were approximately RMB371,000, RMB594,000, RMB156,000 and RMB110,000, respectively.

Under the arrangements currently in force, we estimate that the aggregate remuneration payable to, and benefits in kind receivable by, our Directors (excluding discretionary bonus) for FY2022 will be approximately RMB[1.5] million. Upon completion of the [REDACTED], the remuneration committee will make recommendations on the remuneration of our Directors taking into account the performance of our Directors and market standards and the remuneration will be subject to approval by our Shareholders. Accordingly, the historical remuneration to our Directors during the Track Record Period may not reflect the future levels of remuneration of our Directors.

Save as disclosed above, no other emoluments have been paid, or are payable, by our Group to our Directors and the five highest paid individuals in respect of each of FY2019, FY2020, FY2021 and 3Q2022.

During the Track Record Period, no remuneration was paid by our Group to, or received by, our Directors or the five highest individuals as an inducement to join or upon joining our Group or as compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any remuneration during the Track Record Period.

For additional information on Directors’ remuneration during the Track Record Period as well as information on the five highest paid individuals, please refer to the Accountants’ Report set out in Appendix I to this document.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme. Further information on the Share Option Scheme is set forth in the section headed “D. Share Option Scheme” in Appendix V to this document.