

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

As of the date of this Prospectus, our Board of Directors comprises six Directors, including three executive Directors and three independent non-executive Directors. Our Directors serve a term of three years and may be re-elected for successive reappointments.

The following table sets out certain information regarding our Directors⁽¹⁾:

<u>Name</u>	<u>Age</u>	<u>Position/Title</u>	<u>Date of Appointment as our Director and/or Senior Management</u>	<u>Date of Joining Our Group</u>	<u>Roles and Responsibilities</u>
Mr. Wang Zhaohui (王朝暉)	48	Chairman of the Board of Directors	April 6, 2018	May 17, 2005	Responsible for overall strategic planning and presiding over the Board affairs
		Executive Director	April 6, 2018		
Mr. Ji Weiguo (紀偉國) ...	48	Executive Director	April 6, 2018	May 17, 2005	Responsible for overall strategic planning, as well as the overall research and development of our Company
		Chief executive officer	April 6, 2018		
Ms. Liu Xianna (劉憲娜) ..	49	Executive Director	December 31, 2021	November 1, 2018	Responsible for the financial, legal, commercial and government affairs of the Company
		Chief financial officer	May 1, 2021		
Mr. Du Kui (杜葵)	59	Independent non-executive Director	March 30, 2023	March 30, 2023	Supervising and providing independent judgment to our Board
Mr. Zhao Hongqiang (趙宏強)	46	Independent non-executive Director	March 30, 2023	March 30, 2023	Supervising and providing independent judgment to our Board
Mr. Ge Ke (葛珂)	49	Independent non-executive Director	March 30, 2023	March 30, 2023	Supervising and providing independent judgment to our Board

Note: Mr. He Jiabo, who has served as an executive Director and the president of our Company since September 25, 2018, resigned from directorship and his position as the president of our Company effective from November 30, 2022. Considering Mr. He's extensive industry knowledge, experience and familiarity of the Group's business, and to ensure smooth handover and transition, the Company has entered into a one-year employment contract with Mr. He with effect from December 1, 2022 to secure his advisory services as a

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consultant of the Company on part time basis in connection with new product directions, market penetration, and differentiation strategies from competitors, on an as-needed basis.

Executive Directors

Mr. Wang Zhaohui (王朝暉), aged 47, the Co-founder of our Group, has been serving as an executive Director and the chairman of the Board of our Company since April 6, 2018. He is primarily responsible for overall strategic planning and presiding over the Board affairs. Concurrently, Mr. Wang holds various directorships and management positions in our subsidiaries and Consolidated Affiliated Entity and details are set out in the table below:

<u>Name of our Subsidiary and Consolidated Affiliated Entity</u>	<u>Directorship and/or Management Position</u>	<u>Date of Appointment</u>
Onshore Holdco	Manager	November 5, 2020
	Chairman of the board of directors	January 5, 2011
Beijing WFOE	Executive director and manager	November 5, 2020
Chengdu WFOE	Executive director and manager	November 19, 2020

Mr. Wang has nearly 20 years of experience in the HCM industry and corporate management in China. Prior to founding our Group, Mr. Wang served as the general manager in Beijing Beisen Shengshi Technology Development Co., Ltd. (北京北森盛世科技發展有限公司) (“**Beisen Shengshi**”), a company primarily engaged in talent evaluation, where he was responsible for the overall management of the company, from March 2002 to April 2005. Beisen Shengshi was subsequently deregistered on June 30, 2006 and was solvent at the time of its deregistration. He also served in Beisen Shengya, a former subsidiary of the Group which is primarily engaged in career solution for universities, as the general manager from July 2016 to June 2021 and an executive director from April 2009 to September 2021, where he was responsible for the over management of the company.

Mr. Wang obtained a bachelor’s degree in chemical engineering from North China Institute of Technology (華北工學院, currently known as North University of China (中北大學)) in the PRC in July 1997.

Mr. Ji Weiguo (紀偉國), aged 47, the Co-founder of our Group, has been serving as an executive Director and the chief executive officer of our Company since April 6, 2018. He is primarily responsible for overall strategic planning, as well as the overall research and development of our Company. Mr. Ji has served as the executive director of Chengdu WFOE from January 3, 2019 to November 18, 2020. Concurrently, Mr. Ji holds various directorships and management positions in our subsidiaries and Consolidated Affiliated Entity, and details are set out in the table below:

<u>Name of our Subsidiary and Consolidated Affiliated Entity</u>	<u>Directorship and/or Management Position</u>	<u>Date of Appointment</u>
Onshore Holdco	Executive director	May 17, 2005
Sendou Shanghai	Executive director	July 3, 2019

Mr. Ji has nearly 20 years of experience in the HCM industry in China. Prior to founding our Group, Mr. Ji has worked together with Mr. Wang, our Co-founder, at Beisen Shengshi from December 2002 to April 2005, where he served as the product manager and was responsible for management of product research and development.

Mr. Ji obtained his bachelor’s degree in mechanical design and manufacturing in Zhengzhou College of Light Industry (鄭州輕工業學院, currently known as Zhengzhou University of Light

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Industry (鄭州輕工業大學)) in the PRC in July 1997 and received a master's degree of business administration in international management from Shanghai International MBA program, which was offered through a partnership between Tongji University (同濟大學) in the PRC and École nationale des ponts et chaussées in France in October 2004.

Ms. Liu Xianna (劉憲娜), aged 47, has been serving as an executive Director and the chief financial officer of our Company since December 31, 2021 and May 1, 2021, respectively. She was appointed as a joint company secretary in December 31, 2021. Ms. Liu joined our Group on November 1, 2018 as the vice president of finance of the Onshore Holdco. Concurrently, Ms. Liu has been serving as an executive director of Onshore Holdco since June 18, 2021. She is primarily responsible for the financial, legal, commercial and government affairs of the Company.

Prior to joining our Group, Ms. Liu served as the financial manager in Emerson Process Management (Tianjin) Valves Co., Ltd. (艾默生過程管理(天津)閥門有限公司), a company primarily focusing on automation solution with highly reliable flow control technologies, where she was responsible for the overall management of the factory's financial affairs, until October 2009. From November 2009 to June 2012, she served as the financial manager in Cabot Chemical (Tianjin) Company Ltd. (卡博特化工(天津)有限公司), a company primarily engaged in specialty chemicals and performance materials manufacturing, where she was responsible for the overall financial affairs in Tianjin Factory. After that, she worked in Cabot (China) Co., Ltd. (卡博特(中國)投資有限公司) as the financial director in Greater China, a company headquartered in Boston primarily engaged in overall management of all specialty chemicals and performance materials manufacturing sites and trading companies in mainland China, where she was responsible for the overall financial affairs in Mainland China and Hong Kong as a director of Greater China. From March 2015 to October 2018, she served as the financial director in Amazon (China) Holding Company Limited (亞馬遜(中國)投資有限公司), a company primarily engaged in online shopping and AWS business in China, where she took in charge of the financial affairs of logistics division of Amazon in China. She has been serving as the visiting professor of Tianjin University of Finance & Economics (天津財經大學) since May 2014 and the off campus advisor of University of International Business and Economics (對外經濟貿易大學) since September 2019.

Ms. Liu received a bachelor's degree in accounting from Tianjin University of Commerce (天津商業大學) in the PRC in July 1997 and received a master's degree of business administration from California American University in the United States in July 2002. She was admitted as a fellow member of The Association of Chartered Certified Accountants in the United Kingdom, Institute Of Public Accountants in the Australia and Institute of Financial Accountants in the United Kingdom in March 2010, January 2017 and January 2017 respectively. She was qualified to act as the independent non-executive director of companies listed on The Science and Technology Innovation Board and Main Board by Shanghai Stock Exchange (上海證券交易所) and Shenzhen Stock Exchange (深圳證券交易所) in July 2019. She was evaluated as the Senior Financial Management Talent (財務管理高級人才) by Enterprise Financial Management Association of China (中國企業財務管理協會) in October 2020. She has been admitted as an internal affiliate of Hong Kong Institute of Certified Public Accountants (香港會計師公會) on February 23, 2022.

Independent non-executive Directors

Mr. Du Kui (杜葵), aged 57, has been appointed as an independent non-executive Director of our Company effective as of the date of this Prospectus. He is primarily responsible for supervising and providing independent judgment to our Board.

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Prior to joining our Group, Mr. Du served as the president in Beijing Renzhongren Expansion Training Co., Ltd. (北京人眾人拓展訓練有限公司), a nationwide training enterprise focusing on experiential learning technology, where he was responsible for management and business operation of the company, since December 2000. He then served as the general director in China Youth Association for Economic development (中國青年創業促進會), an institution primarily engaged in promoting the development of the market economy and the progress of youth, and an authorized principal of legal representative in Ying Charity Foundation (瀛公益基金會), an institution primarily engaged in supporting youth entrepreneurship, since January 2013. Currently, he has been serving as the chief counsel in Renhezhenгдаo Management Consulting (Beijing) Co., Ltd. (人合正道管理諮詢(北京)有限公司), a consulting firm primarily engaged in corporation training, where he was responsible for strategy planning and clients training, since September 2013. Meanwhile, he has also been serving as a non-executive Director in Keen Offshore Engineering Co., Ltd. (廣東精鋼海洋工程股份有限公司), a marine engineering company engaged in integrating research, development, design, manufacturing and offshore construction, since May 2016.

Mr. Du received a bachelor's degree in education from Beijing Normal University (北京師範大學) in the PRC in June 1985. He also received a master's degree of public administration and management from University of Antwerp in the Kingdom of Belgium in October 1994.

Mr. Zhao Hongqiang (趙宏強), aged 45, has been appointed as an independent non-executive Director of our Company effective as of the date of this Prospectus. He is primarily responsible for supervising and providing independent judgment to our Board.

Prior to joining our Group, Mr. Zhao worked in KPMG LLP, a global accounting firm providing audit, tax and advisory services, in the United States from August 2001 to February 2009, with the most recent position being Audit Manager. He also previously held the position of assistant chief auditor at the Public Company Accounting Oversight Board, a regulatory oversight agency under the SEC. Mr. Zhao also served as vice president of finance at SouFun Holdings Limited (currently known as Fang Holdings Limited), a leading real estate internet portal in China listed on New York Stock Exchange (stock code: SFUN) from May 2013 to August 2014. Moreover, he served as the chief financial officer of Beijing Branch of Lede Technology Co., Ltd (樂得科技有限公司, currently known as NetEase Lede Technology Co., Ltd (網易樂得科技有限公司)), a company primarily engaged in online virtual trading, from October 2014 to October 2015. Mr. Zhao currently holds several directorships in several public companies, including:

- Bairong Inc. (百融雲創), a leading independent AI-powered technology platform in China serving the financial services industry listed on Hong Kong Stock Exchange (stock code: 6608), where he, has been serving as its chief financial officer since October 2014 and its executive Director since June 2018, is responsible for financial strategy, financial management and investor relations;
- HUYA Inc., a leading China-based game live streaming company listed on New York Stock Exchange (stock code: HUYA), where he has served as its independent director since May 2018; and
- Li Auto, Inc. (理想汽車), an innovator in China's new energy vehicle market listed on Nasdaq Stock Exchange (stock code: LI) and Hong Kong Stock Exchange (stock code: 2015), where he has served as its independent director and is responsible for providing independent opinion and judgement to the board of directors since July 2020.

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Mr. Zhao received a bachelor's degree in accounting from Tsinghua University (清華大學) in the PRC in July 1999 and a master's degree in accountancy from George Washington University in the United States in July 2001.

Mr. Ge Ke (葛珂), aged 48, has been appointed as an independent non-executive Director of our Company effective as of the date of this Prospectus. He is primarily responsible for supervising and providing independent judgment to our Board.

Prior to joining our Group, Mr. Ge Ke served several positions in Kingsoft Group, which refers to Kingsoft Corporation Limited (金山軟件有限公司), a leading software and internet service company listed on the Hong Kong Stock Exchange (stock code: 3888), and its subsidiaries, where he served as the assistant to the chief executive officer since 1999, and then successively served as the chief officer in the distribution department, a vice president and a senior vice president in charge of overall office software business. Mr. Ge has served as an executive director in Zhuhai Kingsoft Office Software Co., Ltd. (珠海金山辦公軟件有限公司) from 2011 to 2021. He has currently served as the chairman of the board of directors of Beijing Kingsoft Office Software, Inc. (北京金山辦公軟件股份有限公司), a China-based leading office software and service provider listed on the Science and Technology Innovation Board of Shanghai Stock Exchange (stock code: 688111), since July 2016, and also holds several positions in other members of Kingsoft Group. Mr. Ge has been serving as an executive director in Beijing Qiwen Yiwei Investment Co., Ltd. (北京奇文壹緯投資有限責任公司), an investment company, where he was responsible for overall management and business operation since October 2015. He has also been serving as a director in Ray Tower Limited (耀聲有限公司) where he was responsible for overall management and business operation since July 2015.

Mr. Ge received a bachelor's degree in engineering from Nanjing University (南京大學) in July 1995.

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Our senior management team comprises of Mr. Ji Weiguo and Ms. Liu Xianna, who are each an executive Director of our Company. See their biographies in the subsection headed “—Directors—Executive Directors”. Our senior management is responsible for the day-to-day management and operation of our business.

DIRECTORS' AND SENIOR MANAGEMENT'S INTERESTS

Except as may be disclosed below, none of our Directors and members of senior management are related to other Directors or members of senior management as at the Latest Practicable Date.

Except as disclosed above, each of our Directors and members of senior management has not been a director of any public company whose securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this Prospectus.

Except as disclosed above, none of our Directors has any interests in any business, which competes or is likely to compete, either directly or indirectly, with our business which would require disclosure under Rule 8.10 of the Listing Rules.

As of the Latest Practicable Date, save for the interests in the Shares of our Company held indirectly by Mr. Wang, Mr. Ji and Ms. Liu, which are disclosed in the section headed “Statutory and

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General Information—C. Further Information about Our Directors—3. Disclosure of Interests” in Appendix IV to this Prospectus, none of our Directors held any interest in the securities within the meaning of Part XV of the SFO.

Except as disclosed herein, to the best knowledge, information and belief of our Directors having made all reasonable inquiries, there was no other matter with respect to the appointment of our Directors that needs to be brought to the attention of the Shareholders, and there was no information relating to our Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

JOINT COMPANY SECRETARIES

Ms. Liu Xianna (劉憲娜), aged 47, has been serving as an executive Director and the chief financial officer of the Company since December 31, 2021 and May 1, 2021, respectively. She was appointed as a joint company secretary in December 31, 2021. For details of her biography, see “—Executive Directors.”

Ms. Au Wai Ching (區慧晶) is one of the joint company secretaries of our Company and was appointed on December 31, 2021.

Ms. Au joined SWCS Corporate Services Group (Hong Kong) Limited, a corporate service provider, in January 2016, and currently serves as a manager in corporate services. She is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. She obtained a bachelor’s degree in business administration and a master’s degree in professional accounting and corporate governance from the City University of Hong Kong in July 2012 and July 2016, respectively.

MANAGEMENT AND CORPORATE GOVERNANCE

Board Committees

Our Board delegates certain responsibilities to various committees. In accordance with the relevant laws and regulations and the Corporate Governance Code, Appendix 14 to the Listing Rules, our Company has formed three Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee.

Audit Committee

We have established an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code, Appendix 14 to the Listing Rules. The Audit Committee consists of three Directors, namely Mr. Zhao Hongqiang, Mr. Ge Ke and Mr. Du Kui. Mr. Zhao Hongqiang, who has financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules, serves as the chairman of the Audit Committee. The primary duties of the Audit Committee include, but not limited to, the following:

- making recommendation to the Board on the appointment or change of external auditors to our Board, and monitoring the independence of external auditors and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- examining the financial information of our Company and reviewing financial reports and statements of our Company;

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- overseeing the Company's financial reporting system and internal control procedures; and
- dealing with other matters that are authorized by the Board or involved in relevant laws and regulations.

Remuneration Committee

We have established a Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code, Appendix 14 to the Listing Rules. The Remuneration Committee consists of three Directors, namely Mr. Ge Ke, Mr. Ji Weiguo and Mr. Du Kui. Mr. Ge Ke serves as the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee include, but not limited to, the following:

- making recommendations to the Board on the Company's policy and structure for all Directors' and Senior Management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- reviewing and approve management's remuneration proposals with reference to the Board's goals and objectives;
- reviewing and approving the compensation payable to executive Directors and Senior Management for any loss or termination of office or appointment and compensation arrangements relating to dismissal or removal of Directors for misconduct; and
- dealing with other matters that are authorized by the Board.

Nomination Committee

We have established a Nomination Committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and the Corporate Governance Code, Appendix 14 to the Listing Rules. The Nomination Committee consists of three Directors, namely Mr. Wang Zhaohui, Mr. Ge Ke and Mr. Du Kui. Mr. Wang Zhaohui serves as the chairman of the Nomination Committee. The primary duties of the Nomination Committee include, but not limited to, the following:

- reviewing the structure, size and composition (including the skills, knowledge and experience) required of the Board annually and making recommendations on any proposed changes to the Board to complement the issuer's corporate strategy;
- making recommendations to the board on the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive;
- evaluating the balance of skills, knowledge and experience on the Board before appointments are made by the Board and formulating, or assisting the Board to formulate, a board diversity policy for the Company;
- identifying individuals suitably qualified to become Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;
- assessing and reviewing the independence of independent non-executive Directors; and
- dealing with other matters that are authorized by our Board.

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Board Diversity Policy

We are committed to promoting the culture of diversity in the Company. We have strived to promote diversity to the extent practicable by taking into consideration a number of factors in our corporate governance structure.

We have adopted the board diversity policy which sets out the objective and approach to achieve and maintain diversity of our Board in order to enhance the effectiveness of our Board. Pursuant to the board diversity policy, we seek to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, race, cultural background, educational background, industry experience and professional experience. Our Directors have a balanced mix of knowledge and skills, including knowledge and experience in the areas of business administration, education, development policy, accounting and engineering. Our board diversity policy is well implemented as evidenced by the fact that there are both male and female Directors ranging from 47 years old to 57 years old with different nationalities and experience from different industries and sectors. After due consideration, our Board believes that based on our existing business model and specific needs, and the background of our Directors, the composition of our Board satisfies the principles under the Board Diversity Policy.

We will continue to take steps to promote gender diversity at all levels of our Company, including but not limited to our Board and the senior management levels. In particular, given that one out of six of our Directors is female, our Board will, taking into account the business needs of our Group and changing circumstances from time to time that may affect our Group's business plans, use its best endeavors to actively identify female individuals suitably qualified to become our Board members after Listing (keeping in mind the importance of management continuity and the timeline for retirement and reappointment of Directors under the Articles). We will also continue to ensure that there is gender diversity when recruiting staff at mid to senior level so that we will have a pipeline of female senior management and potential successors to our Board in due time to ensure gender diversity of our Board. Our Group will continue to emphasize training of female talent and providing long-term development opportunities for our female staff.

Our Nomination Committee is responsible for ensuring the diversity of our Board members. After Listing, 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.

Corporate Governance

Our Company is committed to achieving high standards of corporate governance with a view to safeguarding the interests of our Shareholders. To accomplish this, our Company intends to comply with Corporate Governance Code set out in Appendix 14 to the Listing Rules and the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules after Listing.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors received their remuneration in the form of salaries, housing allowances and other allowances, benefits in kind, the employer's contribution to the pension schemes and discretionary bonuses. We determine the compensation of our Directors based on each Director's responsibilities, qualification, position and seniority. Each of our independent non-executive Directors has signed an

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appointment letter with our Company for a term of three years effective upon the date of this Prospectus. For more information on the appointment letters, see “Statutory and General Information—C. Further Information about Our Directors—1. Particulars of Directors’ Service Contracts” in Appendix IV to this Prospectus.

For the years ended March 31, 2019, 2020, 2021 and 2022 and the six months ended September 30, 2022, the aggregate amount of emoluments paid or payable to our Directors amounted to approximately RMB10.2 million, RMB11.4 million, RMB9.7 million, RMB15.0 million and RMB2.8 million, respectively.

Under the arrangement currently in force, we estimate the total compensation before taxation to be accrued to our Directors for the fiscal year ending March 31, 2023 to be approximately RMB7.8 million. The actual remuneration of Directors in 2023 may be different from the expected remuneration.

For each of the years ended March 31, 2019, 2020, 2021 and 2022 and the six months ended September 30, 2022, there were one, one, one, two and two Directors among the five highest paid individuals. The total emolument for the remaining individuals among the five highest paid individuals for the years ended March 31, 2019, 2020, 2021 and 2022 and the six months ended September 30, 2022 were RMB10.7 million, RMB11.8 million, RMB12.4 million, RMB12.4 million and RMB2.6 million, respectively.

We confirmed that during the Track Record Period, no remuneration was paid by our Company to, or receivable by, our Director or the five highest paid individuals as an inducement to join or upon joining our Company or as compensation for loss of office in connection with the management positions of any subsidiary or Consolidated Affiliated Entity of our Company.

During the Track Record Period, none of our Directors waived any remuneration. Save as disclosed above, no other payments have been paid, or are payable, by our Company or any of our subsidiary or Consolidated Affiliated Entity to our Directors or the five highest paid individuals during the Track Record Period.

EMPLOYEE INCENTIVE PLANS

During the Track Record Period, We adopted the Pre-IPO Share Option Plan on July 15, 2019, which was amended on April 23, 2020, September 26, 2021 and December 31, 2021. We have also adopted the RSU Plan on December 31, 2021. The principal terms of the Pre-IPO Share Option Plan and the RSU Plan are summarized in the paragraph headed “Statutory and General Information—D. Pre-IPO Share Option Plan” and “Statutory and General Information—E. RSU Plan” in Appendix IV to this Prospectus.

COMPLIANCE ADVISER

We have appointed Guotai Junan Capital Limited as our compliance adviser (the “**Compliance Adviser**”) pursuant to Rule 3A.19 of the Listing Rules. The Compliance Adviser will provide us with guidance and advice as to compliance with the Listing Rules and other applicable laws, rules, codes and guidelines. Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Adviser will advise our Company in certain circumstances including:

- (a) before the publication of any regulatory announcement, circular or financial report;

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- (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 proceeds of the Global Offering in a manner different from that detailed in this Prospectus or where our business activities, developments or results deviate from any forecast, estimate or other information in this Prospectus; and
- (d) where the Hong Kong Stock Exchange makes an inquiry to our Company regarding unusual movements in the price or trading volume of its listed securities or any other matters in accordance with Rule 13.10 of the Listing Rules.

The term of the appointment will commence on the Listing Date and is expected to end on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after Listing.