

DIRECTORS AND SENIOR MANAGEMENT

The Board currently consists of five Directors comprising two executive Directors and three independent non-executive Directors. Our Directors are supported by our senior management in the day-to-day management of our business.

DIRECTORS

The following table sets out the information regarding our Directors:

Name	Age	Present position	Date of joining our Group	Date of appointment	Roles and responsibilities	Relationship with our Controlling Shareholders, other Directors and senior management
Mr. Ng Wing Woon Dave (吳榮煥先生)	50	Executive Director, Chairman of our Board and chief executive officer	1 June 2001	7 September 2021 and re-designated as an executive Director on 19 October 2021	overall management, strategic and major decisions on the development and planning and operation of our Group, the chairperson of the Nomination Committee and a member of the Remuneration Committee	Mr. Dave Ng is one of our Controlling Shareholders and brother of Mr. Vincent Ng
Mr. Ng Wing Shing (吳榮盛先生)	42	Executive Director	1 March 2008	19 October 2021	business development, contract administration and managing quality management system of our Group	Mr. Vincent Ng is the brother of Mr. Dave Ng
Prof. Pong Kam Keung (龐錦強教授)	61	Independent non-executive Director	[●] 2023	[●] 2023	chairperson of the Remuneration Committee and a member of the Audit Committee and a member of Nomination Committee, and supervising and providing independent advice on the operation and management of our Group	Nil

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Name	Age	Present position	Date of joining our Group	Date of appointment	Roles and responsibilities	Relationship with our Controlling Shareholders, other Directors and senior management
Ms. Cheng Shing Yan (鄭承欣女士)	48	Independent non-executive Director	[●] 2023	[●] 2023	a member of the Audit Committee and a member of the Nomination Committee, and supervising and providing independent advice on the operation and management of our Group	Nil
Mr. Lo Chi Wang (羅智弘先生)	45	Independent non-executive Director	[●] 2023	[●] 2023	chairperson of the Audit Committee and a member of the Remuneration Committee, and supervising and providing independent advice on the operation and management of our Group	Nil

Executive Directors

Mr. Ng Wing Woon Dave (吳榮煥先生) ("Mr. Dave Ng") (also known as Mr. Ng Wing Woon (吳榮煥先生)), aged 50, is a founder of our Group, our executive Director, Chairman, chief executive officer and one of our Controlling Shareholders. Mr. Dave Ng is the chairperson of the Nomination Committee and also a member of the Remuneration Committee. He was appointed as a Director on 7 September 2021, and was re-designated as an executive Director on 19 October 2021. Mr. Dave Ng is also the director of Easy Smart Engineering, Easy Smart Maintenance, E-Build Technology, Lofty Profit, Rise Nation, On Thrive Holdings and Total Wisdom. Mr. Dave Ng is responsible for the overall management, strategic and major decisions on the development and planning and operation of our Group. Mr. Dave Ng found Easy Smart Engineering, one of our operating subsidiaries, in June 2001 and he has been a director of Easy Smart Engineering since its incorporation.

Mr. Dave Ng possesses over 21 years of experience in passive fire protection works. Mr. Dave Ng plays an instrumental role in defining our Group's business strategies and managing our business and operations. His years of experience in the passive fire protection works industry and business management have enabled him to develop insights in the macro economic environment and the market trends which may help our Group identify opportunities in the market. Mr. Dave Ng has undertaken to devote sufficient time and attention to carry out his responsibilities in our Group.

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Prior to joining our Group, Mr. Dave Ng worked with Protec Engineering Limited from November 1998 to June 2001 and his last position was a sales engineer, and with Vibron Limited as a production engineer from 1995 to 1997.

Mr. Dave Ng graduated from the Hong Kong Polytechnic University with a Higher Diploma in Manufacturing Engineering in October 1995.

Set out below are companies established in Hong Kong or the PRC which were dissolved or had their business licence revoked when Mr. Dave Ng was a director and/or supervisor.

<u>Name of company</u>	<u>Place of incorporation</u>	<u>Nature of business immediately before revocation of business licence/ dissolution</u>	<u>Date of revocation of business licence/dissolution</u>	<u>Nature of dissolution</u>
Synergy Beverage Incorporation Limited 新立飲品有限公司	Hong Kong	Inactive	4 July 2014	Dissolved by deregistration under Section 291AA of the Predecessor Companies Ordinance ^(Note 1)
Fully Zone Limited 盛境有限公司	Hong Kong	Inactive	24 July 2015	Dissolved by deregistration under Section 751 of the Companies Ordinance ^(Note 2)
Shanghai Yijun Building Materials Co., Ltd. 上海怡俊建材有限公司	PRC	Inactive	20 January 2019	Revocation of business licence due to inactivity for over six months
Dongguan Gangjin Smart Equipment Limited* 東莞市港進智能設備有限公司	PRC	Inactive	16 March 2021	Deregistration
Easy Smart (Macau) Engineering Limited 怡俊(澳門)工程有限公司	Macau	Inactive	17 September 2021	Dissolved

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Notes:

1. Under Section 291AA of the Predecessor Companies Ordinance (Chapter 32), an application for deregistration can only be made if (a) all the members of such company agreed to such deregistration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application and (c) such company has no outstanding liabilities.
2. Under Section 751 of the Companies Ordinance, an application for deregistration can only be made if in addition to the conditions for Section 291AA of the Predecessor Companies Ordinance mentioned in note (1) above, (a) the company is not a party to any legal proceedings; (b) the company's assets do not consist of any immovable property situate in Hong Kong; (c) if the company is a holding company, none of its subsidiary's assets consist of any immovable property situate in Hong Kong; and (d) the company is not a company specified under Section 749 of the Companies Ordinance.

As confirmed by Mr. Dave Ng, the above dissolved or deregistered companies were solvent and in compliance with all relevant laws and regulations immediately before their dissolutions, that there was no wrongful act on his part leading to the dissolution and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution and de-registration of the above companies.

Concerning Shanghai Yijun, Shanghai Yijun was established in May 2008, which Mr. Dave Ng is its sole director and legal representative, whereas the sole shareholder is an Independent Third Party. Upon establishment, Shanghai Yijun was permitted under its business licence to operate construction materials, machine apparatus, fire protection equipment, sale and installation of air-conditioners, commercial consultation and import and export businesses of goods and techniques for ten years from 4 May 2008 to 3 May 2018. Mr. Dave Ng confirmed that he and the sole shareholder of Shanghai Yijun first became acquainted in around 2005/2006. In around early 2008, the sole shareholder of Shanghai Yijun approached Mr. Dave Ng as she intended to establish a limited liability company in Shanghai, the PRC, for operating fire protection related business. As the sole shareholder of Shanghai Yijun knew that Mr. Dave Ng possessed experience in the passive fire protection works industry, she invited Mr. Dave Ng to be the legal representative and the sole director of Shanghai Yijun on the understanding that Mr. Dave Ng was only required to advise on its business strategy given that he lived in Hong Kong with his time and attention was focusing on the operations of our Group and the operations of Shanghai Yijun would be conducted by Shanghai Yijun's staff in the PRC. Although Mr. Dave Ng did not have an economic interest in Shanghai Yijun, the sole shareholder of Shanghai Yijun orally agreed to further discuss with Mr. Dave Ng on his remuneration package if the business became successful. However, the business of Shanghai Yijun did not perform as expected. Shanghai Yijun did not record revenue for the financial years ended 31 December 2013, 2014 and 2015 and its business operation ceased in about 2015-2016. Pursuant to an administrative penalty decision made by the Administration for Market Supervision of Shanghai City Jiading District in November 2018 and as advised by our PRC Legal Advisers, the revocation of its business licence in January 2019 was because Shanghai Yijun had ceased its business for over six consecutive months.

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Notwithstanding Shanghai Yijun obtained an approval from The State Taxation Administration of Shanghai City Jiading District in November 2021 confirming the tax deregistration of Shanghai Yijun, the deregistration of Shanghai Yijun cannot proceed under the PRC Company Law (《中華人民共和國公司法》), as advised by our PRC Legal Advisers, unless with the formation of a liquidation group which the sole shareholder of Shanghai Yijun shall be one of its members and the written resolution from the sole shareholder of Shanghai Yijun. However, Mr. Dave Ng and such sole shareholder had not contacted with each other after Shanghai Yijun ceased business in about 2015-2016, and despite effort have been made, the sole shareholder cannot be contacted for deregistration of Shanghai Yijun after the approval for tax deregistration was obtained and as at the Latest Practicable Date.

Although the liquidation and deregistration of Shanghai Yijun cannot be proceeded with due to the reason provided above, Shanghai Yijun has not been subject to any civil and criminal litigation against it based on the result of a PRC litigation searches conducted by an independent search agent in September 2021 and in August 2022, and there was no claim made against Shanghai Yijun and Shanghai Yijun did not have any outstanding debts owed to the creditors when it applied for tax deregistration in November 2021 and as at the Latest Practicable Date as confirmed by Mr. Dave Ng.

As advised by our PRC Legal Advisers, if a shareholder of a company limited by shares or a director and a controlling shareholder of a joint stock limited company fails to form a liquidation group for commencement of liquidation within the statutory period which results in depreciation, loss or damage of the company's assets, the Supreme People's Court shall support a claim against the shareholder, the director and the controlling shareholder for indemnifying the creditors for the company's debts owed to the creditors pursuant to the Regulation 2 of the Supreme People's Court of the PRC on certain questions of the applicability by the PRC Company Law (《最高人民法院關於適用〈中華人民共和國公司法〉若干問題的規定(二)》). As Mr. Dave Ng is a director of Shanghai Yijun and a liquidation group cannot be formed for the liquidation of Shanghai Yijun, he may be potentially liable if the above were to occur.

Furthermore, as Mr. Dave Ng was the legal representative of Shanghai Yijun when the business licence of Shanghai Yijun was revoked in January 2019, as advised by our PRC Legal Advisers, according to the PRC Company Law, any person who while acting as the legal representative of a PRC company was personally responsible for the revocation of such company's business licence due to violation of laws or regulations cannot act as legal representative, director, supervisor or member of senior management in other PRC companies for three years from the date of revocation of a business licence.

Notwithstanding the aforesaid provisions, our PRC Legal Advisers are of the view that:

- (1) the possibility of the applicability of the Regulation 2 of the Supreme People's Court of the PRC on certain questions of the applicability by the PRC Company Law on Mr. Dave Ng for indemnifying the creditors for Shanghai Yijun's debt (if any) is low for the reasons that (a) Shanghai Yijun has ceased business in about 2015-2016; (b) Shanghai Yijun has obtained the approval

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from The State Taxation Administration of Shanghai City Jiading District confirming the tax deregistration of Shanghai Yijun; (c) no record of civil and criminal litigation was made against Shanghai Yijun as revealed from the independent search results; and (d) no claim was made against Shanghai Yijun as confirmed by Mr. Dave Ng; and

- (2) the restriction on Mr. Dave Ng to act as legal representative, director, supervisor or member of senior management under the PRC Company Law is not applicable to Mr. Dave Ng because of the expiration of the three-year period on 19 January 2022, and that the PRC Company Law does not extend to his directorship of companies established in Hong Kong, the Cayman Islands and the British Virgin Islands.

Based on (i) the result of the PRC litigation searches conducted by independent search agent in September 2021, August 2022 and [April 2023] revealing no record of civil or criminal litigation against Shanghai Yijun and Mr. Dave Ng in the PRC; (ii) the aforesaid advice from our PRC Legal Advisers; (iii) our Group having no operations in the PRC during the Track Record Period and up to the Latest Practicable Date; (iv) the confirmation from Mr. Dave Ng that there is no fraudulent act or misfeasance on his part leading to the revocation of business licence of Shanghai Yijun and he is not aware of any actual or potential claim that has been or will be made against him as a result of the revocation of business licence of Shanghai Yijun; and (v) our Hong Kong Legal Advisers agreed with the PRC Legal Advisers' views that the status of Shanghai Yijun does not affect the legality and validity of Mr. Dave Ng as a director of companies established in Hong Kong, the Cayman Islands, our Hong Kong Legal Advisers therefore are of the view that the status of Shanghai Yijun will not have any adverse impact on the suitability of Mr. Dave Ng as a Director of our Company.

Mr. Ng Wing Shing (吳榮盛先生) ("Mr. Vincent Ng"), aged 42, is our Executive Director. He was appointed as an executive Director on 19 October 2021. Mr. Vincent Ng is responsible for business development, contract administration and managing quality management system of our Group. Mr. Vincent Ng joined our Group since 1 March 2008.

Mr. Vincent Ng has over 14 years of experience in passive fire protection works. He joined our Group as a sales engineer of Easy Smart Engineering from 1 March 2008 and has been a sales manager of Easy Smart Maintenance since 1 April 2011. Prior to joining our Group, Mr. Vincent Ng worked at PCCW-HKT Limited from May 2006 to February 2008 with his last position as an operational improvement executive.

Mr. Vincent Ng graduated from Curtin University of Technology, Western Australia, with a degree of Bachelor of Science in Computer Science on 30 September 2005.

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Set out below is a company incorporated in Hong Kong which was dissolved when Mr. Vincent Ng was a director.

<u>Name of company</u>	<u>Place of incorporation</u>	<u>Nature of business immediately before dissolution</u>	<u>Date of dissolution</u>	<u>Nature of dissolution</u>
Alcove World Wines Limited 百醇國際酒業有限公司	Hong Kong	Inactive	10 June 2011	Dissolved by deregistration under Section 291AA of the Predecessor Companies Ordinance. <i>(Note)</i>

Note: Under Section 291AA of the Predecessor Companies Ordinance (Chapter 32), an application for deregistration can only be made if (a) all the members of such company agreed to such deregistration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application and (c) such company has no outstanding liabilities.

As confirmed by Mr. Vincent Ng, the above deregistered company was solvent and in compliance with all relevant laws and regulations immediately before its dissolution, that there was no wrongful act on his part leading to the dissolution and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution and de-registration of the above company.

Independent Non-executive Directors

Prof. Pong Kam Keung (龐錦強教授), aged 61, was appointed as our independent non-executive Director on [●] 2023. He is also the chairperson of the Remuneration Committee, a member of the Nomination Committee and a member of the Audit Committee. Prof. Pong is responsible for supervising our Group's compliance, corporate governance matters and providing independent advice to our Group.

Prof. Pong is currently an independent non-executive director of Shuang Yun Holdings Limited (stock code: 1706), a company listed on the Main Board, from October 2017 and an independent non-executive director of HKE Holdings Limited (stock code: 1726), a company listed on the Main Board, from March 2018. He was a non-executive director of Star Group Company Limited (stock code: 1560) (previously known as Star Properties Group (Cayman Islands) Limited), a company listed on the Main Board, from March 2016 to September 2018 and an executive director from September 2018 to November 2021, an executive director of Sundart Holdings Limited (stock code: 1568), a company listed on the Main Board, from July 2015 to February 2018, an independent non-executive director of Central Holding Group Co. Ltd. (stock code: 1735) (previously known as Wang Yang Holdings Limited), a company listed on the Main Board, from March 2018 to October 2019, and an independent non-executive director of FSM Holdings Limited (stock code: 1721), a company listed on the Main Board, from June 2018 to April 2020.

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Prof. Pong is also an adjunct professor in the Division of Environment and Sustainability of The Hong Kong University of Science and Technology since December 2013. Prof. Pong has been a member of the Disciplinary Tribunal of the Hong Kong Institute of Chartered Secretaries since January 2015. Prof. Pong was the chief prosecution officer of the Environment Protection Department of the HK Government from July 2004 to July 2013. He served as advisor to the Hong Kong Architecture Centre from 2011 to 2013. He was also a member of the Appeal Tribunal Panel of the Planning and Lands Branch of the Development Bureau of the HK Government from February 2007 to November 2012.

Prof. Pong obtained a degree of Bachelor of Science in Building Surveying from the Thames Polytechnic, United Kingdom in June 1989, a degree of Master of Science in Property Investment from the City University of London, United Kingdom in December 1993 and a Doctor of Philosophy degree from the Hong Kong Polytechnic University in September 2019.

Prof. Pong has been a fellow of the Hong Kong Institute of Construction Managers since August 2016, the Hong Kong Institute of Facility Management since July 2000, the Hong Kong Institute of Surveyors since November 2000, the Chartered Institute of Arbitrators since January 2001, and the Royal Institution of Chartered Surveyors since January 2006.

The following companies were dissolved other than by members' voluntary winding up when Prof. Pong was a director:

Name of company	Nature of business	Date of dissolution	Details
Master Bright International Limited	Engineering	30 December 2005	It was a Hong Kong incorporated company de-registered under Section 291AA of the Predecessor Companies Ordinance due to cessation of business. <i>(Note)</i>
New China Investment Limited	Property agency	30 December 2005	It was a Hong Kong incorporated company de-registered under Section 291AA of the Predecessor Companies Ordinance due to cessation of business. <i>(Note)</i>

Note: Under Section 291AA of the Predecessor Companies Ordinance, an application for de-registration can only be made if (a) all the members of such company agreed to such de-registration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application and (c) such company has no outstanding liabilities.

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As confirmed by Prof. Pong, the above companies were solvent as at the time of dissolution. Prof. Pong also confirmed that there is no wrongful act on his part leading to the above dissolution of the companies and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution and de-registration of the above companies.

Ms. Cheng Shing Yan (鄭承欣女士), aged 47, was appointed as our independent non-executive Director on [●] 2023. She is also a member of the Audit Committee and a member of the Nomination Committee. Ms. Cheng is responsible for supervising our Group's compliance, corporate governance matters and providing independent advice to our Group. Ms. Cheng has over 18 years of experiences in accounting and finance.

Ms. Cheng held different positions at Ernst & Young Business Services Ltd. from January 2004 to December 2008, where she last served as a manager of the assurance and advisory business services department. She then worked at Baker Tilly Hong Kong Business Services Limited as a manager from March 2009 to July 2010. She held different positions at SHINEWING (HK) CPA Limited from November 2010 to April 2016, where she last served as a senior audit manager. Ms. Cheng joined the group of Sanroc International Holdings Limited (now known as Zhaobangji Properties Holdings Limited) ("**Sanroc**"), a company listed on the Main Board (stock code: 1660), and served as the chief financial officer from April 2016 to April 2018. Since April 2018, she has been the chief financial officer of Sanroc International (Hong Kong) Limited and certain subsidiaries of Sanroc.

From April 2016 to April 2018 and from April 2017 to April 2018, she was the company secretary and an executive director of Sanroc, respectively. From June 2017 to October 2019, she was an independent non-executive director of China Shenghai Food Holdings Company Limited (now known as China Shenghai Group Limited), a company listed on the Main Board (stock code: 1676). Since October 2017, she has been an independent non-executive director of Putian Communication Group Limited, a company listed on the Main Board (stock code: 1720). Since February 2021, she has been an independent non-executive director of Kwong Luen Engineering Holdings Limited, a company listed on the Main Board (stock code: 1413).

Ms. Cheng obtained a degree of Master of Arts in International Accounting from the City University of Hong Kong in November 2003. She was admitted as a certified public accountant of the Hong Kong Institute of Certified Public Accountants in July 2003, a fellow of The Association of Chartered Certified Accountants in December 2005, an associate of The Chartered Governance Institute in June 2017 and an associate of The Hong Kong Institute of Chartered Secretaries in June 2017.

Mr. Lo Chi Wang (羅智弘先生), aged 45, was appointed as our independent non-executive Director on [●] 2023. He is also the chairperson of the Audit Committee and a member of the Remuneration Committee. Mr. Lo is responsible for supervising our Group's compliance, corporate governance matters and providing independent advice to our Group. Mr. Lo has over 20 years of experiences in accounting and finance.

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Mr. Lo is the group financial controller and the assistant general manager of the financial service division and Hong Kong factory of Hung Fook Tong Group Holdings Limited (stock code: 1446), a company listed on the Main Board, and he joined as a financial controller in May 2015. Mr. Lo's experience in auditing and tax advisory services was gained from his various positions in Deloitte Touche Tohmatsu from February 2002 to June 2009. Mr. Lo was the financial controller of Hanyu China Holdings Limited from June 2009 to October 2013, and Sino Grandness Food Industry Group Limited (stock code: T4B, a company listed on the Singapore Stock Exchange), from November 2013 to February 2015.

Mr. Lo received a degree of Bachelor of Arts (Honour) in Accounting from the Manchester Metropolitan University in Manchester, United Kingdom in June 2001. He was admitted as a fellow member of the Association of Chartered Certified Accountants in May 2014, the Hong Kong Institute of Certified Public Accountants in September 2017, and CPA Australia in July 2022. He has been appointed as a co-opted member of the Moderation Sub-groups under the Qualification and Examinations Board ("QEB") of the Hong Kong Institute of Certified Public Accountants for the years 2019 and 2020 and a board member of QEB for the years 2021 and 2022.

Mr. Lo is currently an independent non-executive director of Novacon Technology Group Limited (stock code: 8635), a company listed on GEM of the Stock Exchange since March 2019, and was an independent non-executive director of Dragon Rise Group Holdings Limited (stock code: 6829), a company listed on the Main Board, from January 2018 to September 2021.

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

To the best of the knowledge, information and belief of our Directors, having made all reasonable enquires, save as disclosed above, there is no information on any of our Directors which needs to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules as at the Latest Practicable Date, and there are no other matters that need to be brought to the attention of the Shareholders under Rule 13.51(2) of the Listing Rules in connection with his/her appointment as a Director as at the Latest Practicable Date.

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The following table sets out the information regarding our senior management:

Name	Age	Present position	Date of joining our Group	Roles and responsibilities	Relationship with our Controlling Shareholders, other Director(s) and senior management
Mr. Pang Yuk (彭彧先生)	35	Financial controller	20 July 2021	supervising all finance activities and accounting operations, and providing financial strategic planning, budgeting and forecast	Nil
Mr. Lui Siu Fung (雷兆鋒先生)	42	Project manager	18 April 2017	project tendering, procurement, budget control and planning of project programmes	Nil

Mr. Pang Yuk (彭彧先生), aged 35, joined our Group as a financial controller in July 2021. Mr. Pang has more than eight years of experience in accounting, corporate finance, compliance and company secretarial work. Mr. Pang joined Shenzhen Zhongzhuang Construction Group Co., Ltd. (深圳市中裝建設集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002822.SZ) from April 2014 to December 2018 with his last position as assistant general manager of overseas division. Mr. Pang worked at Shenzhen Zhongzhuang Construction Investment Holding Group Company Limited* (深圳市中裝建設投資控股集團有限公司) from January 2019 to March 2020 with his last position as chief investment officer – overseas division.

Mr. Pang obtained his degree of Bachelor of Commerce in Corporate Finance and degree of Master of Commerce in Accounting at the University of Adelaide, Australia in December 2008 and December 2009 respectively.

Mr. Pang has been a Certified Public Accountant Australia since 5 July 2013.

Mr. Lui Siu Fung (雷兆鋒先生), aged 42, joined our Group since April 2017. Mr. Lui has more than five years of experience in passive fire protection works. Mr. Lui joined Easy Smart Engineering as a site foreman in April 2017. He was promoted to the position as our assistant project manager on 1 February 2018 and was further promoted to the position of our project manager on 4 February 2020.

Mr. Lui obtained a certificate of graduation for secondary education in Canada in June 1998 and has completed a course in elementary (metal work) manual metal arc weld-polishing crash course organised by the Hong Kong Federation of Trade Union Spare Time Study Centre and the Hong Kong Plumbing General Union in December 2016.

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Prior to joining our Group, Mr. Lui was an account executive at CITIC Securities International Company Limited from February 2011 to April 2017. Although Mr. Lui did not have any working experience in the passive fire protection works industry prior to joining our Group, he was experienced in handling customers' liaison, relations and orders with his previous work as an account executive and possessed of administrative and liaison skills, which our Group considered Mr. Lui capable of managing customers' relations, handling basic site administrative duties as a site foreman. Coupled with his training in the construction industry, Mr. Lui joined our Group as a site foreman and was promoted to the position as a project manager overseeing projects of our Group in around 3 years.

To the best of the knowledge, information and belief of our Directors, having made all reasonable enquiries, save as disclosed above, none of the above member of senior management has been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this document.

COMPANY SECRETARY

Mr. Leung Hoi Ki (梁海祺先生), aged 34, has been appointed as our company secretary on [●] 2023. He is primarily responsible for the company secretarial matters of our Group. Mr. Leung received a degree of Bachelor of Business Administration in Accountancy from the Hong Kong Polytechnic University in October 2011. Mr. Leung was admitted as a member of the Hong Kong Institute of Certified Public Accountant in March 2015. He has over 11 years of accounting experience. From September 2011 to May 2014, he was employed by BDO Limited, with his last position being a senior associate of the Assurance Department. From June 2014 to November 2014, Mr. Leung worked as a senior accountant at the assurance department of Ernst & Young. From December 2014 to January 2017, he was employed by KPMG with his last position being a manager. Mr. Leung has been the company secretary of Dragon Rise Group Holdings Limited, a company listed on the Main Board (stock code: 6829) since March 2017.

Mr. Leung does not hold any current or past directorships in the last three years preceding the Latest Practicable Date in any public companies listed on any securities market in Hong Kong or overseas.

AUTHORISED REPRESENTATIVES

Mr. Dave Ng and Mr. Leung Hoi Ki have been appointed as the authorised representatives of our Company under Rule 3.05 of the Listing Rules.

BOARD DIVERSITY POLICY

Our Company will adopt a board diversity policy (the "**Board Diversity Policy**") upon the [REDACTED], which sets out its approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board. Our Company recognises and embraces the benefits of the Board diversity to enhance the quality of its performance and endeavours to ensure that the Board has appropriate balance and level of skills,

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experience and perspectives required to support the execution of its business strategies. Our Company seeks to achieve Board diversity by selection of candidates for the Board through the consideration of a number of factors, including but not limited to gender, age, cultural and education background, professional experience, skills, knowledge and length of service. Our Company will also take into consideration factors based on its own business model and specific needs from time to time in determining the optimum composition of the Board. All Board appointments will be based on meritocracy having due regard for the benefits of diversity on the Board. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

Our Board comprises of five members, including one female independent non-executive Director. Our Directors also have a balanced mix of knowledge and experience in the areas of engineering, finance and accounting. Mr. Dave Ng and Mr. Vincent Ng are brothers. We have three independent non-executive Directors with different industry backgrounds, representing more than one-third of the members of our Board.

We will review the objectives of the Board Diversity Policy from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. After [REDACTED], the Nomination Committee will review the Board Diversity Policy and monitor its implementation. The Nomination Committee will report annually to Shareholders in the corporate governance section of the annual report of our Company on the process adopted in relation to the Board appointments and the consideration given to the diversity on the Board.

REMUNERATION POLICY

Our Directors and senior management receive compensation in the form of salaries, benefits in kind and discretionary bonuses with reference to salaries paid by comparable companies, time commitment and the performance of our Group. 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 senior management and the performance of our Group.

After the [REDACTED], the Remuneration Committee will review and determine the remuneration and compensation packages of our Directors with reference to their responsibilities, workload, the time devoted to our Group and the performance of our Group. Our Directors may also receive options to be granted under the Share Option Scheme.

REMUNERATIONS OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management receive compensation in the form of salaries, allowances, discretionary bonuses and other benefits-in-kind, including our contribution to the pension schemes on their behalf. We determine the remuneration of our Directors and senior management with reference to their respective experience, responsibilities, individual performance, salaries paid by comparable companies and the performance of our Group.

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For the years ended 30 June 2020, 2021 and 2022 and the four months ended 31 October 2022, the aggregate remuneration (including Directors' fees, salaries, allowances, benefits in kind, discretionary bonuses and retirement scheme contributions) paid by our Group to our Directors, were approximately HK\$1.0 million, HK\$1.0 million, HK\$1.0 million and HK\$0.3 million, respectively.

For the years ended 30 June 2020, 2021 and 2022 and the four months ended 31 October 2022, the aggregate remuneration paid by our Group to the five highest paid individuals (excluding one, one, one and nil Director for the years ended 30 June 2020, 2021 and 2022 and the four months ended 31 October 2022 respectively) of our Group were approximately HK\$2.3 million, HK\$2.8 million, HK\$3.2 million and HK\$1.7 million, respectively.

Under the arrangements currently proposed, conditional upon the [REDACTED], the basic annual remuneration (excluding payment of any discretionary benefits or bonus or other fringe benefits) payable by our Group to each of our Directors will be as follows:

	<i>HK\$</i>
<i>Executive Directors</i>	
Mr. Dave Ng	720,000
Mr. Vincent Ng	720,000
<i>Independent non-executive Directors</i>	
Prof. Pong Kam Keung	180,000
Ms. Cheng Shing Yan	180,000
Mr. Lo Chi Wang	180,000

During the Track Record Period, no other payments have been paid by our Group to, or received by, our Directors or our five highest paid individuals as: (i) an inducement to join or upon joining our group or (ii) as compensation for the loss of office as a director or management of any members of our Group.

None of our Directors waived any emoluments for the Track Record Period. Save as disclosed above, no other payments have been made or are payable by any member of our Group to any of our Directors and the five highest paid individuals during the Track Record Period.

For information on Directors' remuneration during the Track Record Period as well as information on the five highest paid individuals, please refer to note 11 to the Accountants' Report set out in Appendix I to this document.

Under the arrangements currently in force, the aggregate remuneration of our Directors paid or payable (including benefits in kind but excluding any discretionary bonus which may be paid) in respect of the year ending 30 June 2023 is estimated to be approximately HK\$1.1 million.

DIRECTORS AND SENIOR MANAGEMENT

BOARD COMMITTEES

Audit Committee

Our Company established the Audit Committee on [●] with its written terms of reference in compliance with the Corporate Governance Code and the Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The primary duties of the Audit Committee are, among other things, to review and supervise our financial reporting process and internal control and risk management system, nominate and monitor external auditors, provide advice and comments to the Board on matters related to corporate governance and perform other duties and responsibilities as assigned by the Board.

The Audit Committee consists of three members, being Mr. Lo Chi Wang, Prof. Pong Kam Keung and Ms. Cheng Shing Yan. Mr. Lo Chi Wang currently serves as the chairperson of the Audit Committee.

Remuneration Committee

Our Company established the Remuneration Committee on [●] with its written terms of reference in compliance with the Corporate Governance Code and the Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The primary duties of the Remuneration Committee are, among other things, to make recommendations to the Board on our Company's policy for human resource management as well as establish and review policies and structure in relation to remuneration for our directors and senior management.

The Remuneration Committee consists of three members, being Prof. Pong Kam Keung, Mr. Dave Ng and Mr. Lo Chi Wang. Prof. Pong Kam Keung currently serves as the chairperson of the Remuneration Committee.

Nomination Committee

Our Company established the Nomination Committee on [●] with its written terms of reference in compliance with the Corporate Governance Code and the Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The primary duties of the Nomination Committee are, among other things, to make recommendations to the Board regarding candidates to fill vacancies on the Board and/or in senior management.

The Nomination Committee consists of three members, being Mr. Dave Ng, Prof. Pong Kam Keung and Ms. Cheng Shing Yan. Mr. Dave Ng currently serves as the chairperson of the Nomination Committee.

DIRECTORS AND SENIOR MANAGEMENT

CORPORATE GOVERNANCE CODE

Our Company is committed to achieving high standards of corporate governance with a view to safeguarding the interest of the Shareholders. To accomplish this, save for the deviation from the Code Provision C.2.1, our Company intends to comply with the code provisions set out in the Corporate Governance Code and Corporate Governance Report in Appendix 14 to the Listing Rules after [REDACTED].

Code Provision C.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Dave Ng is both our Chairman and the chief executive officer. In view that Mr. Dave Ng being the founder of our Group and has been operating and managing the business as well as overall financial and strategic planning of our Group, since the incorporation of Easy Smart Engineering in around June 2001, our Board believes that the vesting of the roles of Chairman and chief executive officer in Mr. Dave Ng is beneficial to the business operations and management of our Group and will provide a strong and consistent leadership to our Group. In addition, due to the presence of three independent non-executive Directors which represents over half of the Board, the Board considers that there is a balance of power and authority such that no one individual has unfettered power of decision. Accordingly, our Company has not segregated the roles of our Chairman and chief executive officer as required by Code Provision C.2.1 of Appendix 14 to the Listing Rules.

Our Directors will continue to review and consider splitting the roles of chairperson and chief executive of our Company at a time when it is appropriate and suitable by taking into account the circumstances of our Group as a whole. Our Directors will further review our corporate governance policies and compliance with the Corporate Governance Code each financial year and comply with the "comply or explain" principle in our corporate governance report which will be included in our annual reports upon the [REDACTED].

SHARE OPTION SCHEME

Our Group has conditionally adopted the Share Option Scheme under which employees of our Group including executive Directors and other eligible participants may be granted options to subscribe for Shares. For details of the principal terms of the Share Option Scheme, please refer to the section headed "Statutory and general information — D. Share Option Scheme" in Appendix IV to this document.

DIRECTORS AND SENIOR MANAGEMENT

COMPLIANCE ADVISER

We have agreed to appoint Grande Capital Limited to be our compliance adviser upon the [REDACTED] in compliance with Rule 3A.19 of the Listing Rules. We have entered into a compliance adviser's agreement with Grande Capital Limited prior to the [REDACTED], the material terms of which are as follows:

- (a) the term of appointment of the compliance adviser will commence on the [REDACTED] of our Company and end on the date on which we distribute our annual report in respect of our financial results for the first full financial year commencing after the [REDACTED], or until the agreement is terminated, whichever is earlier;
- (b) the compliance adviser will provide us with certain services, including guidance and advice as to compliance with the requirements under the Listing Rules and applicable laws, rules, codes and guidelines and advice on the continuing requirements under the Listing Rules and applicable laws and regulations; and
- (c) our Company will consult with and, if necessary, seek advice from Grande Capital Limited as our compliance adviser in the following circumstances:
 - (i) before the publication of any regulatory announcement, circular or financial report;
 - (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
 - (iii) where our Company proposes to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where the business activities, developments or results of our Company deviate from any forecast, estimate, or other information in this document; and
 - (iv) where the Stock Exchange makes any enquiry to our Company under Rule 13.10 of the Listing Rules.