
DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

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

The table below sets forth certain information in respect of members of our Board:

Members of our Board

Name	Age	Date of joining our Group	Current Position	Date of appointment as Director	Roles and responsibilities	Relationship with other Directors and/or senior management
<i>Executive Directors</i>						
Mr. Li Ning (李寧先生)	60	2 June 2010	Executive Director, chairman of our Board and chief executive officer	2 June 2010	Responsible for overseeing the overall management, business strategic development and general operations of our Group, convening and hosting Board meetings, and hosting general meetings of our Company	Uncle of Mr. Li Qilin
Mr. Li Chunyang (李春陽先生)	54	2 June 2010	Executive Director	2 June 2010	Responsible for overseeing the overall management, business strategic development and general operations of our Group	Nil
Mr. Li Qilin (李麒麟先生)	36	6 June 2013	Executive Director	13 November 2015 ⁽¹⁾	Responsible for overseeing the overall management, business strategic development and general operations of our Group	Nephew of Mr. Li Ning
<i>Non-executive Directors</i>						
Mr. Victor Herrero	54	18 May 2020	Non-executive Director	14 January 2021	Responsible for participating in strategic planning and advising on significant decision-making of our Group	Nil
Mr. Ma Wing Man (馬詠文先生)	57	2 June 2010	Non-executive Director	2 June 2010	Responsible for participating in strategic planning and advising on significant decision-making of our Group	Nil
Ms. Lyu Hong (呂紅女士)	51	18 November 2022	Non-executive Director	18 November 2022	Responsible for participating in strategic planning and advising on significant decision-making of our Group	Nil

DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Date of joining our Group	Current Position	Date of appointment as Director	Roles and responsibilities	Relationship with other Directors and/or senior management
<i>Independent non-executive Directors</i>						
Mr. Li Qing (李勅先生)	56	20 December 2019	Independent non-executive Director	20 December 2019	Responsible for supervising and providing independent judgement on our Group's strategies, performance, resources and standard of conduct	Nil
Mr. Pak Wai Keung, Martin (白偉強先生)	59	13 February 2019	Independent non-executive Director	13 February 2019	Responsible for supervising and providing independent judgement on our Group's strategies, performance, resources and standard of conduct	Nil
Mr. Wang Yan (汪延先生)	50	1 July 2017	Independent non-executive Director	1 July 2017	Responsible for supervising and providing independent judgement on our Group's strategies, performance, resources and standard of conduct	Nil

Note:

- (1) Mr. Li Qilin was appointed as a non-executive Director on 6 June 2013 and was re-designated from a non-executive Director to an executive Director with effect from 13 November 2015.

Executive Directors

Mr. Li Ning (李寧先生), aged 60, has been the chairman and an executive Director since June 2010. Mr. Li is also the chairman of the nomination committee, the chairman of the executive committee and the chief executive officer of our Company. He is responsible for overseeing the overall management, business strategic development and general operations of our Group, convening and hosting Board meetings, and hosting general meetings of our Company. He is also a director of various subsidiaries of our Company. Mr. Li is the founder of the LI-NING brand. He has been appointed as an executive director of Li Ning Co (stock code: 2331) since 4 March 2004 and is currently its executive chairman. Mr. Li was appointed as interim chief executive officer of Li Ning Co on 18 March 2015 and has been re-designated as its joint chief executive officer with effect from 2 September 2019. Mr. Li is the younger brother of Mr. Li Chun, a substantial shareholder of our Company and the uncle of Mr. Li Qilin, who is an executive Director.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Li is one of the most outstanding athletes in the 20th century. In the 6th World Cup Gymnastics Competition in 1982, Mr. Li unprecedentedly won six gold medals in men’s artistic gymnastics events and was named the “Prince of Gymnastics”(“體操王子”) in the PRC. In the 23rd Los Angeles Olympic Games in 1984, Mr. Li won three gold, two silver and one bronze medals, making him the athlete winning the most medals of that Olympic Games. In 1987, Mr. Li became the Asian member of Athlete’s Commission of the International Olympic Committee. From 1993 to 2000, Mr. Li served as a member of the Men’s Artistic Gymnastics Technical Committee of the Federation Internationale De Gymnastique. He is currently an honorary member of the Federation Internationale De Gymnastique. In 1999, Mr. Li was voted as one of the “World’s Most Excellent Athletes in the 20th Century” by the World Sports Correspondent Association.

After retiring from his athlete career in 1989, Mr. Li initiated the idea of LI-NING brand with the goal of creating the first national sports goods brand in the PRC. He has dedicated the past over 30 years to the development of the business of Li Ning Co and its subsidiaries, achieving great contribution to the development of the sporting goods industry in the PRC. Mr. Li is the non-executive chairman of LionRock Capital GP Limited.

Mr. Li holds a bachelor’s degree in law from the School of Law of Peking University (北京大學), an executive master of business administration degree from the Guanghua School of Management of Peking University (北京大學光華管理學院), an honorary doctorate in technology from the Loughborough University in the United Kingdom and an honorary degree of doctor of humanities from The Hong Kong Polytechnic University. In June 2010, Mr. Li was also conferred honorary fellowship from The Hong Kong University of Science and Technology.

Mr. Li has also been actively involved in charities via his “Li Ning Foundation”(李寧基金) and supporting educational development in impoverished and remote areas in the PRC. In October 2009, Mr. Li was appointed by the United Nations World Food Programme (WFP) as “WFP Goodwill Ambassador Against Hunger”. Mr. Li is an honorary president of the Hong Kong Association of Youth Development and a life member of The Chinese General Chamber of Commerce, Hong Kong.

Mr. Li Chunyang (李春陽先生), aged 54, was appointed as an executive Director on 2 June 2010 and is a member of the executive committee of our Company. He is responsible for overseeing the overall management, business strategic development and general operations of our Group.

Mr. Li joined our Group in June 2010 and is a director of Viva Leading Sports Development, Viva China Community Development Holdings Limited and various subsidiaries of our Company. Mr. Li graduated from Peking University in 2004 with a bachelor’s degree in finance. In 1989 and 1991, he won the World Gymnastics Championships.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Li Qilin (李麒麟先生), aged 36, was appointed as a non-executive Director on 6 June 2013. Mr. Li has been re-designated from a non-executive Director to an executive Director and appointed as a member of the executive committee of our Company with effect from 13 November 2015. He is responsible for overseeing the overall management, business strategic development and general operations of our Group. Mr. Li joined our Group in June 2013 and is a director of various subsidiaries of our Company. Mr. Li had been a director of Lead Ahead Limited, a substantial shareholder of our Company.

Mr. Li has been appointed as a non-executive director of Li Ning Co (stock code: 2331) since 13 December 2017 and re-designated as its executive director with effect from 19 June 2018.

Mr. Li has considerable experience in financial services industry and was an analyst of Persistent Asset Management Limited during the period from January 2010 to July 2013. Mr. Li is the son of Mr. Li Chun, a substantial shareholder of our Company and the nephew of Mr. Li Ning, the chairman, chief executive officer and an executive Director of our Company.

Non-executive Directors

Mr. Victor Herrero, aged 54, has been appointed as a non-executive Director of our Company with effect from 14 January 2021. He is responsible for participating in strategic planning and advising on significant decision-making of our Group. Prior to the appointment, he was a senior advisor of our Company. On 24 July 2020, Mr. Herrero has been appointed as the chairman and a non-executive director of a non-wholly owned subsidiary of our Company, Bossini (stock code: 592).

Mr. Herrero has extensive experience in corporate management and business operations in the consumables industry. From 2015 to 2019, Mr. Herrero served as the chief executive officer and director of Guess Inc. (NYSE: GES), a company listed on the New York Stock Exchange which is principally engaged in designing, marketing, distributing and licensing a lifestyle collection of contemporary apparel, denim, handbags, watches, footwear and other related consumer products around the world. Prior to joining Guess Inc., Mr. Herrero served as the head of Asia Pacific and managing director of Greater China of Industria de Diseño Textil, S.A. (Inditex Group), an international fashion retailer with brands including Zara, Massimo Dutti, Pull & Bear, Bershka and Stradivarius. Mr. Herrero is a supervisory board member of Global Fashion Group S.A. (FWB: GFG) (an e-commerce fashion site operator and owner of Zalora and The Iconic, the shares of which are listed on the Frankfurt Stock Exchange), a board member of G-III Apparel Group, Ltd (Nasdaq: GIII) (a US manufacturer and distributor operating through a portfolio of brands, the shares of which are listed on the Nasdaq Stock Market in the US).

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Mr. Herrero graduated with a master of business administration from Kellogg School of Management at Northwestern University and School of Business and Management at the Hong Kong University of Science and Technology in 2003. He obtained a bachelor’s degree in business administration from ESCP Europe in Paris, France in 1992 and a bachelor of law degree from the University of Zaragoza in Spain in 1993. He was also awarded “Best CEO in the Sustainable Apparel Industry” in 2018 by the European CEO Magazine.

Mr. Ma Wing Man (馬詠文先生), aged 57, has been a non-executive Director and a member of the audit committee of our Company since 2 June 2010. He is responsible for participating in strategic planning and advising on significant decision-making of our Group. Mr. Ma has over 30 years of experience in finance and administration. Mr. Ma has been employed by “Li Ning Foundation” as the financial controller since 2005. From 1992 to 2005, Mr. Ma had been employed first as accountant and later as financial and accounting manager of Jianlibao Holdings (H.K.) Company Limited, which was a wholesaler and retailer of Jianlibao drinks.

Mr. Ma graduated from Hong Kong Shue Yan College (predecessor of Hong Kong Shue Yan University) in 1989 with a diploma in business administration. In 1993, he obtained a diploma in accounting from the School of Professional and Continuing Education, the University of Hong Kong. In 1998, he obtained a professional diploma for financial controllers & finance directors of foreign investment & foreign enterprise in China, which was jointly awarded by the School of Management Zhongshan University, China and The Hong Kong Management Association. In 2003, he obtained a bachelor of business administration degree with honours in accounting from the Open University of Hong Kong.

Ms. Lyu Hong (呂紅女士), also known as Lu Hong, aged 51, has been a non-executive Director since 18 November 2022 and is also a member of the remuneration committee of our Company. She is responsible for participating in strategic planning and advising on significant decision-making of our Group.

Ms. Lyu has over 20 years of experience in global human resources management. She joined Pfizer Pharmaceuticals Limited (輝瑞製藥有限公司), a group member of Pfizer Inc. (NYSE: PFE), a company listed on the New York Stock Exchange which is a global biopharmaceutical corporation (together with its subsidiaries, the “**Pfizer Group**”) in September 1993 and started her career in the industry as a human resources learning and development manager in the PRC in August 1997. Since then, she progressed through increasingly senior human resources leadership positions within Pfizer Group. From June 2011 to August 2016, she was employed by Pfizer Business Service (Dalian) Co. Ltd. (輝瑞商務服務(大連)有限公司) and served as the vice president of human resources for the Asia Pacific region, leading a human resources team consisting of 260 team members which provided human resources and strategic management services to all business units, senior management and more than 30,000 employees across 15 Asia Pacific countries or regions. In 2016, Ms. Lyu was appointed as the vice president of the global human resources operations based in the New York headquarters of Pfizer Group and was subsequently redesignated as a senior vice president of human resources and relocated to Shanghai after the establishment of Pfizer’s Upjohn division in December 2018. Upon the merger of Pfizer’s Upjohn business (its primarily off-patent branded and generic established medicines business) with Mylan N.V. (a global pharmaceutical company) forming Viatris Inc. (NASDAQ: VTRS) in November 2020, Ms. Lyu has been redesignated to be employed by Upjohn US Employment Inc. (a group member of Viatris Inc.) and currently as the head of human resources for Greater China region and Japan, Australia and New Zealand region.

DIRECTORS AND SENIOR MANAGEMENT

Ms. Lyu had been a director of Clark from February 2021 to December 2021 before Clark became a subsidiary of the Group. Ms. Lyu also previously acted as a non-executive director of Pfizer Limited (BSE: 500680), a company listed on the Bombay Stock Exchange, from December 2015 to November 2016.

Ms. Lyu obtained an executive master of business administration degree from Peking University in July 2006, and also obtained a bachelor degree in economy, major in international economy and trade, (through long distance learning) from Dongbei University of Finance and Economics (東北財經大學) in January 2007.

Independent non-executive Directors

Mr. Li Qing (李勍先生), aged 56, was appointed as an independent non-executive Director and a member of both the audit committee and the remuneration committee of our Company on 20 December 2019. He is responsible for supervising and providing independent judgement on our Group’s strategies, performance, resources and standard of conduct. Mr. Li has accumulated over 20 years of experience in investment and asset management, merge and acquisition and business operation in Hong Kong and the PRC. Mr. Li graduated with an executive master of business administration degree from Guanghua School of Management of Beijing University (北京大學光華管理學院) in 2006.

Mr. Li has been appointed as an executive director of Crystal Clear Electronic Material Co., Ltd. (formerly known as Suzhou Crystal Clear Chemical Co., Ltd.) (SZSE: 300655), a company listed on the Shenzhen Stock Exchange, in July 2016 and is currently its chairman and chief strategy officer. He is currently the chairman of both Jiming Asset Management (Shanghai) Co., Ltd and Ma’anshan Jishipujiang Asset Management Co., Ltd. He was appointed as the president of HuaAn Funds Management Limited from May 2010 to September 2014 and a director of China Investment Information Services Limited, from July 2001 to July 2010.

Mr. Pak Wai Keung, Martin (白偉強先生), aged 59, was appointed as an independent non-executive Director, the chairman of the audit committee and a member of the nomination committee of our Company on 13 February 2019. He is responsible for supervising and providing independent judgement on our Group’s strategies, performance, resources and standard of conduct. He has accumulated over 25 years of experience in finance, accounting and corporate governance affairs. Mr. Pak graduated with a bachelor of commerce degree from the Murdoch University, Australia in 1991 and a master of corporate governance degree from The Hong Kong Polytechnic University in 2009. Mr. Pak is a fellow of the Hong Kong Institute of Certified Public Accountants, an associate of The Chartered Governance Institute (formerly The Institute of Chartered Secretaries and Administrators) in the United Kingdom and The Hong Kong Chartered Governance Institute (formerly The Hong Kong Institute of Chartered Secretaries).

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Mr. Pak has been appointed as an independent non-executive director of Nan Nan Resources Enterprise Limited (Stock Code: 1229) and Dragon Mining Limited (Stock Code: 1712) which are companies listed on the Main Board of the Stock Exchange with effect from 19 September 2017 and 5 November 2018 respectively. Mr. Pak had been an independent non-executive director of China Huiyuan Juice Group Limited (previous stock code: 1886) since 12 June 2019. The trading in securities of such company had been suspended since 3 April 2018 and such company was subsequently delisted from the Main Board of the Stock Exchange on 18 January 2021. Mr. Pak had also served as an independent non-executive director of Convoy Global Holdings Limited (previous stock code: 1019) since 8 December 2017. The trading in securities of such company had been suspended since 7 December 2017 and such company was subsequently delisted from the Main Board of the Stock Exchange on 4 May 2021.

Mr. Wang Yan (汪延先生), aged 50, was appointed as an independent non-executive Director, the chairman of the remuneration committee, and a member of both the audit committee and the nomination committee of our Company on 1 July 2017. He is responsible for supervising and providing independent judgement on our Group’s strategies, performance, resources and standard of conduct. From May 2003 to March 2021, he was a director of Sina Corporation (“SINA”) (previous Nasdaq: SINA), which was previously listed on the Nasdaq Stock Market in the US and delisted on 23 March 2021 after privatisation. During the period from 1996 to March 2021, as the co-founder of SINA, Mr. Wang successively held the posts of chief executive officer and chairman. In May 2021, Mr. Wang has been appointed as an independent director of Weibo Corporation which is listed on the Nasdaq Stock Market in the US (Nasdaq: WB) and the Main Board of the Stock Exchange (stock code: 9898).

Mr. Wang obtained a bachelor degree in public law in July 1997 and a master degree in international relations in September 2020 from the Université Paris-Panthéon-Assas in France.

Save as disclosed in this section, each of our Directors has confirmed that as at the Latest Practicable Date, he/she (i) did not hold other positions in our Company or other members of our Group; (ii) had no other relationship with any Directors, senior management, substantial shareholders or Controlling Shareholders of our Company; (iii) did not hold any other directorships in any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the Latest Practicable Date; and (iv) save as disclosed in the section headed “Substantial Shareholders” and the paragraph headed “Statutory and General Information – C. Further Information about our Directors and Substantial Shareholders – 1. Disclosure of interests” in Appendix V to this document, he/she did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed in this section, to the best of the knowledge, information and belief of our Directors, having made all reasonable enquiries, there were no other matters relating to the appointment of our Directors that need to be brought to the attention of our Shareholders, nor is there any information relating to our Directors that was required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Main Board Listing Rules as at the Latest Practicable Date.

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SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of our business. Mr. Li Ning, Mr. Li Chunyang and Mr. Li Qilin, being the executive Directors, are also the senior management of our Group. Please refer to the paragraph headed “Board of Directors – Executive Directors” in this section for details of their qualifications and experiences.

Save as disclosed in this section or the section headed “Relationship with our Controlling Shareholders” in this document, to the best of the knowledge, information and belief of our Directors, having made all reasonable enquiries, none of the above members of senior management has been a director in any public companies 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, or had any relationship with our Directors, other senior management and our Controlling Shareholders as at the Latest Practicable Date.

COMPANY SECRETARY

Ms. Chan Tsz Ping (陳芷萍女士), aged 48, was appointed as our company secretary on 1 April 2022. She is responsible for corporate secretarial duties and corporate governance matters of our Group. She has been appointed as the financial controller of our Group since March 2019 and has been working in our Group since September 2010.

Ms. Chan graduated from the Hong Kong University of Science and Technology with a degree of bachelor of business administration in accounting. She is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. She has over 20 years’ experience in auditing, tax, financial and treasury management with audit firms and various listed companies in Hong Kong.

COMPLIANCE OFFICER

Mr. Li Ning was appointed as the compliance officer of our Company on 4 November 2019. Please refer to the paragraph headed “Board of Directors – Executive Directors” in this section for details of his qualifications and experiences.

BOARD COMMITTEES

Audit Committee

Our Company established an audit committee with written terms of reference in respect of its GEM Listing. Our audit committee comprises three independent non-executive Directors, namely, Mr. Pak Wai Keung, Martin, Mr. Li Qing and Mr. Wang Yan and one non-executive Director, Mr. Ma Wing Man. Mr. Pak Wai Keung, Martin is the chairman of our audit committee. We adopted on [•] 2023 a new set of terms for the audit committee which shall be effective upon the [REDACTED].

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The primary duties of our audit committee are to review our Company’s financial statements, annual reports, half-year reports and risk management and internal control systems and to provide advice and comments thereon to our Board. The establishment of our audit committee is in compliance with Rule 3.21 of the Main Board Listing Rules and its written terms of reference are in compliance with Appendix 14 to the Main Board Listing Rules.

Remuneration Committee

Our Company established a remuneration committee with written terms of reference in respect of its GEM Listing. Our remuneration committee comprises two independent non-executive Directors, namely, Mr. Li Qing and Mr. Wang Yan and one non-executive Director, Ms. Lyu Hong. Mr. Wang Yan is the chairman of our remuneration committee. We adopted on [•] 2023 a new set of terms for the remuneration committee which shall be effective upon the [REDACTED].

The primary duties of our remuneration committee are making recommendations to our Board regarding our Group’s policy and structure for remuneration of all our Directors and senior management. Our Board has adopted the operation model, where our remuneration committee has duties to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management. The establishment of our remuneration committee is in compliance with Rule 3.25 of the Main Board Listing Rules and its written terms of reference are in compliance with Appendix 14 to the Main Board Listing Rules.

Nomination Committee

Our Company established a nomination committee with written terms of reference in respect of its GEM Listing. Our nomination committee comprises two independent non-executive Directors, namely, Mr. Pak Wai Keung, Martin and Mr. Wang Yan and one executive Director, Mr. Li Ning. Mr. Li Ning is the chairman of our nomination committee. We adopted on [•] 2023 a new set of terms for the nomination committee which shall be effective upon the [REDACTED].

The primary duties of our nomination committee include review of the structure, size, composition and diversity of our Board and provision of recommendation on the appointment or re-appointment of Directors and succession planning for Directors, senior management, the chairman and the chief executive of our Company to complement our Company’s corporate strategy. The written terms of reference of our nomination committee are in compliance with Appendix 14 to the Main Board Listing Rules.

Our Company also adopted a nomination policy with effect from 1 January 2019. The purpose of such policy is to set guidelines for the administration by our nomination committee of the nomination, evaluation and termination of each member of the Board. In the nomination process, each new candidate shall be considered upon evaluation against core criteria including gender, age, capability, experience, skill and knowledge, integrity and ethics, independency and leadership. According to the nomination procedure, our nomination committee is responsible for identifying potential new Directors and recommending them to the Board for decision.

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Executive Committee

Our Company established an executive committee with written terms of reference in respect of its GEM Listing. Our executive committee comprises three executive Directors, namely, Mr. Li Ning, Mr. Li Chunyang and Mr. Li Qilin. Mr. Li Ning is the chairman of our executive committee. We adopted on [•] 2023 a new set of terms for the executive committee which shall be effective upon the [REDACTED].

The primary duties of our executive committee are to propose and implement business strategies and plans for our Group, monitor the operations of companies of our Group and approve matters relating to their day-to-day operations. Our executive committee is responsible for performing the corporate governance duties which include the development and review of our Company’s policies and practices on corporate governance, review and monitor the training and continuous professional development of our Directors and senior management, review and monitor our Company’s policies and practices on compliance with legal and regulatory requirements, develop, review and monitor the code of conduct and compliance manual applicable to employees of our Group and our Directors and review our Company’s compliance with the Corporate Governance Code as set out in Appendix 14 to the Main Board Listing Rules and disclosure in the corporate governance report of our Company. Our executive committee also has duty to design, implement and monitor the risk management and internal control systems and to provide confirmation to our Board on the effectiveness of the risk management and internal control systems of our Company. The written terms of reference of our executive committee are in compliance with Appendix 14 to the Main Board Listing Rules.

CORPORATE GOVERNANCE

We are expected to comply with the Corporate Governance Code as set out in Appendix 14 to the Main Board Listing Rules. Any deviation shall be carefully considered, and the reasons for such deviation shall be provided in our interim report and annual report in respect of the relevant period. We are committed to achieving high standards of corporate governance with a view of safeguarding the interests of our Shareholders as a whole. We will comply with the Corporate Governance Code after the [REDACTED] save for the deviation from code provision C.2.1 of the Corporate Governance Code which stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. Mr. Li Ning is the chairman and the chief executive officer of our Company. Taking into account Mr. Li’s expertise and insight of the sports field and consumables business, having these two roles performed by Mr. Li enables more effective and efficient overall business planning and implementation of business decisions and strategies of our Group. The Board believes that the balance of power and authority is ensured by the operations of the Board, which comprises experienced and high calibre individuals and adequate independent element in the composition of the Board, with over one-third of them being independent non-executive Directors. As such, the deviation from code provision C.2.1 of the Corporate Governance Code is appropriate in such circumstance. Our Board will continue to review and consider splitting the roles of the chairman of our Board and the chief executive officer of our Company at a time when it is appropriate and suitable by taking into account the circumstances of our Group as a whole.

DIRECTORS AND SENIOR MANAGEMENT

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy with effect from 12 August 2013 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, the nomination and appointment of Board members should be based on meritocracy, taking into considerations of the diversity of Board members from different aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and the Board has discussed all measurable objectives set for implementing the policy. The ultimate decision will be based on the merits and contributions that the selected candidates will bring to our Board. Our nomination committee is responsible for monitoring the implementation of the policy and reviewing such policy from time to time to ensure its continued effectiveness. We will disclose in our corporate governance report details of the implementation of the board diversity policy on an annual basis.

Our Directors have a diverse mix of knowledge and skills, including overall management and strategies and planning, administration, business development, sales, accounting and corporate finance, administrative and legal compliance. We have three independent non-executive Directors with different industry backgrounds, representing one-third of the members of our Board. Our Company has taken and will continue to take steps to promote gender diversity at all levels of our Company, including but not limited to our Board and senior management levels and improve the composition of our Board.

Our Group has taken, and 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. For instance, Ms. Lyu Hong was appointed as our non-executive Director in November 2022 and Ms. Chan Tsz Ping was appointed as our company secretary in April 2022. To enhance our corporate governance by diversifying our Board’s composition, our Group has set out the following targets and policies:

- (1) our Group will 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; and
- (2) our Group will emphasise on training senior female staff who have long and relevant experience in our business, including but not limited to business operation, management, accounting and finance, legal and compliance. Our Directors believe that such policy will provide the required manpower resources to achieve gender diversity in our Board.

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COMPLIANCE ADVISER

As the [REDACTED] is made after the expiry of the requirement under Rule 6A.19 of the GEM Listing Rules, the continuous requirement relating to the appointment of a compliance adviser under Rule 9A.13 of the Main Board Listing Rules and the requirement under 3A.19 of the Main Board Listing Rules on the appointment of a compliance adviser are not applicable to our Company.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and members of senior management receive remuneration in the form of salaries, bonuses, other allowances and benefits in kind. The determination of remuneration packages of our Directors takes into consideration factors such as time commitment and responsibilities of our Directors and by reference to the level of emoluments normally paid by a listed company in Hong Kong to directors of comparable calibre and job responsibilities so as to ensure a fair and competitive remuneration package as is fit and appropriate. We determine the remuneration of our members of senior management based on their merit, qualifications and competence. The aggregate amount of remuneration (including fees, salaries, allowances and benefits in kind, equity-settled share option expenses and pension scheme contributions) paid to our Directors for FY2020, FY2021 and FY2022 amounted to HK\$17.3 million, HK\$31.5 million and HK\$25.4 million, respectively.

The aggregate amount of remuneration (including fees, salaries, allowances and benefits in kind, equity-settled share option expenses and pension scheme contributions) paid to the five highest paid individuals (excluding our Directors) of our Group for FY2020, FY2021 and FY2022 amounted to HK\$15.2 million, HK\$28.0 million and HK\$41.8 million, respectively. Details of the remuneration paid to our Directors and five highest paid individuals during the Track Record Period are set out in note 9 to the Accountant’s Report of our Group set out in Appendix I to this document.

Save as disclosed above, no other payments have been made or are payable by any member of our Group to any of our Directors or senior management during the Track Record Period.

During the Track Record Period, no emoluments were paid by our Group to our Directors or to the above highest paid individuals as an inducement to join or upon joining our Group or as compensation for loss of office as a director or management of any members of our Group. None of our Directors or the highest paid individuals waived any compensation during the Track Record Period.

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Under the arrangement currently in force, the aggregate amount of remuneration (including fees, salaries, allowances and benefits in kind, equity-settled share option expenses and pension scheme contributions) payable to our Directors for FY2023 is estimated to be HK\$20.4 million. Our Board will review and determine the remuneration and compensation packages of our Directors and senior management upon receiving recommendation from our remuneration committee.

Further details of the terms of the service agreements of and remuneration paid to our Directors are set out under the paragraph headed “Statutory and General Information – C. Further Information about our Directors and Substantial Shareholders – 2. Directors’ service contracts” in Appendix V to this document.

SHARE OPTION SCHEME

Our Company had adopted the Share Option Scheme for providing share incentives for our employees and other eligible participants thereunder on 18 January 2021 which will remain in force for a period of 10 years commencing thereon. For details of the principal terms of the Share Option Scheme, please refer to the paragraph headed “Statutory and General Information – D. Share Option Scheme” in Appendix V to this document.

MANAGEMENT OVER OUR ACQUIRED COMPANIES

During the Track Record Period, we entered into acquisitions of various companies principally engaged in the sales of apparel and/or footwear business, such as Bossini, Viva China Premium Brands and Clark. In order to exercise our control over these companies, following completion of the acquisition, our management have been participating in the weekly and monthly operation meetings of these companies and are involved in their approval procedures for the material contracts and payments.

In addition, we had appointed directors to the boards of Bossini, Viva China Premium Brands and Clark to act as our representatives in overseeing the overall operation and took a leading role in selecting suitable candidates for the senior management positions of these companies, such as chief executive officer, chief financial officer, head of the sourcing department and quality control department, costing manager, financial analysts and other executives and managers.