

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Upon [REDACTED], the Board will consist of eight Directors, comprising three executive Directors, two Non-executive Directors and three Independent Non-executive Directors. The following table sets forth certain information regarding our Directors:

Name	Age	Position	Date of joining our Group	Date of appointment as Director	Roles and responsibilities
Mr. LIU Yong (劉勇)	44	Executive Director and chairman of the Board	March 2014	23 June 2023	Overall management, strategic and business development of our Group
Ms. LI Qin (李勤)	37	Executive Director and chief executive officer	November 2016	23 June 2023	Operation and management of our Group
Mr. CHEUNG Man Yu (張文宇)	49	Executive Director, chief financial officer and company secretary	October 2022	23 June 2023	Overall financial management of our Group
Mr. ZUO Manlun (左滿倫)	51	Non-executive Director	October 2022	23 June 2023	Investment and strategic development of our Group
Mr. LUO Jianfeng (羅建峰)	52	Non-executive Director	October 2019	23 June 2023	Investment and strategic development of our Group
Mr. CHAN Kwok Cheung Kevin (陳國璋)	62	Independent Non-executive Director	[•]	[REDACTED]	Providing independent opinion and judgment to our Board
Mr. NG Cheuk Him (吳卓謙)	49	Independent Non-executive Director	[•]	[REDACTED]	Providing independent opinion and judgment to our Board
Mr. WONG Ping Yee Natalis (王秉怡)	47	Independent Non-executive Director	[•]	[REDACTED]	Providing independent opinion and judgment to our Board

DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. LIU Yong (劉勇), aged 44, is the chairman of our Board and executive Director of our Group. Mr. Liu joined as a Director of our Group in March 2014 and was redesignated as our executive Director on 23 June 2023, primarily responsible for the overall management, strategic and business development of our Group.

Mr. Liu has over 21 years of operational management experience in the technology sector. From October 2003 to May 2011, Mr. Liu worked as a deputy department head at Huawei Technologies Co., Ltd (華為技術有限公司), and primarily responsible for telecommunications engineering construction.

Mr. Liu graduated from South-Central Minzu University (中南民族大學) in the PRC and obtained his bachelor’s degree in computer science and technology in June 2002.

Mr. Liu was a director, supervisor or manager of the following companies, which were established in the PRC, at the time or within 12 months from the time of their respective deregistration. The relevant details are as follows:

Company name	Position held	Nature of business immediately prior to deregistration	Date of deregistration	Reasons for deregistration
Chengdu Car Cube Technology Co., Ltd. (成都車立方科技有限 公司)	Supervisor	Automobile aftersales technology	January 2019	Voluntarily dissolved due to cessation of business operations
Shenzhen Wangtao Technology Co., Ltd. (深圳市網淘技術有限 公司)	General Manager	Trading and e-commerce	June 2019	Voluntarily dissolved due to cessation of business operations
Zhongshan Russia E-Shang Technology Co., Ltd. (中山俄易商科技有限 公司)	Director, Manager	Provision of internet information services, software development and consulting services	March 2018	Voluntarily dissolved due to cessation of business operations

DIRECTORS AND SENIOR MANAGEMENT

Mr. Liu confirmed that (i) each of the above companies were deregistered due to termination of business and were solvent immediately prior to their respective deregistration; (ii) he was not aware of any actual or potential claim which has been or could potentially be made against him as a result of such deregistration; and (iii) there was no wrongful act on his part leading to the deregistration of the above companies.

Ms. LI Qin (李勤), aged 37, is our executive Director and chief executive officer of our Group. Ms. Li joined as a human resources manager of our Group in November 2016 and redesignated as our executive Director on 23 June 2023, primarily responsible for the operation and management of our Group.

Ms. Li has over 15 years of operational management experience in human resources and business operation management. From April 2009 to March 2013, Ms. Li worked as a human resources manager at Shenzhen Yinglong Jian'an (Group) Co., Ltd. (深圳市英龍建安(集團)有限公司), and primarily responsible for the management of human resources and administrative matters. From June 2013 to November 2016, Ms. Li served as a human resources director at Shenhua Construction (Shenzhen) Co., Ltd (深華建設(深圳)股份有限公司), and primarily responsible for the management of human resources and administrative matters.

Ms. Li graduated from Nanjing University of Finance and Economics (南京財經大學) in the PRC and obtained her bachelor's degree in food quality and safety in June 2008. She obtained her master of human resources management degree from Renmin University of China (中國人民大學) in the PRC in October 2014 and her master of business administration degree from Sofia University in the US in December 2020.

Mr. CHEUNG Man Yu (張文宇), aged 49, is our executive Director, our chief financial officer and company secretary of our Group. Mr. Cheung joined as our Director in October 2022 and was redesignated as our Director on 23 June 2023, and is responsible for the overall financial management of our Group.

Mr. Cheung has more than 23 years of experience in financial reporting, management and services. Mr. Cheung has served as the chief financial officer, from August 2014 to September 2018, and company secretary, from June 2014 to September 2018, of Feiyu Technology International Company Ltd. (飛魚科技國際有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1022). Mr. Cheung has also served as an independent non-executive director, a member of the audit committee, from December 2012 to September 2020, and a member of the remuneration committee, from September 2015 to September 2020, of Lesso. Mr. Cheung is currently serving as a director of subsidiary of Samanea.

DIRECTORS AND SENIOR MANAGEMENT

From December 2012 to January 2014, Mr. Cheung served as the vice general manager of Zhongxing Urban Digital Culture Media (Beijing) Co., Ltd. (中興都市數字文化傳媒(北京)有限責任公司), primarily responsible for its financial management and financial reporting matters. From February 2011 to December 2012, Mr. Cheung was the vice president of China Forestry Holdings Co., Ltd. (中國森林控股有限公司). Before that, Mr. Cheung worked at J.P. Morgan Securities (Asia Pacific) Limited from July 2010 to February 2011, with his last position held as vice president in the investment banking department. From August 2007 to July 2010, he worked at UBS AG, with his last position held as director in the investment banking department. From April 2004 to August 2007, he worked at BNP Paribas Capital (Asia Pacific) Limited, with his last position held as vice president in the corporate finance — execution department. Between March 2000 to April 2004, Mr. Cheung held various positions in the assurance and advisory business services department of Ernst & Young in Hong Kong and Beijing, with his last position held as manager.

Mr. Cheung received his bachelor’s degree in accountancy from the Hong Kong Polytechnic University in Hong Kong in November 1997. He is currently a member of the Hong Kong Institute of Certified Public Accountants.

Non-executive Directors

Mr. ZUO Manlun (左滿倫), aged 51, joined as our Director in October 2022 and redesignated as our Non-executive Director on 23 June 2023, and is responsible for the investment and strategic development of our Group.

Mr. Zuo has approximately 24 years of experience in the plastic pipe industry. Mr. Zuo joined Lesso in December 1999 and has held various positions in operation management since then, including director, general manager and supervisor. Mr. Zuo also currently serves as an executive director and chief executive officer of Lesso.

Mr. Zuo currently serves as a non-executive director of Xingfa Aluminium Holdings Limited (興發鋁業控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 98). He also currently serves as a non-independent director of Keda Industrial Group Co Ltd (科達制造股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600499).

Mr. Zuo won several awards including “Outstanding Worker of the Plastic Industry in the PRC” (中國塑料行業先進工作者) by China Plastics Processing Industry Association (中國塑料加工工業協會) in 2009.

Mr. Zuo received his master in business administration from Sun Yat-sen University (中山大學) in the PRC in April 2001.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Zuo is the brother-in-law of Mr. Wong Luen Hei, a controlling shareholder of Lesso.

Mr. Zuo was a director or supervisor of the following companies, which were established in the PRC, at the time or within 12 months from the time of their respective deregistration. The relevant details are as follows:

Company name	Position held	Nature of business immediately prior to deregistration	Date of deregistration	Reasons for deregistration
Foshan Shunde Lesso Machinery Manufacturing Co., Ltd. (佛山市順德聯塑機械制造有限公司) . . .	Director	Production of machinery, pipes, slots, plastic profiles and related accessories	October 2006	Voluntarily dissolved due to cessation of business operations
Foshan Shunde Lianyi Mechanical and Electrical Installation Engineering Co., Ltd. (佛山市順德區聯益機電安裝工程有限公司)	Director, chairman of the board	Provision of mechanical and electrical equipment, building intelligence, fire protection facilities installation engineering services	October 2022	Voluntarily dissolved due to cessation of business operations
Guangdong Lesso Firefighting Equipment Technology Co., Ltd. (廣東聯塑消防器材科技有限公司)	Director	Development of fire fighting equipment	July 2012	Voluntarily dissolved due to cessation of business operations
Guangdong Lianqing Environmental Co., Ltd. (廣東聯清環境有限公司) .	Director	Provision of environmental restoration technology research and development services	May 2020	Voluntarily dissolved due to cessation of business operations

DIRECTORS AND SENIOR MANAGEMENT

Company name	Position held	Nature of business immediately prior to deregistration	Date of deregistration	Reasons for deregistration
Guangzhou Lingshang Household Products Co., Ltd. (廣州市領尚家居用品有限公司).	Director, General Manager	Production of operating household products	June 2017	Voluntarily dissolved due to cessation of business operations
Lesso Mall Development (Frisco) Limited	Director	Property holding	June 2023	Voluntarily dissolved due to cessation of business operations
Shanghai Lesso Plastic Trading Co., Ltd. (上海聯塑貿易有限公司).	Supervisor	Development and sales of plastic pipes, pipe fittings, hardware accessories and electronic products	December 2002	Voluntarily dissolved due to cessation of business operations

Mr. Zuo confirmed that (i) each of the above companies were deregistered due to termination of business and were solvent immediately prior to their respective deregistration; (ii) he was not aware of any actual or potential claim which has been or could potentially be made against him as a result of such deregistration; and (iii) there was no wrongful act on his part leading to the deregistration of the above companies.

Mr. LUO Jianfeng (羅建峰), aged 52, joined as a Director of our Group in October 2019 and redesignated as our Non-executive Director on 23 June 2023, primarily responsible for the investment and strategic development of our Group.

Mr. Luo has approximately 30 years of experience in accounting and worked at Shunde City Accounting Firm (順德市會計師事務所) from July 1993 to March 1996, Guangdong Dezheng Accounting Firm with Limited Liability (廣東德正有限責任會計師事務所) from April 1996 to December 2001 and Guangdong Gongcheng Accounting Firm (廣東公誠會計師事務所) from January 2002 to December 2007. Since January 2008, Mr. Luo has been working for Foshan City Zhongzhengcheng Accounting Firm Co., Limited (佛山市中正誠會計師事務所有限公司) as a certified public accountant. Mr. Luo is a member of The Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since June 2016. Mr. Luo joined Lesso in April 2010 and has held various positions and currently serves as an executive director of Lesso. Mr. Luo joined our Group in October 2019 and is currently a director of EDAHK and a director of Global Logistics.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Luo currently serves as an executive director of Xingfa Aluminium Holdings Limited (興發鋁業控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 98).

Mr. Luo obtained a bachelor’s degree in economics from Guangdong University of Business Studies (廣東商學院) in the PRC in June 1993.

Independent Non-executive Directors

Mr. CHAN Kwok Cheung Kevin (陳國璋), aged 62, was appointed as our Independent Non-executive Director on [•], and is responsible for providing independent opinion and judgment to our Board.

Mr. Chan has over 31 years of experience in investment management. From October 1991 to May 1998, Mr. Chan served as an executive in the banking department and his last position was a manager in the banking and capital markets department at Schroders Asia Limited. From January 1999 to August 2001, he served as a portfolio manager and a compliance officer at Long Investment Management Limited, responsible for fixed income management. From September 2007 to December 2022, Mr. Chan served as an investment manager at a number of Edward Wong Group companies including Edragon Management Ltd., he was primarily responsible for private equity and venture capital investment management.

Mr. Chan obtained his bachelor’s degree in applied science from the Faculty of Applied Science and Engineering of the University of Toronto in June 1985. He obtained his master’s degree in business administration from the University of Toronto in Canada in June 1987. He is a chartered financial analyst certified by the Institute of Chartered Financial Analysts in September 1992. He obtained a Certificate in ESG Investing from the CFA Institute in April 2023.

Mr. Chan is a director of Access (Holdings) Company Limited (大通(控股)有限公司), which was established in the Hong Kong and principally engaged in the provision of professional training, and it filed for deregistration pursuant to section 750 of the Companies Ordinance on 1 February 2023.

Mr. Chan confirmed that (i) the above company was deregistered due to termination of business and was solvent immediately prior to their respective deregistration; (ii) he was not aware of any actual or potential claim which has been or could potentially be made against him as a result of such deregistration; and (iii) there was no wrongful act on his part leading to the deregistration of the above company.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Chan was a director of the following company, which was established in Hong Kong, at the time or within 12 months from the time of its deregistration. The relevant details are as follows:

<u>Company name</u>	<u>Position held</u>	<u>Nature of business immediately prior to deregistration</u>	<u>Date of deregistration</u>	<u>Reasons for deregistration</u>
Access (Holdings) Company Limited 大通(控股)有限公司	Director	Provision of professional training	June 2023	Voluntarily dissolved due to cessation of business operations

Mr. Chan confirmed that (i) the above company was deregistered due to termination of business and was solvent immediately prior to its respective deregistration; (ii) he was not aware of any actual or potential claim which has been or could potentially be made against him as a result of such deregistration; and (iii) there was no wrongful act on his part leading to the deregistration of the above company.

Mr. NG Cheuk Him (吳卓謙), aged 49, was appointed as our Independent Non-executive Director on [•]. He is responsible for providing independent opinion and judgment to our Board.

Mr. Ng has over 21 years of experience in accounting and auditing, corporate financial management, investment and mergers and acquisitions, and he worked with companies listed on the Main Board of the Stock Exchange as well as an international investment bank. Since May 2020, Mr. Ng has served as an executive director of LAV Capital Management Limited, principally responsible for provision of advisory and consultancy services.

From April 2000 to May 2004, Mr. Ng served as an accountant and his last position was a manager at Ernst & Young Business Services Ltd., principally engaged in assurance and advisory business services. From August 2005 to April 2007, Mr. Ng served as a financial manager and his last position was a senior finance manager in China Ting Group Holding Limited (華鼎集團控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 3398) principally engaged in manufacturing and retailing of garment. From June 2007 to January 2009, Mr. Ng served as a senior manager in the corporate finance, greater China investment banking department at BNP Paribas Capital (Asia Pacific) Limited (法國巴黎融資(亞太)有限公司), a corporate finance advisory firm, and he was mainly responsible for advising on investment and mergers and acquisitions. From April 2009 to August 2013, he acted as the chief financial officer and joint company secretary of China Sunshine Paper Holdings Company Limited (中國陽光紙業控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 2002) and principally engaged in the production and sale of white top linerboard, light-coated linerboard and core board, and he was primarily responsible for its overall financial management and

DIRECTORS AND SENIOR MANAGEMENT

company secretarial affairs. From August 2013 to September 2015, he acted as the chief financial officer and a joint company secretary of Miko International Holdings Limited (米格國際控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1247) principally engaged in the manufacture and sale of children's apparel, and he was primarily responsible for its overall financial management and company secretarial affairs. Mr. Ng has also served as an executive director, from June 2016 to January 2018, a chief financial officer, from June 2016 to November 2019, and a company secretary, from September 2015 to September 2019, of Wisdom Education International Holdings Company Limited (光正教育國際控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 6068) and principally engaged in operating premium private primary and secondary schools in South China, and he was primarily responsible for its overall financial management and company secretarial affairs.

Mr. Ng obtained a bachelor's degree of arts in accountancy from the Hong Kong Polytechnic University in November 1997. He is an associate member of the Hong Kong Institute of Certified Public Accountants since May 2003 and an associate of The Hong Kong Chartered Governance Institute since July 2008.

Mr. WONG Ping Yee Natalis (王秉怡), aged 47, was appointed as our Independent Non-executive Director on [•], and is responsible for providing independent opinion and judgment to our Board.

Mr. Wong has over 21 years of experience in quantity surveying and project management. From July 1999 to May 2002, Mr. Wong served as a quantity surveyor in Levett & Bailey Chartered Quality Surveyors Ltd., primarily responsible for surveying in the public and private sectors. From May 2002 to July 2004 and from July 2005 to June 2006, Mr. Wong served as an assistant quantity surveyor and project coordinator, respectively, at Wharf China Ltd. From July 2004 to July 2005, he served as a quantity surveyor of the chairman office at Henderson (China) Investment Co., Ltd., mainly responsible for land resumption and acquisition and obtaining government endorsement or approval of projects. From July 2006 to June 2010, he served as an office manager of the Chongqing Office at WT Partnership and since July 2010, Mr. Wong has served as a director of WT Partnership, principally responsible for the group's business development and providing consultancy services to major developers.

Mr. Wong graduated from the Hong Kong Polytechnic University in Hong Kong and obtained a bachelor's degree of science in Construction Economics and Management in December 1999. He is also a member of the Royal Institution of Chartered Surveyors and the Hong Kong Institute of Surveyors since February 2004. Mr. Wong is also a registered professional surveyor since January 2021 and a registered cost engineer in the PRC since October 2012.

DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management and operation of our business. The following sets forth the biographies of the members of our senior management.

Name	Age	Position	Time of joining our Group	Date of appointment as senior management	Roles and responsibilities
Mr. LIU Yong (劉勇) . . .	44	Chairman of the Board and executive Director	March 2014	23 June 2023	Overall management, strategic and business development of our Group
Ms. LI Qin (李勤)	37	Executive Director and chief executive officer	November 2016	23 June 2023	Operation and management of our Group
Mr. CHEUNG Man Yu (張文宇)	49	Executive Director, chief financial officer and company secretary	October 2022	23 June 2023	Overall financial management of our Group
Mr. LI Hong Jun (黎紅軍)	42	Chief technology officer	October 2021	23 June 2023	Overall development and operation of the technology platform of our Group

For biographical details of Mr. Liu Yong, Ms. Li Qin and Mr. Cheung Man Yu, see “—Directors” for their detailed background.

Mr. LI Hong Jun (黎紅軍), aged 42, was appointed as our chief technology officer of our Group on 23 June 2023, and is responsible for providing overall development and operation of the technology platform of our Group.

Mr. Li has nearly 21 years of experience in software research and development. From February 2006 to August 2008, Mr. Li served as a research and development engineer at Nanjing ZTESoft Technology Co., Ltd. (南京中興軟創科技股份有限公司), primarily responsible for the research and development of software. From October 2008 to August 2011, Mr. Li served as a senior research and development engineer at Huawei Technology Co., Ltd. (華為技術有限公司), primarily responsible for software development and technical management. From August 2011 to November 2013, Mr. Li served as a senior development engineer at Taobao (China) Software Co., Ltd. (淘寶(中國)軟件有限公司), primarily responsible for research and development of software. From December 2013 to June 2014, Mr. Li served as a senior project manager at Ping An Technology (Shenzhen) Co., Ltd. (平安科技(深圳)有限公司), primarily responsible for software development and project development. From July 2014 to August 2019, Mr. Li served as the

DIRECTORS AND SENIOR MANAGEMENT

president of technology department at Beijing Yilong Aviation Service Co., Ltd. Shenzhen Branch (北京藝龍航空服務有限公司深圳分公司), principally engaged in software development and planning. From September 2019 to June 2021, Mr. Li has served as the chief technology officer at Tiger Thorn Fear Internet Service (Shenzhen) Co., Ltd. (虎刺怕互聯網服務(深圳)有限公司), principally responsible for software and technology development and management.

Mr. Li graduated from the Hunan University in the PRC and obtained a bachelor’s degree in information technology in June 2005.

OTHER INFORMATION IN RELATION TO OUR DIRECTORS AND SENIOR MANAGEMENT

For further details of our Directors’ respective interests or short positions (if any) in our Shares, particulars of our Directors’ service agreements and Directors’ remuneration, see “Statutory and General Information — C. Further Information about our Directors and Substantial Shareholders” in Appendix IV to this document.

Save as disclosed in this section, to the best of the knowledge, information and belief of our Directors, having made all reasonable enquiries, there are no other matters relating to the appointment of our Directors and senior management members that need to be brought to the attention of our Shareholders, nor is there any information relating to our Directors that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, and none of our Directors and senior management members held any directorship 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.

None of our Directors and senior management is related to other Directors and senior management.

COMPANY SECRETARY

Mr. Cheung Man Yu was appointed as our company secretary on 23 June 2023. For his biographical details, see “— Directors” for his detailed background.

DIRECTORS AND SENIOR MANAGEMENT

BOARD COMMITTEES

Audit Committee

Our Company has established an Audit Committee with written terms of reference in compliance with the requirements under the Listing Rules. The Audit Committee consists of three members, being Mr. Ng Cheuk Him, Mr. Luo Jianfeng and Mr. Chan Kwok Cheung Kevin. The chairperson of the Audit Committee is Mr. Ng Cheuk Him, who is the Independent Non-executive Director with the appropriate accounting and related financial management expertise. The primary duties of the Audit Committee include, among others:

- reviewing our compliance, accounting policies and financial reporting procedures;
- supervising the implementation of our internal audit system;
- advising on the appointment or replacement of external auditors;
- liaising between our internal audit department and external auditors; and
- other responsibilities as authorized by our Board.

Remuneration Committee

Our Company has established the Remuneration Committee with written terms of reference in compliance with the requirements under the Listing Rules. The Remuneration Committee consists of three members, being Mr. Liu Yong, Mr. Chan Kwok Cheung Kevin and Mr. Wong Ping Yee Natalis. The chairperson of the Remuneration Committee is Mr. Chan Kwok Cheung Kevin. The primary duties of the Remuneration Committee include, among others:

- making recommendations to the Board on our policy and structure concerning remuneration of our Directors and members of the senior management;
- making recommendations to the Board on the specific remuneration package of each Director and members of the senior management;
- reviewing and approving compensations payable to executive Directors and members of senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

DIRECTORS AND SENIOR MANAGEMENT

- reviewing and approving compensation arrangements relating to dismissal or removal of any Director for his or her misconduct to ensure that such arrangements are consistent with contractual terms and are otherwise reasonable and appropriate; and
- other responsibilities as authorized by our Board.

Nomination Committee

Our Company has established the Nomination Committee with written terms of reference in compliance with the requirements under the Listing Rules. The Nomination Committee consists of three members, being Mr. Liu Yong, Mr. Wong Ping Yee Natalis and Mr. Ng Cheuk Him. The chairperson of the Nomination Committee is Mr. Liu Yong. The primary duties of the Nomination Committee include, among others:

- reviewing the structure, size and composition of the Board annually, and advising on any changes of the Board proposed in accordance with the strategies of our Company;
- identifying, selecting or making recommendations to our Board on the selection of individuals nominated for directorships;
- making recommendations to the Board on relevant matters relating to the appointment and re-appointment of our Directors;
- assessing the independence of Independent Non-executive Directors; and
- other responsibilities as authorized by our Board.

CONFIRMATION FROM OUR DIRECTORS

Rule 8.10 of the Listing Rules

Each of our Directors confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which competes or is likely to compete, either directly or indirectly, with our Company’s business which would require disclosure under Rule 8.10 of the Listing Rules.

Rule 3.09D of the Listing Rules

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on January 27, 2024, and (ii) understands his or her obligations as a director of a [REDACTED] under the Listing Rules.

DIRECTORS AND SENIOR MANAGEMENT

Rule 3.13 of the Listing Rules

Each of the independent non-executive Directors has confirmed (i) his independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules, (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company under the Listing Rules as of the Latest Practicable Date, and (iii) that there are no other factors that may affect his independence at the time of his/her appointments.

CORPORATE GOVERNANCE

As of the Latest Practicable Date, we have adopted the following corporate governance measures:

- we have established the Audit Committee, Remuneration Committee and Nomination Committee with respective written terms of reference in accordance with the code provisions contained in the Corporate Governance Code;
- our Board has adopted the terms of reference with regard to corporate governance and a Shareholders' communication policy in accordance with the code provisions of the Code;
- we have appointed three Independent Non-executive Directors representing more than one-third of the Board and at least one of them has accounting expertise;
- our Directors will operate in accordance with the Articles which, unless otherwise provided in the Articles, require an interested Director not to vote (nor be counted in the quorum) on any resolution of our Board approving any contract or arrangement or other proposal in which he/she or any of his/her close associates is materially interested;
- pursuant to the Code, our Directors, including our Independent Non-executive Directors, will be able to seek independent professional advice from external parties in appropriate circumstances at our cost;
- we strictly abide by all the laws and regulations related to bribery, fraud and money laundering that have a significant impact on us, and we prohibit any kinds of corruption. We have formulated an anti-corruption management system which requires our employees to receive trainings to understand and comply with various regulations on corruptions, and whistle-blowing procedures for any suspected corruptions or illegal behaviors;

DIRECTORS AND SENIOR MANAGEMENT

- we will consider engaging an independent internal control consultant to perform regular review on corporate governance to ensure on-going compliance after the [REDACTED]; and
- our Directors will attend professional development seminars including the corporate governance to ensure on-going compliance after the [REDACTED].

As of the Latest Practicable date and to the best of the knowledge, information and belief of our Directors, having made all reasonable enquiries, the Directors are not aware of any deviation from provisions in the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

BOARD DIVERSITY

We have adopted a board diversity policy which sets out the approach to achieve and maintain an appropriate balance of diversity perspectives of our Board that are relevant to our business growth. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merits and contribution that the selected candidates will bring to the Board.

Our Directors have a balanced mix of knowledge and skills, including overall management and strategic development, information technology, accounting and financial management. They obtained degrees in various majors, including in business administration, computer communication, clinical medicine, process equipment and control engineering. We have also taken and will continue to take steps to promote gender diversity at all levels of our Company, including but without limitation at the Board and senior management levels. In particular, Ms. Li Qin of our executive Directors and of our existing senior management contributes to the gender diversity of our management team and offers us valuable strategic, management and operational insights from a female perspective. Taking into account our existing business modes and specific needs as well as the different background of our Directors, we are of the view that the composition of our Board satisfies our board diversity policy.

Our Nomination Committee is responsible for ensuring the diversity of our Board. After the [REDACTED], 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 annual basis.

DIRECTORS AND SENIOR MANAGEMENT

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management members receive compensation from our Company in the form of salaries, bonuses, and other benefits in kind such as contributions to pension plans.

The aggregate amounts of remuneration (including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses) paid to our Directors by Shenzhen EDA Group for FY2021 was RMB2.7 million and paid by our Group for FY2022 and FY2023 were RMB2.6 million and RMB3.9 million, respectively.

The five highest paid individuals for FY2021, FY2022 and FY2023, included two, two and two Directors, respectively, whose remunerations are included in the aggregate amount of remuneration set out above. For FY2021, FY2022 and FY2023, the aggregate amount of remuneration (including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses) for the remaining three, three and three highest paid individuals who are not Directors of Shenzhen EDA Group was RMB3.1 million for FY2021 and who are not Directors of our Group were RMB3.0 million and RMB3.2 million for FY2022 and FY2023, respectively.

It is estimated that remuneration equivalent to approximately RMB6.0 million in aggregate will be paid to the Directors (inclusive of benefits in kind but exclusive of any discretionary bonuses) by our Company for FY2024 based on the arrangements currently in force.

No remuneration was paid by our Company to the Directors or the five highest paid individuals as inducement to join or upon joining our Company or as a compensation for loss of office during the Track Record Period. Furthermore, none of the Directors had waived or agreed to waive any remuneration during the Track Record Period.

COMPLIANCE ADVISER

We have appointed Opus Capital Limited as the compliance adviser pursuant to Rule 3A.19 of the Listing Rules, and the compliance adviser will advise our Company in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction under the Listing Rules, is contemplated, including share issues and share repurchases;

DIRECTORS AND SENIOR MANAGEMENT

- where our Company proposes to use the [REDACTED] of the [REDACTED] in a manner that is different from that detailed in this document or where our business activities, developments or results deviate from any forecasts, estimates or other information in this document; and
- where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the Shares or any other matters under Rule 13.10 of the Listing Rules a false market in the Shares.

The terms of the appointment of the compliance adviser will commence on the [REDACTED] and is expected to end on the date when our Company distributes the annual report of its financial results for the first full financial year commencing after the [REDACTED].