

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

DIRECTORS AND SENIOR MANAGEMENT

Our Board consists of six Directors, comprising two executive Directors, one non-executive Director and three independent non-executive Directors; whilst our senior management consists of seven personnel.

The following table sets out certain information regarding members of our Board and senior management:

Directors

Name	Age	Position/Title	Date of joining our Group	Date of appointment as a Director	Roles and responsibilities	Relationship with other Director(s) and/or senior management
Mr. Wang Ping (Note) (王平先生)	55	Chairman, Chief Executive Officer and Executive Director	November 2002	21 January 2019	Overall management and operations, investment strategies and business development of our Group, and serving as the chairperson of the Nomination Committee and a member of the Remuneration Committee	Spouse of Ms. Cui
Ms. Cui Juan (崔娟女士)	52	Executive Director	April 2011	27 March 2019	Overall management and operations, investment strategies and business development of our Group	Spouse of Mr. Wang
Mr. Chan Hok Leung (陳學良先生)	61	Non-executive Director	March 2019	27 March 2019	Advising on corporate and business strategies	N/A
Ms. Yim Wing Yee (嚴詠怡女士)	45	Independent non-executive Director	[•] 2024	[•] 2024	Participating in meetings of the Board to bring an independent judgement on issues which are material to our Group as and when required; and serving as the chairperson of the Audit Committee and a member of the Remuneration Committee and Nomination Committee	N/A

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DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Name	Age	Position/Title	Date of joining our Group	Date of appointment as a Director	Roles and responsibilities	Relationship with other Director(s) and/or senior management
Mr. Lau Kwok Fai Patrick (劉國輝先生)	51	Independent non-executive Director	[•] 2024	[•] 2024	Participating in meetings of the Board to bring an independent judgement on issues which are material to our Group as and when required; and serving as the chairperson of the Remuneration Committee and a member of the Audit Committee and Nomination Committee	N/A
Mr. Yu Tsz Ngo (余子敖先生)	39	Independent non-executive Director	[•] 2024	[•] 2024	Participating in meetings of the Board to bring an independent judgement on issues which are material to our Group as and when required; and serving as a member of the Audit Committee, Remuneration Committee and Nomination Committee	N/A

Senior Management

Name	Age	Position/Title	Date of joining our Group	Date of appointment as senior management	Roles and responsibilities	Relationship with other Director(s) and/or senior management
Mr. An Yong (安勇先生)	46	General manager	June 2011	June 2011	Overall day-to-day operations and management of our Group	N/A
Ms. Song Xufang (宋旭芳女士)	40	Assistant to general manager	December 2009	December 2009	Administration and day-to-day management of our Group	N/A
Ms. Sun Mei (孫梅女士)	41	Financial manager	October 2010	September 2018	Overseeing accounting and financial management of our Group	N/A

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Name	Age	Position/Title	Date of joining our Group	Date of appointment as senior management	Roles and responsibilities	Relationship with other Director(s) and/or senior management
Mr. Wang Kan (王侃先生)	40	Head of external trade	March 2010	March 2010	Overseeing procurement management of our Group	N/A
Ms. Gu Ying (顧瑩女士)	41	Head of customer service	January 2010	January 2011	E-commerce sales and customer service of our Group	N/A
Mr. Tang Tsz Tsun (鄧子駿先生)	42	Financial controller and Company secretary	October 2022	October 2022	Overseeing financial operation and company secretarial affairs of our Group	N/A
Ms. Meng Yao (孟瑤女士)	33	Head of legal department	February 2022	February 2022	Corporate legal compliance related matters of our Group	N/A

Note: Under Code C.2.1 of the Corporate Governance Code (the “CG Code”), the roles of chairman and chief executive should be separate and should not be performed by the same individual. Our Company does not currently separate the roles of our Chairman and our Chief Executive Officer. Mr. Wang is our Chairman and our Chief Executive Officer who has extensive experience in the nutritional product industry and is responsible for managing the overall operations of our Group and planning our business development and strategies. Our Directors consider that vesting the roles of our Chairman and our Chief Executive Officer in the same individual is beneficial to the management and business development of our Group. The balance of power and authority is ensured by the operations of our Board and our senior management personnel, which comprise experienced and high calibre individuals. Our Board will continue to review and consider separating the roles of our Chairman and our Chief Executive Officer at a time when it is appropriate and suitable by taking into account the circumstances of our Group as a whole.

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DIRECTORS

Executive Directors

Mr. Wang Ping (王平先生), aged 55, was appointed as our Director on 21 January 2019. He was appointed as the Chairman on 27 March 2019. He is the chairman of the Nomination Committee and a member of the Remuneration Committee. Mr. Wang is mainly responsible for overseeing our overall management and operations, investment strategies and business development, and has more than 20 years of experience in enterprise operation and management, and has been managing our Group since its establishment. Prior to establishing our Group, Mr. Wang served as department manager of Yantai Youse Metals Group Operation Co., Ltd. (煙台有色金屬集團經營有限公司) from May 1996 to September 2000, and as chairman of Shanghai Lehua Technology Development Co., Ltd. (上海樂化科技發展有限公司) from October 2000 to November 2002. He has been appointed as the executive director, legal representative and general manager of Gold Nemans since December 2010 and up to March 2014. Mr. Wang is currently an executive director and legal representative of Aumay Dairy, an executive director, legal representative and general manager of Rujian International and a director of each of Numans HK and Numans Sales. He is the spouse of Ms. Cui.

Mr. Wang obtained a master degree in business administration from the University of Wales in December 2013.

Ms. Cui Juan (崔娟女士), aged 52, was appointed as our Director on 27 March 2019. Ms. Cui is mainly responsible for overseeing our overall management and operations, investment strategies and business development, and has approximately 10 years of experience in enterprise operation and management. She has been appointed as a director of Hontat Nutritional since April 2011 to October 2013, and the legal representative and general manager of Hontat Nutritional since April 2011 to June 2014. She has also been the executive director and legal representative of Gold Nemans since March 2014 and a director of Numans Sales since November 2023. She is the spouse of Mr. Wang.

Ms. Cui’s other working experience is set forth in the table below:

Company Name	Principal business activities of the company	Position and responsibilities	Period
Shanghai branch office of Hung & Kit (Holdings) Limited* (香港洪吉控股有限公司上海分公司)	Agency service for American Airlines in the PRC	Ticket Executive (票務主管) and Customer Relationship Manager	From December 2002 to February 2007
Hong Kong Airlines Limited	Airline operation	Sales Supervisor — Group	From November 2008 to March 2017

Ms. Cui completed her Master of Business Administration (MBA) degree at the City University in Malaysia in June 2018.

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Non-executive Director

Mr. Chan Hok Leung (陳學良先生), aged 61, was appointed as our non-executive Director on 27 March 2019. Mr. Chan is primarily responsible for advising on corporate and business strategies of our Group. He holds the following academic qualifications:

- bachelor of commerce and administration degree from the Victoria University of Wellington, New Zealand awarded in 1988;
- master of business administration degree (with distinction) from the University of Warwick, the U.K. awarded in 2000; and
- master of science degree in hotel and tourism management (with distinction) from the Hong Kong Polytechnic University awarded in 2009.

Mr. Chan has over 29 years of experience in the corporate finance industry. He has a regulatory background with in-depth knowledge of the Listing Rules, the GEM Listing Rules and the Takeovers Code. From 1994 to November 2007, Mr. Chan held various positions at the SFC, starting as a manager and serving as director of the corporate finance department prior to his departure in 2007. He served as an executive director of Asian Capital (Corporate Finance) Limited (currently known as Neutral Financial Holding Company Limited) and Asian Capital Holdings Limited (currently known as Kingwisoft Technology Group Company Limited), a company listed on GEM of the Stock Exchange (stock code: 8295) from November 2009 to October 2016 and from June 2010 to June 2016, respectively. From January 2017 to January 2019, Mr. Chan was employed as a managing director of Cypress House Capital Limited (currently known as First Prosperous Capital Company Limited). From January 2019 to 31 May 2024, Mr. Chan worked at China Sunrise Capital Limited (formerly known as First Capital International Finance Limited) with his last position being managing director in the investment banking division. Since March 1999, Mr. Chan has been serving as a director of Carling Associates Limited. He was admitted as an associate and a fellow of the Hong Kong Society of Accountants (currently known as the Hong Kong Institute of Certified Public Accountants) since January 1993 and September 1997, respectively.

Mr. Chan was the director of the following company which was incorporated in Hong Kong and was dissolved and the relevant details are as follows:

Company	Nature of business	Nature of dissolution	Date of dissolution	Reason for dissolution
Chizin Enterprises Limited	Property investment	Deregistration ^(Note)	8 April 2004	Cessation of business

Note: Under section 291AA of the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong), an application for deregistration can only be made if (a) all members of such company agree to such deregistration; (b) such company has never commenced business, 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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Mr. Chan has confirmed that the above company was solvent at the time of dissolution, and there was no wrongful act on his part leading to the dissolution of the company and such dissolution has not resulted in any liability or obligation imposed against him.

Independent non-executive Directors

Ms. Yim Wing Yee (嚴詠怡女士), aged 45, was appointed as our independent non-executive Director on [•] 2024. Ms. Yim is the chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee.

Ms. Yim has over 18 years of experience in the areas of assurance, accounting, corporate finance advisory and compliance services for licensed corporations and multinational companies. Ms. Yim worked at BKR Lew & Barr Limited (currently known as East Asia Sentinel Limited (衛亞會計師事務所有限公司) (“EASL”)) from January 2005 to February 2007 with her last position as an audit senior. Ms. Yim then served as a senior associate and manager of assurance department of PricewaterhouseCoopers (羅兵咸永道會計師事務所) from April 2007 to October 2009 and from October 2009 to February 2010, respectively. Ms. Yim subsequently rejoined EASL in February 2010 as an audit manager and has been serving as a director of EASL since August 2013. She has provided auditing services to several companies listed on the Stock Exchange over the past 8 years.

Ms. Yim has been admitted as a practising member of the Hong Kong Institute of Certified Public Accountants since January 2008, a fellow member of the Association of Chartered Certified Accountants (英國特許公認會計師公會) in the United Kingdom since March 2011, and an associate of the Institute of Chartered Accountants in England and Wales (英格蘭及威爾士特許會計師協會) since January 2021.

Ms. Yim graduated from Oxford Brookes University (牛津布魯克斯大學) with a bachelor’s degree in applied accounting in January 2005 through distance learning.

Mr. Lau Kwok Fai Patrick (劉國輝先生), aged 51, was appointed as our independent non-executive Director on [•] 2024. Mr. Lau is the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee.

Mr. Lau has more than 26 years of experience in the fields of accounting, auditing, financial management and corporate governance.

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From September 1996 to November 1997, Mr. Lau served as an auditor of Glass Radcliffe Chan & Wee Certified Public Accountants (currently known as Baker Tilly Hong Kong Limited (天職香港會計事務所)), where he was mainly responsible for auditing and accountancy work. From December 1997 to April 1999, Mr. Lau was an associate of PricewaterhouseCoopers (羅兵咸永道會計師事務所), where he was mainly responsible for auditing work. From October 1999 to June 2011, Mr. Lau successively served in various positions in KPMG (畢馬威會計師事務所), with his last position as a manager of KPMG Advisory (China) Limited (畢馬威企業諮詢(中國)有限公司), where he was mainly responsible for providing financial advisory services, conducting financial due diligence, corporate reorganisation and liquidation work. Mr. Lau held/holds (as the case may be) positions in the following listed companies:

Period	Company name and stock code	Position
From July 2011 to June 2016 and from December 2011 to June 2016	China City Railway Transportation Technology Holdings Company Limited (中國城市軌道交通科技控股有限公司) (currently known as BII Railway Transportation Technology Holdings Company Limited (京投軌道交通科技控股有限公司)), a company engaged in intelligent railway transportation services, civil communication transmission services and business development investment and is listed on the Main Board of the Stock Exchange (stock code: 1522)	Deputy general manager and financial controller; company secretary and authorised representative
From July 2016 to October 2019 and from May 2018 to October 2019	International Alliance Financial Leasing Co., Ltd. (國際友聯融資租賃有限公司), a finance leasing company listed on the Main Board of the Stock Exchange (stock code: 1563)	Chief financial officer; company secretary and authorised representative
From October 2017 to July 2020	Jinhai International Group Holdings Limited (今海國際集團控股有限公司) (formerly known as Kakiko Group Limited), a company mainly engaged in providing manpower outsourcing services, dormitory services and construction service and is listed on the Main Board of the Stock Exchange (stock code: 2225)	Independent non-executive director
December 2020 and up to 4 January 2024	Sundy Service Group Co. Ltd (宋都服務集團有限公司), a company mainly engaged in providing integrated property management services and is listed on the Main Board of the Stock Exchange (stock code: 9608)	Independent non-executive director
January 2018 and up to the Latest Practicable Date	FDB Holdings Limited (豐展控股有限公司) (formerly known as Steering Holdings Limited (旭通控股有限公司) and Dafy Holdings Limited (達飛控股有限公司)), a construction consultancy company listed on the Main Board of the Stock Exchange (stock code: 1826)	Independent non-executive director
February 2020 and up to the Latest Practicable Date	Ximei Resources Holdings Limited (稀美資源控股有限公司), a producer of tantalum- and niobium-based metallurgical products listed on the Main Board of the Stock Exchange (stock code: 9936)	Independent non-executive director

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Period	Company name and stock code	Position
March 2023 and up to the Latest Practicable Date	Zhongtian Construction (Hunan) Group Limited (中天建設(湖南)集團有限公司), a general contracting construction company and is listed on the Main Board of the Stock Exchange (stock code: 2433)	Independent non-executive director

Mr. Lau obtained an honours diploma in accounting from Hong Kong Shue Yan College (currently known as Hong Kong Shue Yan University (香港樹仁大學)) in July 1996. He obtained the diploma in insolvency from The Hong Kong Institute of Certified Public Accountants in June 2004. He further obtained a master of science in corporate governance and directorship degree with distinction from Hong Kong Baptist University (香港浸會大學) in November 2014.

Mr. Lau was admitted as a member of the Association of Chartered Certified Accountants (英國特許公認會計師公會) in the United Kingdom since December 2002. He was admitted as an associate of the Hong Kong Society of Accountants (currently known as the Hong Kong Institute of Certified Public Accountants) since July 2003. He was admitted as a fellow of the Association of Chartered Certified Accountants in the United Kingdom since December 2007.

Mr. Yu Tsz Ngo (余子敖先生), aged 39, was appointed as our independent non-executive Director on [•] 2024. Mr. Yu is a member of the Remuneration Committee, Audit Committee and Nomination Committee.

Mr. Yu has over 16 years of experience in the related fields of finance, auditing, accounting, corporate governance practices, and company secretarial matters. From January 2007 to February 2012, Mr. Yu successively served in various positions in Deloitte Touche Tohmatsu (德勤 • 關黃陳方會計師行), with his last position as an audit manager, where he was mainly responsible for auditing and accountancy work. From September 2013 to December 2020, he was a partner of H.F. Tam & Co. (currently known as CTY&Co. (樂誼會計師事務所)). He is currently the executive director of Marksman Corporate Services Limited (晴熹商業服務有限公司) and Marksman Corporate Consulting Limited (晴熹企業顧問有限公司), respectively, a partner of IPA CPA Limited (專致會計師事務所有限公司) and a co-founder and director of JMG Corporate Consulting Limited (博碩企業顧問有限公司). Mr. Yu held/holds (as the case may be) positions in the following listed companies:

Period	Company name and stock code	Position
From January 2022 to November 2023	Palace Banquet Holdings Limited (首豐控股有限公司) (currently known as Welife Technology Limited (維力生活科技有限公司)), a company engaged in offering Cantonese dining service and banquet service in Hong Kong and is listed on the Main Board of the Stock Exchange (stock code: 1703)	Company secretary
From May 2015 to May 2020 and from December 2021 up to the Latest Practicable Date	Steering Holdings Limited (旭通控股有限公司) (currently known as FDB Holdings Limited (豐展控股有限公司)), a construction consultancy company listed on the Main Board of the Stock Exchange (stock code: 1826)	Company secretary

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Period	Company name and stock code	Position
May 2021 and up to the Latest Practicable Date	WElli Holdings Limited (偉立控股有限公司), a PRC-based cigarette packaging paper manufacturer and is listed on the Main Board of the Stock Exchange (stock code: 2372)	Company secretary
September 2021 and up to the Latest Practicable Date	Hing Ming Holdings Limited (興銘控股有限公司), a temporary suspended working platform rental service provider and is listed on the GEM of the Stock Exchange (stock code: 8425)	Company secretary
September 2022 and up to the Latest Practicable Date	China Health Group Inc. (中國醫療集團有限公司) (formerly known as Venturepharm Laboratories Limited (萬全科技藥業有限公司)), a digital healthcare service provider and is listed on the GEM of the Stock Exchange (stock code: 8225)	Company secretary
12 June 2023 and up to the Latest Practicable Date	GC Construction Holdings Limited, a wet trades contractor and is listed on the Main Board of the Stock Exchange (stock code: 1489)	Company secretary
2 November 2023 and up to the Latest Practicable Date	Globavend Holdings Limited, an emerging e-commerce logistics provider providing end-to-end logistics solution and is listed on the Nasdaq Stock Market with ticker symbol: GVH	Chief financial officer

Mr. Yu obtained a bachelor’s degree of commerce (accounting and finance) and a master’s degree of applied finance from Monash University in Australia in December 2005 and December 2006, respectively.

Mr. Yu was admitted as an associate and a member of the Certified Public Accountants Australia (澳洲會計師公會) since January 2006 and January 2011, respectively, and a fellow member of the Hong Kong Institute of Certified Public Accountants since September 2018.

Save as disclosed in the paragraph headed “Directors” in this section, each of our Directors has confirmed that he/she (a) did not hold any directorship in other public companies, the securities of which are listed on any securities markets in Hong Kong or overseas, in the last three years immediately preceding the Latest Practicable Date; (b) did not hold any other positions in our Company or other members of our Group as at the Latest Practicable Date; and (c) did not have any relationships with any other Directors, senior management or substantial Shareholders or Controlling Shareholders, if any, of our Company as at the Latest Practicable Date. As at the Latest Practicable Date, save as disclosed in the section headed “Substantial Shareholders” in this document and the paragraph headed “Statutory and General Information — 3. Further information about our Directors and substantial Shareholders” in Appendix IV to this document, each of our Directors did not have any interests in our Shares within the meaning of Part XV of the SFO.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Under Rule 3.09D of the Listing Rules

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to in Rule 3.09D of the Listing Rules on 6 August 2023, and (ii) understands his or her obligations as a director of a listed issuer under the Listing Rules.

Under Rule 3.13 of the Listing Rules

Each of the Independent Non-executive Directors confirms (i) his or her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he or she has no past or present financial or other interest in the business of our Company or its subsidiaries or any connection with any core connected person of our Company; and (iii) that there are no other factors that may affect his or her independence at the time of his or her appointments.

Except as disclosed in the paragraph headed “Directors” 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 that need to be brought to the attention of our Shareholders in connection with the appointment of our Directors, and there is no information relating to our Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules as at the Latest Practicable Date.

SENIOR MANAGEMENT

Mr. An Yong (安勇先生), aged 46, is currently a general manager of Aumay Dairy, and he served as a general manager of Gold Nemans between June 2011 and November 2020. Mr. An is mainly responsible for the overall day-to-day operations and management of our Group.

Mr. An has over 17 years of experience in the food industry. Prior to joining our Group, Mr. An worked as district manager of China Shineway Pharmaceutical Group Limited (中國神威藥業集團有限公司) from February 2004 to May 2005. He worked as deputy project manager of Inner Mongolia Mengniu Dairy (Group) Co., Ltd* (內蒙古蒙牛乳業(集團)股份有限公司) from June 2005 to May 2011. Since May 2018, Mr. An held interest in a PRC company, which has engaged in the trading of nutritional products including calcium and protein products. To avoid any potential conflict of interest, Mr. An disposed of his interests in the said company to independent third parties in February 2024.

Mr. An obtained an Executive Master of Business Administration degree from Peking University in the PRC in January 2017.

Ms. Song Xufang (宋旭芳女士), aged 40, has been serving as the assistant to the general manager of our Group since February 2011. Ms. Song is mainly responsible for administration and day-to-day management of our Group. Ms. Song worked as the assistant to the general manager of Rujian International from December 2009 to January 2011. She is currently a supervisor of each of Gold Nemans and Aumay Dairy. Ms. Song has been an executive director of Hontat Nutritional since March 2018.

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Ms. Song has over 15 years of experience in office administration and management. Prior to joining our Group, she worked as OA system administrator of Shanghai Computer Printing Company Co., Ltd* (上海電腦打印有限公司) from November 2006 to June 2007. She worked as the assistant to the general manager of Shanghai Lehua Technology Development Co., Ltd* (上海樂化科技發展有限公司) from March 2008 to November 2009. Ms. Song has been serving as an executive director of Jiangsu Kairuite Environmental Technology Engineering Company Limited* (江蘇凱瑞特環保科技工程有限公司) since December 2012.

Ms. Song obtained a bachelor degree in computer science and technology from Nanjing Audit University (南京審計大學) (formerly known as Nanjing Audit Institute (南京審計學院)) in June 2006.

Ms. Song was the director of the following company which was established under the laws of the PRC and was dissolved and the relevant details are as follows:

Company	Nature of business	Date of dissolution	Reason for dissolution
Shanghai Xinda Road & Bridge Engineering Equipment Co., Ltd. 上海辛達路橋工程技術有限公司	Road and bridge technology	November 2018	Unsatisfactory business performance of the company

Ms. Song has confirmed that the above company was solvent at the time of dissolution, and there was no wrongful act on her part leading to the dissolution of the company and such dissolution has not resulted in any liability or obligation imposed against her.

Ms. Sun Mei (孫梅女士), aged 41, has been serving as the financial manager of Gold Nemans since February 2014. Ms. Sun is mainly responsible for the accounting and financial management of our Group. Ms. Sun worked as accountant of Rujian International from October 2010 to May 2011 and Hontat Nutritional from June 2011 to January 2014. She is currently a supervisor of Rujian International.

Ms. Sun has over 15 years of experience in accounting and financial management. Prior to joining our Group, she worked as accountant of Shanghai Jingye Accounting Consultation Company Limited* (上海敬業會計諮詢有限公司) from October 2008 to October 2010. She worked as accountant of China Railway 19th Bureau Group 5th Engineering Company Limited* (中鐵十九局集團第五工程有限公司) from July 2014 to October 2015.

Ms. Sun obtained a bachelor degree in accounting from Shenyang University (沈陽大學) in July 2006. She was qualified as a PRC intermediate accountant* (中級會計師) conferred by the Ministry of Finance in the PRC in May 2007.

Mr. Wang Kan (王侃先生), aged 40, has been serving as the head of external trade of Gold Nemans since November 2011. Mr. Wang Kan is mainly responsible for procurement management of our Group. He joined our Group and worked as an international trade officer in Rujian International in March 2010.

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Mr. Wang Kan has over 15 years of experience in procurement management. Prior to joining our Group, Mr. Wang Kan worked as a vouching clerk in Shanghai Jialinjie Textile Co., Ltd* (上海嘉麟傑紡織品有限公司) from July 2007 to November 2007. He worked as a sales assistant in Zhongfang United Import & Export Co., Ltd* (中紡聯合進出口股份有限公司) from May 2008 to February 2010.

Mr. Wang Kan obtained a bachelor degree in Marketing (International Marketing) and a diploma in International Trade from Shanghai University of International Business and Economics (上海對外貿易學院) in July 2007 and July 2005, respectively.

Ms. Gu Ying (顧瑩女士), aged 41, has been serving as the head of customer service of Gold Nemans since January 2011. Ms. Gu is mainly responsible for e-commerce sales and customer service of our Group. She joined our Group and has been working as a customer service officer in Rujian International since January 2010.

Ms. Gu has over 15 years of experience in customer service. Prior to joining our Group, she worked as customer service staff in Shanghai Dipai Digital Technology Development Company Limited (上海迪派數碼科技發展有限公司) from October 2003 to August 2005. She worked as customer service executive in Shanghai Ditai Development Company Limited (上海帝泰發展有限公司) from August 2005 to April 2006. She worked as customer service and project assistant of Shanghai Huaguan Electronic Equipment Company Limited (上海華冠電子設備有限責任公司) from October 2006 to August 2007.

Ms. Gu obtained a bachelor degree in administrative management from Shanghai Ocean University* (上海海洋大學) in January 2012.

Mr. Tang Tsz Tsun (鄧子駿先生), aged 42, has been serving as the financial controller since October 2022. He was appointed as company secretary of our Company on 8 June 2023. Mr. Tang is responsible for overseeing the financial operation and company secretarial affairs of our Group.

Prior to joining our Group, Mr. Tang worked at Deloitte Touche Tohmatsu (德勤 • 關黃陳方會計師行) with his last position as an audit manager from February 2011 to December 2014 and from September 2015 to July 2016, respectively. Mr. Tang served as a financial controller at Chiho Environmental Group Limited (齊合環保集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 976), from August 2016 to February 2020.

Mr. Tang has served as an independent non-executive director of Skymission Group Holdings Limited (天任集團控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1429) since September 2023.

Mr. Tang received a bachelor degree of Commerce with Accounting concentration from Carleton University in Canada in June 2005. Mr. Tang became a member of the Hong Kong Institute of Certified Public Accountants in May 2011.

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Ms. Meng Yao (孟瑤女士), aged 33, is currently the head of legal department of our Group and a supervisor of Hontat Nutritional. She is mainly responsible for the corporate legal compliance related matters of our Group. Ms. Meng joined us as a legal counsel in Aumay Dairy in February 2022.

Prior to joining our Group, Ms. Meng worked as a legal assistant of Beijing Dacheng Law Offices from May 2017 to May 2018. She served as a trainee solicitor from July 2020 to December 2020 at Shanghai Xinyi Law Firm* (上海市信義律師事務所). She was enrolled and served as a legal assistant from December 2020 to January 2022 at Shanghai SunHold Law Firm* (上海申浩律師事務所).

Ms. Meng obtained a bachelor degree in law from Beijing Normal University, Zhuhai* (北京師範大學珠海分校) in July 2014. She further obtained a master degree in law from Graduate School of Chinese Academy of Social Sciences (中國社會科學院研究生院) in June 2020. She also received a Legal Professional Qualification Certificate from the Ministry of Justice of the People’s Republic of China in March 2016.

COMPANY SECRETARY

Mr. Tang Tsz Tsun (鄧子駿先生), aged 42, was appointed as our company secretary on 8 June 2023. See “— Senior Management” for his biographical details.

Save as disclosed in the paragraph headed “Senior Management” in this section, none of our senior management members held any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

BOARD COMMITTEES

Audit Committee

Our Company established the Audit Committee on [•] 2024 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code and Corporate Governance Report as set out in Appendix C1 to the Listing Rules. The Audit Committee consists of three members, namely Ms. Yim Wing Yee, Mr. Lau Kwok Fai Patrick and Mr. Yu Tsz Ngo, all being our independent non-executive Directors. Ms. Yim Wing Yee has been appointed as the chairman of the Audit Committee and is our independent non-executive Director with the appropriate professional qualifications. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of our Group, oversee the audit process and perform other duties and responsibilities as assigned by our Board.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Remuneration Committee

Our Company established the Remuneration Committee on [•] 2024 with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the CG Code and Corporate Governance Report as set out in Appendix C1 to the Listing Rules. The Remuneration Committee has four members, namely Mr. Wang, Ms. Yim Wing Yee, Mr. Lau Kwok Fai Patrick and Mr. Yu Tsz Ngo. Mr. Lau Kwok Fai Patrick has been appointed as the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee are to establish and review the policy and structure of the remuneration for our Directors and senior management and make recommendations on employee benefit arrangement.

Nomination Committee

Our Company established the Nomination Committee on [•] 2024 with written terms of reference in compliance with Rule 3.27A of the Listing Rules and the CG Code and Corporate Governance Report as set out in Appendix C1 to the Listing Rules. The Nomination Committee has four members, namely Mr. Wang, Ms. Yim Wing Yee, Mr. Lau Kwok Fai Patrick and Mr. Yu Tsz Ngo. Mr. Wang has been appointed as the chairman of the Nomination Committee. The primary duties of the Nomination Committee are to make recommendations to our Board on the appointment and removal of Directors of our Company.

CORPORATE GOVERNANCE

Our Directors recognise the importance of incorporating elements of corporate governance in the management structures and internal control of our Group so as to achieve accountability.

Our Company has adopted the provisions stated in the CG Code as set forth in Appendix C1 to the Listing Rules. Our Board has a balanced composition of executive Directors, non-executive Director and independent non-executive Directors, allowing the Board to effectively exercise independent judgement.

Our Directors are aware that we are expected to comply with the CG Code upon and after [REDACTED]. Any deviation from the CG Code should be carefully considered and disclosed in the interim and annual report. We will continue to comply with the CG Code to protect the best interests of our Shareholders upon and after [REDACTED].

BOARD DIVERSITY POLICY

Our Company has adopted a board diversity policy whereby it recognises and embraces the benefits of a diversity of board members. Our Company endeavours to ensure that our Board has a balance of skills, experience and diversity of perspectives appropriate to our Company’s business and its sustainable and balance development. All Board appointments will continue to be made on a merit basis with due regard for the benefits of diversity of board members. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skill, knowledge and length of service.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Our Nomination Committee is responsible for monitoring the implementation of our board diversity policy and shall report annually in our corporate governance report on our Board’s composition under diversified perspectives. Besides, our Nomination Committee shall review our board diversity policy as appropriate and recommend any required revisions to our Board.

We aim to maintain at least 20% female representation in the Board and the current composition of the Board, consisting of two female Directors and four male Directors with a balanced mix of knowledge and skills, including enterprise operation and management, corporate finance advisory, accounting and company secretarial services, satisfies this target gender ratio, and the ages of our Directors range from 38 years old to 61 years old. We will implement policies to ensure gender diversity when recruiting staff to develop a pipeline of female senior management and potential successors to the Board. We will strive to enhance our female representation and achieve appropriate balance of gender diversity with reference to the stakeholders’ expectation and international and local recommended best practices. Furthermore, we will implement comprehensive programs aimed at identifying and training our female staff who display leadership and potential, with the goal of promoting them to the senior management or the Board. The Board is of the view that our current Board composition satisfies the board diversity policy.

COMPLIANCE ADVISER

We have appointed Caitong International Capital Co., Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, our compliance adviser will advise us in the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- (c) where we propose to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where our business activities, developments or results deviate from any forecast, estimate or other information in this document; and
- (d) where the Stock Exchange makes an inquiry of our Company under Rule 13.10 of the Listing Rules concerning unusual movements in the [REDACTED] of our Shares, the possible development of a false market in the Shares, or any other matters.

The term of the appointment shall commence on the [REDACTED] and end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED].

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Human Resources

Our Company maintains good employee relations. Our Company has not experienced any significant problems with the recruitment or retention of experienced employees. In addition, our Company has not suffered from any material disruption of normal business operations as a result of labour disputes or strikes. The remuneration payable to our employees includes salaries and allowances. As at the Latest Practicable Date, we had 46 employees, most of whom are located in PRC. Please refer to the paragraph headed “Business — Employees” in this document for details of breakdown of our employees by function.

Benefits and social insurance

As required by the Chinese regulations on social insurance, our Group participates in the social insurance schemes operated by the relevant local government authorities which include pension, medical insurance, unemployment insurance, work-related injury insurance, maternity insurance and housing fund. We also provide a defined contribution to the Mandatory Provident Fund as required under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for our eligible employee in Hong Kong.

Remuneration Policy

The aggregate amounts of remuneration of our Directors for FY2021, FY2022, FY2023 and 6M2024 were approximately RMB1.3 million, RMB1.4 million, RMB1.4 million and RMB0.7 million respectively. Details of our Directors’ remuneration are set out in Note 8 to the Accountants’ Report. Under such arrangement and pursuant to the Directors’ service agreements and letters of appointment referred to the paragraph headed “Statutory and General Information — 3. Further information about our Directors and substantial Shareholders — 3.2. Directors’ service contracts and letters of appointment” in Appendix IV to this document, the aggregate amount of Directors’ fee and other emoluments payable to our Directors for the year ending 31 December 2024 is estimated to be approximately RMB1.4 million, excluding any discretionary bonuses. Our Directors and senior management receive compensation in the form of salaries, benefits in kind and/or discretionary bonuses relating to the performance of our Group. Our Company also reimburses them for expenses which are necessarily and reasonably incurred for providing services to our Company or executing their functions in relation to its operations. Our Company regularly reviews and determines the remuneration and compensation packages of our Directors and senior management. After [REDACTED], the Remuneration Committee will review and determine the remuneration and compensation packages of our Directors and senior management with reference to salaries paid by comparable companies, time commitment and responsibilities of our Directors and performance of our Group. During the Track Record Period, no remuneration was paid by our Company to, or received by, our Directors as an inducement to join or upon joining our Company or as compensation for loss of office.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

For FY2021, FY2022 and FY2023 and 6M2024, our Group accrued (i) staff’s (including the Directors’) salaries, discretionary bonus, allowances and other benefits in kind in the sum of approximately RMB11.8 million, RMB12.2 million, RMB14.4 million and RMB5.1 million respectively, and (ii) contributions to defined contribution retirement plans in the sum of approximately RMB1.8 million, RMB2.0 million, RMB2.2 million and RMB1.1 million respectively.

There was no arrangement under which a director waived or agreed to waive any remuneration during the Track Record Period. For additional information on our Directors’ remuneration during the Track Record Period as well as information on our five highest paid individuals, please refer to the Accountant’s Report set out in Appendix I to this document.

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme, pursuant to which, among others, our Directors and employees of our Group may be granted options to subscribe for Shares. Please refer to the paragraph headed “Statutory and General Information — 3. Further information about our Directors and substantial Shareholders — 3.5. Share Option Scheme” in Appendix IV to this document for details.