

DIRECTORS AND SENIOR MANAGEMENT

OVERVIEW

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

The following table sets forth the information regarding the members of our Board and our senior management:

Members of our Board

Name	Age	Position	Date of joining our Group	Date of appointment as Director of our Company	Principal responsibilities	Relationship with other Director(s) and/or senior management
Mr. GOH Cheng Seng (吳進順先生)	47	Executive Director, Chairman and CEO	25 June 1992	8 March 2017	Responsible for overseeing our Group’s business strategy and overall management	Spouse of Ms. Tan and brother-in-law of Ms. Tan Soh Lay
Ms. TAN Soh Kuan (陳素寬女士)	46	Executive Director	17 December 1996	8 March 2017	Responsible for overseeing the financial performance of our Group and ensuring compliance with our Group’s policies and objectives	Spouse of Mr. Goh and sister of Ms. Tan Soh Lay
Mr. NG Sai Cheong (伍世昌先生)	41	Executive Director, company secretary and compliance officer	5 April 2017	5 April 2017	Responsible for overall financial and secretarial aspects of our Group	N/A
Mr. MA Yiu Ho Peter (馬遙豪先生)	52	Independent non-executive Director	24 October 2017	24 October 2017	Supervising and providing independent judgment to our Board	N/A
Mr. TAN Kee Cheo (also known as TAN Kee Cheok) (陳祺石先生)	52	Independent non-executive Director	24 October 2017	24 October 2017	Supervising and providing independent judgment to our Board	N/A
Mr. YIP Ki Chi Luke (葉祺智先生)	52	Independent non-executive Director	24 October 2017	24 October 2017	Supervising and providing independent judgment to our Board	N/A

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Members of our senior management

Name	Age	Position	Date of joining our Group	Date of appointment of current position	Principal responsibilities	Relationship with other Director(s) and/or senior management
Mr. TAN Kim Yem (陳錦炎先生)	68	Operation director	16 April 1996	22 April 2010	Responsible for establishing and developing operational plans for our Group’s projects, including its tendering, execution and completion	N/A
Ms. TAN Soh Lay (陳素麗女士)	45	Human resource and administrative director	3 August 1998	1 November 2016	Responsible for overseeing our Group’s administrative and human resources activities, and reporting to the executive Directors of human resources issues, strategies and solutions	Sister of Ms. Tan and sister-in-law of Mr. Goh
Mr. KOK Seng Yoong Peter (郭盛勇先生)	56	General manager	1 November 2016	1 November 2016	Responsible for developing and implementing market and business development strategies of our Group and managing our relationship with clients	N/A

DIRECTORS

Executive Directors

Mr. GOH Cheng Seng (吳進順先生), aged 47, is our founder, executive Director, Chairman and CEO, a director of Indigo Link and the managing director of IEPL. He is also one of our Controlling Shareholders. He has over 30 years of experience in the construction industry in Singapore and Malaysia. Mr. Goh is primarily responsible for overseeing our Group’s business strategy and overall management of our Group. Prior to founding our Group in 1992, Mr. Goh had accumulated around five years of experience in the construction industry in both Malaysia and Singapore. From 1987 to 1988, Mr. Goh worked as an apprentice in Energo Project Ltd., a construction company in Malaysia, where he started to gain exposure to the construction industry through participating in projects involving pore piling, precast elements and structural works. From 1989 to 1991, Mr. Goh worked for Eastern Industries Pte. Ltd., a construction company in Singapore, as a steel reinforcement scheduler responsible for preparing bar bending schedule for off-site steel reinforcement cut and bending.

Over the years, Mr. Goh has participated in and handled various large-scale projects, including the construction of Sungei Langat Water Treatment Plant at Dengkil, Selangor, Malaysia, the 25-kilometre highway from Pagoh to Ayer Keroh in Malaysia and the Seletar Sewage Treatment Plant Phase II in Singapore.

Mr. Goh has attended WSH bizSAFE Level 1 Workshop for Company CEO and Top Management conducted by Hong Tech Consultant Pte. Ltd. in February 2008. He has also completed the Building Construction Supervisor Safety Course and the Work-at-Height Course for Supervisors, both organised by Star Safety Training Pte. Ltd., in August 2015.

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Mr. Goh is the spouse of Ms. Tan, our executive Director and Controlling Shareholder, and the brother-in-law of Ms. Tan Soh Lay, our human resource and administrative director.

Mr. Goh was a director of the following companies in Singapore immediately prior to their respective dissolutions:

Name of company	Principal business activity prior to dissolution	Date of dissolution	Means of dissolution	Reason for dissolution
After Six Pub Pte. Ltd.	Operation of bars	8 December 2006	Striking off	Cessation of business
Sui Investment Pte. Ltd.	Operation of restaurants	12 January 2012	Striking off	Cessation of business
Max-G Pte. Ltd.	Trading and investment in securities	8 August 2012	Striking off	Cessation of business

Mr. Goh confirmed that each of the above companies was solvent at the time of their respective dissolution and there is no wrongful act on his part leading to the dissolutions and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolutions, and that his involvement in the above companies was part and parcel of his services as a director of these companies and that no misconduct or misfeasance had been involved in the dissolutions of these companies.

Ms. TAN Soh Kuan (陳素寬女士), aged 46, is our executive Director and a director of ICPL. She is also one of our Controlling Shareholders. She is primarily responsible for overseeing the financial performance of our Group and ensuring compliance with our Group's policies and objectives. She was a director of IEPL from December 1996 to March 2012 responsible for monitoring staff performance, and reviewing and recommending policies on employees' welfare and incentives. She also assumed the role of financial controller of IEPL from January 2013 to December 2015. She has been a director of ICPL since September 2013 responsible for its financial, human resources and administrative matters. Ms. Tan attained a specialist diploma in workplace safety and health under the Singapore Workforce Skills Qualifications awarded by the Singapore Workforce Development Agency in August 2010.

Ms. Tan is the spouse of Mr. Goh, our executive Director, Chairman, CEO and Controlling Shareholder, and the sister of Ms. Tan Soh Lay, our human resource and administrative director.

Mr. NG Sai Cheong (伍世昌先生), aged 41, is our executive Director, company secretary and compliance officer. He is responsible for the overall financial and secretarial aspects of our Group. Mr. Ng has more than 18 years of experience in auditing and accounting. Prior to joining our Group, Mr. Ng worked as a semi-senior at Lee Sik Wai & Co., an accounting firm, between June 1998 and April 2000. He then worked at Charles Chan, Ip & Fung CPA Limited (currently known as CCIF CPA Limited) as an auditor from April 2000 until February 2001. Between February 2001 and September 2002 and between October 2002 and September 2003, he served as a staff accountant and senior accountant, respectively, at Ernst & Young. He later joined Beauty China Holdings Limited (a company formerly

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listed on the Singapore Stock Exchange (stock code: B15.SG)) as an accounting manager in October 2003 and was promoted to assistant financial controller in October 2007, a position which he had held until August 2009. He then worked at Top Express Holdings Limited as its accounting manager between September 2009 and April 2012 and his last position held is chief financial officer. Mr. Ng has been the financial controller of Kwan On Holdings Limited, a company listed on the Main Board (stock code: 1559) since August 2012 and its company secretary since January 2013.

Mr. Ng graduated from The Hong Kong University of Science and Technology in November 1998 with a bachelor of business administration degree in accounting and obtained a master of corporate governance degree from The Open University of Hong Kong in June 2007. Mr. Ng has become an associate of the Hong Kong Institute of Certified Public Accountants since March 2003 and an associate of the Hong Kong Institute of Chartered Secretaries since September 2007.

Among other things, Mr. Ng assumes a supervisory instead of a day-to-day managerial role in both our Company and Kwan On Holdings Limited, and is responsible for the overall financial and company secretarial aspects of both companies. The job nature of Mr. Ng is more focused on the overall supervision of the financial matters of both companies rather than their respective daily operations, which are taken up by the other relevant directors and senior management members of respective companies. In performing his duties of our Group, Mr. Ng is supported by our Group’s finance manager, who has over 11 years of experience in accounting and auditing, and an accounts executive of our Group. Ms. Tan, one of our executive Directors with over four years of experience in accounting, will continue to oversee the financial performance of our Group. Since our Group’s financial function had been supported by Ms. Tan (with the assistance of an external accounting firm) and subsequently by Ms. Tan, a finance manager and an accounts executive before Mr. Ng joined our Group, our Directors believe that the current manpower of our Group’s finance department shall be sufficient to ensure its smooth operation and day-to-day management. The knowledge and experience which Mr. Ng has accumulated so far from his positions at Kwan On Holdings Limited, including the financial and regulatory requirements under the GEM Listing Rules and the financial management of a listed company, will benefit the overall management of our Company. In light of the foregoing, our Directors are of the view, and the Sole Sponsor concurs, that Mr. Ng will be able to perform his role in our Group efficaciously and devote sufficient time to our Group.

During the three years immediately preceding the Latest Practicable Date, none of our executive Directors has been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas.

Independent non-executive Directors

Mr. MA Yiu Ho Peter (馬遙豪先生), aged 52, was appointed as an independent non-executive Director on 24 October 2017 and is mainly responsible for supervising and providing independent judgment to our Board. He is also the chairman of the audit committee and a member of the nomination committee of our Company. Mr. Ma is currently the financial controller of Chyau Fwu Properties Limited, a company principally engaged in property development and hospitality. He has been a member of the Hong Kong Institute of Certified Public Accountants since February 1990 and a fellow member of the Chartered Association of Certified Accountants (UK) since April 1994. Mr. Ma obtained a Master Degree of Business Administration from the Hong Kong University of Science and Technology in November 1995. He has also been a member of the Hong Kong Institute of Directors since December

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2015. Mr. Ma has over 20 years of experience in the finance and accounting field and worked as the financial controller and company secretary of The Hong Kong Parkview Group Limited (now known as Joy City Property Limited) (stock code: 207) from June 2008 to August 2012 and May 2011 to August 2012, respectively. From February 2008 to June 2008, Mr. Ma was the financial controller of VODone Limited (now known as V1 Group Limited) (stock code: 82) (the shares of these companies are listed on the Main Board). From June 2005 to September 2007, Mr. Ma was the chief financial officer of Superior Fastening Technology Limited (now known as Renewable Energy Asia Group Limited), a company listed on the Singapore Stock Exchange.

Mr. Ma has been and is currently an independent non-executive director of various companies whose shares are listed on the Stock Exchange, a summary of which is set out as follows.

Name of companies	Position	Tenure of service
China Ocean Fishing Holdings Limited (formerly known as Sky Forever Supply Chain Management Group Limited) (stock code: 8047)	Independent non-executive director	July 2014 to May 2015
Convoy Global Holdings Limited (formerly known as Convoy Financial Holdings Limited) (stock code: 1019)	Independent non-executive director	March 2010 to present
China Packaging Holdings Development Limited (now known as Mobile Internet (China) Holdings Limited) (stock code: 1439)	Independent non-executive director	December 2013 to present
Huisheng International Holdings Limited (stock code: 1340)	Independent non-executive director	February 2014 to July 2017
TEM Holdings Limited (stock code: 8346)	Independent non-executive director	April 2016 to present
Royal Catering Group Holdings Company Limited (stock code: 8300)	Independent non-executive director	July 2016 to present

It is Mr. Ma's usual practice to hold directorships in several listed companies at the same time and such practice has been maintained for a number of years. As independent non-executive directors of the above listed companies as at the Latest Practicable Date, Mr. Ma does not participate in their daily operations. Based on the published annual reports of the above listed companies and as confirmed by Mr. Ma, he has attended substantially all the board meetings of the above listed companies since his appointment. Mr. Ma has confirmed that while acting as independent non-executive directors of the above listed companies, he does not find any difficulty in devoting his efforts to and allocating his time for his directorships and none of these listed companies has questioned or complained about his

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devotion. Based on the non-executive nature of Mr. Ma's role in our Group, his usual practice of acting as independent non-executive directors of several listed companies concurrently over the years, his regular attendance at the board meetings of the listed companies as aforementioned and the confirmation from Mr. Ma that he is committed to devoting sufficient time to our Company and making himself available to discuss matters in relation to our Group as and when required, our Directors are of the view, and the Sole Sponsor concurs, that Mr. Ma will have sufficient time to discharge his responsibilities as an independent non-executive Director of the Company as required by the GEM Listing Rules.

Mr. TAN Kee Cheo (also known as TAN Kee Cheok) (陳祺石先生), aged 52, was appointed as an independent non-executive Director on 24 October 2017 and is mainly responsible for supervising and providing independent judgment to our Board. He is also the chairman of the remuneration committee and a member of the audit committee of our Company. Mr. Tan graduated from the Royal Melbourne Institute of Technology with a bachelor of civil engineering degree in October 1990. He was accredited as a Resident Engineer by the Association of Consulting Engineers Singapore in January 2017. Since its incorporation in July 2014, Mr. Tan has been the director of Arktelier Pte Ltd, a company principally engaged in installation of timber decking, floor timber, trellises, wall and ceiling panel. He has also served in various companies in Singapore before. The following table summarises Mr. Tan's working experience over the years:

Company name	Last/current position held	Period of services
Ascent Logistics Pte Ltd	Resident engineer	August 1997 to June 1998
National Heritage Board	Resident engineer	June 1998 to July 2000
Construction Professionals Pte Ltd	Resident engineer	August 2000 to May 2008
Maunsell Consultants (Singapore) Pte Ltd	Resident engineer	June 2008 to November 2009
DE Consultants (S) Pte Ltd	Resident engineer	January 2010 to August 2011
KTP Consultants Pte Ltd	Resident engineer	April 2012 to June 2015
RSP Architects Planners & Engineers (Pte) Ltd	Resident engineer	November 2015 to April 2017

Mr. Tan was a director of the following company in Singapore immediately prior to its dissolution:

Name of company	Principal business activity prior to dissolution	Date of dissolution	Means of dissolution	Reason for dissolution
Woodstock33 Private Limited	General building engineering design and consultancy services	5 June 2015	Striking off	Cessation of business

Mr. Tan confirmed that the above company was solvent at the time of its dissolution and there is no wrongful act on his part leading to the dissolution of the above company and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution, and that his involvement in the above company was part and parcel of his services as a director of the company and that no misconduct or misfeasance had been involved in the dissolution of the company.

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Mr. YIP Ki Chi Luke (葉祺智先生), aged 52, was appointed as an independent non-executive Director on 24 October 2017 and is mainly responsible for supervising and providing independent judgment to our Board. He is also the chairman of the nomination committee and a member of the audit committee and the remuneration committee of our Company. Mr. Yip obtained a Bachelor of Laws degree from University of London in August 1991 and a Postgraduate Certificate in Laws from The University of Hong Kong in June 1992. He was admitted as a solicitor of the High Court of Hong Kong in April 1994 and is currently a practising solicitor in Hong Kong with over 20 years of post-qualification experience in the legal profession. From May 1992 to September 1996, he worked at Messrs. P. C. Woo & Co. as a trainee solicitor and subsequently a solicitor. He then joined Messrs. Siao, Wen & Leung in October 1996 as a solicitor. From March 1997 to September 1999, Mr. Yip was a partner and subsequently a consultant at Messrs. Wong & Yip. He has been a partner of Messrs. Cheung & Yip since February 1999. Mr. Yip has been a Notary Public and Civil Celebrant in Hong Kong since 2006. He was recognised as an Accredited General Mediator by the Law Society of Hong Kong in December 2010 and has been a China Appointed Attesting Officer since December 2015.

Save as disclosed above, during the three years immediately preceding the Latest Practicable Date, none of our independent non-executive Directors has been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders in connection with the appointment of our Directors.

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Mr. TAN Kim Yem (陳錦炎先生), aged 68, is our operation director and is responsible for establishing and developing operational plans for our Group’s projects, including its tendering, execution and completion. Mr. Tan joined our Group in April 1996 as a site foreman, and was promoted to project manager in April 2004, and to his current position as operation director in April 2010. Mr. Tan completed the Safety Coordinators Training Course organised by the BCA Academy in October 2007, the Safety Management Assessment (SMA) Scheme Workshop conducted by SC2 Pte. Ltd. in January 2008, the certificate in Risk Management Course organised by QuESH Consultants (Pte) Ltd in August 2009, and the Construction Safety Course for Project Managers organised by Absolute Kinetics Consultancy Pte. Ltd. in July 2010. Mr. Tan is a registered CoreTrade personnel under the Construction Registration of Tradesman Scheme implemented by BCA.

Ms. TAN Soh Lay (陳素麗女士) (“Ms. Sally Tan”), aged 45, is our human resource and administrative director. Ms. Sally Tan is primarily responsible for overseeing our Group’s administrative and human resources activities, and reporting to our executive Directors on human resources issues, strategies and solutions. Ms. Sally Tan joined our Group in August 1998 as an administrative and accounting assistant, and was promoted to human resources and accounting executive in August 2001, and to human resources and finance manager in January 2004. Ms. Sally Tan assumed her current role in November 2016. Ms. Sally Tan was awarded a Diploma in Business Administration and Marketing in February 1998 by TMC Business School in Singapore. Ms. Sally Tan is the sister of Ms. Tan, our executive Director and Controlling Shareholder, and the sister-in-law of Mr. Goh, our executive Director, Chairman, CEO and Controlling Shareholder.

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Mr. KOK Seng Yoong Peter (郭盛勇先生), aged 56, is our general manager. Mr. Kok is primarily responsible for developing and implementing market and business development strategies of our Group and managing our relationship with our customers. Prior to joining our Group in November 2016, Mr. Kok has worked at various construction companies in Singapore. He worked as a general manager in BSI (1990) Pte. Ltd. from 2004 to 2016 responsible for overall management and supervision of construction projects in both public government and private sectors. From 1993 to 2004, he was a project manager at Kay Lim Construction & Trading Pte. Ltd. responsible for project management of building construction works which ranges from industrial, institutional to community club buildings for both private and public sectors. From 1981 to 1993, he was a site manager at Tan Gim Huat Contractors Pte. Ltd. responsible for the daily supervision of all works in projects which ranges from bridges, canals, institutional building, landed residential to wild life enclosures at Jurong Bird Park. Mr. Kok has over 35 years of management experience in the construction industry in Singapore and is knowledgeable in both categories of general building and civil engineering. He has experience in managing and leading public and private sector projects of various types, including general building, civil engineering, major retrofitting and design and build projects. Given his long history and ample experience in the construction industry, Mr. Kok has developed a strong network with both public and private sector participants.

Mr. Kok graduated from Singapore Polytechnic with a Diploma in Building in May 1995 and was awarded a Bachelor Degree in Applied Science (Construction Management) by Royal Melbourne Institute of Technology in May 1999. Mr. Kok also obtained a certificate awarded by the Occupational Safety and Health (Training & Promotion) Centre of the MOM following his completion of the Construction Safety Course for Project Managers in June 1998.

None of our senior management members had been a director of any public companies the securities of which are listed on any securities market in Hong Kong or overseas for the three years immediately preceding the Latest Practicable Date.

COMPANY SECRETARY

Mr. NG Sai Cheong (伍世昌先生) is the company secretary of our Company. Mr. Ng’s biography is set out in the paragraph headed “Directors” in this section above.

COMPLIANCE OFFICER

Mr. NG Sai Cheong (伍世昌先生) is the compliance officer of our Company. Mr. Ng’s biography is set out in the paragraph headed “Directors” in this section above.

COMMITTEES OF OUR BOARD OF DIRECTORS

Our Board delegates certain responsibilities to various committees. In accordance with our Articles of Association and the GEM Listing Rules, we have formed three board committees, namely, the audit committee, the remuneration committee and the nomination committee.

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Audit committee

Our Company established an audit committee in compliance with Rule 5.28 of the GEM Listing Rules with written terms of reference in compliance with the Corporate Governance Code. Our audit committee consists of Mr. Ma Yiu Ho Peter, Mr. Tan Kee Cheo and Mr. Yip Ki Chi Luke. Mr. Ma Yiu Ho Peter currently serves as the chairman of the audit committee.

The principal responsibilities of the audit committee include:

- reviewing our Company’s annual financial statements;
- reviewing and monitoring the extent of the non-audit work undertaken by external auditors;
- advising on the appointment of external auditors; and
- reviewing the effectiveness of our Company’s internal audit activities, internal control and risk management systems.

Remuneration committee

Our Company established a remuneration committee with written terms of reference in compliance with Rule 5.34 of the GEM Listing Rules. Our remuneration committee consists of Mr. Tan Kee Cheo, Mr. Goh Cheng Seng and Mr. Yip Ki Chi Luke. Mr. Tan Kee Cheo currently serves as the chairman of the remuneration committee.

The principal responsibilities of the remuneration committee include:

- making recommendations to our Board on our Company’s policy on executive Director’s remuneration;
- determining the individual remuneration and benefits package of each of our executive Directors; and
- recommending and monitoring the remuneration of senior management below Board level.

Nomination committee

Our Company established a nomination committee in compliance with written terms of reference in compliance with the Corporate Governance Code. Our nomination committee consists of Mr. Yip Ki Chi Luke, Ms. Tan Soh Kuan and Mr. Ma Yiu Ho Peter. Mr. Yip Ki Chi Luke currently serves as the chairman of the nomination committee.

The principal responsibilities of the nomination committee include:

- assisting our Board in discharging its responsibilities relating to the composition of our Board;
- evaluating the balance of skills, knowledge and experience on our Board;

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- evaluating the size, structure and composition of our Board; and
- evaluating the retirements and appointments of additional and replacement directors and making appropriate recommendations to our Board on such matters.

CORPORATE GOVERNANCE

Our Directors recognise the importance of good corporate governance in management and internal procedures so as to achieve effective accountability. Our Company intends to comply with all code provisions under the Corporate Governance Code after the [REDACTED] except for paragraph A.2.1 of the Corporate Governance Code, which provides that the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual. However, we do not have a separate chairman and chief executive officer and Mr. Goh currently performs these two roles. Our Directors believe that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within our Group and enables more effective and efficient strategic planning for the overall development for our Group. Our Directors also consider that the balance of power and authority for the present arrangement will not be impaired and this structure will enable our Group to make and implement effective and expedient decisions. We will continue to review and consider splitting the roles of chairman and 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.

Our Directors will review our corporate governance policies and compliance with the Corporate Governance Code each financial year and comply with the “comply or explain” principle in our corporate governance report which will be included in our annual reports after the [REDACTED].

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management receive remuneration in the form of salaries, allowances, discretionary bonuses, share options, contributions to retirement benefits schemes and other benefits in kind subject to applicable laws, regulations and rules. The aggregate amount of remuneration (including salaries, allowances, discretionary bonuses, contributions to retirement benefits schemes and other benefits in kind) paid to our Directors for the two years ended 31 December 2016 and the four months ended 30 April 2017 was approximately S\$0.9 million, S\$1.1 million and S\$0.3 million, respectively. The aggregate amount of compensation and benefits in kind paid to the five highest paid individuals of our Group for the two years ended 31 December 2016 and the four months ended 30 April 2017 was approximately S\$1.2 million, S\$1.4 million and S\$0.4 million, respectively.

Under the arrangements currently in force, the estimated aggregate remunerations, excluding discretionary bonus and share-based payments expense, if any, of our Directors for the eight months ending 31 December 2017 are approximately S\$0.8 million.

Our independent non-executive Directors receive fees from our Company. All Directors receive reimbursements from our Company for expenses which are necessary and reasonably incurred for providing services to our Company or executing matters in relation to the operations of our Company and are paid out of the funds of our Company by way of fees for their services as directors, such sums (if any) as our Directors may from time to time determine (not exceeding in aggregate an annual sum excluding other amounts payable (e.g. expenses as remuneration for employment) or such larger amount

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as our Company may by ordinary resolution determine). Save as disclosed above, our Directors are not entitled to receive any other special benefits from our Company. The compensation of our Directors is determined by our Board which, following the [REDACTED], will receive recommendation from our remuneration committee which will take into account requirements of applicable laws, regulations and rules.

No remuneration was paid to our Directors or the five highest paid individuals as an inducement to join, or upon joining, our Group. No compensation was paid to, or receivable by, our Directors or past Directors for the Track Record Period for the loss of office as director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. None of our Directors waived any emoluments during the same period.

We have adopted the Share Option Scheme. Please refer to the subsection headed “D. Share Option Scheme” in Appendix V to this document for details.

COMPLIANCE ADVISER

We have appointed Guotai Junan Capital Limited as our compliance adviser upon [REDACTED] in compliance with Rule 6A.19 of the GEM Listing Rules.

We have entered into a compliance adviser’s agreement with the compliance adviser, the material terms of which we expect to be as follows:

- (a) we have appointed the compliance adviser for the purpose of Rule 6A.19 of the GEM Listing Rules for a period commencing on the date of [REDACTED] of our Shares on the Stock Exchange and ending on the date on which we comply with Rule 18.03 of the GEM Listing Rules in respect of publication of our financial results for the second full financial year after the [REDACTED], unless terminated earlier in accordance with the terms of the compliance adviser’s agreement;
- (b) the compliance adviser shall provide us with such advisory services as are required to be provided by a compliance adviser pursuant to Chapter 6A of the GEM Listing Rules and advise us in the following circumstances:
 - (i) before the publication of any regulatory announcement, circular or financial report;
 - (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated, including but not limited to share issues and share repurchases;
 - (iii) where our Company proposes to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where its business activities, developments or results deviate from any forecast, estimate, or other information in this document; and
 - (iv) where the Stock Exchange makes an inquiry with us regarding unusual movements in the price or trading volume of our Shares; and

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- (c) we may terminate the appointment of the compliance adviser if the compliance adviser's work is of an unacceptable standard or if there is a material dispute (which cannot be resolved within 30 days) over fees payable to the compliance adviser as permitted by Rule 6A.26 of the GEM Listing Rules. The compliance adviser will have the right to terminate its appointment by giving not less than 14-day prior notice in writing to us or if we commit a material breach of the agreement.