

DIRECTORS AND SENIOR MANAGEMENT

OUR DIRECTORS AND SENIOR MANAGEMENT

Our Board currently consists of seven Directors, comprising four executive Directors and three independent non-executive Directors. Our Board is responsible and has general powers for the management and conduct of our business. The table below sets out certain information regarding our Directors:

Name	Age	Present position	Date of appointment as Director/ senior management	Date of joining our Group	Principal responsibilities	Relationship with other Director(s) and/or senior management
Mr. Yiu Wang Lee (姚宏利) (“Mr. Yiu”)	45	Executive Director, chairman of our Board and chief executive officer of our Group	17 May 2024	29 August 2005	Overall management, formulation of business strategies, overall project management and day-to-day management of the operations of our Group, and serves as chairperson of our nomination committee and a member of our remuneration committee	Brother of Mr. Yiu Wang Lung
Mr. Yiu Wang Lung (姚宏隆).	59	Executive Director and deputy chairman of our Board	17 May 2024	29 August 2005	Overall project management and day-to-day management of the operations of our Group	Brother of Mr. Yiu Wang Lung
Mr. Chan Lo Man (陳魯閩) (“Mr. Chan”)	35	Executive Director	17 May 2024	November 2016	Day-to-day project management and day-to-day management of the operations of our Group	None

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Name	Age	Present position	Date of appointment as Director/ senior management	Date of joining our Group	Principal responsibilities	Relationship with other Director(s) and/or senior management
Ms. Tse Ka Wing (謝嘉穎)	41	Executive Director, chief financial officer and company secretary	17 May 2024	1 March 2023	Financial management of our Group	None
Mr. Shang Hailong (尚海龍)	41	Independent non-executive Director	20 September 2024	20 September 2024	Providing independent advice to our Board and serving as the chairperson of our remuneration committee and a member of our audit committee and nomination committee	None
Mr. Fu He (符合)	59	Independent non-executive Director	20 September 2024	20 September 2024	Providing independent advice to our Board and serving as a member of our audit committee and nomination committee	None
Mr. Leung Wai Hung (梁偉雄)	56	Independent non-executive Director	20 September 2024	20 September 2024	Providing independent advice to our Board and serving as the chairperson of our audit committee and a member of our remuneration committee	None

DIRECTORS AND SENIOR MANAGEMENT

Our senior management consists of five members, who, together with our Directors, are responsible for the day-to-day management and operation of our Group. The table below sets out certain information regarding our senior management:

Name	Age	Present position	Date of appointment as senior management	Principal responsibilities	Relationship with other Director(s) and/or senior management
Mr. Wong Sai Yiu (黃世堯)	49	Deputy General Manager	22 July 2008	Managing our Group’s electrical cable engineering works projects	None
Mr. Mok Chiu Po (莫招寶)	43	Deputy General Manager	15 October 2016	Managing our Group’s drainage works projects	None
Mr. Yim Wing Yeung (嚴永揚)	36	Chief Civil Engineer	11 April 2023	Managing our Group’s civil engineering works projects	None
Mr. Ho Chun Chung (何振中)	50	Engineering Director	18 January 2021	Managing our Group’s solar PV system works projects	None
Mr. Lai Ka Wing (賴家榮)	47	Chief Engineer	12 January 2022	Managing our Group’s public works projects	None

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BOARD OF DIRECTORS

Executive Directors

Mr. Yiu (姚宏利), aged 45, was appointed as a Director on 17 May 2024 and was re-designated as an executive Director on 25 June 2024. Mr. Yiu also serves as the chairman of our Board and the chief executive officer of our Group. He is primarily responsible for the overall management, formulation of business strategies, overall project management and day-to-day management of the operations of our Group, and serves as chairperson of our nomination committee and a member of our remuneration committee. He is also a director of various subsidiaries of our Company, namely Wing Lee Group (Holdings), Wing Lee Construction, Wing Lee Development, Tai Shan Engineering, Wing Lee New Energy, Sum Hing Trading, and Kaiser Construction Engineering. He is the brother of Mr. Yiu Wang Lung, and is one of our Controlling Shareholders.

Mr. Yiu attended secondary school education in Hong Kong and has had extensive on the ground experience. He has over 26 years of experience in the civil and electrical cable engineering industries. After years of accumulation in the industry by Mr. Yiu, he founded our Group in August 2005 together with Mr. Yiu Wang Lung and established Sum Hing Trading, which was the first subsidiary of our Group. Since founding our Group, Mr. Yiu has been responsible for coordinating our Group’s strategies in all aspects, including rules and regulations, corporate development directions, expansion plans and commercial bidding tenders, and leading our Group to gradually expand our business throughout the years and orderly undertake various private and public projects, including high-profile key projects, the details of which are set out in the paragraph headed “History, Development and Reorganisation — History” in this document. As member of the presidential committee of the Premier League of Taishan Charitable Association Limited (泰山公德會有限公司) in Hong Kong, he has participated in a number of public welfare activities and made contributions to Hong Kong society.

Mr. Yiu was a director of the following companies which have been dissolved or are applying for dissolution:

<u>Name of company</u>	<u>Place of incorporation</u>	<u>Principal business activity prior to cessation of business</u>	<u>Date of dissolution</u>	<u>Reason for dissolution</u>	<u>Means of dissolution</u>
HK Zung Sing (Int'l) Investment Limited 香港眾誠(國際)投資有限公司	Hong Kong	No business operation	21 August 2009	Dormant since incorporation	Deregistration

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Name of company	Place of incorporation	Principal business activity prior to cessation of business	Date of dissolution	Reason for dissolution	Means of dissolution
Tin Hang International (Asia) Limited 天恆國際(亞洲)有限公司	Hong Kong	No business operation	17 April 2014	Dormant since incorporation	Deregistration
Wang Yu International Investment Limited 泓宇國際投資有限公司	Hong Kong	No business operation	13 March 2015	Dormant since incorporation	Deregistration
Really Smooth Development Group Limited 寶順發展集團有限公司	Hong Kong	No business operation	7 September 2018	Dormant since incorporation	Deregistration
Wing Lee Energy Technology Limited 榮利能源科技有限公司	Hong Kong	No business operation	Deregistration procedures commenced on 11 March 2024	Dormant since incorporation	In the process of applying for deregistration

Mr. Yiu confirmed that the companies were solvent and inactive, and had no outstanding claims or liabilities at the time of their dissolutions, that there was no wrongful act on his part leading to the dissolutions and that he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolutions of the companies. Mr. Yiu also confirmed that the companies had no material non-compliance prior to their dissolutions.

Mr. Yiu Wang Lung (姚宏隆), aged 59, was appointed as a Director on 17 May 2024 and was re-designated as an executive Director on 25 June 2024. Mr. Yiu Wang Lung also serves as the deputy chairman of our Board. He is primarily responsible for the overall project management and day-to-day management of the operations of our Group. He is also a director of various subsidiaries of our Company, namely Wing Lee Group (Holdings), Wing Lee Construction, Wing Lee Development, Tai Shan Engineering, Wing Lee New Energy, and Sum Hing Trading. He is the brother of Mr. Yiu.

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Mr. Yiu Wang Lung established our Group in August 2005 together with Mr. Yiu. Mr. Yiu Wang Lung has over 18 years of experience in in the civil and electrical cable engineering industries. From August 2005 to July 2014, Mr. Yiu Wang Lung served as senior site agent at Wing Lee New Energy, with responsibilities including site coordination and supervision of all site activities. Mr. Yiu Wang Lung attended primary school education in mainland China.

Mr. Chan (陳魯聞), aged 35, was appointed as a Director on 17 May 2024 and was re-designated as an executive Director on 25 June 2024. Mr. Chan is primarily responsible for the day-to-day project management and day-to-day management of the operations of our Group. He is also a director of various subsidiaries of our Company, namely Wing Lee Group (Holdings), Wing Lee Construction, Wing Lee Development, Tai Shan Engineering, Wing Lee New Energy, and Sum Hing Trading.

Mr. Chan has over eight years of experience in the civil and electrical cable engineering industries. Mr. Chan joined our Group in November 2016 as project director. He has been responsible for overseeing various projects of our Group including our projects with the CLP Group and our projects at the third runway of the Hong Kong International Airport, among others.

Mr. Chan graduated from Aston University in the United Kingdom with a Bachelor of Science in business and management in July 2011. In January 2024, he was awarded a certificate of attendance for the NEC course in Project Manager Accreditation (Hong Kong).

Mr. Chan was a director of the following companies which have been dissolved or are applying for dissolution:

Name of company	Place of incorporation	Principal business activity prior to cessation of business	Date of dissolution	Reason for dissolution	Means of dissolution
C.A.P. Entertainment Limited 綜藝派娛樂有限公司	Hong Kong	No business operation	8 July 2016	Cessation of business	Deregistration
Evertteam Enterprise Asia Pacific Limited 永聯企業亞太有限公司	Hong Kong	No business operation	12 March 2021	Cessation of business	Deregistration
Global Coal Energy Limited 環球煤炭能源有限公司	Hong Kong	Trading of coal	17 July 2015	Cessation of business	Deregistration

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<u>Name of company</u>	<u>Place of incorporation</u>	<u>Principal business activity prior to cessation of business</u>	<u>Date of dissolution</u>	<u>Reason for dissolution</u>	<u>Means of dissolution</u>
Hang Lee Hong Kong Trading Limited 恒利香港貿易有限公司	Hong Kong	Jewellery trading	2 August 2024	Cessation of business	Deregistration
Plus One Solutions Limited	Hong Kong	Marketing	6 December 2019	Cessation of business	Striking off ^(Note)
Really Smooth Development Group Limited 寶順發展集團有限公司	Hong Kong	No business operation	7 September 2018	Cessation of business	Deregistration

Note:

The striking off of this company was initiated by the Registrar of Companies of Hong Kong which exercised its power under the Companies Ordinance to do so when it considered that such company was not in operation or carrying on business and no application for deregistration was made by such company prior to the striking off.

Mr. Chan confirmed that the companies were solvent and inactive, and had no outstanding claims or liabilities at the time of their dissolutions, that there was no wrongful act on his part leading to the dissolutions and that he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolutions of the companies. Mr. Chan also confirmed that the companies had no material non-compliance prior to their dissolutions.

Ms. Tse Ka Wing (謝嘉穎), aged 41, was appointed as a Director on 17 May 2024 and was re-designated as an executive Director on 25 June 2024. Ms. Tse also serves as the chief financial officer of our Group and is primarily responsible for the financial management of our Group. Ms. Tse is also our company secretary.

Ms. Tse has accumulated over 17 years of financial and accounting experience. Prior to joining our Group, Ms. Tse worked at Andrew Tse & Company from September 2006 to February 2008, with her last position as accountant. Thereafter, she worked at BDO Limited from February 2008 to November 2013 with her last position as assistant manager. She worked at Union Honor International Enterprise Limited from November 2013 to October 2014 as an assistant accounting manager, and at HKUE Limited from November 2014 to March 2016 as financial controller. From March 2018 to January 2021, she also served as chief financial officer and company secretary at Daikiya Group Holdings Limited. She worked at YONXI International Finance Holdings Limited

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and YONXI Securities Limited from February 2021 to December 2022 as chief financial officer and company secretary. Since January 2023, she has been a practising director of PY CPA Company Limited.

Ms. Tse has served different roles in listed companies as follows:

Company name, stock code and venue of listing	Position	Period
Accel Group Holdings Limited (stock code: 1283), a company listed on the Main Board of the Stock Exchange	Independent non-executive director and chairperson of the audit committee	Since September 2019
Kwong Man Kee Group Limited (stock code: 8023), a company listed on GEM of the Stock Exchange	Financial controller and company secretary	From March 2016 to December 2017

Ms. Tse obtained a Bachelor of Business Administration (Honours) in Accountancy degree from the City University of Hong Kong in November 2006. She later obtained a Master in Corporate Governance degree from The Hong Kong Polytechnic University in September 2018. Ms. Tse has been a member and a certified public accountant (practising) of the Hong Kong Institute of Certified Public Accountants since January 2011 and March 2014, respectively. She has also been a member of The Hong Kong Chartered Governance Institute and an associate of the Hong Kong Institute of Chartered Secretaries since November 2018.

Independent non-executive Directors

Mr. Shang Hailong (尚海龍), aged 41, was appointed as an independent non-executive Director on 20 September 2024 and is primarily responsible for providing independent advice to our Board. Mr. Shang serves as the chairperson of our remuneration committee and a member of our audit committee and nomination committee.

Mr. Shang has been an independent non-executive director of China Agri-Products Exchange Limited (stock code: 149), a company listed on the Main Board of the Stock Exchange, since August 2024. Mr. Shang has been a member of the Legislative Council of the Hong Kong Special Administrative Region since December 2022. He is also strategy advisor at SenseTime Group

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Limited, a subsidiary of Sense Time Group Inc., (stock code: 20), a company listed on the Main Board of the Stock Exchange; and chief company consultant at China Mobile Hong Kong Company Limited.

Mr. Shang obtained a Bachelor of Engineering in Agricultural Building Environment and Energy Engineering degree from Beijing Forestry University in the PRC in July 2004, a Master of Public Administration from Tsinghua University in the PRC in January 2021.

Mr. Fu He (符合), aged 59, was appointed as an independent non-executive Director on 20 September 2024 and is primarily responsible for providing independent advice to our Board. Mr. Fu serves as a member of our audit committee and nomination committee.

Mr. Fu has over 30 years’ management experience in civil engineering. From 1993 to August 2013, he held various positions in the group of China Overseas Land & Investment Limited, a company listed on the Main Board of the Stock Exchange (stock code: 688). In particular, from November 2009 to August 2013, he served as a director and deputy general manager at COHL Investment Developing Holdings Limited (中海投資發展集團有限公司) (formerly known as China Overseas Industrial Holdings Limited (中國海外實業有限公司), a subsidiary of China Overseas Land & Investment Limited.

Mr. Fu has served the following roles in listed companies:

<u>Company name, stock code and venue of listing</u>	<u>Position</u>	<u>Period</u>
China State Construction International Holdings Limited (stock code: 3311), a company listed on the Main Board of the Stock Exchange	Executive director	June 2005 to October 2009
China Fortune Land Development Co., Ltd. (stock code: 600340), a company listed on the Shanghai Stock Exchange	Vice president	September 2013 to November 2017

Since January 2019, Mr. Fu has been the chairman and general manager at Guangzhou Double Parking Intelligent Technology Co., Ltd., responsible for all aspects of the company’s business.

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Mr. Fu graduated from Zhejiang University in the PRC in July 1987 and was awarded a Master of Business Administration from Murdoch University in Australia in March 2000, respectively. He was a member of the Hong Kong Institution of Engineers, the Chartered Institute of Building (Hong Kong), the Hong Kong Institute of Surveyors, and the Chartered Institute of Building and the Royal Institution of Chartered Surveyors in the United Kingdom.

In July 2009, Mr. Fu was recognised as a local-level talent and was awarded the Certificate for High-Level Professional (深圳市高層次專業級人才證書) in Shenzhen by the Bureau of Personnel of Shenzhen Municipality. Mr. Fu was a member of the Fifth Shenzhen Municipal People’s Congress.

Mr. Leung Wai Hung (梁偉雄), aged 56, was appointed as an independent non-executive Director on 20 September 2024 and is primarily responsible for providing independent advice to our Board. Mr. Leung serves as the chairperson of our audit committee and a member of our remuneration committee.

Mr. Leung has more than 20 years working experience in various listed companies in Hong Kong. From May 1994 to June 2005, he worked as an accountant at Cheung Kong (Holdings) Limited (now known as CK Hutchison Holdings Limited) (stock code: 001), a company listed on the Main Board of the Stock Exchange. Between December 2006 and December 2010, Mr. Leung served as the vice president and chief financial officer of Fineland Real Estate Holdings Company Limited. Mr. Leung participated in the first private sector REIT, Prosperity REIT (stock code: 808) in Hong Kong from September 2005 to September 2006 and worked for the manager of Fortune REIT (stock code: 778) as a finance director from February 2011 to July 2012.

Mr. Leung was an independent non-executive director of Beaver Group (Holding) Company Limited (now known as China New Consumption Group Limited) (stock code: 8275), a company listed on GEM of the Stock Exchange, from September 2017 to March 2021. From January 2013 to June 2018, Mr. Leung served as financial controller at Shougang Concord International Enterprises Company Limited (now known as Shoucheng Holdings Limited) (stock code: 697), a company listed on the Main Board of the Stock Exchange.

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Mr. Leung currently serves different roles in listed companies as follows:

<u>Company name, stock code and venue of listing</u>	<u>Position</u>	<u>Period</u>
Gemini Investments (Holdings) Limited (stock code: 174), a company listed on the Main Board of the Stock Exchange . . .	Independent non-executive director	Since April 2024
Sino-Ocean Service Holding Limited (stock code: 6677), a company listed on the Main Board of the Stock Exchange . . .	Independent non-executive director	Since August 2022
BeijingWest Industries International Limited (stock code: 2339), a company listed on the Main Board of the Stock Exchange . . .	Financial controller and company secretary	Since April 2022
China Fortune Holdings Limited (stock code: 110), a company listed on the Main Board of the Stock Exchange	Independent non-executive director	Since July 2021
Fineland Living Services Group Limited (stock code: 9978), a company listed on the Main Board of the Stock Exchange	Independent non-executive director	Since October 2017

Mr. Leung holds a Bachelor of Business Administration from The Chinese University of Hong Kong. He has been a fellow member of The Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, each of our Directors has not held directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the three years immediately preceding the Latest Practicable Date.

Save as disclosed above, each of our Directors confirms with respect to himself/herself that: (a) he/she does not hold other positions in our Company or other members of our Group as at the Latest Practicable Date; (b) he/she does not have any relationship with any other Directors, senior management, substantial shareholder or Controlling Shareholders of our Company as at the Latest

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Practicable Date; (c) he/she does not have any interests in our Shares within the meaning of Part XV of the SFO, save as disclosed in the paragraph headed “C. Further information about our Directors and substantial shareholders — 1. Disclosure of Interests” in Appendix IV to this document; (d) he/she does not have any interest in any business which competes or is likely to compete, directly or indirectly, with our Group, which is disclosable under the Listing Rules; and (e) to the best knowledge, information and belief of our Directors having made all reasonable enquiries, there is no additional information relating to our Directors or senior management that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and no other matter with respect to their appointments that needs to be brought to the attention of our Shareholders as at the Latest Practicable Date.

Each of our Directors confirmed that he/she (a) obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 25 June 2024; and (b) understood his/her obligations as a director of a listed issuer under the Listing Rules.

Each of our independent non-executive Directors (a) confirmed that he has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules; (b) confirmed that he had no past or present financial or other interest in the business of our Company or our subsidiaries or any connection with any core connected person of our Company under the Listing Rules as at the Latest Practicable Date; (c) confirmed that there are no other factors that may affect his independence at the time of his appointment; and (d) provided confirmation of independence to our Company.

SENIOR MANAGEMENT

Mr. Wong Sai Yiu (黃世堯), aged 49, is the Deputy General Manager of our Group. Mr. Wong is responsible for managing our Group’s electrical cable engineering works projects.

Mr. Wong has over 15 years of experience in civil and electrical cable engineering works. Mr. Wong joined our Group in July 2008 as a director and member of Sum Hing Trading. He left our Group in September 2010 and engaged in other business overseas. He returned to Hong Kong in August 2016 and served as director of On Shing Construction Limited. He then re-joined our Group in April 2019 as manager. Since re-joining our Group, his primary responsibilities have also included managing projects with the CLP Group. Mr. Wong attended secondary school education in Hong Kong.

Mr. Mok Chiu Po (莫招寶), aged 43, is the Deputy General Manager of our Group. Mr. Mok is responsible for managing our Group’s drainage works projects. He is also a director of our subsidiary Kaiser Construction Engineering.

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Mr. Mok has over 19 years of experience in civil and electrical cable engineering works. Mr. Mok joined our Group in October 2016 and served as project manager and operation director of Wing Lee Construction from October 2016 to November 2017 and from November 2017 to November 2020, respectively. In both roles, Mr. Mok’s responsibilities included overseeing projects, exploring potential business opportunities, and establishing appropriate systems procedure to enhance internal communication and control. Since November 2020, Mr. Mok has been project director at Kaiser Construction Engineering, with responsibilities including overseeing public projects and exploring potential business opportunities.

Prior to joining our Group, Mr. Mok worked at a few main contractors in Hong Kong from August 2004 to October 2016, namely Kum Shing Construction, Pollard-CNCEC Joint Venture and CLP Engineering Limited, holding various positions, including managerial level. His responsibilities included leading and ensuring safety, health, environmental and quality (SHEQ) during operations; supervising subordinates; coordinating and liaising with relevant parties, including Government departments subcontractor management, including sub-letting and its financial status; overseeing the programme of works; and budget estimation for new tenders.

Mr. Mok obtained a Bachelor of Science (Honours) in Business Management (Engineering) degree from Coventry University in the United Kingdom (long distance learning) in November 2011.

Mr. Yim Wing Yeung (嚴永揚), aged 36, is the Chief Civil Engineer of our Group. Mr. Yim is responsible for managing our Group’s civil engineering works projects.

Mr. Yim has over 10 years of experience in civil and electrical cable engineering works. Mr. Yim joined our Group in April 2023 as project manager at Wing Lee Construction, with responsibilities including day to day project management (including regarding subcontract and tender matters) and administrative management. Prior to joining our Group, Mr. Yim worked at Newtech Automation Company Ltd. as a project manager from July 2011 to March 2016, and at Sambo E&C Ltd. as an engineer from November 2016 to April 2018. Mr. Yim then worked as a marine superintendent at Hong Kong Marine Construction Limited from April 2018 to July 2019. Subsequently, Mr. Yim worked at SAPR JV from July 2019 to August 2022 with the last position as an assistant construction manager, and then as a site agent at Kat Yue Construction Engineering Limited from August 2022 to April 2023.

Mr. Yim obtained a Bachelor of Civil Engineering degree from Leeds Beckett University in the United Kingdom (long distance learning) in March 2019. He then obtained a Master of Science in Civil Infrastructural Engineering and Management degree from the Hong Kong University of Science and Technology in November 2021. He had previously obtained a Higher Diploma in Civil

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Engineering from the Hong Kong Institute of Vocational Education in July 2011. In March 2023, he was awarded a certificate for completion of the Safety Training Course for Site Management Staff from the Construction Industry Council.

Mr. Ho Chun Chung (何振中), aged 50, is the Engineering Director of our Group. Mr. Ho is responsible for managing our Group’s solar PV works projects.

Mr. Ho has over 16 years of experience in civil and electrical cable engineering works. Mr. Ho joined our Group in January 2021 and has served as project manager in various subsidiaries of our Company.

Prior to joining our Group, Mr. Ho Chun Chung worked at The Hong Kong Jockey Club as a maintenance technician in the property department from July 2007 to November 2008. He then worked at Kum Shing Construction as assistant manager — distribution circuits from December 2008 to January 2021.

Mr. Ho obtained a Bachelor of Science in Business Management (Engineering) from Coventry University in the United Kingdom (long distance learning) in November 2011. He had previously obtained a Higher Diploma in Building Services Engineering from the Vocational Training Council in July 2009.

Mr. Lai Ka Wing (賴家榮), aged 47, is the Chief Engineer of our Group. Mr. Lai is responsible for managing our Group’s public works projects.

Mr. Lai first joined our Group in January 2022 as project manager. Prior to joining our Group, Mr. Lai held various engineer positions in various companies in Hong Kong from April 2007 to October 2014. He then worked as a construction manager and an assistant design manager at Build King Civil Engineering Limited (formerly Leader Civil Engineering Corporation Limited) from November 2014 to December 2018. He then worked as a design manager at ECO-GREEN GROUP from December 2018 to May 2021. He worked as a site agent at Vernaltex Company Limited from July 2021 to December 2021.

Mr. Lai obtained a Bachelor of Engineering (Honours) in Civil Engineering degree from The Hong Kong Polytechnic University in November 2000. Mr. Lai has been a chartered member of The Institution of Structural Engineers in the United Kingdom since September 2009. He is registered as a Registered Professional Engineer (Structural) with the Engineers Registration Board in Hong Kong.

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Save as disclosed above, each of our senior management has not held directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the three years immediately preceding the Latest Practicable Date.

COMPANY SECRETARY

Ms. Tse Ka Wing (謝嘉穎), aged 41, was appointed as the company secretary of our Company on 25 June 2024. Details of Ms. Tse’s background have been disclosed in the paragraph headed “Executive Directors” in this section.

BOARD COMMITTEES

Audit committee

Our Company established an audit committee with written terms of reference in compliance with Rule 3.22 of the Listing Rules and paragraph D.3.3 of part 2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules pursuant to a resolution of our Directors passed on 20 September 2024. The primary duties of our audit committee are, among others, to make recommendations to our Board on the appointment, reappointment and removal of external auditor; review the financial statements and material advice in respect of financial reporting, oversee the financial reporting process, internal control, risk management systems and audit process of our Company; and perform other duties and responsibilities assigned by our Board.

The members of our audit committee are Mr. Shang Hailong and Mr. Fu He. Mr. Leung Wai Hung is the chairperson of our audit committee.

Remuneration committee

Our Company established a remuneration committee with written terms of reference in compliance with Rule 3.26 of the Listing Rules and paragraph E.1.2 of part 2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules pursuant to a resolution of our Directors passed on 20 September 2024. The primary duties of our remuneration committee are, among others, to review and approve the management’s remuneration proposals; make recommendations to our Board on the remuneration package of our Directors and senior management; and ensure none of our Directors determine their own remuneration.

The members of our remuneration committee are Mr. Leung Wai Hung and Mr. Yiu. Mr. Shang Hailong is the chairperson of our remuneration committee.

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Nomination committee

Our Company established a nomination committee with written terms of reference in compliance with paragraph B.3.1 of part 2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules pursuant to a resolution of our Directors passed on 20 September 2024. The primary duties of our nomination committee are, among others, to review the structure, size and composition of our Board; and select or make recommendations on the selection of individuals nominated for directorships.

The members of our nomination committee are Mr. Shang Hailong and Mr. Fu He. Mr. Yiu is the chairperson of our nomination committee.

CORPORATE GOVERNANCE CODE

Pursuant to paragraph C.2.1 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from, the requirement that the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual. Mr. Yiu is our chairman and chief executive officer. Mr. Yiu is primarily responsible for the overall management, formulation of business strategies, project management and day-to-day management of the operations of our Group and is instrumental to our growth and business expansion. In view of Mr. Yiu’s extensive experience of over 26 years in the civil and electrical cable engineering industries, including his personal profile and critical role in our Group and its historical development, our Board considers that vesting the roles of chairman and chief executive officer in the same individual will provide a strong and consistent leadership which is beneficial to the management and performance of our Group. Mr. Yiu and the other Directors are aware of and undertake to fulfil their fiduciary duties as Directors, which require, among other things, that he/she acts for the benefit and in the best interests of our Company and will make decisions of our Group accordingly. Our Board will continue to review the effectiveness of the corporate governance structure of our Group in order to assess whether separation of the roles of chairman and chief executive officer is necessary.

Save as disclosed above, our Company expects to comply with all applicable provisions of the Corporate Governance Code and the associated Listing Rules after [REDACTED]. Our Directors will review our corporate governance policies and compliance with the Corporate Governance Code each financial year.

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BOARD DIVERSITY POLICY

Our Board comprises seven members, including four executive Directors and three independent non-executive Directors. Our Directors have a balanced mix of gender, knowledge, skills, perspectives and experience, including engineering, business administration, finance and accounting.

Our Company has adopted a board diversity policy which sets out the approach by which our Board could achieve a higher level of diversity in order to enhance the quality of its performance. Our Company recognises the benefits of having a diversified Board. In summary, our board diversity policy sets out that when considering the nomination and appointment of a Director, with the assistance of our nomination committee, our Board would consider a number of factors, including but not limited to the skills, knowledge, professional experience and qualifications, cultural and educational background, age, gender and diversity of perspectives that the candidate is expected to bring to our Board and what would be the candidate's potential contributions, in order to better serves the needs and development of our Company. At least one member of the Board shall be female. All Board appointments will be based on merit, having due regard to the attributes that the new Director will bring to the Board to complement and enrich the competencies, experience and perspectives of the Board and the benefits of diversity on our Board.

We recognise the particular importance of gender diversity. Our Board currently comprises one female Director and six male Directors. After [REDACTED], we target to maintain such gender ratio at our Board going forward. In particular, we will actively identify female individuals suitably qualified to become our Board members. With a view to developing a pipeline of potential successors to our Board that can maintain our gender diversity, our Group will (i) make appointments based on merits with reference to board diversity as a whole; (ii) take steps to promote gender diversity at all levels of our Group by recruiting staff of different gender; and (iii) consider the possibility of nominating female management members who have the necessary skills and experience to our Board; and (iv) engage more resources in training female staff who we consider having the suitable experience, skills and knowledge for our business to equip themselves with the attributes and competencies required to serve as members of our Board so that we will have a pipeline of female senior management and potential successors to our Board in a few years' time.

Taking into account our existing business model and specific needs as well as the different background of our Directors, the composition of our Board satisfies our board diversity policy, and our Board and the nomination committee of our Company will assess our Board composition regularly.

DIRECTORS AND SENIOR MANAGEMENT

REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Our Directors and senior management receive compensation in the form of salaries, discretionary bonuses related to their performance, retirement benefit scheme contributions, and other allowances and benefits in kind. Our Group also reimburses them for expenses which are necessarily and reasonably incurred in relation to all business and affairs carried out by our Group from time to time or for providing services to our Group or executing their functions in relation to our Group’s business and operations. Our Group regularly reviews and determines the remuneration and compensation package of our Directors and senior management by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities of our Directors and performance of our Group. After the [REDACTED], our Directors and senior management may also receive options to be granted under the Share Option Scheme or any Shares that may be granted under the Share Award Scheme.

The aggregate amount of remuneration (including basic salaries, allowance, other benefits and contribution to retirement benefit scheme) paid to our Directors by our Group for FY2021/22, FY2022/23, and FY2023/24 were approximately HK\$2,214,000, HK\$2,210,000, and HK\$3,717,000, respectively.

The aggregate amount of remuneration (including basic salaries, allowance, other benefits and contribution to retirement benefit scheme) paid to our Group’s five highest paid individuals for FY2021/22, FY2022/23, and FY2023/24 were approximately HK\$1,447,000, HK\$2,750,000, and HK\$2,048,000, respectively.

During the Track Record Period, (a) no remuneration was paid to, or receivable by, our Directors or the five highest paid individuals as an inducement to join, or upon joining, our Group; (b) no compensation was paid to, or receivable by, our Directors, former Directors, or the five highest paid individuals for the loss of any office in connection with the management of the affairs of any member of our Group; (c) none of our Directors had waived or agreed to waive any remuneration; and (d) no other payments had been made, or are payable, by any member of our Group to our Directors during the Track Record Period.

For details of our Directors’ remuneration during the Track Record Period as well as information on our five highest paid individuals, please refer to Notes 8 and 9(a) to the Accountant’s Report set out in Appendix I to this document.

DIRECTORS AND SENIOR MANAGEMENT

COMPLIANCE ADVISOR

Our Company has appointed Alliance Capital Partners Limited as the compliance advisor pursuant to Rule 3A.19 of the Listing Rules for the term commencing on the [REDACTED] and ending on the date on which our Company distributes our annual report in respect of our financial results for the first full financial year commencing after the [REDACTED].

Pursuant to Rule 3A.23 of the Listing Rules, our Company shall seek advice from the compliance adviser on a timely basis 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, is contemplated, including share issues and share repurchases;
- where our Company proposes to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where business activities, developments or results of our Company deviate from any forecast, estimate, 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 our Shares.

SHARE INCENTIVE SCHEME

To grant options or Shares to selected participants as incentives or rewards for their contribution to our Group, our Company has conditionally adopted the Share Incentive Schemes on 20 September 2024. The principal terms of the Share Incentive Schemes are summarised in the paragraph headed “D. Share Incentive Schemes” in Appendix IV to this document.