

## DIRECTORS AND SENIOR MANAGEMENT

### BOARD OF DIRECTORS

Our Board is comprised of five Directors, including two executive Directors and three independent non-executive Directors. The powers and duties of our Board include convening general meetings and reporting our Board's work at our Shareholders' meetings, determining our business and investment plans, reviewing our annual financial budgets and final reports, formulating proposals for profit distributions and for the increase or reduction of our registered capital as well as exercising other powers, functions and duties as conferred by our Memorandum and Articles of Association. We have entered into a service contract with each of our executive Directors. We have also entered into a letter of appointment with each of our independent non-executive Directors.

The table below shows certain information with respect to our Directors and senior management:

#### Members of our Board

Name	Age	Position	Date of appointment as Director	Date of joining our Group	Principal responsibilities	Relationship with other Directors and senior management
Mr. Tam Yat Ming Andrew (談一鳴)	51	Chairman, executive Director and chief executive officer	15 February 2017	16 April 1998	Formulating corporate strategies, overseeing the overall management of business and operation of our Group	None
Mr. Yeung Wun Tang Andy (楊援騰)	51	Executive Director and chief operating officer	15 February 2017	16 April 1998	Overseeing the overall management of business and operations of our Group	None
Mr. Chu Yin Kam (朱賢淦)	63	Independent non-executive Director	22 December 2017	22 December 2017	Providing independent views on management of our Group, including views on financial matters	None
Dr. Wilson Lee (李惠信)	50	Independent non-executive Director	22 December 2017	22 December 2017	Providing independent views on management of our Group	None

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Name	Age	Position	Date of appointment as Director	Date of joining our Group	Principal responsibilities	Relationship with other Directors and senior management
Mr. Ha Yiu Wing (夏耀榮)	55	Independent non-executive Director	22 December 2017	22 December 2017	Providing independent views on management of our Group including views on the industry of the Group	None

### Executive Directors

**Mr. Tam Yat Ming Andrew** (談一鳴), aged 51, is our Chairman, executive Director and chief executive officer. He has been responsible for formulating corporate strategies, overseeing the overall management and the day-to-day business operations of our Group. He joined MIS Technology Consultants in April 1998 with Mr. Yeung as a director and was responsible for managing the day-to-day business operations and business development. Mr. Tam has over 12 years of experience in the LED lighting solutions industry and over 18 years of experience in the visual-audio business. He is also a director of various subsidiaries of our Group.

From June 1992 to April 1998, Mr. Tam served as a Project Manager at South China House of Technology Consultants Limited, an audio and visual trading company incorporated in Hong Kong.

Mr. Tam obtained a bachelor's degree in science from the University of Guelph, Canada, in February 1991.

**Mr. Yeung Wun Tang Andy** (楊援騰), aged 51, is our executive Director and chief operating officer of the Company. He has been responsible for formulating corporate strategies, overseeing the overall management and the day-to-day business operations of our Group. From July 1993 to April 1998, Mr Yeung served as a system engineer at South China House of Technology Consultants Ltd., an audio and visual trading company incorporated in Hong Kong. He joined MIS Technology Consultants in April 1998 with Mr. Tam as a sales manager. In October 2002, he was appointed as director of MIS Technology Consultants where he was responsible for sales and project management. Mr. Yeung has over 12 years of experience in the LED lighting solutions industry and over 18 years of experience in the visual-audio business.

Mr. Yeung obtained a bachelor of arts degree majoring in economics from the University of Regina, Canada, in May 1989.

### Independent Non-executive Directors

**Mr. Chu Yin Kam** (朱賢淦), aged 63, is an independent non-executive Director. He is responsible for supervising and providing independent judgment to our Board, which includes views on financial matters. He is experienced in financial management, corporate finance and investment monitoring.

Mr. Chu currently does not have any employment positions and has previously held the following positions:

- various management positions in the Swire Group, including serving as the Senior Financial Controller of Swire Group trading companies in Taiwan and Korea from December 1989 to

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June 1991. As a Senior Financial Controller, Mr. Chu was mainly responsible for managing the finance, accounting and administrative functions, including the provision of financial and management account services and participating in the formulation of policies and guidelines on long-term and short-term financial, operational and organisational management;

- assisted Prudential Asset Management Asia Hong Kong Limited (“PAMA”) in its acquisition of a majority stake of Environmental Services Group (“ESG”) from July 1991 to early 1992 and was subsequently appointed as the chief financial officer of ESG in PAMA in early 1992. Mr. Chu’s service in ESG ended in June 1995. During his employment with ESG, Mr. Chu was responsible for managing the finance, administration, legal and secretarial functions of the group companies. At the same time, he also oversaw the restructuring of the group’s business and liaised with banks on credit facilities;
- executive vice president of Franchise Investment Corporation of Asia Ltd from July 1995 to March 1997;
- Mr. Chu did not hold any employment positions from March 1997 to September 1999. Mr. Chu migrated to Australia from September 1999 to May 2003. After that, Mr. Chu returned to Hong Kong to spend time with his family and did not hold any employment positions till February 2006;
- director and head of investment monitoring of ARC Capital Partners Limited from March 2006 to February 2011 during which he led the investment monitoring department;
- Mr. Chu contemplated early retirement and did not hold any employment positions from March 2011 to December 2014;
- director of finance and administration of Our Hong Kong Foundation Limited, a foundation chaired by Mr. Tung Chee Hwa, the first Chief Executive of Hong Kong, from January 2015 to September 2015;
- Mr. Chu did not hold any employment positions from October 2015 to June 2016; and
- Chief Financial Officer of Wisdom Sports Group (Stock Exchange stock code 1661) from July 2016 to June 2017, during which he was responsible for analysing financial statements and preparing reports and recommendations to top management concerning financial performance.

Mr. Chu obtained a Bachelor of Commerce degree conferred by the University of New South Wales, Australia in April 1981. He is a Fellow of the Hong Kong Institute of Certified Public Accountants since December 1994, a fellow of The Taxation Institution of Hong Kong since September 2010 and a Fellow of the Institute of Chartered Accountants of England and Wales since January 2016.

Mr. Chu was a director of Regent Gear Company Limited, a company incorporated in Hong Kong and dissolved by voluntary deregistration on 8 April 2005, pursuant to section 291AA of the Predecessor Companies Ordinance. He was also a director of Suk Future Limited, Lawmond Company Limited and All Direction Limited, each a company incorporated in Hong Kong which had been struck off and dissolved on 20 December 2002, 21 February 2003 and 24 January 2014, respectively, as such companies had ceased to conduct business. Mr. Chu further confirms that there is no fraudulent act or misfeasance on his part leading to the deregistration or strike off of such companies and he is not aware of any actual or potential claim having been or will be made against him as a result of the deregistration or strike off of such companies.

**Mr. Ha Yiu Wing** (夏耀榮), aged 55, is an independent non-executive Director. He is responsible for supervising and providing independent judgement to our Board. Mr. Ha has over 26 years of experience

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in the lighting industry. He has held various management positions in the lighting division of Philips Lumileds and Philips Electronics Hong Kong Limited. He worked for Philips Electronics Hong Kong Limited starting from August 1987 and served in various management positions including a Marketing Manager of the lighting division, responsible for supervising daily operation closely and penetrating Philips lighting products in the retail and wholesale market. He later transferred to Philips Lumileds in October 2009 where he served as a Senior Manager of Regional Sales, and was subsequently appointed as Sales Director until April 2014 when he retired, responsible for leading the sales team in Hong Kong and South China.

Mr. Ha obtained a bachelor's degree in business administration from The Chinese University of Hong Kong in May 1986. He has obtained certificates for completing courses on ISO 9001 and auditing of quality management systems issued by McCrae Consultants Limited in September 1998, ISO 14001 in respect of environmental management system issued by the Hong Kong Productivity Council in July 1999, ISO 9000:2000 in respect of quality system documentation issued by the Hong Kong Productivity Council in March 2002 and ISO 9001:2000 in respect of internal auditor training issued by TQC Development Centre Limited in March 2002.

**Dr. Wilson Lee** (李惠信), aged 50, is an independent non-executive Director. He is responsible for supervising and providing independent judgement to our Board. Since December 2007, he has been a specialist in orthodontics at Central Orthodontics Limited in Hong Kong, responsible for the overall management of such specialist practise and providing professional dental services.

Dr. Lee obtained a master of business administration degree from Rochester Institute of Technology in New York, U.S. in May 1993. He also obtained a bachelor's degree in science from the University of Toronto, Canada in November 1991 and a bachelor's degree in dental surgery from The University of Hong Kong in November 2001. He furthered his studies at The University of Hong Kong and obtained a master degree and advanced diploma in orthodontics in November 2007 and September 2009, respectively. Dr. Lee has been a registered dentist in Hong Kong since July 2001 and a specialist in orthodontics with the College of Dental Surgeons in Hong Kong since November 2010. Dr. Lee has been appointed as an executive committee member of The Hong Kong Anti-cancer Society since November 2014.

### Other Disclosure Pursuant to Rule 17.50(2) of the GEM Listing Rules

Save as disclosed above, each of our Directors confirms with respect to him or her that he or she (i) did not hold other positions in our Company or members of our Group as at the Latest Practicable Date; (ii) had no other relationship with any Directors, senior management or substantial or Controlling Shareholders of our Company as at the Latest Practicable Date; (iii) did not hold any other directorships in the three years prior to the Latest Practicable Date in any public companies of which the securities are listed on any securities market in Hong Kong and/or overseas; (iv) there are no other matters concerning our Directors' appointment that need to be brought to the attention of our Shareholders and the Stock Exchange or shall be disclosed pursuant to Rule 17.50(2) of the Listing Rules. As at the Latest Practicable Date, save as the interests of Mr. Tam and Mr. Yeung in the Shares which are disclosed in the paragraph headed "C. Further Information about our Directors and Shareholders — 1. Disclosure of Interests" in Appendix IV to this Prospectus, each of our Directors did not have any interest in the Shares within the meaning of Part XV of the SFO.

### SENIOR MANAGEMENT

**Mr. Chau Wing Wo** (周永和), aged 33, is the financial controller of the Group and company secretary of the Company. He joined our Group in January 2017 and is primarily responsible for the

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financial matters of our Group. Mr. Chau has approximately 10 years of experience in accounting and financial management. Prior to joining our Group, he worked in CITIC Dameng Holdings Ltd (Stock Exchange stock code: 1091) from May 2012 to January 2017 and served as an assistant manager of the finance department from March 2016 to January 2017 where he was primarily responsible for preparing financial statements, budgeting and financial compliance. He also worked as an auditor of two international accounting firms in Hong Kong from November 2010 to April 2012 and was primarily responsible for assisting with the audit and financial reporting projects of companies.

Mr. Chau obtained a bachelor of business administration degree in accounting and finance from The University of Hong Kong in November 2007. He has been a member of the Hong Kong Institute of Certified Public Accountants since February 2011.

**Mr. Lo King Shun** (盧景純), aged 55, is the senior manager of engineering and quality assurance of our Group. Prior to joining our Group, Mr. Lo was the director in Top Wealth Engineering Limited from October 1998 to January 2004 during which he was responsible for monitoring the overall quality of lighting and visual-audio projects. He joined our Group in February 2004 and is primarily responsible for engineering and quality assurance of lighting and audio visual products for projects of the Group. In May 2011, Mr. Lo has been promoted as Senior Manager of the Technical Department of MIS Technology Projects, responsible for overseeing the quality control of products and services provided by the Group. In February 2015, Mr. Lo was further employed as the Senior Manager of Bluelite Illumination Limited. Mr. Lo has over 10 years experience in project management.

Mr. Lo completed his secondary school education in Yuen Long Sun Yat Sen Memorial College in July 1981.

### COMPANY SECRETARY

**Mr. Chau Wing Wo** (周永和) is the company secretary of the Company. His biographical details are set out in the paragraph headed “— Senior Management” above of this section.

### COMPLIANCE OFFICER

**Mr. Tam Yat Ming Andrew** (談一鳴) is the compliance officer of the Company. His biographical details are set out in the paragraph headed “— Executive Directors” above of this section.

### CORPORATE GOVERNANCE

Our Company’s corporate governance practises are based on principles and code provisions as set out in the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules (the “**Corporate Governance Code**”). Except for the deviation from paragraph A.2.1 of the Corporate Governance Code as stated below, our Company’s corporate governance practises have complied with the Corporate Governance Code.

Paragraph A.2.1 of the Corporate Governance Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Tam is the Chairman and the chief executive officer of our Company. Taking into consideration that Mr. Tam is the founder of our Group and has been managing the business of the Group since then, the Board believes that it is in the best interest of our Group to have Mr. Tam take up both roles for effective management and business development. Therefore, the Board considers the deviation from paragraph A.2.1 of the Corporate Governance Code to be appropriate in such circumstance.

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### BOARD COMMITTEES

#### Audit Committee

Our Company established an audit committee on 22 December 2017 with its written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report set out in Appendix 15 to the GEM Listing Rules. The audit committee consists of three members, being Mr. Chu Yin Kam, Mr. Ha Yiu Wing and Dr. Wilson Lee. Mr. Chu Yin Kam currently serves as the chairman of the audit committee. The primary duties of the audit committee are, among other things, to assist our Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management system of our Group, to oversee the audit process, to make recommendations to our Board on appointment or reappointment and removal of external auditors, to develop and review our policies and to perform other duties and responsibilities as assigned by our Board.

#### Remuneration Committee

Our Company established a remuneration committee on 22 December 2017 with its written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report set out in Appendix 15 to the GEM Listing Rules. The remuneration committee consists of three members, being Dr. Wilson Lee, Mr. Ha Yiu Wing and Mr. Tam. Dr. Wilson Lee currently serves as the chairman of the remuneration committee. The primary duties of the remuneration committee include, among others, (i) making recommendations to the Directors regarding our policy and structure for the remuneration of all our Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policies; (ii) making recommendations to our Board on the remuneration packages of our Directors and senior management; (iii) reviewing and approving the management's remuneration proposals with reference to our Board's corporate goals and objectives; and (iv) considering and approving the grant of share options to eligible participants pursuant to the Share Option Scheme.

#### Nomination Committee

Our Company established a nomination committee on 22 December 2017 with its written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report set out in Appendix 15 to the GEM Listing Rules. The nomination committee consists of three members, being Mr. Ha Yiu Wing, Mr. Chu Yin Kam and Dr. Wilson Lee. Mr. Ha Yiu Wing currently serves as the chairman of the nomination committee. The primary duties of the nomination committee are, among others, to make recommendations to the Board regarding candidates to fill vacancies on the Board and/or in senior management of the Company.

### COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management receive compensation from the Company in the form of salaries, allowances, benefits in kind and discretionary bonuses relating to the performance of the Group. We also reimburse them for expenses which are necessarily and reasonably incurred for providing services to us or executing their functions in relation to our operations.

For each of the two years ended 31 March 2016 and 31 March 2017 and the four months ended 31 July 2017, the aggregate amount of salaries and other allowances and benefits in kind paid by us to our Directors was approximately HK\$3,539,000, HK\$3,539,000 and HK\$1,088,000, respectively. The aggregate amount of remuneration (including fees, salaries, contributions to pension schemes, housing

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allowances and other allowances and benefits in kind and discretionary bonuses) which were paid or payable by the Company to our five highest paid individuals for each of the two years ended 31 March 2016 and 31 March 2017 and the four months ended 31 July 2017 was approximately HK\$3,114,000, HK\$2,498,000 and HK\$463,000, respectively.

During the Track Record Period, no remuneration was paid by our Group to the Directors or past directors or the five highest paid individuals as an inducement to join or upon joining our Group or as a compensation for loss of office. Further, none of our Directors waived any remuneration during the same periods.

Under the arrangements currently in force, the aggregate remuneration, excluding discretionary bonuses, of our Directors for the year ending 31 March 2018 is estimated to be no more than HK\$4 million.

### SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme on 22 December 2017. For details of the Share Option Scheme, please refer to the paragraph headed “D. Share Option Scheme” in Appendix IV to this Prospectus.

### COMPLIANCE ADVISER

Our Company has appointed Kingsway Capital as its compliance adviser pursuant to Rule 6A.19 of the GEM Listing Rules. Pursuant to Rule 6A.23 of the GEM Listing Rules, the compliance adviser (when consulted) will advise the Company on the following matters:

- (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 share issues and share repurchases;
- (iii) where our Group proposes to use the proceeds of the Share Offer in a manner different from that detailed in this Prospectus or where the business activities, developments or results of the Company deviate from any forecast, estimate, or other information in this Prospectus; and
- (iv) where the Stock Exchange makes an inquiry of the Company under Rule 17.11 of the GEM Listing Rules.

The term of the appointment of the compliance adviser shall commence on the Listing Date and end on the date which the Company complies with Rule 18.03 of the GEM Listing Rules in respect of its financial results for the first full financial year commencing after the Listing Date and such appointment may be subject to extension by mutual agreement.