

CORPORATE GOVERNANCE REPORT

企業管治報告書

Corporate Governance Practices

The board of directors of the Company (the “Board”) has adopted a new Corporate Governance Code (the “CG Code”, effective up to 30 June 2025), based on the principles as set out in Appendix C1 (the “HKEX Code”) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The CG Code is reviewed from time to time and updated as appropriate to align with the revised provisions of the HKEX Code.

The Hong Kong Exchange and Clearing Limited (the “HKEX”) revised the HKEX Code (the “Amended HKEX Code”) which took effect from 1 July 2025. Accordingly, the Company has revised the CG Code to align with the Amended HKEX Code which is applicable to the Company from the financial year commenced from 1 July 2025 and onwards.

Continuous efforts are made to review and enhance the performance of the Board as well as the Group’s risk management and internal control systems, disclosure practices and communication with investors and stakeholders in light of changes in regulations and developments in best practices. To us, maintaining high standards of corporate governance practices is not just complying with the letter of the provisions but also the intent of the regulations to enhance corporate performance and accountability.

The Board is of the opinion that the Company has complied with the applicable HKEX Code throughout the financial year ended 30 June 2025, save for the deviation as disclosed herein.

Pursuant to code provision C.6.2 of the HKEX Code, a board meeting should be held to discuss the appointment of the company secretary and the matter should be dealt with by a physical board meeting rather than a written resolution. The appointment of proposed company secretary of the Company (the “Proposed Company Secretary”) were dealt with by a written resolution of the Board in January 2025. Prior to the execution of the written resolution, the directors of the Company were informed of the proposed change of company secretary and were satisfied that the Proposed Company Secretary possessed the required qualification and expertise for the position. All directors of the Company agreed that the matter be dealt with by way of a written resolution and a physical meeting was not necessary.

企業管治常規

本公司董事會(「董事會」)已採納一套以香港聯合交易所證券上市規則(「上市規則」)附錄C1之原則(「港交所守則」)為本之企業管治守則(「企業管治守則」，有效至二零二五年六月三十日止)。企業管治守則不時獲檢討及作適當的更新以與經修改後的港交所守則保持一致。

香港交易及結算所有限公司(「港交所」)修訂港交所守則(「經修訂港交所守則」)，並於二零二五年七月一日起生效。隨之，本公司已修訂企業管治守則，以與經修訂港交所守則保持一致，該守則適用於本公司自二零二五年七月一日起及以後之財政年度。

本集團不斷因應規則之改變及最佳常規之發展不時審閱及提高董事會的表現以及加強本集團風險管理及內部監控系統、披露實踐及與投資者和持份者的溝通。對我們而言，維持高水準之企業管治常規不僅是符合條文的規定，而是實現條例的精神，藉以提升企業的表現及問責性。

除本文披露的偏離外，董事會認為截至二零二五年六月三十日止之財政年度，本公司一直遵守適用之港交所守則。

根據港交所守則條文第C.6.2條，應舉行董事會會議就公司秘書的委任進行討論，以及有關事宜應透過召開實體董事會會議而非以書面決議的形式處理。本公司任命擬委任公司秘書(「擬委任公司秘書」)之有關事宜已於二零二五年一月通過董事會書面決議的形式處理。在簽署書面決議前，本公司董事均獲悉擬變更公司秘書之事宜，並信納擬委任公司秘書具備該職位所需的資格及專業知識。所有本公司董事均同意通過書面決議的形式處理該事宜，並無需召開實體會議。

CORPORATE GOVERNANCE REPORT

企業管治報告書

A. CORPORATE VISION & PURPOSE, VALUES, CULTURE AND STRATEGY

1. Group Vision & Purpose

The Group's vision is for its businesses to be long-term competitive and sustainable enterprises; and in doing so, create prime value and achieve long-term sustainable growth for its shareholders.

The strategic intent is to transform the businesses in the Group, to focus on core businesses, to build brands and develop competencies. It would include strategies and action plans to achieve sustainable global competitiveness and to deliver consistent compound annual growth in revenue, profits and free cash flow. This is carried out through integrating entrepreneurialism with professional business management as well as strong discipline and governance.

2. Group Values

Our Group values below underpin our culture and serve as a compass in all we do.

Honour 信譽	To conduct business with honour 以信譽經營業務
Human Resources 人力資源	To enhance the quality of human resources – as the essence of management excellence 提升人力資源質素作為卓越管理的精髓
Entrepreneurship 企業精神	To pursue management vision and foster entrepreneurship 追求管理願景及培育企業精神
Innovation 創新	To nurture and be committed to innovation 培育及致力於創新
Quality 質素	To provide products and services that consistently exceed customers' expectations 提供一貫超出客戶期望的產品及服務
Progress 進步	To continuously improve existing operations and to position for expansion and new business opportunities 不斷改善現有營運模式以及為擴大規模及新商業機遇作好準備
Unity 團結	To ensure oneness in purpose, harmony and friendship in the pursuit of prosperity for all 確保人人目標一致，和諧友好地追求繁榮
Social Responsibility 社會責任	To create wealth for the betterment of society 創造財富以造福社會

A. 企業願景及宗旨、價值觀、文化及策略

1. 集團願景及宗旨

本集團的願景是打造具有長遠競爭力及可持續發展的企業；矢志為股東創造最大價值，實現長期可持續增長。

本集團的策略目標是推動業務轉型，專注核心業務，建立品牌及發展各項能力，採取各項策略及行動計劃，以實現可持續的全球競爭力，並帶來收入、溢利及自由現金流量持續的複合年度增長，這是通過發揮企業家精神與專業企業管理及嚴格的紀律和治理而實行。

2. 集團價值觀

下列我們的集團價值觀是我們企業文化的基石，同時亦為我們一切行動的指南針：

CORPORATE GOVERNANCE REPORT

企業管治報告書

A. CORPORATE VISION & PURPOSE, VALUES, CULTURE AND STRATEGY *(continued)*

3. Group Culture

Group culture serves as the basis of our business operation. The Board plays a leading role in shaping the corporate culture and reviews this from time to time. With the Board's oversight, we promote compliance and ethical behavior across the Group, as well as strict adherence to the code of conduct and corporate policies, together with a whistleblowing framework.

Furthermore, the quality of our people forms the bedrock of our business strategies. The Group commits to create an inclusive workplace for our employees which values open communication to foster growth. Employees are encouraged to collaborate towards shared objectives, seeking win-win solutions and taking ownership of their progress.

Innovation, creativity, and dedication to continuous improvement are vital qualities for a progressive organisation. Consequently, we expect all businesses within the Group to be forward-thinking, adaptable, and receptive to new technologies amidst the evolving environment. It is through transformation that the Group is able to achieve sustainable global competitiveness and to deliver consistent growth.

A. 企業願景及宗旨、價值觀、文化及策略^(續)

3. 集團文化

集團文化是我們業務經營的基礎。董事會在塑造企業文化方面擔當領導角色，並不時對此進行檢討。在董事會的監督下，我們在集團推廣合規及道德行為，及嚴格遵守行為守則及企業政策，並同時制定了舉報框架。

此外，員工質素是我們業務策略的基石。本集團致力為僱員創造包容性工作環境，重視坦率溝通，促進僱員成長。我們鼓勵僱員齊心協力達成共同目標，同時尋求雙贏解決方案，積極進取。

對於銳意進取的組織而言，創新、創意及致力於持續改進為其重要特質。因此，我們期望本集團的所有業務均具有前瞻性，不論外部環境如何變幻不定，仍能夠不斷適應及接納新科技。正是通過轉型，本集團才能實現可持續的全球競爭力及持續增長。

CORPORATE GOVERNANCE REPORT

企業管治報告書

A. CORPORATE VISION & PURPOSE, VALUES, CULTURE AND STRATEGY *(continued)*

4. Group Strategy

With a strong heritage of value creation, the Group's entrepreneurial vision guides our operating businesses to remain relevant, trustworthy, competitive and sustainable in pursuit of growth and creation of prime value. We also seek to advance our development through incorporating digital technology as part of our Group's business strategy. With the growing importance of environmental, social and governance ("ESG"), we are also incorporating this in our business operations and strategic decision-making to derive sustainable solutions that benefit our stakeholders. This is all underpinned by achieving a strong and healthy financial position through strict adherence to prudent financial disciplines that enhance the resilience and sustainability of our businesses.

In summary, taking into account the vision, values and strategy of the Group, the Board considers that they are in alignment with the Group's culture.

B. DIRECTORS

1. Role of the Board

The Board assumes responsibilities for directing the Company and enhancing its value for shareholders in accordance with good corporate governance principles. The main role and responsibilities of the Board broadly cover, among others, overseeing the corporate mission, value, culture and broad strategies; directing and evaluating the conduct and performance of the Group's businesses; identifying principal risks and ensuring the implementation of appropriate systems to manage these risks; reviewing and approving key matters such as financial results, investments and divestments and other material transactions.

A. 企業願景及宗旨、價值觀、文化及策略^(續)

4. 集團策略

秉承創造價值的深厚傳統，本集團的企業願景指引著我們的經營業務保持相關性，在追求增長及創造商業價值的過程中做到值得信賴、循序漸進、保持競爭力及可持續性。我們亦尋求把數碼技術融入本集團的業務策略以推動發展。隨著環境、社會及管治（「環境、社會及管治」）日益重要，我們亦將其納入我們的業務營運及決策中，以制定有利於持份者的可持續解決方案。此乃透過嚴格遵守審慎財務原則以達致穩健的財務狀況，從而提升我們業務的抗禦力及可持續性。

總括而言，鑒於以上所述，董事會認為本集團的願景、價值觀及策略與本集團的文化相一致。

B. 董事

1. 董事會之角色

按照良好企業管治原則，董事會負責領導本公司及為股東提升公司價值。董事會之主要角色及責任廣泛地包括（除其他）監督企業目標、價值觀、文化及整體策略；指揮及評估本集團業務之運作及表現；識別主要風險，並確保管理有關風險之適當系統得以推行；檢討及審批關鍵事宜，例如財務業績、投資、撤出投資及其他重大交易。

CORPORATE GOVERNANCE REPORT

企業管治報告書

B. DIRECTORS *(continued)*

1. Role of the Board *(continued)*

The Board recognises its corporate governance duties as an ongoing commitment and has monitored and reviewed the relevant CG Code, policies, standards and practices of the Company on corporate governance as well as legal and regulatory compliance during the year. It has delegated relevant aspects of the functions to the board committees and management, where appropriate, to assist it in discharging its duties. In addition, the Board has reviewed the Company's compliance with the applicable HKEX Code and the disclosure in the corporate governance report. Through the Board Nomination Committee, the training and continuous professional development of directors and senior management was reviewed and monitored.

The Board has overall responsibility for the ESG matters of the Group and is accountable for setting forth the sustainability mission and related reporting framework, and oversees significant policies which guide the relevant ESG strategies at the business group level. The Board Audit and Risk Management Committee is assigned to assist the Board in monitoring the ESG reporting progress, reviewing the ESG report as well as managing the related ESG risks and issues.

The Board has delegated the day-to-day management and operation of the Group's businesses to the management of the Company and its subsidiaries.

B. 董事 *(續)*

1. 董事會之角色 *(續)*

董事會認為其企業管治責任為持續的承諾，於年內已監察及檢討本公司的相關企業管治守則、行為守則、政策、標準及常規，以及法律及條例之遵守。董事會已（如適當）授權相關方面的職能予董事會委員會及管理層協助其履行職責。此外，董事會已審閱本公司就適用的港交所守則之遵守及於企業管治報告中的披露。透過董事會提名委員會審閱和監督董事和高層管理人員的培訓及持續專業發展。

董事會全面負責本集團的環境、社會及管治事務及負責制定可持續發展使命和相關報告框架，並監督指導業務集團層面相關環境、社會及管治策略的重要政策。董事會審核及風險管理委員會負責協助董事會監察環境、社會及管治之匯報進度、審閱環境、社會及管治報告以及管理有關環境、社會及管治之風險及事宜。

董事會已授權本公司及其附屬公司之管理層負責本集團業務的日常管理及營運。

CORPORATE GOVERNANCE REPORT

企業管治報告書

B. DIRECTORS (continued)

2. Board Composition

The Board during the year and up to the date of this report comprised the following members:

Chairman

KWEK Leng Hai

Executive Directors

LIM Shueh Hann – Chief Executive Officer ^{Note 1}

CHIU Chao Hsiang, James – Chief Executive Officer ^{Note 2}

Non-executive Directors

Christian K. NOTHHAFT

WHANG Sun Tze

Independent Non-executive Directors

Lester G. HUANG, SBS, JP

HO Yuk Wai, Joan

CHEUNG Man Ying ^{Note 3}

LO Kai Yiu, Anthony ^{Note 4}

Notes:

1. Mr. LIM Shueh Hann (“Mr. Lim”) was appointed as an executive director and Chief Executive Officer of the Company with effect from 1 May 2025.
2. Mr. CHIU Chao Hsiang, James (“Mr. Chiu”) resigned as an executive director and Chief Executive Officer of the Company with effect from 1 May 2025.
3. Mr. CHEUNG Man Ying (“Ms. Cheung”) was appointed as an independent non-executive director of the Company after the conclusion of annual general meeting held on 8 November 2024 (the “2024 AGM”).
4. Mr. LO Kai Yiu, Anthony (“Mr. Lo”) retired as an independent non-executive director of the Company by rotation at the conclusion of the 2024 AGM and did not offer himself for re-election.

B. 董事 (續)

2. 董事會的組成

董事會於本年度及直至本報告日期由下列成員組成：

主席

郭令海

執行董事

林學瀚 – 行政總裁 ^{附註1}

邱肇祥 – 行政總裁 ^{附註2}

非執行董事

Christian K. NOTHHAFT (羅敬仁)

黃上哲

獨立非執行董事

黃嘉純，銀紫荊星章，太平紳士

何玉慧

張雯瑛 ^{附註3}

羅啟耀 ^{附註4}

附註：

1. 林學瀚先生(「林先生」)於二零二五年五月一日獲委任為本公司之執行董事兼行政總裁。
2. 邱肇祥先生(「邱先生」)於二零二五年五月一日辭任本公司之執行董事兼行政總裁。
3. 張雯瑛女士(「張女士」)於二零二四年十一月八日舉行的股東週年常會(「二零二四年股東週年常會」)結束後獲委任為本公司之獨立非執行董事。
4. 羅啟耀先生(「羅先生」)於二零二四年股東週年常會結束時輪值退任獨立非執行董事並沒有膺選連任。

CORPORATE GOVERNANCE REPORT

企業管治報告書

B. DIRECTORS (continued)

2. Board Composition (continued)

Pursuant to the Articles of Association of the Company (the "Articles of Association") and the CG Code, not less than one-third of the directors shall retire from office by rotation at each annual general meeting. The directors to retire in every year shall be those who have been longest in office since the last election but as between persons who became directors on the same day shall (unless they otherwise agree between themselves) be determined by lot.

Non-executive directors are not appointed for a specific term. They are subject to retirement by rotation and re-election at the annual general meetings pursuant to the Articles of Association and the CG Code.

The Company received confirmation of independence from each of the independent non-executive directors ("INEDs") for the year pursuant to Rule 3.13 of the Listing Rules. The Board is of the view that Mr. Lester G. HUANG, SBS, JP, Ms. HO Yuk Wai, Joan and Ms. CHEUNG Man Ying remain independent.

The brief biographies of the current directors, including their length of tenure and the family relationships among the Board members, if any, are disclosed in the "Board of Directors and Senior Management" section of this annual report.

B. 董事(續)

2. 董事會的組成(續)

根據本公司組織章程細則(「組織章程細則」)及企業管治守則，不少於三分之一的董事須於每屆股東週年常會輪值退任。每年的退任董事，須是最近一次當選後任職最長的董事，但如在同一天有多人成為董事，除非他們彼此之間另有協定，否則須以抽籤決定他們當中須退任的人選。

非執行董事並無設特定任期，彼等須根據組織章程細則及企業管治守則於本公司之股東週年常會上輪值退任及膺選連任。

本公司已接獲本年度各名獨立非執行董事(「獨立非執行董事」)按照上市規則第3.13條規定就其獨立性作出之聲明。董事會認為黃嘉純先生，銀紫荊星章，太平紳士、何玉慧女士及張雯瑛女士繼續保持獨立。

現任董事之個人簡介，包括彼等之服務年資及董事會成員之親屬關係(如有)已於本年報之「董事會及高層管理人員」部分中披露。

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B. DIRECTORS (continued)

3. Chairman, Executive Director and Chief Executive Officer ("CEO")

Currently, Mr. KWEK Leng Hai is the Chairman of the Company. The Chairman sets the vision and strategic direction of the Group, leads the Board and ensures its smooth and effective functioning.

Mr. LIM Shueh Hann is the Executive Director and CEO of the Company and is responsible for implementing policies and Board decisions, initiating business ideas and corporate strategies, setting the benchmark and targets for operating companies, overseeing the day-to-day operations and tracking compliance and business progress.

The roles of the Chairman and the CEO are separate with clear division of responsibilities.

4. Board Process

The Board meets regularly, at least four times a year. Additional board meetings are held whenever warranted. For the year ended 30 June 2025, a total of four board meetings were held.

The directors are at liberty to propose matters as appropriate to be included in the meeting agendas. Board agenda items are reviewed by the Chairman and/or CEO of the Company. Board papers are circulated prior to board meetings on a timely manner, which include, among others, financial and corporate information, significant operational and corporate issues and business performance of the Group as well as material or notable transactions which require the approval of the Board.

Where appropriate, decisions are also taken by way of circulated resolutions with supporting explanations and materials, supplemented by additional verbal or written information from the Company Secretary or other executives as and when needed. Monthly updates on the Group's business are provided to the directors of the Company to allow their assessment of the Group's financial performance and position.

B. 董事(續)

3. 主席、執行董事及行政總裁 (「行政總裁」)

現時，郭令海先生為本公司之主席。主席制定集團之目標及策略性方向，領導董事會並確保其運作流暢及有效。

林學瀚先生為本公司之執行董事兼行政總裁，負責推行政策及董事會之決定、計劃業務理念和企業策略、訂立營運公司的基準與目標、監察日常運作及跟進合規性及業務進展。

主席與行政總裁之職責均清楚區分。

4. 董事會程序

董事會定期開會，每年至少舉行四次會議。董事會在有需要時會舉行額外會議。截至二零二五年六月三十日止年度，舉行了合共四次董事會會議。

董事可自由建議加入適當事項於會議議程內，董事會會議議程由本公司主席及／或行政總裁審閱。於董事會召開前，會議文件會適時傳閱，當中包括(除其他)財務及企業資料、重要營運及企業事宜及集團業務表現，以及須董事會核准之重大或須注意的交易。

於適當時，董事會亦會以傳閱決議案的方式作出決策，相關闡釋及資料亦同時傳閱，並在需要時由公司秘書或其他行政人員提供額外口頭或書面補充資料。董事亦會收到本集團業務的每月更新，以供彼等評估本集團之財務表現及狀況。

CORPORATE GOVERNANCE REPORT

企業管治報告書

B. DIRECTORS (continued)

4. Board Process (continued)

All directors have separate and independent access to senior management and also have access to the advice and services of the Company Secretary and internal auditor, and upon reasonable request, independent professional advice in appropriate circumstances at the Company's expense, if any.

Details of directors' attendance at the board meetings and 2024 AGM held during the year are as follows:

B. 董事(續)

4. 董事會程序(續)

所有董事可各自及獨立地接觸高層管理人員，並可取得公司秘書及內部核數師的意見和幫助，以及在合理要求下，可按適當的情況尋求獨立專業意見，費用由本公司支付(如有)。

於本年度，董事出席董事會會議及二零二四年股東週年常會之出席率詳情如下：

		Board Meetings attended/ eligible to attend 董事會會議出席次數／可出席次數	2024 AGM attended/ eligible to attend 二零二四年股東週年常會出席次數／可出席次數
Chairman:	主席：		
KWEK Leng Hai	郭令海	4/4	1/1
Executive Directors:	執行董事：		
LIM Shueh Hann ^{Note 1}	林學瀚 ^{附註1}	1/1	N/A 不適用
CHIU Chao Hsiang, James ^{Note 2}	邱肇祥 ^{附註2}	3/3	1/1
Non-executive Directors:	非執行董事：		
Christian K. NOTHHAFT	Christian K. NOTHHAFT(羅敬仁)	4/4	1/1
WHANG Sun Tze	黃上哲	4/4	1/1
Independent Non-executive Directors:	獨立非執行董事：		
Lester G. HUANG, SBS, JP	黃嘉純，銀紫荊星章，太平紳士	4/4	1/1
HO Yuk Wai, Joan	何玉慧	4/4	1/1
CHEUNG Man Ying ^{Note 3}	張雯瑛 ^{附註3}	2/2	N/A 不適用
LO Kai Yiu, Anthony ^{Note 4}	羅啟耀 ^{附註4}	2/2	1/1

CORPORATE GOVERNANCE REPORT

企業管治報告書

B. DIRECTORS (continued)

4. Board Process (continued)

Notes:

1. Mr. Lim was appointed as an Executive Director and CEO of the Company with effect from 1 May 2025. One board meeting was held and no general meeting was held during the period from 1 May 2025 (his date of appointment) to 30 June 2025.
2. Mr. Chiu resigned as an Executive Director and the CEO of the Company with effect from 1 May 2025. Three board meetings and the 2024 AGM were held during the period from 1 July 2024 up to 1 May 2025 (his date of resignation).
3. Ms. Cheung was appointed as an INED after the conclusion of the 2024 AGM. Two board meetings were held and no general meeting was held during the period from 8 November 2024 (her date of appointment) up to 30 June 2025.
4. Mr. Lo retired as an INED by rotation at the conclusion of the 2024 AGM and did not offer himself for re-election. Two board meetings and the 2024 AGM were held during the period from 1 July 2024 up to 8 November 2024 (his date of retirement).

5. Board Independence

Pursuant to the CG Code, the Company has put in place mechanisms within our governance framework to ensure that independent views and input are available to the Board.

During the year, the Board had reviewed the implementation and effectiveness of the mechanisms and is of the view that such mechanisms are effective. The key mechanisms under the Company's governance framework are summarised below:

B. 董事(續)

4. 董事會程序(續)

附註：

1. 林先生於二零二五年五月一日獲委任為本公司之執行董事兼行政總裁。於二零二五年五月一日(其委任日期)至二零二五年六月三十日期間，舉行了一次董事會會議，並無舉行股東大會。
2. 邱先生於二零二五年五月一日辭任本公司之執行董事兼行政總裁。於二零二四年七月一日至二零二五年五月一日(其辭任日期)期間，合共舉行了三次董事會會議及二零二四年股東週年常會。
3. 張女士於二零二四年股東週年常會結束後獲委任為獨立非執行董事。於二零二四年十一月八日(其委任日期)至二零二五年六月三十日期間，合共舉行了兩次董事會會議，並無舉行股東大會。
4. 羅先生於二零二四年股東週年常會結束時輪值退任獨立非執行董事並沒有膺選連任。於二零二四年七月一日至二零二四年十一月八日(其退任日期)期間，合共舉行了兩次董事會會議及二零二四年股東週年常會。

5. 董事會獨立性

根據企業管治守則，本公司已於管治框架內建立機制，以確保董事會可獲得獨立的意見及建議。

年內，董事會已檢討該等機制的實施情況及成效，並認為該等機制行之有效。本公司管治框架下的主要機制概述如下：

CORPORATE GOVERNANCE REPORT

企業管治報告書

B. DIRECTORS (continued)

5. Board Independence (continued)

Composition of the Board and Board Committees

The Board comprises more than one-third of INEDs. The Board Audit and Risk Management Committee, Board Remuneration Committee and Board Nomination Committee comprise a majority of INEDs with the former two committees chaired by INEDs.

The composition of the Board is reviewed by the Board Nomination Committee annually to ensure that the number of INEDs meets or exceeds the independence requirements under the Listing Rules.

Directors' Responsibilities

As set out in the terms of reference of the Board, it is the responsibility of the directors (including INEDs) to make positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments. Directors with different views are encouraged to voice their concerns so as to ensure that independent views and input are available to the Board.

The Chairman encourages a culture of openness and debate by facilitating the effective contribution of non-executive directors in particular and ensuring constructive relations between executive and non-executive directors.

Criteria to Assess Independence of INEDs on Appointment and Re-election

The suitability of the candidates for appointment and the directors subject to re-election as an INED is assessed based on the assessment criteria and guidelines as set out in the Company's Nomination Policy, including among others, their independence and potential/actual conflicts of interest that may arise if the candidate is appointed/re-elected.

B. 董事 (續)

5. 董事會獨立性 (續)

董事會及董事委員會的組成

董事會超過三分之一為獨立非執行董事。董事會審核及風險管理委員會、董事會薪酬委員會及董事會提名委員會由獨立非執行董事為大多數組成，而前兩者由獨立非執行董事擔任主席。

董事會提名委員會每年檢討董事會的組成，以確保獨立非執行董事的人數符合或超過上市規則的獨立性規定。

董事責任

誠如董事會職權範圍所載，董事（包括獨立非執行董事）有責任透過提供獨立、富建設性及有根據的意見，對本公司的策略及政策發展作出正面貢獻。本公司鼓勵持不同意見的董事表達其關注事項，以確保董事會可獲得獨立觀點及意見。

主席提倡公開、積極討論的文化，促進董事（特別是非執行董事）對董事會作出有效貢獻，並確保執行董事與非執行董事之間維持建設性的關係。

委任及重選獨立非執行董事的獨立性評估標準

本公司根據提名政策所載的評估標準及指引評估擬委任之候選人及待重選的獨立非執行董事是否合適，其中包括彼等的獨立性及候選人獲委任／重選時可能產生的潛在、實際利益衝突。

CORPORATE GOVERNANCE REPORT

企業管治報告書

B. DIRECTORS *(continued)*

5. Board Independence *(continued)*

Annual Review of Independence of INEDs

Annual review of independence of INEDs is conducted by the Board Nomination Committee pursuant to Rule 3.13 of the Listing Rules.

INED's Remuneration

None of the INEDs receive remuneration based on performance of the Group.

Independent Professional Advice

External independent professional advice is available to all directors, including INEDs, whenever considered appropriate.

Meetings with INEDs

The Chairman at least annually meets with INEDs without the presence of other directors to facilitate INEDs to express their views.

6. Directors' Securities Transactions

The Company had adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the "Model Code") as the code of conduct governing directors' securities transactions.

All directors during the year, following specific enquiry by the Company, have confirmed that they have complied with the required standard set out in the Model Code throughout the year.

B. 董事 *(續)*

5. 董事會獨立性 *(續)*

獨立非執行董事獨立性之年度檢討

獨立非執行董事的獨立性由董事會提名委員會根據香港上市規則第3.13條進行年度檢討。

獨立非執行董事薪酬

概無獨立非執行董事基於本集團的表現而收取薪酬。

獨立專業意見

所有董事(包括獨立非執行董事)可於適當時候獲得外部獨立專業意見。

與獨立非執行董事舉行會議

主席至少每年與獨立非執行董事舉行一次沒有其他董事出席的會議，以便獨立非執行董事發表意見。

6. 董事進行證券交易

本公司已採納上市規則附錄C3所載之上市公司董事進行證券交易的標準守則(「標準守則」)，作為規管董事進行證券交易之操守守則。

經本公司作出特別查詢後，本公司本年度之所有董事已確認於整個年度一直遵守標準守則所規定之標準。

CORPORATE GOVERNANCE REPORT

企業管治報告書

B. DIRECTORS (continued)

7. Dividend Policy

Pursuant to the HKEX Code, the Board has adopted a dividend policy (the "Dividend Policy") which is set out as follows:

- The Company intends to create long term value for its shareholders through maintaining a balance between dividend distribution, preserving adequate liquidity and reserve to meet its working capital requirements, and capturing future growth opportunities.
- Pursuant to the Dividend Policy, the Board may propose/declare the payment of dividend(s) after taking into account the current financial performance of the Company, the future financial requirements of the Company and any other factors the Board may deem relevant.
- The Board may also decide on the frequency of dividend payment and further declare/recommend any special distributions. Dividend(s) may be in the form of cash, shares, distribution in-specie or any other form as the Board may determine.

The Board reviews the Dividend Policy from time to time and update, amend, modify and/or cancel the Dividend Policy at any time in the interest of the Company and its shareholders.

B. 董事(續)

7. 股息政策

根據港交所守則，董事會已採納股息政策(「股息政策」)如下：

- 本公司擬透過從股息分派及保留足夠流動資金和儲備以滿足其營運資金需求及抓緊未來增長機會之間取得平衡，為其股東創造長遠價值。
- 據股息政策，董事會可就本公司目前的財務表現、本公司未來的財務需求以及董事會可能視作任何相關的其他因素作出建議／宣佈派付股息。
- 董事會亦可決定派付股息的次數以及進一步宣佈／建議任何特別分派。股息的形式可為現金、股份、實物分派或董事會可能釐定的其他任何形式。

董事會不時檢討股息政策，並為本公司及其股東的權益，隨時更新、修訂、修改及／或取消股息政策。

CORPORATE GOVERNANCE REPORT

企業管治報告書

B. DIRECTORS (continued)

8. Whistleblowing Policy

To foster a productive workforce and maintain high standards of business ethics, we have established a whistleblowing policy that outlines confidential and anonymous channels for reporting concerns and actual or suspected misconduct, malpractice or non-compliance by any staff and/or external parties in any matter related to the Group. A whistleblower will be protected from retaliation, adverse employment action or legal action by the Group where the report is made in good faith. The Whistleblowing Policy is reviewed annually by the Board Audit and Risk Management Committee to ensure its effectiveness.

More details on the Whistleblowing Policy are disclosed in the “Environmental, Social and Governance Report” of the Company which is available at the Company’s website at www.lamsoon.com.

All information received shall be handled by the Group Internal Audit or other relevant investigation departments, with the findings reported to senior management and the Board Audit and Risk Management Committee of the Company. Management may take disciplinary action against any persons found to have committed misconduct, malpractice or non-compliance, and the matter may be reported and information may be provided to the police or relevant authorities/governing or professional bodies as the findings may call for.

Our whistleblowing channels are:

Email: whistleblowing@lamsoon.com

Letter: Group Internal Audit

Hong Kong

Lam Soon (Hong Kong) Limited
21 Dai Fu Street, Tai Po Industrial Estate,
Tai Po, New Territories,
Hong Kong

Mainland China

Lam Soon Group
18th Floor, Lifeng Center,
Yuexiu District, Guangzhou,
Guang Dong Province,
The People’s Republic of China

B. 董事(續)

8. 舉報政策

為了培養高效的勞動力和保持高標準的商業道德，我們已制定概述讓僱員提出疑慮的保密及匿名渠道的舉報政策，用於舉報任何員工及／或外部人士就任何與本集團相關事務的疑慮，和實際或懷疑的失當行為、舞弊行為或違規行為。只要舉報是出於善意，本集團將保障舉報者不會遭受報復、不利僱傭行動或法律行動的困擾。董事會審核及風險管理委員會每年檢討舉報政策，以確保其有效性。

有關舉報政策的更多詳情披露於本公司的「環境、社會及管治報告」，該報告可於本公司網站 www.lamsoon.com 查閱。

所有收到的資料均會由集團內部審計部，或由高層管理人員所指定的其他相關人員進行調查，並向本公司高層管理人員及董事會審核及風險管理委員會匯報調查結果。管理層可對任何證實有失當行為、舞弊行為或違規行為的人採取紀律處分，並可根據調查結果向警方或相關當局／管理機構或專業機構報告此事並向其提供資料。

我們的舉報渠道是：

電郵： whistleblowing@lamsoon.com

郵寄：集團內部審計部

香港

南順(香港)有限公司
香港
新界大埔
大埔工業邨大富街21號

中國大陸

南順集團
中國
廣東省
廣州越秀區
麗豐中心18樓

CORPORATE GOVERNANCE REPORT

企業管治報告書

B. DIRECTORS (continued)

9. Anti-corruption Policy

The Group acknowledges the importance of anti-corrupt behaviours in establishing itself as a sincere and reputed industry player, the Group has implemented policies on anti-corruption and procedures concerning offering or accepting gifts and gratuities, which require employees to consider the appropriateness of the giving and receiving of gifts and hospitality. Staff handbook and code of conduct are disseminated to all employees, who are required to become acquainted with and to abide by these policies and procedures.

During the reporting period, we were not aware of any material non-compliance with laws and regulations regarding anti-corruption.

More details on the anti-corruption are disclosed in the "Environmental, Social and Governance Report" of the Company which is available at the Company's website at www.lamsoon.com.

10. Directors' Continuous Training and Development Programme

Pursuant to the HKEX Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant.

The Company has put in place training and development programmes for directors which includes (1) induction/familiarisation programme for newly appointed directors; and (2) on-going training and professional development programme for directors.

B. 董事 (續)

9. 反貪污政策

本集團深知反貪污行為對於建立集團作為具誠信、知名的行業營運商的重要性。本集團針對送贈或接受禮物及小費的行為實施反貪污程序，員工需考慮送贈及接受禮物及款待的適當性。本集團向其全體員工派發員工手冊及行為守則，全體員工須熟悉及遵守該等政策及程序。

於本年度內，我們並無發現任何重大違反反貪污法律及法規的情況。

有關反貪污的更多詳情披露於本公司的「環境、社會及管治報告」，該報告可於本公司網站 www.lamsoon.com 查閱。

10. 董事持續培訓及發展課程

根據港交所守則，全體董事須參與持續專業發展，以發展及更新其知識及技能。此舉可確保彼等繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。

本公司已為董事提供培訓及發展課程，包括(1)為新委任之董事提供就職／熟悉課程；及(2)為董事提供持續培訓及專業發展課程。

CORPORATE GOVERNANCE REPORT

企業管治報告書

B. DIRECTORS *(continued)*

10. Directors' Continuous Training and Development Programme *(continued)*

Ms. Cheung, who was appointed as INED of the Company after the conclusion of the 2024 AGM attended a training session conducted by an external legal advisor from a firm of solicitors and obtained legal advice pursuant to Rule 3.09D of the Listing Rules on 21 October 2024. She confirmed that she understood her obligations as a director of the Company.

Mr. Lim, who was appointed as Executive Director and CEO of the Company with effect from 1 May 2025 attended a training session conducted by an external legal advisor from a firm of solicitors and obtained legal advice pursuant to Rule 3.09D of the Listing Rules on 24 April 2025. He confirmed that he understood his obligations as a director of the Company.

During the year ended 30 June 2025, all directors namely, Messrs. KWEK Leng Hai, LIM Shueh Hann (appointed on 1 May 2025), CHIU Chao Hsiang, James (resigned on 1 May 2025), Christian K. NOTHHAFT, WHANG Sun Tze, Lester G. HUANG, SBS, JP, Ms. HO Yuk Wai, Joan, Ms. CHEUNG Man Ying (appointed on 8 November 2024) and Mr. LO Kai Yiu, Anthony (retired on 8 November 2024) received regular briefings and updates on the Group's business, operations, risk management, corporate governance and ESG matters. Materials on new or changes to salient laws and regulations applicable to the Group were provided to the directors. They also attended regulatory update sessions and seminars on relevant topics. All directors are requested to provide the Company with their respective training record pursuant to the CG Code.

B. 董事 *(續)*

10. 董事持續培訓及發展課程 *(續)*

於二零二四年股東週年常會結束後獲委任為本公司獨立非執行董事的張女士已於二零二四年十月二十一日出席由外部律師事務所的法律顧問講解之培訓，並根據上市規則第3.09D條獲取法律意見，彼確認了解其作為本公司董事的職責。

於二零二五年五月一日獲委任為本公司執行董事兼行政總裁的林先生已於二零二五年四月二十四日出席由外部律師事務所的法律顧問講解之培訓，並根據上市規則第3.09D條獲取法律意見，彼確認了解其作為本公司董事的職責。

於二零二五年六月三十日止年度內，全體董事(郭令海先生、林學瀚先生(於二零二五年五月一日委任)、邱肇祥先生(於二零二五年五月一日辭任)、Christian K. NOTHHAFT(羅敬仁)先生、黃上哲先生、黃嘉純先生，*銀紫荊星章*，*太平紳士*、何玉慧女士、張雯瑛女士(於二零二四年十一月八日委任)及羅啟耀先生(於二零二四年十一月八日退任))定期接收有關本集團業務、經營、風險管理，企業管治及環境、社會及管治事宜之定期簡述及最新資料。董事亦獲提供適用於本集團之重大法律及法規之有關新訂或變更資料。彼等亦出席有關議題之監管更新會議及研討會。根據企業管治守則，本公司要求全體董事提供彼等各自之培訓記錄。

CORPORATE GOVERNANCE REPORT

企業管治報告書

C. DIRECTORS' REMUNERATION

1. Board Remuneration Committee ("BRC")

The Company established the BRC on 1 July 2005 with specific written terms of reference in accordance with the requirements of HKEX which deal clearly with its authority and duties.

The principal role and functions of the BRC are to make recommendations to the Board on the policy and structure for the remuneration of directors and senior management, as well as to determine, with delegated responsibility from the Board as described under Code E.1.2(c) of the HKEX Code, the individual remuneration packages of all executive director and senior management, including benefits in kind, pension rights and compensation payment, which may include any compensation payable for loss or termination of their office or appointment. It is also responsible to review and approve matters relating to share schemes under Chapter 17 of the Listing Rules. Detailed terms of reference of the BRC is accessible on the Company's website at www.lamsoon.com and HKEX's website at www.hkexnews.hk.

Membership and attendance

For the year ended 30 June 2025, the members of the BRC and their attendance at the meetings are set out below:

		BRC Meetings attended/ eligible to attend 酬委會會議 出席次數/ 可出席次數
Mr. Lester G. HUANG, SBS, JP*	黃嘉純先生，銀紫荊星章，太平紳士*	3/3
– Chairman of the BRC	– 酬委會主席	
Mr. KWEK Leng Hai®	郭令海先生®	3/3
Ms. CHEUNG Man Ying* <i>Note 1</i>	張雯瑛女士*附註1	1/1
Mr. LO Kai Yiu, Anthony* <i>Note 2</i>	羅啟耀先生*附註2	2/2
® Chairman of the Board	® 董事會之主席	
* Independent Non-executive Director	* 獨立非執行董事	

C. 董事薪酬

1. 董事會薪酬委員會(「酬委會」)

本公司於二零零五年七月一日成立酬委會，並設有符合港交所規定之具體書面職權範圍，當中訂明其權力及職責。

酬委會之主要角色及職能是就董事及高層管理人員之薪酬政策及結構向董事會作出建議，並且就港交所守則第E.1.2(c)條所描述由董事會所授予之責任，釐定所有執行董事及高層管理人員之具體薪酬待遇，其中可能包括實物利益、退休金權利及賠償金額(包括喪失或終止其職務或委任的賠償)。酬委會亦負責審閱及批准上市規則第十七章下與股份計劃有關的事宜。酬委會之職權範圍已登載於本公司之網站www.lamsoon.com及港交所之網站www.hkexnews.hk。

成員及出席率

截至二零二五年六月三十日止年度，酬委會之成員及彼等之會議出席率如下：

CORPORATE GOVERNANCE REPORT

企業管治報告書

C. DIRECTORS' REMUNERATION

(continued)

1. Board Remuneration Committee ("BRC")

(continued)

Membership and attendance (continued)

Notes:

1. Ms. Cheung was appointed as a member of the BRC after the conclusion of the 2024 AGM. One BRC meeting was held during the period from 8 November 2024 (her date of appointment) to 30 June 2025.
2. Mr. Lo retired as an INED by rotation at the conclusion of the 2024 AGM and did not offer himself for re-election and ceased to be a member of the BRC on even date. Two BRC meetings were held during the period from 1 July 2024 to 8 November 2024 (his date of retirement).

Work done during the year

- reviewed and recommended directors' fees for non-executive directors for the financial year 2023/24;
- reviewed and approved the discretionary bonuses for executive director and senior management for the financial year 2023/24;
- conducted annual review of the remuneration packages of executive director and senior management for the calendar year 2025;
- reviewed and approved the remuneration package of the executive director and CEO of the Company and senior management appointed during the year;
- reviewed and approved the proposed new executive share scheme 2024 (the "ESS 2024") of the Company and recommended the Board to submit for shareholders' approval at the 2024 AGM;

C. 董事薪酬(續)

1. 董事會薪酬委員會(「酬委會」) (續)

成員及出席率(續)

附註：

1. 張女士於二零二四年股東週年常會結束後獲委任為酬委會之成員。於二零二四年十一月八日(其委任日期)至二零二五年六月三十日期間，舉行了一次酬委會會議。
2. 羅先生於二零二四年股東週年常會結束時輪值退任獨立非執行董事並沒有膺選連任，並於同日起不再擔任酬委會之成員。於二零二四年七月一日至二零二四年十一月八日(其退任日期)期間，合共舉行了兩次酬委會會議。

於本年度處理之工作

- 檢討及建議非執行董事於二零二三／二四財政年度之袍金金額；
- 檢討及批准執行董事及高層管理人員於二零二三／二四財政年度之酌情花紅；
- 對執行董事及高層管理人員的二零二五年薪酬進行年度檢討；
- 審閱及批准於年內獲委任的執行董事兼行政總裁及高層管理人員之薪酬；
- 審閱及批准本公司建議之二零二四年行政人員股份計劃(「二零二四年股份計劃」)及建議董事會提呈至二零二四年股東週年常會上供股東批准；

CORPORATE GOVERNANCE REPORT

企業管治報告書

C. DIRECTORS' REMUNERATION

(continued)

1. Board Remuneration Committee ("BRC")

(continued)

Work done during the year (continued)

- reviewed the matters relating to Executive Share Option Scheme (expired) and the ESS 2024;
- reviewed the remuneration policy for directors and senior management;
- reviewed the terms of reference of the BRC and recommended proposed changes thereto; and
- deliberated the statement relating to the BRC for inclusion in the Corporate Governance Report.

2. Level and Make-up of Remuneration

The Group's remuneration policy for executive director and senior management is linked to performance, service seniority, experience and scope of responsibility and is based on the provisions in the Group's Human Resources Manual, which is reviewed from time to time to align with market/industry practices.

The level of remuneration of non-executive directors reflects the level of responsibilities undertaken by them. The fees of directors, including non-executive directors, are recommended and endorsed by the Board for shareholders' approval at the Company's annual general meetings. Details of directors' remuneration for the year ended 30 June 2025 are provided in note 9 to the Financial Statements in this annual report.

C. 董事薪酬(續)

1. 董事會薪酬委員會(「酬委會」) (續)

於本年度處理之工作(續)

- 檢討已屆滿之行政人員股份認購權計劃及二零二四年股份計劃之相關事項；
- 檢討董事及高層管理人員之薪酬政策；
- 檢討酬委會之職權範圍及提出修改建議；及
- 批准於企業管治報告書中有關酬委會的陳述。

2. 薪酬水平及釐定

本集團對執行董事及高層管理人員之薪酬政策與表現、服務年資、經驗及職權範圍掛鉤，並根據本集團人力資源手冊內之條文為基礎，並不時按市場／行業慣例作出檢討。

非執行董事之薪酬水平反映其責任級別。董事(包括非執行董事)之袍金由董事會建議及確認，以供股東於本公司股東週年常會上批准。就二零二五年六月三十日止年度之董事酬金詳情載於本年報之財務報表附註9。

CORPORATE GOVERNANCE REPORT

企業管治報告書

D. DIRECTORS' NOMINATION

1. Board Nomination Committee ("BNC")

The Company established the BNC on 1 April 2012 with specific written terms of reference in accordance with the requirement of HKEX which deal clearly with its authority and duties.

The principal role and functions of the BNC is to make recommendations to the Board on the structure, size and composition and skills matrix of the Board, to complement the Company's corporate strategy, to review the independence of INEDs, the suitability of directors who will stand for re-election and directors' continuous training and development programme, to assess directors' time commitment and contribution to the Board, to formulate, review and implement a policy for the nomination of directors (including nomination procedures) and to formulate policies concerning board and workforce diversity, monitor the implementation of such policies and to review the same, as appropriate, as well as to support regular evaluation of the Board's performance. Detailed terms of reference of the BNC is accessible on the Company's website at www.lamsoon.com and HKEX's website at www.hkexnews.hk.

Membership and attendance

For the year ended 30 June 2025, the members of the BNC and their attendance at the meetings are set out below:

Mr. KWEK Leng Hai® – Chairman of the BNC
Ms. HO Yuk Wai, Joan*
Ms. CHEUNG Man Ying* ^{Note 1}
Mr. LO Kai Yiu, Anthony* ^{Note 2}

® Chairman of the Board
* Independent Non-executive Director

D. 董事之提名

1. 董事會提名委員會(「提委會」)

本公司於二零一二年四月一日成立提委會，符合港交所規定之具體書面職權範圍，當中訂明其權力及職責。

提委會之主要角色及職能是就董事會之架構、規模、組成及技能組合向董事會提出建議以配合本公司之企業策略，檢討獨立非執行董事之獨立性、膺選連任的董事是否適合及董事之持續培訓及發展課程、評估董事對董事會投入的時間及貢獻、制定、檢討及實施董事提名(包括提名程序)之政策，並制定有關董事會及僱員多樣化之政策，監督該等政策之實施及檢討該等政策(如適用)，以及支援定期評估董事會表現。提委會之詳細職權範圍已登載於本公司之網站www.lamsoon.com及港交所之網站www.hkexnews.hk。

成員及出席率

截至二零二五年六月三十日止年度，提委會之成員及彼等之會議出席率如下：

**BNC Meetings
attended/
eligible to
attend
提委會會議
出席次數/
可出席次數**

郭令海先生® – 提委會主席 3/3
何玉慧女士* 3/3
張雯瑛女士* ^{附註1} 1/1
羅啟耀先生* ^{附註2} 2/2

® 董事會之主席
* 獨立非執行董事

CORPORATE GOVERNANCE REPORT

企業管治報告書

D. DIRECTORS' NOMINATION

(continued)

1. Board Nomination Committee ("BNC")

(continued)

Membership and attendance (continued)

Notes:

1. Ms. Cheung was appointed as a member of the BNC after the conclusion of the 2024 AGM. One BNC meeting was held during the period from 8 November 2024 (her date of appointment) up to 30 June 2025.
2. Mr. Lo retired as an INED by rotation at the conclusion of the 2024 AGM and did not offer himself for re-election and ceased to be a member of the BNC on even date. Two BNC meetings were held during the period from 1 July 2024 up to 8 November 2024 (his date of retirement).

Work done during the year

- assessed the suitability of 1) a candidate for appointment as an executive director and the CEO of the Company; and 2) a candidate for appointment as an INED and board committee members of the Company pursuant to the Nomination Policy and the Board Diversity Policy;
- reviewed the structure, size, composition and diversity of the Board (including the mix of skills, knowledge, experience, competences of directors, and the balance between executive directors, non-executive directors and INEDs) annually and determined the target and timeline for achieving the Board's gender diversity, if required;
- reviewed and accessed the independence of INEDs of the Company;

D. 董事之提名(續)

1. 董事會提名委員會(「提委會」) (續)

成員及出席率(續)

附註：

1. 張女士於二零二四年股東週年常會結束後獲委任為提委會之成員。於二零二四年十一月八日(其委任日期)至二零二五年六月三十日期間，舉行了一次提委會會議。
2. 羅先生於二零二四年股東週年常會結束時輪值退任獨立非執行董事並沒有膺選連任，並於同日起不再擔任提委會之成員。於二零二四年七月一日至二零二四年十一月八日(其退任日期)期間，合共舉行了兩次提委會會議。

於本年度處理之工作

- 根據提名政策及董事會多樣化政策，評估候選人是否合適被委任為1)本公司之執行董事兼行政總裁；及2)本公司之獨立非執行董事及董事委員會成員；
- 就董事會之架構、規模、組成及多樣化(包括董事不同之技能、知識、經驗、能力以及執行董事、非執行董事及獨立非執行董事之平衡)作年度檢討及制定實現董事會性別多元化(如需要)的目標及時間表；
- 檢討及評核本公司獨立非執行董事之獨立性；

CORPORATE GOVERNANCE REPORT

企業管治報告書

D. DIRECTORS' NOMINATION

(continued)

1. Board Nomination Committee ("BNC")

(continued)

Work done during the year (continued)

- reviewed and assessed the suitability of the directors who stood for re-election at the annual general meeting pursuant to the process and criteria as set out in the Nomination Policy;
- reviewed the continuous training and development programmes undertaken by directors to ensure that an appropriate program is in place;
- reviewed the terms of reference of the BNC and the Board Diversity Policy and recommended proposed changes thereto;
- reviewed the Nomination Policy;
- reviewed and recommended establishment of the workforce diversity policy of the Company; and
- deliberated the statement relating to the BNC for inclusion in the Corporate Governance Report.

D. 董事之提名(續)

1. 董事會提名委員會(「提委會」) (續)

於本年度處理之工作(續)

- 根據提名政策所設定的程序和標準，審查及評估於股東週年常會上獲提名擬膺選連任之董事是否合適；
- 檢討董事進行的持續培訓及發展課程，以確認已設有適合的課程；
- 檢討提委會之職權範圍及董事會多樣化政策，並提出修改建議；
- 檢討提名政策；
- 審閱及建議設立本公司之僱員多樣化政策；及
- 批准於企業管治報告書中有關提委會的陳述。

CORPORATE GOVERNANCE REPORT

企業管治報告書

D. DIRECTORS' NOMINATION

(continued)

2. Board Diversity Policy

The Company has adopted the Board Diversity Policy. Pursuant to the Board Diversity Policy, the Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. The Company maintains that selection of candidates for Board appointments will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service and the ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The BNC reviews the implementation and effectiveness of the Board Diversity Policy on annual basis.

Assessment and selection of candidates for Board succession will be made pursuant to the objectives of the Board Diversity Policy. While conscious efforts are being taken to achieve board diversity, new appointments are ultimately made on a merit basis taking into account available and suitable candidates. With a view to achieving a sustainable and balanced development, the BNC reviews annually the structure, size, composition and diversity of the Board and the Board confirms that its composition complies with the Listing Rules and reflects an appropriate mix of education disciplines, professional experiences and skill set.

D. 董事之提名(續)

2. 董事會多樣化政策

本公司已採納董事會多樣化政策。根據董事會多樣化政策，本公司認同及接納董事會多樣化能提升其表現質素之好處。本公司於遴選董事會候選人時將考慮一系列多樣化的觀點，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年資，而最終決定將基於該候選人將為董事會帶來之功績及貢獻。提委會每年檢討董事會多樣化政策的實施及有效性。

本公司根據董事會多樣化政策的計量目標就董事會繼任作出評估及遴選候選人。本公司致力達致董事會多樣化，而新委任的決定最終取決於可用及合適候選人的才幹。為達致可持續和平衡發展的目標，提委會亦對董事會的架構、規模、組成及多樣化作出年度檢討，而董事會確認其組成符合上市規則並反映一個合適而包含不同學術領域、專業經驗和技能組合。

CORPORATE GOVERNANCE REPORT

企業管治報告書

D. DIRECTORS' NOMINATION

(continued)

2. Board Diversity Policy (continued)

The Company is committed to enhancing gender diversity at Board level. As at 30 June 2025, the Company has two female directors representing 28.6% of the Board. The Company targets to maintain at least the current level of female representation on the Board. The Company will continue to monitor the need for appointing members of particular gender in order to maintain/enhance diversity, if desired or necessary. The Company will identify suitable candidates by way of referral from directors, shareholders, management or advisors of the Company, etc. and may seek assistance from external executive search firms as and when required.

During the year, Mr. LIM Shueh Hann, who was appointed Executive Director and CEO of the Company and Ms. CHEUNG Man Ying, who was appointed INED of the Company, enhanced the board diversity by bringing to the Board their professional knowledge and experience in retail and consumer products, business management and advisory, finance and accounting, sales and marketing, people management, e-commerce and digital transformation, etc. The extensive education background and professional experience of the Board members facilitate effective decision-making process with each director providing constructive advice and contribution to the Board.

The Board is currently diversified in terms of age, gender, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The directors possess various skills and professional experience ranged from, amongst others, finance, accounting, legal, business management & advisory, people management and merger & acquisition. The implementation of the Board Diversity Policy is considered to be effective and appropriate.

D. 董事之提名(續)

2. 董事會多樣化政策(續)

本公司致力於提升董事會層面的性別多樣化。於二零二五年六月三十日，本公司擁有兩名女性董事，佔董事會的28.6%。本公司目標為至少維持現有董事會女性代表比例。本公司將繼續監察委任特定性別成員的需求(如希望或需要)，以維持／提升多樣化。本公司將透過董事、股東、管理層或顧問等推薦的方式物色合適的候選人，並可能於適當時候尋求外部獵頭公司協助。

於本年度內，林學瀚先生獲委任為本公司之執行董事兼行政總裁及張雯瑛女士獲委任為本公司之獨立非執行董事，為董事會注入彼等在零售及消費品、商業管理與諮詢、財務及會計、銷售和行銷、人員管理、電子商務以及數碼轉型領域等的專業知識和經驗，從而提高董事會的多樣化。董事會成員豐富的教育背景和專業經驗促進有效的決策過程，每位董事均為董事會提供具建設性的建議和貢獻。

董事會目前在年齡、性別、文化及教育背景、種族、專業經驗、技能、知識及服務年資上達至多樣化。董事擁有(其中包括)財務、會計、法律、商業管理與諮詢、人員管理以及併購等領域的各種技能和專業經驗。董事會多樣化政策的實施被認為是有效且適當的。

CORPORATE GOVERNANCE REPORT

企業管治報告書

D. DIRECTORS' NOMINATION

(continued)

3. Nomination Policy

The Board has adopted the Nomination Policy which serves as a guiding mechanism and framework for the BNC on the process for new appointments of directors, CEO and board committee members as well as the re-appointment and assessment of directors.

Under the Nomination Policy, the BNC will assess potential candidates based on various assessment criteria, including the candidate's age, skills, knowledge, experience, expertise, professional and educational qualifications, potential/actual conflicts of interest with the Group and time commitments as well as the overall desired Board composition and the mix of expertise and experience of the Board as a whole. In case of appointment and re-appointment of INEDs, the BNC will also assess the independence of the candidates pursuant to the criteria set out in the Listing Rules. The BNC will make recommendations to the Board in respect of the appointment and re-election.

The BNC reviews annually the Nomination Policy to ensure its effectiveness and application, and will update, amend and modify as appropriate to ensure it continues to be relevant to needs of the Company and is consistent with regulatory and corporate governance requirements.

The Nomination Policy is accessible on the Company's website at www.lamsoon.com.

D. 董事之提名(續)

3. 提名政策

董事會已採納提名政策，以作為提委會在委任新董事、行政總裁和董事會委員會成員，以及重選及評估董事程序的指導機制及框架。

根據提名政策，提委會根據各種評估標準評核潛在候選人，包括候選人的年齡、技能、知識、經驗、專長、專業和學術資歷、與集團潛在／實際的利益衝突及投入的時間，以及整體理想的董事會組成和整個董事會的專業知識及經驗的組合。委任及重選獨立非執行董事時，提委會亦會依上市規則所載之標準評估候選人的獨立性。提委會會就委任和重選向董事會提出建議。

提委會每年檢討提名政策，以確保其有效性和適用性，並將作出適當的更新，修訂和修改，以確保其繼續與本公司的需求相關，符合監管和企業管治要求。

提名政策可於本公司之網站 www.lamsoon.com 上查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告書

D. DIRECTORS' NOMINATION

(continued)

4. Workforce Diversity Policy

The Board has adopted the Workforce Diversity Policy of the Company (the "Workforce Diversity Policy") effective from 1 July 2025. The Workforce Diversity Policy aims to set out the Company's commitment and approach to achieving diversity and inclusion within the workforce. The Group seeks to diversify its workforce across all levels by welcoming individuals of different expertise, cultures, backgrounds, genders, languages and experiences. All employees are provided with equal opportunities without discriminatory biases and are evaluated solely according to their capabilities, competencies and potentials. The BNC will review the Workforce Diversity Policy from time to time to ensure its effectiveness.

As at 30 June 2025, the Group had a total of around 1,470 employees. The gender ratio of male to female in the workforce (including senior management) is approximately 61% and 39% respectively. The Board is of the view that appropriate balance of gender diversity in workforce has been achieved taking into account the operational needs of the Group as well as the industry norms, the geography, local demography and availability of labor of particular gender of where the Group operates. The Company will continue to take gender diversity into consideration during recruiting process.

D. 董事之提名(續)

4. 僱員多樣化政策

董事會已採納本公司的僱員多樣化政策(「僱員多樣化政策」)，自二零二五年七月一日起生效。僱員多樣化政策旨在闡明本公司在實現僱員多樣化和包容性的承諾和方式。本集團致力於透過接納具有不同專長、文化、背景、性別、語言和經驗的人才，實現各階層員工的多樣化。所有員工均有平等的機會，不受歧視，並僅根據其能力、才能和潛質進行評估。提委會將不時檢討僱員多樣化政策，以確保其有效性。

於二零二五年六月三十日，本集團擁有合共約1,470名僱員，男女的性別比例(包括高層管理人員)約為61%及39%。董事會認為，考慮到本集團的營運需求以及行業常態、集團經營所在地的地理分佈、當地人口狀況和特定性別的勞動人口供應，本集團已實現僱員性別多元化的適當平衡。本公司會繼續在招聘流程中將性別多元化納入考量。

CORPORATE GOVERNANCE REPORT

企業管治報告書

E. ACCOUNTABILITY AND AUDIT

1. Board Audit and Risk Management Committee ("BARMC")

The Company established the Board Audit Committee on 29 December 1998 with specific written terms of reference in accordance with the requirements of HKEX which deal clearly with its authority and duties. On 17 February 2016, the Board has resolved to rename the Committee as Board Audit and Risk Management Committee.

The BARMC oversees the financial reporting process, assesses the adequacy and effectiveness of the Company's financial reporting, risk management and internal control systems, oversees the Company's ESG matters including, among others, monitoring the ESG reporting progress and reviewing the ESG report as well as the ESG-related risks and issues. The BARMC meets with the Company's external and internal auditors, and reviews their audit plans, the internal audit programmes, and the results of their examinations as well as their evaluations of the risk management and internal control systems. The BARMC reviews the Group's and the Company's financial statements and the auditors' report thereon and submits its views to the Board. Detailed terms of reference of the BARMC are accessible on the Company's website at www.lamsoon.com and HKEX's website at www.hkexnews.hk.

E. 問責性及審核

1. 董事會審核及風險管理委員會 (「審委會」)

本公司於一九九八年十二月二十九日成立董事會審核委員會，並設有符合港交所規定之具體書面職權範圍，當中訂明其權力及職責。於二零一六年二月十七日，董事會決議把委員會之名稱重新命名為董事會審核及風險管理委員會。

審委會監察匯報財務程序及評估本公司之財務匯報及風險管理及內部監控系統是否足夠及有效，監察本公司之環境、社會及管治事宜，其中包括監督環境、社會及管治之匯報進度、審閱環境、社會及管治報告以及環境、社會及管治相關風險及事宜。審委會與本公司之外聘及內部核數師會晤，並檢討審核計劃、內部審核程序及其審查及評估風險管理及內部監控系統之結果。審委會檢討本集團及本公司之財務報表及當中之核數師報告，並將其意見呈交董事會。審委會之職權範圍已登載於本公司之網站 www.lamsoon.com 及港交所之網站 www.hkexnews.hk。

CORPORATE GOVERNANCE REPORT

企業管治報告書

E. ACCOUNTABILITY AND AUDIT

(continued)

1. Board Audit and Risk Management Committee ("BARMC") (continued)

Membership and attendance

For the year ended 30 June 2025, the members of the BARMC and their attendance at the meetings are set out below:

		BARMC Meetings attended/ eligible to attend 審委會會議出席次數／可出席次數
Ms. HO Yuk Wai, Joan*	何玉慧女士*	5/5
– Chairman of the BARMC ^{Note 1}	– 審委會主席 ^{附註1}	
Mr. Christian K. NOTHHAFT [@] ^{Note 2}	Christian K. NOTHHAFT (羅敬仁)先生 ^{@附註2}	3/3
Mr. Lester G. HUANG, SBS, JP*	黃嘉純先生，銀紫荊星章，太平紳士*	5/5
Mr. LO Kai Yiu, Anthony*	羅啟耀先生*	2/2
– Chairman of the BARMC ^{Note 3}	– 審委會主席 ^{附註3}	
[@] Non-executive Director	[@] 非執行董事	
[*] Independent Non-executive Director	[*] 獨立非執行董事	

Notes:

- Ms. HO Yuk Wai, Joan was re-designated as the chairman of the BARMC after the conclusion of the 2024 AGM.
- Mr. Christian K. NOTHHAFT was appointed as a member of the BARMC after the conclusion of the 2024 AGM. Three BARMC meetings were held during the period from 8 November 2024 (his date of appointment) to 30 June 2025.
- Mr. Lo retired as an INED by rotation at the conclusion of the 2024 AGM and did not offer himself for re-election and ceased to be the chairman of the BARMC on even date. Two BARMC meetings were held during the period from 1 July 2024 up to 8 November 2024 (his date of retirement).

E. 問責性及審核(續)

1. 董事會審核及風險管理委員會(「審委會」)(續)

成員出席率

截至二零二五年六月三十日止年度，審委會之成員及彼等之會議出席率如下：

		BARMC Meetings attended/ eligible to attend 審委會會議出席次數／可出席次數
Ms. HO Yuk Wai, Joan*	何玉慧女士*	5/5
– Chairman of the BARMC ^{Note 1}	– 審委會主席 ^{附註1}	
Mr. Christian K. NOTHHAFT [@] ^{Note 2}	Christian K. NOTHHAFT (羅敬仁)先生 ^{@附註2}	3/3
Mr. Lester G. HUANG, SBS, JP*	黃嘉純先生，銀紫荊星章，太平紳士*	5/5
Mr. LO Kai Yiu, Anthony*	羅啟耀先生*	2/2
– Chairman of the BARMC ^{Note 3}	– 審委會主席 ^{附註3}	
[@] Non-executive Director	[@] 非執行董事	
[*] Independent Non-executive Director	[*] 獨立非執行董事	

附註：

- 何玉慧女士於二零二四年股東週年常會結束後調任為審委會之主席。
- Christian K. NOTHHAFT (羅敬仁)先生於二零二四年股東週年常會結束後獲委任為審委會之成員。於二零二四年十一月八日(其委任日期)至二零二五年六月三十日期間，合共舉行了三次審委會會議。
- 羅先生於二零二四年股東週年常會結束時輪值退任獨立非執行董事而並沒有膺選連任，並於同日起不再擔任審委會之主席。於二零二四年七月一日至二零二四年十一月八日(其退任日期)期間，合共舉行了兩次審委會會議。

CORPORATE GOVERNANCE REPORT

企業管治報告書

E. ACCOUNTABILITY AND AUDIT

(continued)

1. Board Audit and Risk Management Committee ("BARMC") (continued)

Membership and attendance (continued)

The CEO, CFO and Group Head of Internal Audit are normal attendees of the BARMC meetings. Representatives of the external auditor are invited to attend the BARMC meetings to present their audit plan, significant audit and accounting matters which they noted in the course of their audit.

Work done during the year:

- reviewed the fees charged by external auditors for audit and non-audit services;
- reviewed the nature and scope of external audit, the independence of external auditor and effectiveness of the audit process and approved the external audit fee and the engagement terms;
- reviewed the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control, as well as management's response thereto;
- reviewed the interim financial report, the interim results announcement, the annual accounts and the final results announcement;
- reviewed and discussed with the management the effectiveness of the risk management, including among others, material ESG and climate risks, and internal control system;
- reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting, internal audit and financial reporting functions, as well as those relating to the Company's ESG performance and reporting;
- reviewed the Group's accounting policies and practices;

E. 問責性及審核(續)

1. 董事會審核及風險管理委員會(「審委會」)(續)

成員出席率(續)

行政總裁、首席財務總監及內部審計主管乃審委會會議之常規出席者。外聘核數師之代表會獲邀請出席審委會會議，藉以提供其審核計劃、於審核過程中察覺的重要審核及會計事宜。

於本年度處理之工作：

- 檢討外聘核數師就審核及非審核服務收取的費用；
- 檢討外聘審核性質及範圍、外聘核數師之獨立性、審核過程之有效性以及批准外聘審核聘用條款；
- 審閱外聘核數師之管理信函，由核數師提出任何有關會計記錄，財務帳簿或管理系統的重大提問，以及管理層對以上的回應；
- 審閱中期財務報告、中期業績公告、年度財務報告及全年業績公告；
- 檢討及與管理層討論風險管理之有效性，其中包括重大環境、社會及管治和氣候風險，及內部監控系統；
- 檢討在會計、內部審核及財務匯報職能，以及與本公司環境、社會及管治績效和報告相關方面的資源、員工資歷及經驗、培訓課程以及預算是否充足；
- 檢討本集團會計政策及守則；

CORPORATE GOVERNANCE REPORT

企業管治報告書

E. ACCOUNTABILITY AND AUDIT

(continued)

1. Board Audit and Risk Management Committee ("BARMC") (continued)

Work done during the year: (continued)

- reviewed and approved the annual internal audit plan;
- reviewed major findings of internal audit assignments and the progress of implementation of remedial measures on control issues identified;
- reviewed the effectiveness of the processes for financial reporting and Listing Rules compliance of the Company;
- reviewed connected transactions entered into by the Group or subsisting during the year;
- reviewed the proposed additional ESG consultancy services;
- reviewed the Group Internal Audit Charter, ERM Policy Manual and Climate Risk Management Policy and approved proposed changes thereto;
- reviewed the terms of reference of the BARMC and recommended proposed changes thereto; and
- deliberated the statement relating to the BARMC for inclusion in the Corporate Governance Report.

E. 問責性及審核(續)

1. 董事會審核及風險管理委員會(「審委會」)(續)

於本年度處理之工作：(續)

- 檢討及批准年度內部審核計劃；
- 審查內部審核之主要任務結果及就已發現之監控問題採取的補救措施之進度；
- 檢討本公司財務匯報及遵守上市規則流程之有效性；
- 審閱於本年度由本集團訂立或存續之關連交易；
- 審閱額外的環境、社會及管治諮詢服務提案；
- 檢討集團內部審計章程、企業風險管理政策手冊及氣候風險管理政策並提出修改建議；
- 檢討審委會之職權範圍並提出修改建議；及
- 批准於企業管治報告書中有關審委會的陳述。

CORPORATE GOVERNANCE REPORT

企業管治報告書

E. ACCOUNTABILITY AND AUDIT

(continued)

2. Financial Reporting

The Listing Rules require listed companies to prepare annual financial statements which shall provide a true and fair view of the state of affairs of the companies and of the results of their operations and cash flows.

The Board is responsible for ensuring the maintenance of proper accounting records of the Group. It has also acknowledged its responsibility for preparing the financial statements.

The Board approves the financial statements after taking into account the BARMC's comments on specific accounting matters.

The Board is satisfied that appropriate accounting policies have been used in preparing the financial statements, consistently applied and complied with the relevant accounting standards.

The statement of the auditor about their reporting responsibilities is included in the Independent Auditors' Report on pages 87 to 97 of this annual report.

3. Risk Management and Internal Control

The risk management and internal control system is designed to facilitate the effectiveness and efficiency of operations, safeguard assets against unauthorised use and disposition, ensure the maintenance of proper accounting records and the truth and fairness of the financial statements, and ensure compliance with relevant legislation and regulations. It provides reasonable, but not absolute, assurance against material misstatement or loss and manages rather than eliminates risks associated with its business activities.

E. 問責性及審核(續)

2. 財務匯報

上市規則要求上市公司每年編製財務報表，真實公平地反映公司之業務狀況、營運業績及現金流量。

董事會負責確保本集團之會計紀錄保存妥當。董事會亦認知其編製財務報表之責任。

董事會經考慮審委會就特別會計事項之意見後，核准財務報表。

董事會信納編製財務報表時已採納適當之會計政策，該等會計政策已貫徹採用並按相關會計標準制定。

核數師就其匯報職責之聲明已載於本年報第87頁至97頁之獨立核數師報告書。

3. 風險管理及內部監控

風險管理及內部監控系統旨在提升營運之成效及效率、保護資產以免在未經授權下被挪用及處理、確保有保存恰當之會計記錄以及財務報表之真實性及公平性，並確保遵守相關法規及條例。內部監控可作為不會出現重大錯誤陳述或損失的合理(而非絕對)保證，亦可管理(而非消除)與其商業活動有關之風險。

CORPORATE GOVERNANCE REPORT

企業管治報告書

E. ACCOUNTABILITY AND AUDIT

(continued)

3. Risk Management and Internal Control

(continued)

The Board, recognising its responsibilities in ensuring that appropriate and effective risk management and internal control systems are in place for the purpose of dealing with identifying risks, safeguarding the Group's assets, preventing and detecting fraud, misconduct and loss, ensuring the accuracy of the Group's financial reports and achieving compliance with applicable laws and regulations, has developed a set of Enterprise Risk Management framework ("ERM Framework") for the Group and set forth in its policy and procedures to assist in:

- identifying the enterprise risks faced by the Group in the operating environment as well as evaluating the impact of such risks identified;
- developing the necessary measures for managing these risks; and
- monitoring and reviewing the effectiveness and adequacy of such measures.

The Board has entrusted the BARMC with the responsibility to oversee the implementation of the ERM Framework of the Group. In discharging this responsibility, the BARMC, assisted by the Group Internal Audit Department ("GIAD"):

- ensures the Group's risk management and internal control systems are appropriate and effective;
- ensures that new and emerging enterprise risks are promptly identified by management;
- assesses the adequacy of action plans and control systems developed to manage these risks;

E. 問責性及審核(續)

3. 風險管理及內部監控(續)

董事會確認其有責任確保建立適當且有效的風險管理和內部監控系統，以識別風險、保護本集團資產、預防及發現詐欺、不當行為和損失、確保本集團財務報告的準確性以及遵守適用法律及法規，並已建立一套企業風險管理架構（「企業風險管理架構」）並闡述於本集團的政策及程序以協助本集團：

- 找出本集團在營運環境內之重大風險，同時評估該等風險之影響；
- 制定管理該等風險所需的措施；及
- 監察並檢討該等措施是否有效及合乎需要。

董事會已將監察本集團企業風險管理架構之責任委託予審委會。於履行有關責任時，審委會在本集團內部審計部（「內審部」）協助下：

- 確保本集團的風險管理及內部監控系統適當且有效；
- 確保管理層可立即得知與本集團有關之新企業風險；
- 評估為管理有關風險而制訂之行動計劃及監控制度是否合乎需要；

CORPORATE GOVERNANCE REPORT

企業管治報告書

E. ACCOUNTABILITY AND AUDIT

(continued)

3. Risk Management and Internal Control

(continued)

- monitors the implementation of the action plans and the effectiveness and adequacy of the control systems; and
- ensures the Group's risk universe is up-to-date and risk reports are furnished by management for the BARMC's review.

The ERM Framework comprises interactive processes, including risk identification, risk assessment, risk treatment, risk monitoring, and risk reporting. These processes enable each business unit to continuously identify and assess risks in terms of their potential impact and likelihood of occurrence. Additionally, they facilitate the establishment and implementation of relevant procedures and internal controls for risk mitigation, ongoing monitoring, and periodic reporting by management. This ensures that residual risks, after considering risk-mitigating measures, remain within the Group's risk appetite/tolerance.

These on-going processes have been in place, and reviewed periodically by the BARMC to ensure their effectiveness, supplemented by other reports from GIAD on the Group's internal control and risk management findings.

The controls built into the risk management framework are intended to manage and not expected to eliminate all risks of failure to achieve business objectives. These controls provide reasonable, but not absolute, assurance against material misstatement of management and financial information or against financial losses and fraud.

E. 問責性及審核(續)

3. 風險管理及內部監控(續)

- 監察行動計劃之執行及監控制度之成效及是否合乎需要；及
- 確保本集團之風險管控表是最新及由管理人員提交的風險概況報告已由審委會檢閱。

企業風險管理架構包含一系列互動流程，包括風險識別、風險評估、風險處置、風險監控和風險報告。這些流程使我們每個業務部門能夠持續辨認及評估風險的潛在影響和發生的可能性。此外，這些流程還有助於建立和實施相關程序和內部監控措施，以降低風險、持續監控並由管理層定期匯報，以確保執行風險緩解措施後，所剩餘的風險已被考慮及被董事會所釐定的可承受力範圍之內。

此等持續程序已設立，並由審委會定期檢討，以確保其有效性，並輔以由內審部提供其他的內部監控報告及風險管理調查結果。

風險管理架構內之監控措施旨在管理(而非期望消除)無法達到業務目標之所有風險。此等監控措施可作為管理及財務資料不會出現重大失實聲明或不會出現財務損失及欺詐的合理(而非絕對)保證。

CORPORATE GOVERNANCE REPORT

企業管治報告書

E. ACCOUNTABILITY AND AUDIT

(continued)

3. Risk Management and Internal Control (continued)

The Board, through the BARMC, has conducted an annual review on the Group's risk management and internal control systems for the year ended 30 June 2025 and considers that it is adequate and effective, covering all material controls, including financial, operational and compliance controls. The resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions, as well as those relating to the Company's ESG performance and reporting has been reviewed and confirmed adequate. The extent and frequency of communication of the monitoring results to the BARMC and the Board have also been reviewed and considered sufficient. The Board is satisfied that the Group has fully complied with the provisions on risk management and internal controls as set out in the CG Code.

Handling and Dissemination of Inside Information

The Company has established and implemented relevant procedures and internal controls for the handling and dissemination of inside information, including restricting employee access to inside information on a need-to-know basis and ensuring that those who need to know understand the obligation of keeping the information confidential and refrain in dealing in the relevant securities. All inside information is disclosed to the public pursuant to the requirements under the Securities and Futures Ordinance and the Listing Rules and kept strictly confidential before disclosure.

E. 問責性及審核(續)

3. 風險管理及內部監控(續)

董事會已透過審委會，就本集團截至二零二五年六月三十日止年度之風險管理及內部監控系統進行年度檢討，並認為是足夠及有效覆蓋所有重要的監控，包括財務、營運及規管控制。員工資歷和經驗、培訓計劃及本集團之財務預算、內部審核及財務匯報職能方面，以及與本公司環境、社會及管治表現及匯報相關的資源已審核並確認充足。向審委會及董事會傳達監控結果的詳盡程度及次數已經過審核及確認為充足。董事會信納本集團已全面遵守企業管治守則中所載之風險管理及內部監控之條文規定。

處理及發放內幕消息

本公司制定及實施處理及發放內幕消息之相關程序及內部監控，包括限制員工按須知基準查閱內幕消息，確保須知消息之人員了解確保消息機密之義務及避免買賣相關證券。所有內幕信息均按照證券及期貨條例及上市規則項下如有需要時向公眾披露，並於披露前嚴格保密。

CORPORATE GOVERNANCE REPORT

企業管治報告書

E. ACCOUNTABILITY AND AUDIT

(continued)

4. Auditors' Remuneration and Auditor Related Matters

The fees charged by the Group's external auditors for the year in respect of annual audit services amounted to HK\$2,143,000 and those in respect of non-audit services (tax and other services) amounted to HK\$478,000.

F. INVESTOR RELATIONS

1. Communication with Shareholders

The Company encourages two-way communication with both its institutional and private investors. Extensive information about the Group's activities is provided in the interim and annual reports published by the Company.

The annual general meeting of the Company provides an opportunity for its shareholders to seek clarification and to obtain a better understanding of the Group's performance. Board members and representatives from the external auditor will attend the annual general meetings to answer shareholders' questions. Shareholders are encouraged to meet and communicate with the Board at the annual general meetings and to vote on all resolutions.

In order to promote effective communication, the Company maintains a website at www.lamsoon.com to provide:

- latest news, announcements, financials including interim and annual reports;
- other corporate communication materials, e.g. notices of meetings, circulars, proxy forms, etc.;
- details of the arrangements on electronic dissemination of corporate communications of the Company and for requesting printed copies of corporate communications;

E. 問責性及審核(續)

4. 核數師酬金及核數師相關事宜

本集團外聘核數師就提供本年度之年度審核服務收取費用為港幣2,143,000元，及非審核相關服務（包括稅務及其他服務）收取費用為港幣478,000元。

F. 投資者關係

1. 與投資者之溝通

本公司鼓勵與其機構及私人投資者建立雙向溝通。有關本集團業務之全面資料載於本公司刊發之中期及年度報告內。

本公司股東週年常會為其股東提供尋求澄清及更深入了解本集團表現的機會。董事會成員及外聘核數師的代表將出席股東週年常會解答股東提問。本公司鼓勵股東於股東週年常會上與董事會會面及溝通，並就所有決議案投票。

為促進有效溝通，本公司設立網站www.lamsoon.com提供：

- 最新消息、公告、財務資訊（包括中期及年度報告）；
- 其他公司通訊文件，如會議通告、通函、代表委任表格等；
- 有關本公司電子發佈公司通訊及要求索取公司通訊印副本之安排詳情；

CORPORATE GOVERNANCE REPORT

企業管治報告書

F. INVESTOR RELATIONS *(continued)*

1. Communication with Shareholders *(continued)*

- corporate calendar for important shareholders' dates for current financial year;
- constitutional documents of the Company;
- corporate governance information including composition and terms of reference of board committees, corporate governance reports and various governance policies adopted by the Company;
- ESG reports and highlights of the Company's community care efforts; and
- other information relating to the Group and its businesses.

Enquiries from individuals on matters relating to the business of the Group are welcome and are dealt with in an informative and timely manner. Shareholders can make any query in respect of the Group or to make a request for the Group's information to the extent such information is publicly available. The designated contact details are as follows:

By Post: Lam Soon (Hong Kong) Limited
21 Dai Fu Street, Tai Po Industrial Estate
Tai Po, New Territories, Hong Kong
By Email: comsec@lamsoon.com

Shareholders' questions about their shareholdings are dealt with by Computershare Hong Kong Investor Services Limited, the Company's share registrar and transfer office, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

F. 投資者關係_(續)

1. 與投資者之溝通_(續)

- 關於本財政年度重要股東日子之集團日誌；
- 本公司之憲法文件；
- 企業管治資料包括董事會委員會之組成及職權範圍、企業管治報告書以及本公司採納之多項管治政策；
- 環境、社會及管治報告以及本公司社區關懷成果的重點；及
- 有關本集團及其業務之其他資料。

本公司歡迎個別人士查詢有關本集團業務事宜，並會儘快提供有關之資料。股東可就本集團之事宜作出查詢，或要求索取本集團之公開資料。指定聯絡詳情如下：

郵寄：南順(香港)有限公司
香港新界大埔大埔工業邨
大富街21號
電郵：comsec@lamsoon.com

股東就有關其持有股份之垂詢，可直接遞交至本公司之股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東一百八十三號合和中心十七樓一七一二至一六號舖。

CORPORATE GOVERNANCE REPORT

企業管治報告書

F. INVESTOR RELATIONS *(continued)*

1. Communication with Shareholders *(continued)*

The Company has in place a shareholder communication policy which sets out the provisions to ensure that the Company's shareholders are provided with access to material information about the Company in a timely manner. The Board has conducted a review of the implementation and effectiveness of the shareholder communication policy during the year ended 30 June 2025 and, having considered the various channels of communication in place, was satisfied that the implementation of the policy was effective.

2. Shareholders' Rights

The Company has only one class of shares, all shares have the same voting rights and are entitled to the dividends declared.

(a) *Rights and procedures for shareholders to convene extraordinary general meetings ("EGM")*

Subject to the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the directors shall on the requisition of shareholder(s) of the Company (the "Shareholder(s)") representing at least 5% of the total voting rights of all the shareholder(s) having a right to vote at general meetings of the Company, forthwith proceed duly to convene an EGM of the Company.

The requests must state the general nature of the business to be dealt with at the meeting and may include the text of a resolution that may properly be moved and is/are intended to be moved at the meeting. The request must be signed by the requisitionists and deposited at the registered office of the Company for the attention of the Company Secretary in hard copy form.

F. 投資者關係^(續)

1. 與投資者之溝通^(續)

本公司已制定股東通訊政策，當中載有條文確保本公司股東可及時獲得有關本公司的重要資料。於二零二五年六月三十日止年度期間，董事會已檢討股東通訊政策的實施情況及成效，經考慮現有多種溝通渠道後，董事會信納相關政策已獲有效實施。

2. 股東權利

本公司僅有一個類別的股份，所有股份具有相同投票權，並有權收取所宣派之股息。

(a) *股東召開股東特別大會（「股東特別大會」）之權利及程序*

按香港《公司條例》（香港法例第622章），董事須應本公司股東（「股東」）佔全體有權在股東大會上投票表決的總表決權最少5%的股東之要求，隨即辦理召開本公司股東特別大會之程序。

有關要求均必須述明有待於會上處理的事務的一般性質及可包含可在該大會上恰當地動議並擬在該大會上動議的決議的文本。有關要求必須由要求者簽署並以紙本形式送交至本公司之註冊辦事處給予公司秘書。

CORPORATE GOVERNANCE REPORT

企業管治報告書

F. INVESTOR RELATIONS *(continued)*

2. Shareholders' Rights *(continued)*

(b) Rights and procedures for shareholders to make proposals at general meetings

(i) Rights and procedures for a shareholder to propose a person for election as a director are as follows:

Pursuant to Article 94 of the Company's Articles of Association, shareholder(s) may send a notice in writing of the intention to propose a person for election as a director and notice in writing by that person of his willingness to be elected shall have been delivered to the Company's registered office provided that the minimum length of the period during which such notices are given, shall be at least seven days and that the period for lodgement of the notices shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting.

(ii) Rights and procedures for proposing resolution to be put forward at a general meeting are as follows:

Shareholder(s) can submit a written requisition to move a resolution at an annual general meeting ("AGM") if they:

- represent at least 2.5% of the total voting rights of all shareholders who have a right to vote on the resolution at the AGM; or
- at least 50 shareholders who have a right to vote on the resolution at the AGM.

F. 投資者關係^(續)

2. 股東權利^(續)

(b) 股東於股東大會上提出建議之權利及程序

(i) 股東提名候選董事之權利及程序如下：

根據本公司之組織章程細則第94條，股東可發出書面通知表明有意提名一名人士參選董事，而該名人士表明願意接受推選之書面通知須送達本公司註冊辦事處，惟提交有關通告予本公司的期間最短不少於七日，且提交通知之期間最早由寄發為選舉董事而召開的大會之通知翌日起至不遲於該大會舉行日期前七日止。

(ii) 於股東大會上提呈決議案之權利及程序如下：

股東於符合下列條件之情況下，可提出書面請求於股東週年常會（「股東週年常會」）上動議決議案：

- 佔全體有權在股東週年常會上投票表決的股東的總表決權最少2.5%；或
- 最少五十名持有可於股東週年常會有投票表決權利之股東。

CORPORATE GOVERNANCE REPORT

企業管治報告書

F. INVESTOR RELATIONS *(continued)*

3. Constitutional Documents

The Articles of Association was amended and the Company adopted a set of amended and restated new Articles of Association during the year ended 30 June 2025 in order to (i) bring the Articles in line with the latest regulatory requirements, including the Companies Ordinance, the expanded paperless listing regime and other relevant amendments made to the Listing Rules which took effect on 31 December 2023; (ii) allow general meetings to be convened and held as electronic or hybrid meetings; and (iii) make consequential changes in line with the aforesaid amendments and other house-keeping revisions. For further details of these amendments, please refer to the circular of the Company dated 14 October 2024.

Save for the aforesaid, during the year ended 30 June 2025, there was no significant amendment to the Company's Articles of Association, and such document was published on the websites of the Company and HKEX.

F. 投資者關係^(續)

3. 憲章文件

於二零二五年六月三十日止年度內，組織章程細則已作出修訂，本公司已採納一套經修訂及重列的新組織章程細則，以(i)使組織章程細則符合最新監管規定，包括公司條例及有關擴大無紙化上市機制的最新監管規定及其他於二零二三年十二月三十一日生效的上市規則之相關修訂；(ii)容許本公司以電子會議或混合會議形式召開及舉行股東會議；及(iii)使組織章程細則與前述修訂一致的相應修訂及其他內務修訂。有關該等修訂的進一步詳情，請參閱本公司日期為二零二四年十月十四日的通函。

除上述者外，於二零二五年六月三十日止年度內，組織章程細則並無重大修訂，而有關文件已刊載於本公司及港交所網站。