



6th March 2024

PRESENT

Tsang Lee Mei

Dear Ms. Tsang,

Independent Non-executive Directorship

We write to confirm our appointment of your goodself as the independent non-executive director of ETS Group Limited (the “Company”).

Your appointment shall be for a term of three years commencing from 6th March 2024. Under the articles of association of the Company (the “Articles”), the office of a director of the Company can be vacated in certain circumstances. In addition, under article 84(1) of the Articles, one-third of the directors of the Company for the time being shall retire from office by rotation provided that every director of the Company shall be subject to retirement at an annual general meeting at least once every three years. Under article 83(5) of the Articles, the shareholders of the Company may remove any director by ordinary resolution at any general meeting before the expiration of his term of office notwithstanding anything to the contrary in the Articles or in any agreement between the Company and such director (but without prejudice to any claim for damages under any such agreement). Further, the Company is incorporated in the Cayman Islands and is subjects to the Companies Act, Cap.22 (Act 3 of 1961, as consolidated or revised) of the Cayman Islands (the “Companies Act”). Under the Companies Act, the shareholders of the Company may remove any director of the Company at an extraordinary general meeting.

Your monthly director’s fee will be HK\$10,000.00 and subject to the approval by the Company in general meeting in accordance with the Articles. You are recommended to seek professional advice on whether the amount of any remuneration payable to you as director of the Company is subject to Hong Kong salaries tax and, if so, to include the details of such remuneration in your salaries tax return.

As required by the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), you are collectively responsible for the management and operations of the Company and you are expected to fulfill fiduciary duties and duties of skill, care and diligence to a standard at least commensurate with the standard established by the laws of Hong Kong Special Administration Region (“Hong Kong”). In particular, you must, in the performance of your duties as a director, act honestly and in good faith in the interests of the Company as a whole; act for proper purpose; be answerable to the Company for the application or misapplication of its assets; avoid actual or potential conflicts of interest and duty; disclose fully and fairly your interests in contracts with the Company; and apply such degree of skill, care and diligence as may reasonably be expected of a person of your knowledge and experience and holding your office within the Company. By accepting the appointment, you will be deemed to have represented to the Company and the Stock Exchange that you satisfy the above requirements to act as a director.

易通訊集團有限公司
ETS GROUP LIMITED

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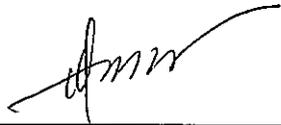
Lastly, you agree to maintain the confidentiality of the confidential information and trade secrets of the Company, including but not limited to, any confidential information and statistics, business plans, operations, technologies, know-how, system and/or the proposed sale, purchase and use of services and products furnished in oral, visual, written and/or other tangible form and not to disclose such information to any third party without prior consent of the Company.

After your appointment becoming effective, the Company or you may, by giving one-month prior notice to the other party or payment of one-month salary in lieu of the aforesaid notice, terminate the letter and your appointment as the independent non-executive director.

Please confirm your acceptance of appointment as an independent non-executive director of the Company by signing, dating and returning to us the attached acceptance.

Yours faithfully

For and on behalf of
ETS Group Limited


X 5704

Name: Tang Yiu Sing
Title: Director

I hereby confirm acceptance of the above terms for my appointment as an independent non-executive director of the Company.


X 5704

Tsang Lee Mei

易通訊集團有限公司
ETS GROUP LIMITED

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