

PF GROUP HOLDINGS LIMITED

Private and Confidential

Khoo Ken Wee

Flat D, 16/F., Block D
Dragon View
39 Macdonnell Road
Mid Levels
Hong Kong

Date: 2 January 2019

Dear Mr. Khoo

Non-executive directorship with PF Group Holdings Limited (the "Company")

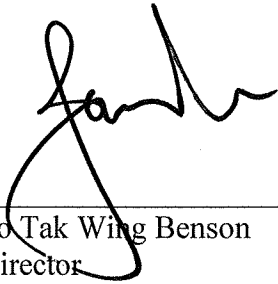
- (1) The term of your appointment will commence from 6 January 2019, and shall continue for a term of one (1) year until terminated in accordance with the provisions herein, in the first instance but subject to paragraphs (6) and (7) below and/or the provisions of the Companies Ordinance (Cap 622 of the Laws of Hong Kong) (the "**Companies Ordinance**") (and upon the occurrence of any of the circumstances mentioned in paragraph (6) or (7) below and/or in accordance with the provisions of the Companies Ordinance and/or the Articles of Association of the Company in force from time to time (the "**Articles**"), your period of office shall be shortened accordingly).
- (2) In consideration of your agreeing to accept this appointment, the Company shall pay you a director's fee in the amount of HK\$1,000 per month, such payment shall be made by the Company to you each calendar month.
- (3) The Company shall reimburse your expenses reasonably incurred while performing your duties as a Non-executive Director of the Company, including reasonable travel expenses. All taxation on fees shall be borne by you.
- (4) You agree to carry out your duties and services as a Non-executive Director in compliance with the Articles, board practices and procedures and codes of conduct of the Company from time to time in force as well as all applicable laws and regulations of Hong Kong and the Rules (the "**GEM Listing Rules**") Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") from time to time in force, and as a Non-executive Director in compliance with the specific requirements as set out in the GEM Listing Rules in force from time to time including Chapter 5. You further agree to provide your service and opinion in circumstances anticipated by Chapter 20 of the GEM Listing Rules.
- (5) You shall not, either during the term of your appointment as a Non-executive Director or thereafter:-

- (a) use to the detriment or prejudice of the Company, its subsidiaries and its associated corporations (the "**Group**") or divulge or communicate to any person, any trade, secret or confidential information concerning the business or affairs of the Group (except to employees or directors of the Group whose province is to know the same or to the professional advisers or agents of the Group owing a duty of confidentiality to the Group) which may have come to your knowledge; or
 - (b) use for your own purpose or for any purpose other than those of the Group any information or knowledge of a confidential nature which you, may from time to time acquire in relation to any member of the Group but so that this restriction shall cease to apply to any information or knowledge which may come into the public domain (otherwise than through your default).
- (6) You shall not, during the term of your appointment and for six months thereafter, be a director or employee or agent of, or have any other material financial interest or involvement in, any business of enterprise which competes or is likely to compete or has a significant business relation with any Group company without the prior written consent of the board of the Company, such consent not to be unreasonably withheld or delayed.
- (7) You shall at all times keep the Board promptly and fully informed (in writing if so requested) of any of your business or other activities which would or is likely to cause you to be in conflict with the interest of the Company.
- (8) You shall promptly upon request by the Company or in any event upon your ceasing to be a Non-executive Director deliver up to the Company all lists of clients or customers, correspondence and all other documents, papers and records which may have been prepared by you or have come into your possession as a Non-executive Director, and you shall not be entitled to and shall not retain any copies thereof. Title and copyright therein shall vest in the Company.
- (9) The Directors of the Company may be prohibited under the Articles and the GEM Listing Rules, from voting at or being counted towards quorum of Directors' meetings in respect of any resolution in which they are interested, except for those matters permitted by the relevant provisions of the Articles and the GEM Listing Rules.
- (10) Under the Articles, the office of a Director is liable to be vacated in certain circumstances. In addition, one-third of the Directors are required to retire from office by rotation at each annual general meeting (they may, however, offer themselves for re-election), and any Director appointed to fill any casual vacancy or as an addition to the then existing Board shall hold office until the next annual general meeting (he may, however, offer himself for re-election). Furthermore, the Articles also provide that the shareholders of the Company may, at any general meeting convened and held in accordance with the Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in the Articles or in any agreement between the Company and such Director.

- (11) The Company shall be entitled (but not obliged) to terminate your appointment as a Non-executive Director of the Company by not less than 1 month's prior notice in writing (or by payment in lieu of notice) given at any time. Furthermore, under the provisions of the Articles and/ or the GEM Listing Rules, the Company shall be entitled to terminate your office without prior notice. Such circumstances arise, inter alia, if you shall become bankrupt or have made any arrangement or composition with your creditors generally, or have been convicted of a criminal offence or if you shall cease to be considered independent by the Stock Exchange for the purposes of the GEM Listing Rules, or the Stock Exchange shall become of the view that you do not have the character, experience and integrity to fulfil your role effectively or are unable to demonstrate a standard of competence commensurate with your position as a Non-executive Director of a listed company on the Stock Exchange.
- (12) You are entitled to resign as a Non-executive Director of the Company at any time by giving the Company not less than 1 month's prior notice in writing and shall comply with the GEM Listing Rules and other applicable provisions of the GEM Listing Rules and the Companies Ordinance in respect of your resignation. In so doing, you shall simultaneously tender resignation from all your offices (including, without limitation, membership of any committees of the Board) and positions (as the case may be) in the Company and its subsidiaries, associates and affiliated companies as required by the Company.
- (13) You shall be permitted to participate in the share option schemes of the Company subject at all times to the requirements and/or restrictions of the GEM Listing Rules.
- (14) You undertake to the Company to inform the Company as soon as practicable if there is any subsequent change of circumstances which includes, but without limitation to, any of the circumstances set forth in paragraph 6, which may affect your independence in relation to your appointment as a Non-executive Director.
- (15) You undertake to keep confidential all documents and information provided by the Company to you in the course of your duties as a Director.
- (16) This letter of appointment is governed by the laws of the Special Administrative Region of Hong Kong. This letter replaces and supersedes all previous contracts, whether written or oral, between you and the Company.

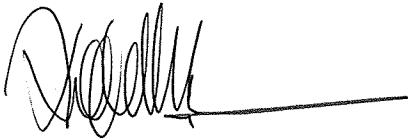
If you are in agreement with the terms set out above, please sign below and return the duplicate of this letter to us for our records.

Yours faithfully,
for and on behalf of
PF GROUP HOLDINGS LIMITED



Lo Tak Wing Benson
Director

I, Khoo Ken Wee, agree to the above terms of appointment as a Non-executive Director of PF Group Holdings Limited.



Date: 2 January 2019