

CONTROLLING, SUBSTANTIAL AND SIGNIFICANT SHAREHOLDERS

OUR CONTROLLING SHAREHOLDERS

So far as our Directors are aware, immediately following completion of the Capitalisation Issue and the Placing (without taking into account any Shares which may be issued upon exercise of the Offer Size Adjustment Option and any Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme or any options which may be granted under the Share Option Scheme), the following persons will individually and/or collectively be entitled to exercise or control the exercise of 30% or more of the voting power at general meetings of our Company:

Name of entity	Nature of interest	Number of Shares ^(Note 1)	Percentage of interests in our Company immediately following completion of the Capitalisation Issue and the Placing
Mr. Liang	Interest in controlled corporation	83,068,000 ^{(L)(Note 2)}	46.15%
Rainbow Path	Beneficial owner	75,868,000 ^(L)	42.15%
Veteran Ventures	Beneficial owner	7,200,000 ^(L)	4.00%

Notes:

1. The letter "L" denotes the entity's long position in the Shares.
2. Among these 83,068,000 Shares, 75,868,000 Shares are held by Rainbow Path and 7,200,000 Shares are held by Veteran Ventures, both of which in turn are wholly and beneficially owned by Mr. Liang. As such, Mr. Liang is deemed under the SFO to be interested in these 83,068,000 Shares held by Rainbow Path and Veteran Ventures upon the Listing.

OUR SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following completion of the Capitalisation Issue and the Placing (without taking into account any Shares which may be issued upon exercise of the Offer Size Adjustment Option and any Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme or any options which may be granted under the Share Option Scheme), the following persons will have an interest or short position in Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or any of our subsidiaries:

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Name of entity	Company concerned	Nature of interest	Number of Shares ^(Note 1)	Percentage of interests in our Company immediately following completion of the Capitalisation Issue and the Placing
Mr. Liang	Our Company	Interest in controlled corporation	83,068,000 ^{(L)(Note 2)}	46.15%
Mr. Fu	Our Company	Interest in controlled corporation	36,632,000 ^{(L)(Note 3)}	20.35%
Rainbow Path	Our Company	Beneficial owner	75,868,000 ^(L)	42.15%
Vivid Colour	Our Company	Beneficial owner	36,632,000 ^(L)	20.35%
Veteran Ventures	Our Company	Beneficial owner	7,200,000 ^(L)	4.00%
Ms. Liang ^(Note 4)	Our Company	Interest of spouse	83,068,000 ^(L)	46.15%
Ms. Chung Wai Chi, Connie ^(Note 5)	Our Company	Interest of spouse	36,632,000 ^(L)	20.35%

Notes:

1. The letter “L” denotes the entity’s long position in the Shares.
2. Among these 83,068,000 Shares, 75,868,000 Shares are held by Rainbow Path and 7,200,000 Shares are held by Veteran Ventures, both of which in turn are wholly and beneficially owned by Mr. Liang. As such, Mr. Liang is deemed under the SFO to be interested in these 83,068,000 Shares held by Rainbow Path and Veteran Ventures upon the Listing.
3. These 36,632,000 Shares are held by Vivid Colour, which in turn are wholly and beneficially owned by Mr. Fu. As such, Mr. Fu is deemed under the SFO to be interested in these 36,632,000 Shares held by Vivid Colour upon the Listing.
4. Ms. Liang, the spouse of Mr. Liang, is deemed under the SFO to be interested in these 83,068,000 Shares in which Mr. Liang is deemed to be interested upon the Listing.
5. Ms. Chung Wai Chi, Connie, the spouse of Mr. Fu, is deemed under the SFO to be interested in these 36,632,000 Shares in which Mr. Fu is deemed to be interested upon the Listing.

OUR SIGNIFICANT SHAREHOLDERS

So far as our Directors are aware, immediately following completion of the Capitalisation Issue and the Placing (without taking into account any Shares which may be issued upon exercise of the Offer Size Adjustment Option and any Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme or any options which may be granted under the Share Option Scheme), save as those disclosed under the paragraph headed “Our substantial shareholders” in this section and the persons below, there is no other person who, immediately prior to the date of this prospectus and immediately prior to the Listing Date, is entitled to exercise or control the exercise of 5% or more of the voting power at general meetings of our Company.

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Name of entity	Company concerned	Nature of interest	Number of Shares ^(Note 1)	Percentage of interests in our Company immediately following completion of the Capitalisation Issue and the Placing
Mr. Wang	Our Company	Interest in controlled corporation	15,300,000 ^{(L)(Note 2)}	8.50%
Jun Ming	Our Company	Beneficial owner	15,300,000 ^(L)	8.50%
Ms. Li Min ^(Note 3)	Our Company	Interest of spouse	15,300,000 ^{(L)(Note 2)}	8.50%

Notes:

1. The letter "L" denotes the entity's long position in the Shares.
2. These 15,300,000 Shares are held by Jun Ming, which in turn are wholly and beneficially owned by Mr. Wang. As such, Mr. Wang is deemed under the SFO to be interested in these 15,300,000 Shares held by Jun Ming upon the Listing.
3. Ms. Li Min, the spouse of Mr. Wang, is deemed under the SFO to be interested in these 15,300,000 Shares in which Mr. Wang is deemed to be interested upon the Listing.

INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

Our Directors do not expect there to be any significant transactions between our Group and our Controlling Shareholders upon the Listing. Our Directors are of the view that we are capable of carrying on our business independently of our Controlling Shareholders and their respective associates after the Listing, having taken into consideration the following factors:

Management independence

Board

Our Board consists of nine Directors, among which six are executive and three are independent non-executive Directors. Mr. Liang together with Rainbow Path and Veteran Ventures, are our Controlling Shareholders.

All our independent non-executive Directors are sufficiently experienced and capable of monitoring our operations independently of our Controlling Shareholders. Therefore, our Directors are of the view that the interests of our Shareholders can be safeguarded. For details of our independent non-executive Directors, please refer to section headed "Directors, senior management and staff" in this prospectus.

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Each of our Directors is aware of his fiduciary duties as a Director which require, among other things, that he acts for the benefit and in the best interests of our Company and not to allow any conflict between the interests of our Company and his personal interests. In the event that a potential conflict of interests arises out of any transaction to be entered into between us and our Directors or their respective associates, the interested Director(s) shall abstain from voting at the relevant Board meetings in respect of such transactions and shall not be counted in the quorum.

Committees

We have established an audit committee, a remuneration committee and a nomination committee. Each committee consists of a majority of independent non-executive Directors to monitor our operations.

The audit committee is responsible for reviewing and supervising our financial reporting process and internal control system whereas the remuneration committee's role is to ensure that our Directors are properly remunerated without being influenced by our Controlling Shareholders. The nomination committee is mainly responsible for making recommendations to our Board on appointment of Directors and succession planning for our Directors.

Senior management

We are also managed by our senior management who are independent of our Controlling Shareholders. For details of our senior management, please refer to the section headed "Directors, senior management and staff" in this prospectus.

Having considered the above factors, our Directors are satisfied that they are able to perform their roles in our Company independently under the direction of our Board, and our Directors are of the view that we are capable of managing our business independently of our Controlling Shareholders after the Listing.

Our independent non-executive Directors are also independent of our Controlling Shareholders. Our Directors are satisfied that our independent non-executive Directors are able to perform their roles in our Company independently, and our Directors are of the view that our Company is capable of managing our business independently of our Controlling Shareholders after the Listing.

Operational independence

Our operations are independent of and not connected with our Controlling Shareholders. We have established our own set of organisational structure made up of individual departments, each with specific areas of responsibilities. Our Company has also established a set of internal control to facilitate the effective operation of our business.

Financial independence

During the Track Record Period and up to the Latest Practicable Date, we had our independent accounting system and carried out our accounting function through our accounts and payroll department. Save as disclosed below, our Directors are of the view that we are able to obtain financing independently of our Controlling Shareholders. For the year ended 31 December 2012, our Group disposed of all available-for-sale financial assets and all equity securities listed in Hong Kong to Mr. Liang and Mr. Fu with carrying amounts, which are the same as their fair values, of HK\$1,817,000 and HK\$3,192,000, respectively, as at the date of the disposal. Before the disposal, the available-for-sale financial assets and equity securities listed in Hong Kong were held on trust by Rich World in which Mr. Liang and Mr. Fu have beneficial interests and our Company terminated the trust on the same day.

During the Track Record Period, Mr. Liang, our Controlling Shareholder and executive Director provided personal guarantee to secure the bank overdrafts of our Group. Details of the bank overdrafts are set out in note 28 in Appendix I to this prospectus. As at 31 October 2013, being the date of the indebtedness statement, our Group has not drawn down any of the banking facility and the banking facilities amounting to HK\$2.4 million was available. As 31 October 2013, the banking facilities was secured by pledged bank deposits of HK\$1.7 million. We have received in-principle approvals from each of the relevant lending institutions that the personal guarantee provided by Mr. Liang be released and replaced by our Group's corporate guarantee provided by our Company subject to and upon, amongst other things, the Listing.

Although during the Track Record Period, there had been certain transactions between us and our related parties, details of which are set out in note 37 in Appendix I to this prospectus, none of such historical related party transactions are expected to continue after the Listing. In view of the above, our Directors consider that we are independent of our Controlling Shareholders in all material aspects including management, operation and finance.

UNDERTAKINGS

Our Controlling Shareholders have jointly and severally given certain undertakings in respect of the Shares (including those as set out in Rules 13.16A(1) and 13.19 of the GEM Listing Rules) to our Company, the Sole Bookrunner and the Underwriters, details of which are set out in the section headed "Underwriting — Undertakings" in this prospectus.

NON-COMPETITION UNDERTAKING

In order to maintain a clear delineation of the businesses between us and our Controlling Shareholders, our Controlling Shareholders (together the “**Covenantors**”) have entered into the Deed of Non-competition in favour of our Company (for itself and as trustee for each of our subsidiaries from time to time).

Under the Deed of Non-competition:

- (a) each of the Covenantors irrevocably undertakes that it/he shall not, and shall procure that none of their respective associates (other than members of our Group) shall, during the period (the “**Restricted Period**”) in which (i) the Shares remain listed on the Stock Exchange; and (ii) the Covenantors and their associates (other than members of our Group), individually or jointly, are entitled to exercise, or control the exercise of, not less than 30% of the voting power at general meetings of our Company, directly or indirectly, either on their own account, in conjunction with, on behalf of, or through any person, firm or company, among other things, carry on, participate or be interested, engaged or otherwise involved in or acquire or hold (in each case whether as a shareholder, partner, agent or otherwise and whether for profit, reward or otherwise) any business of architecture, landscape architecture, town planning, interior design and heritage conservation and any other new business which our Group may undertake from time to time after the Listing (the “**Restricted Business**”);
- (b) each of the Covenantors further undertakes to procure that, during the Restricted Period, any business investment or other commercial opportunity relating to the Restricted Business (the “**New Opportunity**”) identified by or offered to the Covenantors and/or any of their associates (other than members of our Group) (the “**Offeror**”) is first referred to our Group (the “**First Right of Refusal**”) in the following manner:
 - (i) the Covenantors are required to, and shall procure their associates (other than members of our Group) to, refer, or procure the referral of, the New Opportunity to our Group, and shall give written notice to our Company of any New Opportunity containing all information reasonably necessary for our Group to consider whether (A) the New Opportunity would constitute competition with the business of our Group and/or any other new business which our Group may undertake at the relevant time, and (B) it is in the interest of our Group to pursue the New Opportunity, including but not limited to the nature of the New Opportunity and the details of the investment or acquisition costs (the “**Offer Notice**”); and

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- (ii) the Offeror will be entitled to pursue the New Opportunity only if (A) the Offeror has received a written notice from our Company declining the New Opportunity and confirming that the New Opportunity would not constitute competition with the business of our Group, or (B) the Offeror has not received the notice from our Company within 10 business days from our Company's receipt of the Offer Notice. If there is a material change in the terms and conditions of the New Opportunity pursued by the Offeror, the Offeror will refer the New Opportunity as so revised to our Group in the manner as set out above; and
- (c) each of the Covenantors further undertakes and agrees:
 - (i) not at any time to induce or attempt to induce any director, manager or employee of our Group to terminate his or her service contract or contract of employment with our Group, whether or not such act of that person would constitute a breach of that person's service contract or contract of employment;
 - (ii) not at any time to solicit or persuade any person who has dealt with our Group or is in the process of negotiating with our Group in relation to the Restricted Business cease to deal with our Group or reduce the amount of business which the person would normally do with our Group;
 - (iii) to provide all relevant information for the annual review by our independent non-executive Directors for the compliance with and the enforcement of the Deed of Non-competition;
 - (iv) to allow, subject to confidentiality restrictions imposed by any third party, the representatives of our Company and of the auditors of our Company to have access to its/his financial and/or corporate records as may be necessary for our independent non-executive Directors to determine whether the Covenantors and their associates have complied with the terms of the Deed of Non-competition;
 - (v) to make an annual declaration in our Company's annual report on the compliance with the terms of the Deed of Non-competition in accordance with the principle of voluntary disclosure in the corporate governance report within two months after the date upon which the financial period of our Company ends, or if not, particulars of any non-compliance, which declaration (or any part thereof) may be reproduced, incorporated, extracted and/or referred to in our Company's annual report for the relevant financial year; and

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- (vi) the Covenantors, for themselves and on behalf of their associates (except any members of our Group), acknowledge that our Company may be required by the relevant laws, regulations, rules of the stock exchange(s) on which the Shares may be listed and the regulatory bodies to disclose, from time to time, information on the New Opportunity, including but not limited to disclosure in public announcements or our Company's annual report or decision made by our Company to pursue or decline the New Opportunity and agree to the disclosure to the extent necessary to comply with any such requirement.

CORPORATE GOVERNANCE MEASURES

Our Controlling Shareholders and their respective associates may not compete with us as provided in the Deed of Non-competition. Our Directors are of the view that there are adequate corporate governance measures in place to manage existing and potential conflict of interests. In order to further avoid potential conflict of interests, we have implemented the following measures:

- (i) our independent non-executive Directors will conduct annual review on the compliance with the Deed of Non-competition by our Controlling Shareholders and the enforcement thereof by our Company (e.g. exercise by our Company of the First Right of Refusal granted by our Controlling Shareholders on their existing or future competing businesses);
- (ii) our Controlling Shareholders have undertaken and agreed to provide all information necessary for the annual review by our independent non-executive Directors on the compliance with and enforcement of the Deed of Non-competition;
- (iii) our Company will disclose decisions on matters reviewed by our independent non-executive Directors relating to the compliance with and enforcement of the Deed of Non-competition either through our Company's annual report or by way of announcements to the public; and
- (iv) our Controlling Shareholders have undertaken and agreed to make an annual declaration on the compliance with and enforcement of the Deed of Non-competition in our Company's annual report.