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## DIRECTORS AND SENIOR MANAGEMENT

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### DIRECTORS

The Board consists of three executive Directors and three independent non-executive Directors. The following table sets forth information in respect of our Directors:

Name	Age	Date of joining our Group	Appointment Date	Position	Roles and responsibilities
Wong Yee Tung, Tony (黃宜通)	67	9 September 1975	6 December 2012	Managing Director	Overseeing the strategic and business development of our Group and member of the remuneration committee
Kwong Wing Kie (鄺永基)	61	1 September 1988	6 December 2012	Executive Director	Overseeing all the civil and building projects of our Group and member of the nomination committee
Chung Chi Ngong (鍾志昂)	45	1 June 1990	6 December 2012	Executive Director	Project management and safety assurance of our Group
Ho Ho Ming (何昊洺)	42	16 March 2015	16 March 2015	Independent non-executive Director	Chairman of the nomination committee and member of the audit committee
Lam Sing Kwong, Simon (林誠光)	56	16 March 2015	16 March 2015	Independent non-executive Director	Chairman of the remuneration committee and member of each of the audit committee and nomination committee
Chan Chung Kik, Lewis (陳仲載)	41	16 March 2015	16 March 2015	Independent non-executive Director	Chairman of the audit committee and member of the remuneration committee

### Executive Directors

**Mr. Wong Yee Tung, Tony (黃宜通)**, aged 67, was appointed as the Managing Director on 6 December 2012. Mr. Tony Wong is responsible for overseeing the strategic and business development of our Group. Mr. Tony Wong obtained a bachelor's degree of science in engineering from the Imperial College, University of London in August 1971 and a master's degree of science in operational research and management studies from the Imperial College, University of London in December 1972. He was admitted as a member of the Hong Kong Institution of Engineers in January 2002 and a member of the Institution of Mechanical Engineers in the United Kingdom in March 2003. He is a Registered Professional Engineer in the mechanical engineering discipline. Mr. Tony Wong established UECL, the first member of our Group, in 1975.

Mr. Tony Wong has more than 20 years of experience in handling various civil engineering projects.

Mr. Tony Wong has not been a director of any publicly listed company during the three years immediately preceding the date of this prospectus.

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**Mr. Kwong Wing Kie** (鄺永基), aged 61, was appointed as an executive Director on 6 December 2012. Mr. Kwong is responsible for overseeing all the civil and building projects of our Group. Mr. Kwong obtained from The University of Hong Kong a bachelor's degree of science in engineering in November 1976. Mr. Kwong is a registered professional engineer in civil, structural and geotechnical disciplines and also a registered safety officer. Mr. Kwong joined our Group in 1988 as a technical services manager of UEL and has been responsible for managing civil engineering contracts.

Mr. Kwong has more than 20 years of experience in the construction industry.

Mr. Kwong has not been a director of any publicly listed company during the three years immediately preceding the date of this prospectus.

**Mr. Chung Chi Ngong** (鍾志昂) (“**Mr. Chung**”), aged 45, was appointed as an executive Director on 6 December 2012. Mr. Chung is responsible for project management and safety assurance of our Group. Mr. Chung holds a bachelor's degree of engineering from The Hong Kong University of Science and Technology in November 1998 and a master's degree of science in construction project management from the University of Greenwich in September 2001. Mr. Chung is a member of The Institution of Engineers, Australia and a member of The Chartered Institute of Building, and a registered safety officer.

Mr. Chung has over 20 years of experience in the construction industry. Prior to joining our Group, Mr. Chung had not worked in other companies. Mr. Chung joined our Group as an engineer in 1990. Mr. Chung was subsequently appointed as safety manager for numerous projects.

Mr. Chung has not been a director of any publicly listed company during the three years immediately preceding the date of this prospectus.

### **Independent non-executive Directors**

**Mr. Ho Ho Ming** (何昊洛) (**former name: Ho Wing Hang** (何榮亨)) (“**Mr. Ho**”), aged 42, was appointed as an independent non-executive Director on 16 March 2015. Mr. Ho is currently an adjunct professor of the Department of Real Estate and Construction at The University of Hong Kong. In addition, Mr. Ho is an adjunct professor of the School of Accounting and Finance of The Hong Kong Polytechnic University, a honorary institute associate of The Asia-Pacific Institute of Business of The Chinese University of Hong Kong and an external member of the Departmental Advisory Committee on Applied Mathematics at The Hong Kong Polytechnic University.

Mr. Ho has over 16 years of experience in the field of investment banking and credit rating. He was previously employed by Credit Suisse First Boston (Hong Kong) Limited, Merrill Lynch (Asia Pacific) Limited, Bear Stearns Asia Limited, Fitch (Hong Kong) Limited and Universal Credit Rating Group Company Ltd..

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Mr. Ho graduated from The Hong Kong University of Science and Technology with a bachelor's degree of business administration in information and systems management in November 1996. He also obtained a master's degree of business administration from the University of Cambridge, the United Kingdom in May 2000.

Mr. Ho is currently an independent non-executive director of KSL Holdings Limited (stock code: 8170) since November 2014, the issued shares of which are listed on GEM.

Mr. Ho does not have any relationship with any Directors, senior management, substantial Shareholders or Controlling Shareholders of our Company and our related companies, and does not have any interest in the shares of our Company and our related companies.

**Professor Lam Sing Kwong, Simon** (林誠光) (“**Professor Lam**”), aged 56, was appointed as an independent non-executive Director on 16 March 2015. Professor Lam is currently a professor of Management at the Faculty of Business and Economics of The University of Hong Kong. Professor Lam obtained a doctorate degree in commerce from The Faculty of Economics and Commerce at The Australian National University in April 1996. Professor Lam has published a number of academic papers and case analysis on the topics of corporate strategy, organisation development and operations management. Before joining The University of Hong Kong, Professor Lam worked as a regional support manager of a bank. He has extensive experience in corporate management, strategic development of organisations and corporate finance.

Professor Lam is currently an independent non-executive director of Chun Sing Engineering Holdings Limited (stock code; 2277), King Force Security Holdings Limited (stock code: 8315), Glory Flame Holdings Limited (stock code: 8059), Jin Cai Holdings Company Limited (stock code: 1250), Overseas Chinese Town (Asia) Holdings Limited (stock code: 3366) and Sinomax Group Limited (stock code: 1418), the issued shares of which are listed on the Main Board or GEM of the Stock Exchange.

Professor Lam was a director of AS & T Consultants Limited which was incorporated in Hong Kong and was dissolved by means of striking off on 8 March 2002 pursuant to section 291(6) of the Predecessor Companies Ordinance. Professor Lam confirmed that the said company was solvent and inactive at the time of it being struck off and that its dissolution has not resulted in any liability or obligation imposed against him.

Professor Lam does not have any relationship with any Directors, senior management, substantial Shareholders or Controlling Shareholders of our Company and our related companies, and does not have any interest in the shares of our Company and our related companies.

**Mr. Chan Chung Kik, Lewis** (陳仲戟) (“**Mr. Chan**”), aged 41, was appointed as an independent non-executive Director on 16 March 2015. He holds a bachelor's degree of commerce in accounting from The University of Canberra, Australia, and is a fellow member of HKICPA and a member of the CPA Australia. He has extensive experience in accounting, finance and corporate management.

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Mr. Chan is currently the chief financial officer of Xingye Copper International Group Limited (stock code: 505) and an independent non-executive director of Shandong Xinhua Pharmaceutical Company Limited (stock code: 719), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Chan does not have any relationship with any Directors, senior management, substantial Shareholders or Controlling Shareholders of our Company and our related companies, and does not have any interest in the shares of our Company and our related companies.

Save as disclosed above, to the best of the knowledge, information and belief of our Directors having made reasonable enquiries, there were no other matters with respect to the appointment of our Directors that need to be brought to the attention to our Shareholders and there was no information relating to our Directors that is required to be disclosed under Rule 17.50(2)(h) to (x) of the GEM Listing Rules as at the Latest Practicable Date.

### SENIOR MANAGEMENT

The following table sets forth information in respect of our senior management:

Name	Age	Date of joining our Group	Present position	Roles and responsibilities
Mak Kam Ho (麥錦浩)	40	15 January 1996	Procurement Manager	Procurement of building materials and plants for civil engineering projects
Tai Mei Kiu (戴美嬌)	37	25 July 2001 & 16 April 2008	Quantity Surveying Manager	Tendering, cost estimation and quantity surveying
Wong Chun Hung (黃俊雄)	44	13 April 2011	Senior Project Manager	Project management
Sit Cheung Yee (薛長義)	48	27 August 2007	Project Manager	Project management
Yu Shing On (余成安)	52	12 April 2010	Project Manager	Project management
Ng Sai Cheong (伍世昌)	38	23 August 2012	Financial Controller and Company Secretary	Overall financial and company secretarial aspects

#### Procurement Manager

**Mr. Mak Kam Ho** (麥錦浩) (“**Mr. Mak**”), aged 40, joined UEL in January 1996 and is currently the procurement manager of UEL. He has approximately 17 years of experience in the procurement of building materials and plants for civil engineering projects. Mr. Mak obtained a higher certificate in civil engineering from the Vocational Training Council in

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July 2003 and a bachelor of science degree in civil engineering from Leeds Metropolitan University in June 2012. Mr. Mak has not been a director of any publicly listed company during the three years immediately preceding the date of this prospectus.

### Quantity Surveying Manager

**Ms. Tai Mei Kiu** (戴美嬌) (“**Ms. Tai**”), aged 37, is currently the Quantity Surveying Manager of Kwan On. She has approximately 10 years of experience in working in constructions companies. She was employed by UBCL during the period from July 2001 to June 2004 as a clerk and was then employed by Kenly (H.K.) Limited as assistant contracts manager in June 2004 and later by Noble Crown Development Limited in 2005. In April 2008, Ms. Tai rejoined Kwan On as a quantity surveying manager. Ms. Tai obtained a bachelor of science degree in computing and information systems from University of London in August 2005 and a master of science degree in construction project management from The University of Hong Kong in November 2007. Ms. Tai has not been a director of any publicly listed company during the three years immediately preceding the date of this prospectus.

### Project Manager

**Dr. Wong Chun Hung** (黃俊雄) (“**Dr. Wong**”), aged 44, joined Kwan On in April 2011 as the senior project manager. He has approximately 5 years of experience in civil engineering and construction. Dr. Wong obtained a bachelor of engineering degree and a doctor of philosophy degree from The University of Hong Kong in November 1993 and December 1998, respectively. Dr. Wong was employed by City University of Hong Kong as a temporary lecturer in the Physics and Materials Science Department from September to December 1998. Prior to joining the Group, from December 1999 to March 2011, Dr. Wong was employed as contracts manager by an engineering company. Dr. Wong has not been a director of any publicly listed company during the three years immediately preceding the date of this prospectus.

**Mr. Sit Cheung Yee** (薛長義) (“**Mr. Sit**”), aged 48, joined Kwan On as an assistant project manager in August 2007 and is currently a project manager of Kwan On. Mr Sit has approximately 13 years of experience in civil engineering and construction. Mr Sit obtained a bachelor of engineering degree in civil engineering from Hong Kong Polytechnic (now known as Hong Kong Polytechnic University) in October 1992 and a master of science degree in engineering from The University of Hong Kong in December 1998. Mr. Sit is currently a member of The Hong Kong Institution of Engineers. Mr. Sit was employed by Scott Wilson (Hong Kong) Limited as assistant engineer from August 1992 to September 1994 and as senior assistant engineer from September 1996 to February 1998. From November 1999 to October 2000, Mr. Sit was employed by the WSD as contract engineer (civil) and from April 2001 to February 2002 by Man Wah New Concepts Engineering Limited as a site agent. In February 2002, Mr. Sit joined Hsin Chong Construction Company Limited before leaving as construction manager in November 2003. Subsequently in March 2006, Mr. Sit was employed by Leung Kee Construction Group Limited and joined Kwan On in August 2007. Mr. Sit has not been a director of any publicly listed company during the three years immediately preceding the date of this prospectus.

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**Mr. Yu Shing On** (余成安) (“**Mr. Yu**”), aged 52, joined Kwan On as a project manager in April 2010. Mr Yu has approximately 20 years of experience in civil engineering and construction. Mr. Yu obtained a higher diploma in civil engineering (geotechnology) from Hong Kong Polytechnic (now known as Hong Kong Polytechnic University) in November 1986 and a bachelor of engineering degree from The University of Sheffield in July 1989. Mr. Yu was admitted as a member of the Hong Kong Institution of Engineers in August 1994 and a member of The Chartered Institute of Arbitrators in May 2011. From May 1991 to September 1997, Mr. Yu was employed by Mott Connell Limited first as assistant engineer and last as resident engineer. From February 1998 to September 1999, Mr. Yu joined China Guangdong Perfect Trump (H.K.) Construction Co. Limited as site agent and from October 1999 to July 2000, he was employed by WSD as contract engineer. From August 2000 to April 2001, Mr. Yu was employed by North Lantau Dredging Limited as site agent and from April 2001 to March 2003 by Hyundai-CCECC Joint Venture as senior engineer. Mr. Yu was employed by Techwell Engineering Limited as quantity surveying manager/project manager from May 2003 to December 2006 and as project manager/contract manager/quantity surveying manager from February 2008 to December 2009. Mr. Yu has not been a director of any publicly listed company during the three years immediately preceding the date of this prospectus.

### COMPANY SECRETARY

**Mr. Ng Sai Cheong** (伍世昌), aged 38, was appointed as the financial controller of UEL on 23 August 2012 and the company secretary of our Company on 23 January 2013. He is responsible for the overall financial and company secretarial aspects of our Group. Mr. Ng has 14 years of experience in auditing and accounting. Mr. Ng worked as an audit graduate and semi-senior at an accountancy firm from June 1998 to April 2000 and as an auditor in the audit department of another local accountancy firm from April 2000 to February 2001. Mr. Ng was employed by a global accountancy firm as a staff accountant from February 2001 to September 2002 and as a senior accountant from October 2002 to September 2003. Subsequently, he was employed by a beauty products manufacturer and distributor first as accounting manager and later as assistant financial controller from October 2003 to August 2009. Prior to joining our Group in August 2012, Mr. Ng worked at an infrastructure and civil engineering company from September 2009 to April 2012 and his last held position was chief financial officer.

Mr. Ng graduated from The Hong Kong University of Science and Technology in November 1998 with a bachelor of business administration degree in accounting and obtained a master of corporate governance degree from The Open University of Hong Kong in June 2007. Mr. Ng is an associate of the Hong Kong Institute of Certified Public Accountants and an associate of the Hong Kong Institute of Chartered Secretaries. Mr. Ng has not been a director of any publicly listed company during the three years immediately preceding the date of this prospectus.

### COMPLIANCE OFFICER

Mr. Kwong is also the compliance officer of our Company. Please refer to his biography as set out in the sub-paragraph headed “Executive Director” in this section.

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### **AUDIT COMMITTEE**

Our Company established an audit committee on 16 March 2015 in compliance with Rule 5.28 of the GEM Listing Rules. Written terms of reference in compliance with paragraph C.3.3 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules have been adopted. The primary duties of the audit committee are, among other things, to review and supervise the financial reporting process and internal control systems of our Group.

The audit committee comprises three independent non-executive Directors, namely Mr. Chan Chung Kik, Lewis, Professor Lam Sing Kwong, Simon and Mr. Ho Ho Ming. Mr. Chan Chung Kik, Lewis is the chairman of the audit committee.

### **REMUNERATION COMMITTEE**

Our Company established a remuneration committee on 16 March 2015 which, at present, comprises Professor Lam Sing Kwong, Simon, Mr. Chan Chung Kik, Lewis and Mr. Wong Yee Tung, Tony, with Professor Lam Sing Kwong, Simon being the chairman of the remuneration committee. Written terms of reference in compliance with paragraph B.1.3 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules have been adopted. Amongst other things, the primary duties of the remuneration committee are to determine the specific remuneration packages of all executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of independent non-executive Directors.

### **NOMINATION COMMITTEE**

Our Company has established a nomination committee on 16 March 2015 with written terms of reference. The nomination committee comprises two independent non-executive Directors namely Mr. Ho Ho Ming and Professor Lam Sing Kwong, Simon and one executive Director, namely Mr. Kwong Wing Kie. Mr. Ho Ho Ming has been appointed as the chairman of the nomination committee. Written terms of reference in compliance with paragraph A.5.2 of the Corporate Governance Code as set out in Appendix 15 to GEM Listing Rules have been adopted. The nomination committee is mainly responsible for making recommendations to the Board on appointment of Directors and succession planning for our Directors.

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### COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, our Company has appointed Messis Capital to be our compliance adviser, who will have access to our Company's authorised representatives, Directors and other officers at all times. The compliance adviser will advise our Company on on-going compliance requirements and other issues under the GEM Listing Rules and other applicable laws and regulations in Hong Kong after the listing of our Company. The material terms of the compliance adviser's agreement entered into between our Company and our compliance adviser are as follows:

- (a) the compliance adviser's term of appointment shall commence on the date of listing of the Shares and end on the date on which our Company complies with Rule 18.03 of the GEM Listing Rules in respect of its financial results for the second full financial year commencing after the Listing Date, or until the agreement is terminated, whichever is earlier;
- (b) the compliance adviser shall provide our Company with guidance and advice as to compliance with the requirements under the GEM Listing Rules and applicable laws, rules, codes and guidelines;
- (c) our Company agrees to indemnify the compliance adviser against all actions, claims and proceedings from time to time made against, and all losses and damage suffered and all payments, costs, expenses and legal fees made or incurred by the compliance adviser arising out of or in connection with any wilful default, fraud or gross negligence on the part of our Company in its performance of this agreement, provided that this indemnity has been caused by, or to the extent of, the wilful default, fraud or gross negligence on the part of the compliance adviser;

Our Company shall have the right, without compensation to terminate the appointment of the compliance adviser under the agreement only if the compliance adviser's work is of an unacceptable standard or if there is a material dispute (which cannot be resolved within (30) days) over fees payable by our Company to the compliance adviser as permitted by Rule 6A.26 of the GEM Listing Rules. The compliance adviser shall have the right to resign or terminate its appointment as a compliance adviser under the agreement at any time without compensation being payable to our Company by giving not less than one (1) month's written notice to our Company.



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### DIRECTORS' REMUNERATION

Each of the executive Directors has entered into a service agreement with our Company for an initial fixed term of three years commencing from the Listing Date, and will continue thereafter until terminated by not less than one month's written notice or payment in lieu to the other party. Under the arrangement in force at the date of this prospectus, it is estimated that the aggregate remuneration payable to, and benefits in kind receivable by, our Directors for the year ending 31 March 2015 is approximately HK\$3,486,000 (subject to an annual increment at the discretion of the Board provided that it shall not exceed 10 per cent. per annum of the amount of such salary paid during the previous 12-month period). Each executive Director will also be entitled to a discretionary bonus based on our Group's performance and his individual performance and to be paid at such time at the discretion of the Board to be consistent with the terms of the service agreement. An executive Director is required to abstain from voting and is not counted in the quorum in respect of any resolution of our Directors regarding the amount of the monthly salary and the discretionary bonus payable to him. Further details of which are set out in the paragraph headed "Further information about Directors, management and staff" in Appendix IV to this prospectus.

The aggregate amounts of the emoluments paid to our Directors during the Track Record Period in respect of their service provided to our Group are set out below:

	Year ended 31 March				Six months ended 30 September	
	2013		2014		2014	
	<i>HK\$'000</i>	%	<i>HK\$'000</i>	%	<i>HK\$'000</i>	%
Executive Directors:						
Wong Yee Tung, Tony	1,419	48.5	1,559	44.5	720	41.4
Kwong Wing Kie	720	24.6	1,000	28.6	579	33.3
Chung Chi Ngong	788	26.9	943	26.9	441	25.3
Independent non-executive Directors:						
Ho Ho Ming	-	-	-	-	-	-
Lam Sing Kwong, Simon	-	-	-	-	-	-
Chan Chung Kik, Lewis	-	-	-	-	-	-
<b>Total</b>	<b><u>2,927</u></b>	<b><u>100</u></b>	<b><u>3,502</u></b>	<b><u>100</u></b>	<b><u>1,740</u></b>	<b><u>100</u></b>

Our Group's principal policies concerning remuneration of our Directors or staff of high caliber are determined with reference to the relevant Director's or staff's duties, responsibilities, experiences and skills.

### Retirement benefit schemes

All of our Group's employees in Hong Kong have joined a mandatory provident fund scheme (the "MPF Scheme"). The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance, Chapter

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485 of the Laws of Hong Kong. Our Group has complied with the relevant laws and regulations, and that relevant contributions have been paid by our Group in accordance with the aforesaid laws and regulations.

### **Share Option Scheme**

Our Company has conditionally adopted the Share Option Scheme on 16 March 2015 under which certain selected classes of participants (including, among others, full-time employees) may be granted options to subscribe for the Shares. The principal terms of the Share Option Scheme are summarised in the paragraph headed “Share Option Scheme” in Appendix IV to this prospectus.