

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

### BOARD OF DIRECTORS

Our Board of Directors consists of six Directors, including two executive Directors, one non-executive Director and three independent non-executive Directors. The following table sets forth the brief particulars of our Directors:

Name	Age	Year of joining our Group	Position	Date of Appointment as Director	Principal Responsibilities	Relationship among Directors and senior management
Mr. Mansfield Wong	41	2009	Chairman, Chief Executive Officer and executive Director	30 December 2011	Overall corporate strategies, development, management and operation of our Group	N/A
Mr. Arthur Lam	30	2009	Executive Director	30 December 2011	Overseas development and research and development	Cousin of Mr. Alastair Lam
Mr. Alastair Lam	37	2008	Non-executive Director	14 December 2011	Overall corporate strategies and management directions of our Group	Cousin of Mr. Arthur Lam
Mr. Chung Koon Yan	51	2015	Independent non-executive Director	5 March 2015	Chairman of Audit Committee	N/A
Mr. Cheung Yick Hung Jackie	47	2015	Independent non-executive Director	5 March 2015	Chairman of Remuneration Committee	N/A
Dr. Wong Chi Ying Anthony	59	2015	Independent non-executive Director	5 March 2015	Chairman of Nomination Committee	N/A

### EXECUTIVE DIRECTORS

**Mr. Wong Man Fai Mansfield (黃文輝)**, aged 41, is our Chief Executive Officer, Chairman of the Board and an executive Director. He is also a director of SLL and Synergy Worldwide and was appointed as the Chief Executive Officer of SLL on 1 July 2009. He was appointed as a director of our Company on 30 December 2011. He is primarily responsible for the overall corporate strategies, development management and operation of our Group. Mr. Mansfield Wong graduated from the University of Arizona, Arizona, United States with a Bachelor's degree in Electrical Engineering in May 1996. He also obtained a Master of Engineering (Electrical) from Cornell University, New York, United States in May 1997. He has over 10 years of management experience. Mr. Mansfield Wong is the sole director and sole shareholder of Mpplication, which provides information technology management services to our Group. Details of the arrangements between Mpplication and our Group are set out in the section headed "Connected Transactions" in this [REDACTED].

Mr. Mansfield Wong is the sole director and sole shareholder of Abundance and one of our Controlling Shareholders.

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Mr. Mansfield Wong has entered into a service contract with our Company for a term commencing on the [REDACTED] until and including the date of the third annual general meeting following the [REDACTED] and will be subject to retirement by rotation and re-election at least once every three years in accordance with the GEM Listing Rules.

Provision A2.1 of the Corporate Governance Code states that the roles of Chairman and chief executive should be separate and should not be performed by the same individual. Mr. Mansfield Wong is the Chairman and the Chief Executive Officer of our Company. In view of Mr. Mansfield Wong has been leading our Group as the Chief Executive Officer of SLL and our Board since 2009, our Board believes that it is in the best interest of the Group to continue to have Mr. Mansfield Wong stays as the Chief Executive Officer and leader of our Board for effective management of our Group. Therefore our Board considers that the deviation from provision A.2.1 of the Corporate Governance Code is appropriate in the circumstances.

**Mr. Lam Arthur (林忠澤)**, aged 30, is an executive Director and one of our Controlling Shareholders. He was appointed as a director of our Company on 30 December 2011, and is responsible for overseas development and research and development of our Group. Mr. Arthur Lam is also a director of SLL and Synergy Worldwide. Mr. Arthur Lam graduated from the University of Notre Dame, Indiana, United States, with a Bachelor's degree in Mechanical Engineering in May 2008. Before joining our Group, Mr. Arthur Lam was an Associate (Trade Support and Risk Management) in Myo Capital Advisers Limited from November 2008 to June 2009. Mr. Arthur Lam is a certified Carbon Audit Professional and a certified Energy Manager of The Association of Energy Engineers (Hong Kong Chapter). Mr. Arthur Lam is the cousin of Mr. Alastair Lam.

Mr. Arthur Lam has entered into a service contract with our Company for a term commencing on the [REDACTED] until and including the date of the third annual general meeting following the [REDACTED] and will be subject to retirement by rotation and re-election at least once every three years in accordance with the GEM Listing Rules.

### NON-EXECUTIVE DIRECTOR

**Mr. Lam Chung Ho Alastair (林忠豪)**, aged 37, is a non-executive Director and one of our Controlling Shareholders. He was the founder of our Group and was appointed as a director of our Company on 14 December 2011. Mr. Alastair Lam does not have a management role and is not involved in the day-to-day management of our Group, but he is responsible for formulating our Group's overall corporate strategies and management directions. Mr. Alastair Lam is also a director of SLL and Synergy Worldwide. Mr. Alastair Lam graduated from the University of Wisconsin-Madison, Wisconsin, United States with a Bachelor's degree in Business Administration in August 2001. From 2001 to 2006, Mr. Alastair Lam was the accounting executive in Qualipak Manufacturing Limited, a then wholly-owned subsidiary of Qualipak International Holdings Limited, a company listed on the Main Board. Besides founding our Group in 2008, Mr. Alastair Lam has founded a company in 2005 which engaged in manufacturing and supply of plastic bags and packing materials.

ALGO Limited (進毅發展有限公司) ("**Dissolved Company**") was a company incorporated under the laws of Hong Kong with limited liability on 15 February 2005 and was dissolved on 9 July 2010. Mr. Alastair Lam was its sole shareholder and director. Its principal business was manufacturing and supply of plastic bags.

According to Mr. Alastair Lam, the Dissolved Company was set up with the intent to engage in trading of plastic bags and packaging material. However, not long after the incorporation, Mr. Alastair Lam foresaw the decline of the business and decided to scale down and eventually close down the business to prevent any losses and focus on energy saving business instead. All matters including but not limited to accounting and secretarial matters were handled by only one staff who was employed

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under another company (also owned by Mr. Alastair Lam) to minimize costs. After the Dissolved Company had ceased all business activities, Mr. Alastair Lam concentrated on and devoted most of his time and attention in developing and expanding his energy saving business at our Group and relied on his supporting staff to handle the secretarial matters of the Dissolved Company. However, after the resignation of that staff, the filing deadlines of the secretarial matters of the Dissolved Company was overlooked, and as a result thereof, the Dissolved Company failed to file its annual return for the periods between 2007 to 2009. The Dissolved Company was ultimately struck off the register and was dissolved by the Registrar of Companies pursuant to section 291(5) of the then Companies Ordinance (Chapter 32 of the Laws of Hong Kong), the predecessor to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) on or about 9 July 2010. As Mr. Alastair Lam intended to wind up the Dissolved Company in any event, he did not take any action in respect of the striking off of the Dissolved Company.

Mr. Alastair Lam had participated in a directors' training programme held by our Hong Kong legal advisers on 8 December 2014. At all times, Mr. Alastair Lam is well aware of and understands his duties and obligations of acting as a director of a company. The failure of the Dissolved Company to comply with the filing was purely an accidental omission. Mr. Alastair Lam will continue to comply with all regulatory requirements and devote his time and attention to the affairs of his companies as a director.

In 2008 after becoming aware of the "Tube-in-Tube" Fluorescent Lamp technology, Mr. Alastair Lam had negotiation with Mr. Chan and Mr. Ng for acquiring the intellectual property rights in the "Tube-in-Tube" Fluorescent Lamp technology and decided to venture into energy saving lighting industry and founded our Group with his own funding. After we acquired the "Tube-in-Tube" Fluorescent Lamp technology, and since Mr. Mansfield Wong and Mr. Arthur Lam joined our Group, our Group has been growing under the leadership and entrepreneurial skills of Mr. Alastair Lam, Mr. Mansfield Wong and Mr. Arthur Lam. Since 1 January 2012, Mr. Alastair Lam has been appointed as a member of the 中國人民政治協商會議武漢市委員會 (Wuhan City Committee of the Chinese People's Political Consultative Conference)\*. He has been awarded the "Entrepreneur of Tomorrow" by EFG Bank and CAPITAL Entrepreneur Magazine in 2010; and the "CAPITAL Leaders of Excellence Awards 2011" by CAPITAL Magazine in 2011. Mr. Alastair Lam is the cousin of Mr. Arthur Lam.

Mr. Alastair Lam has entered into a letter of appointment with our Company for a term of three years commencing on the [REDACTED] and will be subject to retirement by rotation and re-election at least once every three years in accordance with the GEM Listing Rules.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Chung Koon Yan (鍾琯因)**, aged 51, is an independent non-executive Director and was appointed on 5 March 2015. He is a practicing and fellow member of The Hong Kong Institute of Certified Public Accountants, a fellow member of The Association of Chartered Certified Accountants and a fellow member of The Institute of Chartered Accountants in England and Wales. He graduated from the Hong Kong Polytechnic University with a Master's Degree in Professional Accounting in November 2000. Mr. Chung obtained the fellow membership of The Association of Chartered Certified Accountants on October 2003 and became a member of The Hong Kong Institute of Certified Public Accountants on October 1998, and was also admitted as an associate of The Institute of Chartered Accountants in England and Wales on October 2004. Mr. Chung is a director of Chiu, Choy & Chung CPA Ltd. and has more than 20 years' experience in accounting, auditing and taxation. Mr. Chung is and has been an independent non-executive director of Great World Company Holdings Limited (Stock Code: 8003), a company whose shares are listed on the Stock Exchange, since May 2008 and an independent non-executive director of Asian Citrus Holdings Limited, a company whose shares are listed on both the Stock Exchange (Stock Code: 73) and the AIM of the London Stock Exchange (Stock Code: ACHL),

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\* for identification purpose only

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since November 2013. He had also acted as an independent non-executive director of China Financial Leasing Group Limited (Stock Code: 2312) from September 2004 to January 2013, Well Way Group Limited (Stock Code: 8063) from January 2006 to April 2014 and Landsea Green Properties Co., Ltd. (Stock Code: 106) from June 2009 to July 2013, all of which are listed on the Stock Exchange.

In view of the other directorships held by Mr. Chung, Mr. Chung has confirmed to our Group that he will dedicate sufficient working time to our Group after [REDACTED]. Our Group and Mr. Chung consider that it is feasible for Mr. Chung given Mr. Chung only assumes a non-executive role in each of the foregoing companies.

Mr. Chung has entered into a letter of appointment with our Company for a term of three years commencing on the [REDACTED] and will be subject to retirement by rotation and re-election at least once every three years in accordance with the GEM Listing Rules.

**Mr. Cheung Yick Hung Jackie (張翼雄)**, aged 47, is an independent non-executive Director and was appointed on 5 March 2015. Since 3 October 2010, Mr. Cheung has been a consultant of a law firm in Hong Kong, Messrs Alan Ho & Co., Solicitors. Mr. Cheung has been a representative of KGI Asia Limited and KGI Futures (Hong Kong) Limited which carry out Type 1 (dealing in securities) and Type 2 (dealing in futures contracts) regulated activities under the SFO respectively since 29 March 2011. Mr. Cheung has been re-elected and currently serves as a District Councillor of the Central and Western District Council. Mr. Cheung was admitted as a solicitor to the High Court of Hong Kong in November 1995 and as a solicitor of the Supreme Court of England and Wales in May 1997. He graduated from City Polytechnic of Hong Kong (now known as City University of Hong Kong) with a degree of Bachelor of Laws and obtained the Postgraduate Certificate in Laws in November 1992 and November 1993 respectively.

Mr. Cheung has entered into a letter of appointment with our Company for a term of three years commencing on the [REDACTED] and will be subject to retirement by rotation and re-election at least once every three years in accordance with the GEM Listing Rules.

**Dr. Wong Chi Ying Anthony (黃子鑿)**, aged 59, is an independent non-executive Director and was appointed on 5 March 2015. He is currently the vice Chairman and an executive director of Ngai Hing Hong Company Limited (Stock Code: 1047), a company whose shares are listed on the Stock Exchange, in charge of its research and development centre and responsible for its business development. Dr. Wong was an Associate Professor in the Department of Industrial and Manufacturing Systems Engineering of The University of Hong Kong from 1997 to 2006. He obtained a B. Tech (Hons) degree and a Ph. D degree in Chemical Engineering from The University of Bradford U.K. in December 1980 and in December 1983 respectively. Dr. Wong became a Corporate Member of The Institution of Chemical Engineers (MIChemE) and Chartered Engineer (C.Eng) of the Engineering Council, UK, in November 1999 and December 1999 respectively. On 1 June 2004, he obtained a status as a Chartered Scientist (CSci) from The Institution of Chemical Engineers and The Science Council, UK. He was also admitted as a member of The Hong Kong Institution of Engineers on 16 March 2000.

Dr. Wong has entered into a letter of appointment with our Company for a term of three years commencing on the [REDACTED] and will be subject to retirement by rotation and re-election at least once every three years in accordance with the GEM Listing Rules.

Please refer to the paragraph headed "Further information about our Directors, Substantial Shareholders and experts" in Appendix IV to this [REDACTED] for information regarding particulars of our Directors' service agreements and emoluments and information regarding their respective interests (if any) in the Shares of our Company within the meaning of Part XV of the SFO.

Save as disclosed in this [REDACTED], each of our Directors confirms that (i) each of them has not held any directorships in the last three years in any public companies the securities of which are listed

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on any securities market in Hong Kong or overseas; (ii) each of them does not have any relationship with any other Directors, senior management or substantial or Controlling Shareholders of our Company; (iii) each of them does not have any interests in the Shares within the meaning of Part XV of the SFO; (iv) there are no other matters concerning all our Directors' appointment that need to be brought to the attention of our Shareholders and the Stock Exchange; and (v) there are no other matters which shall be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

### SENIOR MANAGEMENT

Name	Age	Year of joining our Group	Position	Principal Responsibilities	Relationship among Directors and senior management
Mr. Cheng Chi Kuen	41	2011	Chief Operation Officer	Oversees business operations, sales and marketing, office administration and human resources management	N/A
Mr. Tong Man Chun	41	2011	Chief Financial Officer and company secretary	Financial planning, management and corporate governance	N/A

**Mr. Cheng Chi Kuen (鄭志權)**, aged 41, is our Chief Operation Officer since June 2011. He is responsible for overseeing our business operations, sales and marketing, office administration and human resources management. He has over 5 years of management experience. He was the cofounder and a director of SGT. SGT is one of the shareholders of SCM (BVI), which holds 40.2% interest of the entire issued share capital of SCM (BVI). Mr. Cheng was previously employed by Zymmetry Limited (formerly known as Mission System Consultant Limited), a global sourcing and manufacturing solutions provider for the apparel industry. During his time at Zymmetry Limited, Mr. Cheng had held various positions and subsequently as senior marketing manager of Asia Pacific region at the time when he left Zymmetry Limited. He has obtained a Master's degree in Business Administration through a distance learning course offered by the University of Bradford U.K. in July 2013.

**Mr. Tong Man Chun (湯文駿)**, aged 41, is our Chief Financial Officer since December 2011. He was appointed as our Company's company secretary on 16 December 2014. He is responsible for our Group's financial planning and management, and corporate governance. He is a Certified Public Accountant in Australia and member of The Hong Kong Institute of Certified Public Accountants. Mr. Tong graduated from the University of South Australia, Australia with a Bachelor's Degree in Accounting in March 1997. Mr. Tong was admitted as a Certified Public Accountant in Australia in October 2001 and was admitted as a member of The Hong Kong Institute of Certified Public Accountants in September 2005. Prior to joining our Group, he has over 15 years' experience in accounting taxation, financial reporting and consultancy management and had worked in various corporate services companies and certified public accountants firms in Hong Kong and held various positions such as senior management consultant.

Save as disclosed above, during the three years preceding the Latest Practicable Date, none of our senior management held any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Apart from Mr. Alastair Lam and Mr. Arthur Lam, none of our senior management has any relationship with any other Directors, senior management or Controlling Shareholders of our Company.

### COMPANY SECRETARY

Mr. Tong Man Chun is our Company Secretary. Please refer to the above for his biographical details.

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### COMPLIANCE OFFICER

Mr. Mansfield Wong is our compliance officer. Please refer to the above for his biographical details. In discharging his duties as the compliance officer of our Group after [REDACTED], Mr. Mansfield Wong is assisted by a team of professionals, including, among others, our compliance adviser and our company secretary who is a Certified Public Accountant with over 15 years' experience in accounting taxation, financial reporting and consultancy management. Further, we intend to appoint legal advisers after [REDACTED] to advise our Group on the laws and regulations in Hong Kong, in particular the requirements under the GEM Listing Rules. We will recruit additional staff with relevant experience and qualifications in relation to our corporate and compliance affairs as and when required. Accordingly, we believe that Mr. Mansfield Wong will be able to devote sufficient time on the role as the compliance officer of our Group after [REDACTED].

### AUTHORISED REPRESENTATIVES

Mr. Mansfield Wong and Mr. Tong Man Chun are the authorised representatives of our Company for the purposes of the GEM Listing Rules and the Companies Ordinance.

### COMPLIANCE ADVISER

We have appointed CLC International Limited as our compliance adviser pursuant to Rule 6A.19 of the GEM Listing Rules. Pursuant to Rule 6A.23 of the GEM Listing Rules, our Company must consult with and, if necessary, seek advice from the compliance adviser on a timely basis in the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated including but not limited to share issues and share repurchases;
- (c) where our Company proposes to use the [REDACTED] from the [REDACTED] in a manner different from that detailed in this [REDACTED] or where the business activities, developments or results of our Group deviate from any forecast, estimate or other information in this [REDACTED]; and
- (d) where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the Shares pursuant to Rule 17.11 of the GEM Listing Rules.

The term of the appointment of the compliance adviser shall commence on the [REDACTED] 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 [REDACTED] or until the agreement is terminated, whichever is the earlier.

### AUDIT COMMITTEE

Our Company established an audit committee pursuant to a resolution of our Directors passed on 5 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 has been adopted. The primary duties of the audit committee are mainly to make recommendation to the Board on the appointment and removal of external auditor; review the financial statements and material advice in respect of financial reporting; and oversee internal control procedures of our Company.

The audit committee comprises three independent non-executive Directors, namely Mr. Chung Koon Yan, Mr. Cheung Yick Hung Jackie and Dr. Wong Chi Ying Anthony. Mr. Chung Koon Yan is the Chairman of the audit committee.

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### REMUNERATION COMMITTEE

Our Company established a remuneration committee pursuant to a resolution of our Directors passed on 5 March 2015 in compliance with Rule 5.34 of the GEM Listing Rules. Written terms of reference in compliance with paragraph B.1.2 of the Corporate Governance Code has been adopted. The primary duties of the remuneration committee are mainly to determine, with delegated responsibility, 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.

The remuneration committee comprises three independent non-executive Directors, namely Mr. Chung Koon Yan, Mr. Cheung Yick Hung Jackie and Dr. Wong Chi Ying Anthony. Mr. Cheung Yick Hung Jackie is the Chairman of the remuneration committee.

### NOMINATION COMMITTEE

Our Company established a nomination committee pursuant to a resolution of our Directors passed on 5 March 2015. Written terms of reference in compliance with paragraph A.5.2 of the Corporate Governance Code has been adopted. The primary duties of the nomination committee are mainly to make recommendations to the Board on appointment of the Directors and succession planning for the Directors.

The nomination committee comprises three independent non-executive Directors, namely Mr. Chung Koon Yan, Cheung Yick Hung Jackie and Dr. Wong Chi Ying Anthony. Dr. Wong Chi Ying Anthony is the Chairman of the nomination committee.

### COMPENSATION OF DIRECTORS AND MANAGEMENT

The aggregate amount of remuneration (including salaries, allowances and pension) which we paid to our Directors for the years ended 31 March 2013 and 2014 and for the six months ended 30 September 2014 were approximately HK\$879,000, HK\$879,000, HK\$315,000 respectively.

Upon completion of the [REDACTED], our remuneration committee will make recommendations on the remuneration of our Directors taking into account the performance of our Directors and market standards, and the remuneration will be subject to approval by our Shareholders. Accordingly, the historical remuneration we paid to our Directors during the two years ended 31 March 2014 and for the six months ended 30 September 2014 may not reflect the future levels of remuneration of our Directors. For the year ending 31 March 2015, the aggregate remuneration (including fees, salaries, allowances, pension contributions) payable to our Directors is forecast to be approximately HK\$0.7 million according to the present arrangements.

The aggregate amount of remuneration (including fees, salaries and discretionary bonuses) which were paid by our Group to the five highest paid individuals, were approximately HK\$2.0 million, HK\$2.0 million and HK\$1.1 million respectively for the year ended 31 March 2013 and 2014 and for the six months ended 30 September 2014.

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### EMPLOYEES

As at the Latest Practicable Date, our Group had a total of 19 full-time employees, all of whom are located in Hong Kong. A breakdown of which by function is as follows:

<u>Department</u>	<u>Number of employees</u>
Management and administration	7
Sales and marketing	5
Research and development	1
Finance	3
Project Management	<u>3</u>
Total	<u>19</u>

### Relationship with employees

Our Directors believe that our Group maintains good working relationship with our employees. Our Group has not experienced any significant problems with our employees or disruption to the operations due to labour disputes, nor have we experienced any difficulties in the recruitment and retention of experienced staff.

The remuneration payable to the employees includes salaries and commission.

### Retirement benefit schemes

All our employees in Hong Kong have joined a mandatory provident fund scheme. Such mandatory provident fund scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance (Chapter 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 5 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 [REDACTED].