

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

The Board consists of two executive Directors and three independent non-executive Directors. The following table sets forth the information regarding the Directors of the Group:

| Name | Age | Date of joining the Group | Date of appointment as a Director | Position | Roles and responsibilities | Relationship with other Director(s) and/or senior management |
|---------------------------------------|------|---------------------------|-----------------------------------|--|--|--|
| Mr. WONG Kang Kwong (黃鏡光) | [49] | 30 December 1997 | 29 April 2015 | Executive Director and chairman of the Board | Overall business development, management and operation of the Group | Spouse of Ms. So |
| Ms. SO Nui Ho (蘇女好) | [44] | 30 December 1997 | 19 May 2015 | Executive Director | Overall management of the Group's financial and administrative matters | Spouse of Mr. Wong and sister-in-law of Mr. Leung Chi Man |
| Mr. CHUNG Yuk Ming, Christopher (鍾育明) | [42] | [10 August 2015] | [10 August 2015] | Independent non-executive Director | Provide independent advice to the Board | Nil |
| Mr. FOK Ka Chi (霍嘉誌) | [33] | [10 August 2015] | [10 August 2015] | Independent non-executive Director | Provide independent advice to the Board | Nil |
| Mr. TAM Chun Chung (譚振忠) | [42] | [10 August 2015] | [10 August 2015] | Independent non-executive Director | Provide independent advice to the Board | Nil |

Executive Directors

Mr. WONG Kang Kwong (黃鏡光), aged [49], is the co-founder of the Group and one of the Controlling Shareholders. Mr. Wong was appointed as a Director of the Company on 29 April 2015 and was re-designated as an executive Director of the Company and the chairman of the Board on [REDACTED]. He is primarily responsible for the overall business development, management and operation of the Group. Mr. Wong is also a director of Lap Kei. He is the spouse of Ms. So.

Mr. Wong has over 26 years of experience in building services engineering industry. He completed the course of cold storage and air-conditioning and the course of application design for air-conditioning and ventilation in the Hong Kong Institute of Air-conditioning in September 1983 and September 1990 respectively. In 1988, Mr. Wong established Lap Ki Engineering Works, a sole proprietorship incorporated in Hong Kong, which is principally engaged in air-conditioning installation and repairing. In December 1997, Mr. Wong founded Lap Kei with Ms. So and he has been handling the Group's business operation since then.

Mr. Wong has not held any directorship in any public listed company during the three years immediately preceding the date of this document.

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Ms. SO Nui Ho (蘇女好), aged [44], is the co-founder of the Group and one of the Controlling Shareholders. Ms. So was appointed as a Director of the Company on 19 May 2015 and was re-designated as an executive Director of the Company on [REDACTED]. She is primarily responsible for the overall management of the Group's financial and administrative matters. Ms. So is also a director of Lap Kei and Wealth E & M. She is the spouse of Mr. Wong and the sister-in-law of Mr. Leung Chi Man.

Ms. So completed her secondary education and participated in the Hong Kong Certificate of Education Examination in 1988. She obtained a business studies diploma from Hong Kong School of Commerce in June 1989. Ms. So completed a one-year part-time evening post-secondary 5 course at Kwai Chung Technical Institute and was awarded a certificate in higher accounting in July 1991. She was awarded a certificate for passing accounting (third level) examination from the London Chamber of Commerce and Industry Examinations Board in 1992.

Ms. So has more than 20 years of experience in accounting, financing and administration. Prior to joining the Group, she served in the accounting department of an insurance company in Hong Kong and her last position held was an assistant supervisor. In December 1997, Ms. So founded Lap Kei with Mr. Wong and she has been handling the Group's financial and administrative matters since then.

Ms. So has not held any directorship in any public listed company during the three years immediately preceding the date of this document.

Independent non-executive Directors

Mr. CHUNG Yuk Ming, Christopher (鍾育明), aged [42], was appointed as an independent non-executive Director of the Company on [REDACTED]. He is currently working as a project director in Fruit Design & Build Limited, a company that provides construction-related consulting services in Hong Kong.

Mr. Chung has over 19 years of experience in developer and main contractor role in the real estate and construction industry. He obtained a bachelor's degree of science in building surveying from City University of Hong Kong in November 1995, a master's degree of science in urban planning from the University of Hong Kong in December 1999, and a bachelor's degree of laws from the Manchester Metropolitan University, the United Kingdom, (a long distance learning course) in July 2006. Mr. Chung has been a member of the Royal Town Planning Institute since January 2009 and a member of Hong Kong Institute of Construction Managers since August 2005.

Mr. Chung joined Fruit Design & Build Limited in September 2014. He worked in China International Fund Limited from April 2007 to August 2010 and from September 2012 to April 2014, Right Year Investment Limited from September 2010 to August 2012 and Penta Ocean Construction Co. Ltd from August 1995 to July 2005 with the last position being held as construction manager.

Mr. Chung has not held any directorship in any public listed company during the three years immediately preceding the date of this document.

Mr. FOK Ka Chi (霍嘉誌), aged [33], was appointed as an independent non-executive Director of the Company on [REDACTED]. He is currently practicing as a barrister-at-law in Hong Kong and is also a member of the Hong Kong Bar Association.

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Mr. Fok has over 7 years of experience in the area of commercial dispute, litigations and properties law. He obtained a bachelor's degree of laws (LLB) and a postgraduate certificate in laws (PCLL) from the City University of Hong Kong in November 2006 and July 2007 respectively. Mr. Fok was admitted as a Barrister in Hong Kong in 2008. He was an independent non-executive director of AID Partners Capital Holdings Limited (formerly known as Crosby Capital Limited) (stock code: 8088) from May 2013 to September 2013.

Save as above, Mr. Fok has not held any directorship in any public listed company during the three years immediately preceding the date of this document.

Mr. TAM Chun Chung (譚振忠), aged [42], was appointed as an independent non-executive Director of the Company on [REDACTED]. He has been the joint company secretary of China Railway Group Limited (stock code: 390) since November 2007 and an independent non-executive director of Huiyin Household Appliances (Holdings) Co., Ltd. (stock code: 1280) since March 2010.

Mr. Tam has more than 16 years of experience in the accounting and audit field. He obtained a bachelor's degree of business administration from the Chinese University of Hong Kong in December 1994. Mr. Tam was admitted as a member of the Hong Kong Institute of Certified Public Accountants in December 1997 and a fellow of the Association of Chartered Certified Accountants since November 2002.

Prior to joining China Railway Group Limited (stock code: 390), Mr. Tam served as a qualified accountant and joint company secretary of Jilin Qifeng Chemical Fiber Co., Ltd. (stock code: 549) from September 2005 to November 2007. During 2000 to 2005, he worked in the finance department in China Motion Telecom International Limited (stock code: 989) as an assistant manager, and was subsequently promoted to the position as a senior manager. Mr. Tam worked for KPMG from 1994 to 2000 and his last position held was assistant manager.

Save as above, Mr. Tam has not held any directorship in any public listed company during the three years immediately preceding the date of this document.

Disclosure required under Rule 17.50(2) of the GEM Listing Rules

Each of the Directors confirms with respect to him that: (i) he has not held directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he does not hold any other position in the Company or any of its subsidiaries; (iii) save as disclosed in the paragraph headed "Disclosure of interests of Directors" under the subsection headed "Further information about Directors, management and staff" in Appendix V to this document, he does not have any interests in the Shares within the meaning of Part XV of the SFO; (iv) there is no other information that should be disclosed for pursuant to Rule 17.50(2) of the GEM Listing Rules; and (v) to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters with respect to the appointment of the Directors that need to be brought to the attention of the Shareholders.

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SENIOR MANAGEMENT

The following table sets forth the information regarding the senior management team of the Group:

| Name | Age | Date of joining the Group | Position | Relationship with other Director(s) and/or senior management |
|------------------------------|------|---------------------------|---------------------------|--|
| Mr. LEUNG Chi Man (梁志文) | [50] | 22 June 1998 | General manager | Brother-in-law of Ms. So |
| Mr. LAU Kai Sum (劉啟森) | [58] | 2 October 2010 | Project manager | Nil |
| Mr. LEE Man Kei (李文基) | [37] | 14 October 2004 | Project manager | Nil |
| Mr. CHAN Chi Sing (陳志成) | [39] | 17 December 1997 | Assistant project manager | Nil |
| Mr. LAU Hing Cheong (劉慶昌) | [36] | 5 April 2003 | Assistant project manager | Nil |
| Mr. CHAN Chun Sing (陳振聲) | [35] | 23 February 2015 | Chief financial officer | Nil |
| Mr. CHENG Chin Wing (鄭展榮) | [29] | 19 May 2015 | Company secretary | Nil |

Mr. LEUNG Chi Man (梁志文), aged [50], is the general manager of the Group. He joined the Group on 22 June 1998 and he is primarily responsible for the overall management of the Group's business segment in relation to the engineering services for building services projects. Mr. Leung is the brother-in-law of Ms. So. Mr. Leung is also a director of Lap Kei.

Mr. Leung has over 25 years of experience in the building services industry. He obtained a higher diploma in electrical engineering and a post-experience certificate in safety studies from the Hong Kong Polytechnic University in July 1989 and July 1993 respectively. In November 1997, Mr. Leung obtained a master of science in electrical engineering from the Hong Kong Polytechnic University. He was admitted as a chartered electrical engineer by the Institution of Electrical Engineers in October 1995, a chartered engineer by the Engineering Council in April 1996 and a member of the Hong Kong Institution of Engineers in June 1996.

Prior to joining the Group, Mr. Leung worked for several departments in China Light and Power Holdings Limited from 1989 to 1998 and his last position held was engineer in the engineering department (contract management).

Mr. Leung has not held any directorship in any public listed company during the three years immediately preceding the date of this document.

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Mr. LAU Kai Sum (劉啟森), aged [58], is a project manager of the Group. He joined the Group on 2 October 2010 and he is primarily responsible for the overall management of site works, quality control and work safety supervision regarding to the building service projects of the Group.

Mr. Lau has over 11 years of experience in the building services industry. He obtained a higher certificate in mechanical engineering from the Hong Kong Polytechnic Institute in November 1986. From July 1982 to 2009, Mr. Lau worked in several engineering companies and was involved in numerous building services projects. Prior to joining the Group, Mr. Lau was the chief engineer at Shinryo (Hong Kong) Limited from December 2009 to September 2010 where he was responsible for planning, organizing, supervising, controlling and co-coordinating the E&M, plumbing, HVAC and building services installation activities.

Mr. Lau has not held any directorship in any public listed company during the three years immediately preceding the date of this document.

Mr. LEE Man Kei (李文基), aged [37], is an assistant project manager of the Group. He joined the Group on 14 October 2004 and he is primarily responsible for the overall management of site works, quality control and work safety supervision regarding to the building service projects of the Group.

Mr. Lee has over 12 years of experience in the building services industry. He obtained a higher diploma in building services engineering from the Hong Kong Institute of Vocational Education in July 2002. Mr. Lee also obtained a bachelor's degree of engineering in building services engineering and a master of science in fire and safety engineering from the Hong Kong Polytechnic University in October 2008 and October 2011 respectively. Mr. Lee first joined the Group as an assistant engineer and was subsequently promoted to the position as an engineer, a senior engineer and an assistant project manager.

Mr. Lee has not held any directorship in any public listed company during the three years immediately preceding the date of this document.

Mr. CHAN Chi Sing (陳志成), aged [39], is an assistant project manager of the Group. He joined the Group on 17 December 1997 and he is primarily responsible for the tendering work of the building services projects of the Group.

Mr. Chan has over 17 years of experience in the building services industry. He obtained a higher diploma in building services engineering and a bachelor's degree of engineering in building services engineering from the Hong Kong Polytechnic University in November 1997 and October 2014 respectively. Mr. Chan joined the Group as an assistant engineer since his graduation in November 1997, and was subsequently promoted to the position as an engineer and a senior engineer.

Mr. Chan has not held any directorship in any public listed company during the three years immediately preceding the date of this document.

Mr. LAU Hing Cheong (劉慶昌), aged [36], is an assistant project manager of the Group. He joined the Group in April 2003 and he is primarily responsible for the overall management of site works, quality control and work safety supervision regarding to the building service projects of the Group.

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Mr. Lau has over 14 years of experience in the building services industry. He obtained a higher diploma in building services engineering and a bachelor's degree of engineering in building services engineering from the Hong Kong Polytechnic University in November 2000 and October 2013 respectively.

Mr. Lau has not held any directorship in any public listed company during the three years immediately preceding the date of this document.

Mr. CHAN Chun Sing (陳振聲), aged [35], was appointed as the chief financial officer of the Group on 23 February 2015. He is primarily responsible for the financial reporting, financial planning, treasury, financial control matters of the Group.

Mr. Chan has over 13 years of experience in financial advisory, corporate finance and accounting industry. He obtained a bachelor's degree in accountancy from the Hong Kong Polytechnic University in November 2001. Mr. Chan has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since April 2006. He is also an associate member of the Hong Kong Institute of Directors since March 2013.

Mr. Chan worked for Deloitte Touche Tohmatsu from 2001 to 2011 and his last position held was senior manager in the audit department. Mr. Chan also served as an independent non-executive director of Noble House (China) Holding Limited from December 2011 to October 2013 (stock code: 8246). He joined a private company as chief financial officer from July 2003 to February 2014 and was appointed as executive director from March 2014 to April 2015. He was designated as non-executive director since May 2015.

Save as above, Mr. Chan has not held any directorship in any public listed company during the three years immediately preceding the date of this document.

COMPANY SECRETARY

Mr. CHENG Chin Wing (鄭展榮), aged [29], was appointed as the the company secretary of the Group on 19 May 2015. He is primarily responsible for the company secretarial matters of the Group.

Mr. Cheng has over 6 years of experience in financial management and reporting, auditing and compliance matters of listed companies in Hong Kong. He obtained a bachelor's degree in accountancy from the Hong Kong Baptist University in November 2008. Mr. Cheng has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since January 2012.

Prior to joining the Group, Mr. Cheng served as the company secretary of Bamboos Health Care Holdings Limited (stock code: 8216) from March 2014 to September 2014. During April 2012 to October 2013, Mr. Cheng was the deputy financial controller of Noble House (China) Holdings Limited (stock code: 8246). Mr. Cheng worked for Deloitte Touche Tohmatsu from 2008 to 2012 and his last position held was a senior associate in the audit department.

Mr. Cheng has not held any directorship in any public listed company during the three years immediately preceding the date of this document.

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COMPLIANCE OFFICER

Ms. So is the compliance officer of the Group. For her biographical information, please refer to the section “Directors and senior management — Directors” above.

REMUNERATION POLICY

The executive Directors, the independent non-executive Directors and senior management receive compensation in the form of fees, salaries, contributions to pension schemes, other allowances, other benefits in kind and/or discretionary bonuses with reference to those paid by comparable companies, time commitment and performance of the Directors and senior management, as well as the performance of the Group. The Group also reimburses the Directors and senior management for expenses which are necessarily and reasonably incurred for provision of services to the Group or executing their functions in relation to the Group’s operations. The Group regularly reviews and determines the remuneration and compensation packages of the Directors and senior management by reference to, among other things, market level of remuneration and compensation paid by comparable companies, respective responsibilities of the Directors and performance of the Group.

After the [REDACTED], the remuneration committee will review and determine the remuneration and compensation packages of the Directors with reference to their experience, responsibilities, workload, time devoted to the Group and performance of the Group. The Directors may also be offered options under the Share Option Scheme.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

For the two years ended 31 December 2013 and 2014 and for the three-month period ended 31 March 2014 and 31 March 2015, the aggregate amount of remuneration, including fees, salaries, contributions to pension schemes, other allowances, other benefits in kind and/or discretionary bonuses, paid to the Directors were approximately HK\$1.7 million, HK\$1.8 million, HK\$0.4 million and HK\$0.5 million respectively.

Among the Group’s five highest paid individuals during the Track Record Period, two of them were the Group’s Directors whose emoluments are disclosed above. Set out below is the summary of the emoluments in respect of the remaining three individuals during the Track Record Period:

| | For the year ended | | For the three-month period | |
|--|---------------------------|-----------------|-----------------------------------|-----------------|
| | 31 December | | ended 31 March | |
| | 2013 | 2014 | 2014 | 2015 |
| | <i>HK\$’000</i> | <i>HK\$’000</i> | <i>HK\$’000</i> | <i>HK\$’000</i> |
| Salaries and other benefits | 1,438 | 1,534 | 362 | 609 |
| Discretionary bonuses | 1,634 | 2,620 | — | — |
| Retirement benefit scheme contribution | 45 | 50 | 11 | 12 |
| | <u>3,117</u> | <u>4,204</u> | <u>373</u> | <u>621</u> |

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The emoluments of each of the aforementioned three non-Director highest paid individuals were below HK\$3.0 million.

Under the arrangements currently proposed, conditional upon the [REDACTED], the basic annual remuneration (excluding payment of any discretionary benefits or bonus or other fringe benefits) payable by the Group to each of the Directors will be as below:

| | <i>HK\$</i> |
|--|-------------|
| Executive Directors | |
| Mr. Wong | 1,800,000 |
| Ms. So | 600,000 |
| | |
| | <i>HK\$</i> |
| Independent non-executive Directors | |
| Mr. Chung Yuk Ming, Christopher | 120,000 |
| Mr. Fok Ka Chi | 120,000 |
| Mr. Tam Chun Chung | 120,000 |

During the Track Record Period, no emoluments were paid by the Group to the above highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office as a director or management of any members of the Group.

BOARD COMMITTEES

Audit Committee

The Company established the audit committee on [REDACTED] with written terms of reference in compliance with the GEM Listing Rules. The audit committee comprises three independent non-executive Directors, namely Mr. Chung Yuk Ming, Christopher, Mr. Fok Ka Chi and Mr. Tam Chun Chung with Mr. Tam Chun Chung being the chairman of the audit committee. The duties of the audit committee include reviewing, in draft form, the annual report and accounts, half-year report and quarterly reports and providing advice and comments to the Board. In this regard, members of the audit committee will liaise with the Board, the senior management, the reporting accountants and auditors. The audit committee will also consider any significant or usual items that are, or may need to be, reflected in such reports and accounts and give consideration to any matters that have been raised by the accounting staff, compliance officers or auditors. Members of the audit committee are also responsible for reviewing the Group's financial reporting process and internal control system.

Remuneration Committee

The Company established the remuneration committee on [REDACTED] which, at present, comprises three independent non-executive Directors, namely Mr. Chung Yuk Ming, Christopher, Mr. Fok Ka Chi and Mr. Tam Chun Chung with Mr. Fok Ka Chi being the chairman of the committee. Written terms of reference in compliance with paragraph B.1.1 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

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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

The Company established the nomination committee on [REDACTED]. The nomination committee comprises three independent non-executive Directors, namely Mr. Chung Yuk Ming, Christopher, Mr. Fok Ka Chi and Mr. Tam Chun Chung. Mr. Chung Yuk Ming, Christopher has been appointed as the chairman of the nomination committee. Written terms of reference in compliance with paragraph A.5 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 the Directors.

CORPORATE GOVERNANCE

The Directors recognise the importance of good corporate governance in management and internal procedures so as to achieve effective accountability. The Group will comply with the revised Corporate Governance Code and the associated GEM Listing Rules which became effective in January 2016.

COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company [has appointed] Messis Capital to be the compliance adviser, who will have access to all relevant records and information relating to the Group that it may reasonably require to properly perform its duties. Pursuant to Rule 6A.23 of the GEM Listing Rules, the Group must consult with and, if necessary, seek advice from the compliance adviser on a timely basis in the following circumstances:

- (i) before the publication of any regulatory announcement, circular or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated by the Group, including share issues and share repurchases;
- (iii) where the Group proposes to use the proceeds of the [REDACTED] in a manner different from that detailed in this document or where the business activities, developments or results of the Group deviate from any forecast, estimate or other information in this document; and
- (iv) where the Stock Exchange makes an inquiry of the Company under Rule 17.11 of the GEM Listing Rules.

The terms of appointment shall commence on the [REDACTED] Date and end on the date on which the Group complies with Rule 18.03 of the GEM Listing Rules in respect of the financial results for the second full financial year after the [REDACTED] Date, or until the agreement is terminated, whichever is the earlier.