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## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

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### DIRECTORS

Our Board currently consists of five Directors, comprising two executive Directors and three independent non-executive Directors. The following table sets out information about our Directors:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of Appointment as Director</u>	<u>Date of joining our Group</u>	<u>Major role and responsibilities</u>
<b>Executive Director</b>					
Mr. Lam Kin Wing Eddie (林健榮)	56	Executive Director, Chairman	28 May 2015	March 1995	Responsible for overall business strategy and major business decisions of our Group
Mr. Shut Yu Hang (薛汝衡)	50	Executive Director	30 June 2015	August 1998	Responsible for general management and day-to-day operation of the Group
<b>Independent non-executive Director</b>					
Mr. Tang Chi Wang (鄧智宏)	37	Independent non-executive Director	22 September 2015	22 September 2015	Supervise and provide independent judgment to our Board
Mr. Tse Ting Kwan (謝庭均)	40	Independent non-executive Director	22 September 2015	22 September 2015	Supervise and provide independent judgment to our Board
Mr. Wong Kwong On (黃廣安)	56	Independent non-executive Director	22 September 2015	22 September 2015	Supervise and provide independent judgment to our Board

### Executive Directors

**Mr. Lam Kin Wing Eddie (林健榮)**, aged 56, is an executive Director and our Chairman. Mr. Lam is also our Controlling Shareholder. He joined our Group as a director in March 1995 and is responsible for overall business strategy and major business decisions of our Group. He is currently the president of the Hong Kong Institute of Construction Managers and the chairman of the Building and Civil Engineering Training Board of Vocational Training Council.

Mr. Lam has over 38 years of experience in the building construction industry of Hong Kong and possesses extensive experience in planning, operating and managing construction projects of various sizes and nature. Prior to joining our Group, Mr. Lam worked in Hsin Chong Construction Co., Ltd as a construction technician from September 1977 to September 1981 and was later redesignated as a quantity surveyor from September 1981 to March 1985. From March 1985 to July 1986, he worked as an estimator for Gammon Building Construction Limited. From July 1986 to April 1989, he worked as a contracts quantity surveyor for Shiu On Building Contractors Ltd., and was later promoted and worked as a senior project quantity surveyor from April 1989 to April 1993.

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Mr. Lam qualified as a chartered builder and a registered professional surveyor (quantity surveying) in Hong Kong in March 1985 and in January 2004 and a BEAM Professionals from Hong Kong Green Building Council in December 2010. He was admitted as a member of the Hong Kong Institute of Construction Managers in May 1997 and became its fellow in December 2006, a member of the Chartered Institute of Building in March 1985 and became its fellow in September 2010 and a fellow of the Chartered Association of Building Engineers in May 2014. Mr. Lam was also admitted as a member of the following institutions:

- (i) Association of Cost Engineers (admitted in January 1990);
- (ii) Chartered Institute of Arbitrators (admitted in September 1999);
- (iii) The Royal Institution of Chartered Surveyors (admitted in September 2002); and
- (iv) The Hong Kong Institute of Surveyors (admitted in August 2003).

In addition, Mr. Lam has been serving the community and the construction industry by holding various positions in the following institutions and organisations:

<u>Position</u>	<u>Institution/Organisation</u>	<u>Service period</u>
Member of the Appeal Board Panel under the Electricity Ordinance	Environment Bureau Government Secretariat	July 2012 to July 2015
Member of the Management Committee of the Voluntary Sub-contractor Registration Scheme	Construction Industry Council	July 2012 to July 2015
Member to the Appeal Tribunal Panel under the Buildings Ordinance	Planning and Lands Branch Development Bureau Government Secretariat	December 2012 to November 2015
Member of the Review Panel under the Land (Miscellaneous Provisions) Ordinance	Secretary for Development	April 2013 to March 2016
Member	Hong Kong Quality Assurance Agency	November 2013 to November 2015
Member of the Governing Council		
President	Hong Kong Institute of Construction Managers	December 2014 to December 2015
Chairman	Building and Civil Engineering Training Board of Vocational Training Council	May 2014 to March 2016
Director	BEAM Society Limited	August 2014 to present
First Vice-President	Hong Kong Construction Association	April 2015 to April 2017

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Mr. Lam obtained a Certificate of Proficiency in Industrial Safety in November 1983 and an associateship in Building Technology and Management in November 1984 from The Hong Kong Polytechnic (now renamed The Hong Kong Polytechnic University), a Postgraduate Diploma in Construction Management from the City Polytechnic of Hong Kong (now renamed the City University of Hong Kong) in November 1990, a Master of Business Administration (Executive) from the City University of Hong Kong in November 2001 and a Master of Science in Fire and Safety Engineering from The Hong Kong Polytechnic University in December 2006.

Mr. Lam was a director of the following companies which were incorporated in Hong Kong prior to their respective dissolution:

<u>Name of company</u>	<u>Date of dissolution</u>	<u>Means of dissolution</u>	<u>Reasons for dissolution</u>
Carte Costume Jewellery Company Limited	5 February 2000	creditor's voluntary winding up	ceased to carry out business
Dragon Plan Development Limited	8 February 2002	deregistration pursuant to section 291AA of the Predecessor Companies Ordinance	has never commenced business
Wintech Construction Material Company Limited	8 February 2002	deregistration pursuant to section 291AA of the Predecessor Companies Ordinance	ceased to carry out business
Tai Fook Enterprise (China) Limited	18 May 2002	member's voluntary winding up	ceased to carry out business
Cycle Links Engineering Company Limited	27 May 2005	deregistration pursuant to section 291AA of the Predecessor Companies Ordinance	ceased to carry out business
Hon Wang Engineering Limited	16 August 2013	deregistration pursuant to section 291AA of the Predecessor Companies Ordinance	ceased to carry out business
Centech Green Company Limited	22 November 2013	deregistration pursuant to section 291AA of the Predecessor Companies Ordinance	ceased to carry out business
Well Yield Industrial Limited	7 March 2014	deregistration pursuant to section 291AA of the Predecessor Companies Ordinance	ceased to carry out business

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Except Carte Costume Jewellery Company Limited and Tai Fook Enterprise (China) Limited, all the above companies were inactive immediately prior to their respective dissolution. Carte Costume Jewellery Company Limited and Tai Fook Enterprise (China) Limited were solvent immediately prior to their respective dissolution.

Mr. Lam confirmed that there is no wrongful act on his part leading to the dissolutions of the above companies and he is not aware of any actual or potential claim has been or will be made against him as a result of the dissolutions of the above companies.

**Mr. Shut Yu Hang (薛汝衡)**, aged 50, is an executive director. He joined our Group as a construction manager in August 1998 and was promoted as a general manager in January 2008 and is responsible for general management and day-to-day operation of the Group.

Mr. Shut has over 28 years of experience in the building construction industry of Hong Kong. Prior to joining our Group, Mr. Shut worked in Sanfield Building Contractors Ltd. as an assistant site engineer from July 1987 to July 1989. From September 1989 to May 1990, he worked as an assistant engineer for Phoon Lee Piling Co., Ltd. From June 1990 to December 1992, he worked as a project engineer for FELS China Limited. From March 1993 to April 1998, Mr. Shut worked as a quality control engineer for Chevalier (Construction) Company Limited, and was later promoted as an assistant project manager and subsequently became a project manager.

Mr. Shut was admitted as a graduate member of The Institution of Structural Engineers in November 1994, and a member of the Hong Kong Institute of Construction Managers in November 2014. Further, Mr. Shut was appointed as a committee member of the Contractors Registration Committee Panel and the Contractors Registration Committee by the Buildings Department in January 2011 for a term of two years, and was subsequently re-appointed in January 2015 for a term of two years.

Mr. Shut obtained a Diploma in Civil Engineering Studies from the Haking Wong Technical Institute (now renamed the Hong Kong Institute of Vocational Education (Haking Wong)) in July 1985, a Higher Diploma in Structural Engineering in November 1987, an Endorsement Certificate in Civil Engineering Project Management in November 1988 and an Endorsement Certificate in Environmental Technology in November 1990 from The Hong Kong Polytechnic (now renamed The Hong Kong Polytechnic University).

Mr. Shut was a director of Yiu Tai Engineering & Construction Services Company Limited prior to its dissolution by striking off pursuant to section 291 of the Predecessor Companies Ordinance on 9 December 2011 as the company was not carrying on business.

Mr. Shut confirmed that there is no wrongful act on his part leading to the dissolution of Yiu Tai Engineering & Construction Services Company Limited and he is not aware of any actual or potential claim has been or will be made against him as a result of the dissolution of Yiu Tai Engineering & Construction Services Company Limited.

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### Independent non-executive Directors

**Mr. Tang Chi Wang (鄧智宏)**, aged 37, was appointed as an independent non-executive Director of our Group in 22 September 2015. He is responsible for supervising and providing independent judgment to our Board.

Mr. Tang has over 18 years of experience in the building construction industry in Hong Kong. The following table sets out the previous professional experience of Mr. Tang:

<u>Company/ Organisation name</u>	<u>Principal business activities</u>	<u>Position</u>	<u>Responsibilities</u>	<u>Service period</u>
Housing Department	Develop and implement a public housing programme and deal with all housing-related policies and matters	Works Supervision I and II	Supervising projects of Housing Department	September 1996 to July 1999
Raymond Chan Surveyors Limited	Building surveying	Assistant Building Surveyor	Participating in projects including renovation works, condition survey, license application and fitting-out works	September 2000 to February 2002
Good Excel Consultants Ltd.	Property and maintenance management	Maintenance Officer	Contract administration, project management and maintenance management	February 2002 to May 2002
		Senior Maintenance Officer		May 2002 to February 2004
The Dairy Farm Company Limited	Retail chain store	Assistant Construction Manager	Leading the project team to complete several projects and participating in the special store design program	February 2004 to August 2004
		Project Manager		August 2004 to September 2007
ISG Asia (Hong Kong) Limited	Consultancy and Contracting	Project Manager	Managing additional and alteration, renovation and fitting out projects	September 2007 to September 2010
Green Solution Interior Design and Decoration Limited	Fitting out contractor	Project Manager	Overseeing fitting out projects, exploring business opportunities and assisting the preparation of ISO manual	September 2010 to March 2011
S&techs (Hong Kong) Limited	Project management consultancy	Project Manager	Managing design and build projects	March 2011 to November 2011
Advise Building Consultancy Limited	Building consultancy, expert witness and dispute resolution	Director	Overall management	April 2012 to present

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The table below sets out the professional qualifications possessed by Mr. Tang:

<u>Professional qualification</u>	<u>Granting authority</u>	<u>Year of grant</u>
Associate Value Specialist	SAVE International	September 2005
Fellow	The Chartered Institute of Arbitrators	July 2007
Member	The Hong Kong Institute of Surveyors	July 2008
Fellow	Hong Kong Institute of Arbitrators	July 2008
Professional Member	The Royal Institution of Chartered Surveyors	October 2008
LEED Accredited Professional	Green Building Certification Institution	May 2009
Registered Professional Surveyor — Building Surveying Division	Surveyors Registration Board	October 2009
BEAM Professionals	Hong Kong Green Building Council	July 2010
Registered Professional Surveyor — Property and Facility Management Division	Surveyors Registration Board	April 2012
Fellow	Hong Kong Institute of Construction Managers	December 2012
Chartered Fellow	Chartered Association of Building Engineers	February 2014
Voluntary Building Assessment Scheme Assessor (List 2A)	Hong Kong Quality Building Assessment Panel	July 2014

In addition, Mr. Tang is currently the vice president of the Hong Kong Institute of Construction Managers.

Mr. Tang obtained a diploma in Building Studies from the Morrison Hill Technical Institute (now renamed the Hong Kong Institute of Vocational Education (Morrison Hill)) in August 1996, a Higher Diploma in Surveying from the City University of Hong Kong in November 1999, a Bachelor of Science (Honours) degree in Building Surveying from the University of Northumbria at Newcastle in June 2000, a postgraduate diploma in Arbitration from The College of Estate Management in January 2005, a Bachelor of Laws (Honours) from the University of London in August 2008 and a Master of Public Administration from the Hong Kong Baptist University in November 2011.

Mr. Tang was a director of Galaxy Strategy & Development Limited prior to its dissolution by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance on 1 April 2011 as the company has ceased to carry out business.

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Mr. Tang confirmed that there is no wrongful act on his part leading to the dissolution of Galaxy Strategy & Development Limited and he is not aware of any actual or potential claim has been or will be made against him as a result of the dissolution of Galaxy Strategy & Development Limited.

**Mr. Tse Ting Kwan (謝庭均)**, aged 40, was appointed as an independent non-executive Director of our group in 22 September 2015. He is responsible for supervising and providing independent judgment to our Board.

Mr. Tse has over 17 years of experience in auditing, finance and accounting. From July 1997 to August 2006, Mr. Tse worked for Graham H. Y. Chan & Co. (Certified Public Accountants (Practising)) as a trainee accountant and was later promoted as an executive in the Assurance and Business Advisory Services Department. From October 2006 to December 2006, he worked as an audit manager of Ken Chan & Co. (Certified Public Accountants). Since December 2006, Mr. Tse has been working as the financial controller of Chinese People Holdings Company Limited, a company whose shares are listed on the Main Board (Stock Code: 681), and he is responsible for all accounting, finance and tax matters. In addition, since October 2012, Mr. Tse has been working as an independent non-executive director of JF Household Furnishings Limited, a company whose shares are listed on the Main Board (stock code: 776).

Mr. Tse obtained a bachelor of Business Administration from the Lingnan College (now renamed as the Lingnan University) in November 1997. He was admitted as a fellow of the Association of Chartered Certified Accountants in September 2006 and an associate member of the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) in February 2002.

**Mr. Wong Kwong On (黃廣安)**, aged 56, was appointed as an independent non-executive Director of our Group in 22 September 2015. He is responsible for supervising and providing independent judgement to our Board.

Mr. Wong has various experience in the building and civil construction industry of Hong Kong. From May 1990 to May 1995, Mr. Wong worked as a quantity surveyor for the following construction companies:

- (i) Shui On Construction Company Limited (from May 1990 to March 1991);
- (ii) Gitanes Engineering Company Limited (from March 1991 to November 1991); and
- (iii) Shui On Civil Contractors Limited (from November 1991 to February 1992 and from January 1993 to May 1995).

His responsibilities as a quantity surveyor included contract administration and provision of contractual advice to projects which he was involved in.

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From January 2001 to May 2011, he became the director of Consultant Associates (H. K.) Limited, a construction claim consultant company. Since May 2011, Mr. Wong started practising as a solicitor of Chan & Associates and since June 2013, he has been working as the principal of the law firm Wong & Lawyers (formerly known as Chan & Associates) and is responsible for overseeing the operation of the firm.

Mr. Wong was admitted, a member of The Hong Kong Institute of Surveyors in March 1986, a member of the Chartered Institute of Building in August 1994, a fellow of the Chartered Institute of Arbitrators in January 1995 and a solicitor of the High Court of Hong Kong in June 2000.

Mr. Wong obtained an Associateship in Building Technology and Management in November 1983 and a Diploma in Management Studies in November 1988 from The Hong Kong Polytechnic (now renamed The Hong Kong Polytechnic University), a Postgraduate Certificate in Hong Kong Law from the City Polytechnic of Hong Kong (now renamed the City University of Hong Kong) in November 1992, a Master of Arts in Arbitration and Dispute Resolution in November 1995 from City University of Hong Kong, a Bachelor of Laws from the University of Wolverhampton in October 1996 and a Postgraduate Certificate in Laws in June 1998 from the University of Hong Kong.

### **Disclosure of relationships and as required under Rule 17.50(2) of the GEM Listing Rules**

Save as disclosed above, each of our Directors has confirmed that (i) he has no interests in the Shares within the meaning of Part XV of the SFO; (ii) he is independent from, and is not related to, any other Directors, members of senior management, Substantial Shareholders or Controlling Shareholders; (iii) he has not held any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date; and (iv) there is no other information which is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders in connection with his appointment as a Director.

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### SENIOR MANAGEMENT

The following table set forth the information concerning our senior management:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of Appointment of current position</u>	<u>Date of joining our Group</u>	<u>Major roles and responsibilities</u>
Mr. Tsang Tsan Sum (曾燦森)	44	Quantity Surveying Manager	January 2008	October 1996	Contract administration; managing the quantity surveying department
Ms. Choi Yuen Fong (蔡婉芳)	45	Administration and Personnel Manager	March 1997	March 1997	Managing administrative matters
Ms. Chan Lap Yee (陳立儀)	53	Estimating Manager	January 2013	May 1997	Handling tendering matters
Ms. Chan Kwai Fong (陳桂芳)	43	Accounting Manager	March 1998	March 1998	Managing amounting matters
Mr. Lo Ming Fai (羅明輝)	44	Project Manager	January 2012	January 2012	Supervising and managing site works

**Mr. Tsang Tsan Sum** (曾燦森), aged 44, is currently a quantity surveying manager of the Group. He joined our Group in October 1996 as a site quantity surveyor and was promoted as a quantity surveyor manager in January 2008. Prior to joining our group, Mr. Tsang worked as an assistant site quantity surveyor for Chong & Li Associates from June 1995 to March 1996 and was responsible for (i) site measurement; (ii) contract administration and (iii) payment application. He then worked as a quantity surveyor for South Pacific Engineering Limited from June 1996 to September 1996.

Mr. Tsang was admitted as a member of the Chartered Institute of Building in January 2003, an associate of The Australian Institute of Quantity Surveyors in August 2007 and a member of the Chartered Association of Building Engineers in January 2014.

Mr. Tsang obtained a Higher Diploma in Building from the City University of Hong Kong in December 1996 and a Bachelor of Applied Science in Construction Management and Economics from the Curtin University of Technology in conjunction with the Professional Development Centre in April 2001.

Mr. Tsang does not have any current or past directorships in any listed companies in the three years immediately preceding the Latest Practicable Date.

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**Ms. Choi Yuen Fong (蔡婉芳)**, aged 45, is currently an administration and personnel manager of the Company. She joined our Group in March 1997. Prior to joining our Group, Ms. Choi worked as a secretary for Newey & Eyre (Hong Kong) Ltd. (now renamed Tamco Electrical & Electronics (H. K.) Ltd.) from April 1992 to March 1997.

Ms. Choi obtained an Advanced Diploma in Administrative Management from The Institute of Administrative Management in February 1997, a Diploma in Accounting from The University of Hong Kong School of Professional and Continuing Education in November 2000 and a Master of Science in Administrative and Information Management from the Napier University in collaboration with The University of Hong Kong School of Professional and Continuing Education in January 2007.

Ms. Choi does not have any current or past directorships in any listed companies in the three years immediately preceding the Latest Practicable Date.

**Ms. Chan Lap Yee (陳立儀)**, aged 53, is currently an estimating manager of the Company. She joined our Group in May 1997 as an estimator and was later promoted as a senior estimator in January 2013. Prior to joining our Group, Ms. Chan worked as a quantity surveyor for Lee Shing Yue Construction Co., Ltd. from March 1985 to August 1986, a quantity surveyor for Hsin Chong Construction Co., Ltd. from September 1986 to January 1990 and an estimator for Sun Fook Kong Construction Limited from January 1990 to May 1997.

Ms. Chan was admitted as a member of the Association of Cost Engineers in August 1993. She obtained a bachelor degree in Civil Engineering from the National Chung Hsing University in June 1984 and a Diploma in Surveying — Quantity Surveying from the College of Estate Management in February 1999.

Ms. Chan does not have any current or past directorships in any listed companies in the three years immediately preceding the Latest Practicable Date.

**Ms. Chan Kwai Fong (陳桂芳)**, aged 43, is currently an accounting manager of the Company. She joined our Group in March 1998. Prior to joining our Group, Ms. Chan worked as an assistant accountant in Ameroll Metal Products Co., Ltd. from April 1991 to August 1993, an accounting clerk in Superior Trading Company from September 1993 to March 1995 and a senior accounts clerk in Freyssinet Hong Kong Ltd. from March 1995 to March 1998, performing accounting duties which include keeping accounts payable records and preparing corresponding payments, keeping accounts receivable records and chasing payments, preparing journals, preparing monthly and ad hoc management reports and schedules and handling full set of books of a subsidiary of Freyssinet Hong Kong Ltd.

Ms. Chan was awarded a LCCI Level 3 Certificate in Accounting in March 1997 and a LCCI Level 3 Certificate in Cost Accounting in February 1998.

Ms. Chan does not have any current or past directorships in any listed companies in the three years immediately preceding the Latest Practicable Date.

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**Mr. Lo Ming Fai (羅明輝)**, aged 44, is currently a project manager of the Company. He joined our Group on 3 January 2012. Prior to joining our Group, Mr. Lo worked as a graduate engineer of Shui On Construction Co. Ltd. from July 1994 to June 1998 and was later promoted as an engineer from July 1998 to April 1999. From April 1999 to May 2001, Mr. Lo worked as an engineer of Shui On Building Contractors Ltd. From May 2001 to March 2003, Mr. Lo worked as an engineer of Pacific Extend Ltd., and was redesignated as a site agent from April 2003 to March 2007 and subsequently became a works manager from April 2007 to November 2011.

Mr. Lo obtained a Bachelor of Science in Building Technology and Management from The Hong Kong Polytechnic (now renamed The Hong Kong Polytechnic University) in November 1994. In addition, Mr. Lo was admitted as a member of the Hong Kong Institute of Construction Managers in February 2014.

Mr. Lo does not have any current or past directorships in any listed companies in the three years immediately preceding the Latest Practicable Date.

### COMPANY SECRETARY

**Ms. Ngan Chui Wan Judy (顏翠雲)**, aged 47, was appointed as the company secretary of the Company on 15 June 2015.

Ms. Ngan obtained a bachelor degree in arts awarded by the National Chengchi University in June 1992, a certificate in Business English from the University of Hong Kong School of Professional and Continuing Education in September 1999 and a master degree in Practising Accounting from the Monash University in April 2007. Ms. Ngan is an associate member of Institute of Chartered Secretaries and Administrators and an associate member of Hong Kong Institute of Chartered Secretaries.

Ms. Ngan was the company secretary of (i) United Energy Group Limited (stock code: 467) from March 2007 to April 2008; (ii) Xingye Copper International Group Limited (stock code: 505) from May 2008 to June 2009; (iii) Gemini Investments (Holdings) Limited (stock code: 174) from October 2010 to May 2013; and (iv) Green International Holdings Limited (stock code: 2700) from March 2015 to 1 July 2015. Ms. Ngan has also been appointed as company secretary of Come Sure Group (Holdings) Ltd (stock code: 794) since January 2015.

### BOARD COMMITTEES

#### Audit Committee

The Company has established an Audit Committee on 22 September 2015 with written terms of reference in compliance with Rules 5.28 of the GEM Listing Rules. The primary duties of the Audit Committee are, among other things, to review and supervise the financial reporting process and internal control system of the Group. The Audit Committee has three members comprising Mr. Wong Kwong On, Mr. Tang Chi Wang and Mr. Tse Ting Kwan, of whom Mr. Tse Ting Kwan has been appointed as the chairman of the Audit Committee.

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### **Remuneration Committee**

The Company has established a Remuneration Committee on 22 September 2015 with written terms of reference in compliance with Rules 5.34 of the GEM Listing Rules. The Remuneration Committee comprises Mr. Wong Kwong On, Mr. Tse Ting Kwan and Mr. Lam Kin Wing Eddie. Mr. Wong Kwong On is the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee are, amongst other things, to review and determine the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management and to make recommendation to the Board on the Group’s policy and structure for all remuneration of the Directors and senior management.

### **Nomination Committee**

The Company has established a Nomination Committee on 22 September 2015 with written terms of reference in compliance with the Corporate Governance Code in Appendix 15 to the GEM Listing Rules. The Nomination Committee comprises Mr. Tang Chi Wang, Mr. Shut Yu Hang and Mr. Tse Ting Kwan. Mr. Tang Chi Wang has been appointed as the chairman of the Nomination Committee. The Nomination Committee is mainly responsible for reviewing the structure, size, composition and diversity of the Board and make recommendations to the Board on the appointment of our Directors and management of Board succession.

### **COMPLIANCE OFFICER**

Mr. Shut Yu Hang was appointed as the compliance officer (Rule 5.19 of the GEM Listing Rules) of our Company on 30 June 2015. Please refer to the paragraph headed “Executive Directors” of this section for details of the qualification and experience of Mr. Shut Yu Hang.

### **COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT**

During the two financial years ended 31 March 2014 and 31 March 2015, total remuneration (including salaries and bonus, housing allowances, and pension costs) paid by us to our Directors amounted to approximately HK\$2.9 million and HK\$3.2 million respectively.

Total remuneration (including salaries and bonus, and pension costs) paid to the five highest paid individuals of our Group, excluding our Directors, during the two financial year ended 31 March 2014 and 31 March 2015 was approximately HK\$2.5 million and HK\$2.7 million respectively.

Under the arrangements currently in force, the aggregate remuneration and benefits in kind of our Directors payable (excluding any commission or discretionary bonus) in respect of the year ending 31 March 2016 is estimated to be approximately HK\$3.6 million.

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### REMUNERATION POLICY

Our remuneration policy takes into account the position, duties and performance of our employees in determining the amount of remuneration to be paid. The remuneration of our employees may include salary, overtime allowance, bonus and various subsidies. We conduct performance appraisal under the supervision of Mr. Lam Kin Wing Eddie, our executive Director, on an annual basis. The overall remuneration structure and policy of our Group is expected to remain the same upon [REDACTED], except that the remuneration committee will perform such duties as stated under the paragraph headed “Remuneration committee” in this section.

### SHARE OPTION SCHEME

Our Group has conditionally adopted the Share Option Scheme. The principal terms of the scheme are summarised under the section headed “Appendix IV — D. Share Option Scheme” in this [REDACTED].

### [REDACTED]

We will appoint [REDACTED] as our [REDACTED] in accordance with Rule 6A.19 of the GEM Listing Rules to provide us with services including providing guidance and advice in connection with compliance with requirements under the GEM Listing Rules. The term of appointment shall commence on the [REDACTED] and shall end on the publication date of our financial results for the second full financial year after the [REDACTED] in compliance with Rule 18.03 of the GEM Listing Rules. Our Company will pay to Anglo Chinese Corporate Finance, Limited an agreed fee for its provision of services with the scope required under the GEM Listing Rules. Pursuant to Rule 6A.23 of the GEM Listing Rules, we will consult with and, if necessary, seek advice from the [REDACTED] 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, including share issues or share repurchase;
- (iii) where we propose to use the net [REDACTED] from the [REDACTED] in a manner different from that detailed in this [REDACTED] or where our business activities, developments or results deviate from any forecast, estimate, or other information in this [REDACTED]; and
- (iv) where the Stock Exchange makes an inquiry to our Company concerning unusual movements in the price and trading volume of our shares and/or any other matters.

### CORPORATE GOVERNANCE

Our Company will comply with the Corporate Governance Code in Appendix 15 to the [REDACTED].

Our Directors will review our corporate governance policies and compliance with the Corporate Governance Code each financial year and comply with the “comply or explain” principle in our corporate governance report, which will be included in our annual reports subsequent to the [REDACTED].