

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

DIRECTORS AND SENIOR MANAGEMENT

The following table sets forth the brief particulars of our Directors and our senior management:

Name	Age	Position	Date of joining our Group	Date of appointment as Director/senior management	Roles and responsibilities in our Group	Relationship with other Directors/senior management
Executive Directors						
Mr. Yeung Kwong Fat (楊廣發)	62	Chairman, Chief Executive Officer and executive Director	1 January 1994	4 September 2015	Responsible for overall corporate strategic planning, business development and major decision-making of our Group	Nil
Mr. Lee Kam Hung (李鑑雄)	61	Executive Director	5 October 1990	4 September 2015	Responsible for monitoring the business operations of our Group	Nil
Mr. Luk Yau Chi, Desmond (陸有志)	50	Executive Director	21 July 2009	4 September 2015	Responsible for overseeing the overall business development of our Group and the support service division of our Group	Nil
Independent non-executive Directors						
Mr. Poon Ka Lee, Barry (潘家利)	55	Independent non-executive Director	[●]2015	[●] 2015	Responsible for overseeing the management independently	Nil
Ms. Yam Ka Yue (任嘉裕)	27	Independent non-executive Director	[●]2015	[●] 2015	Responsible for overseeing the management independently	Nil

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Name	Age	Position	Date of joining our Group	Date of appointment as Director/senior management	Roles and responsibilities in our Group	Relationship with other Directors/senior management
Mr. How Sze Ming (侯思明)	38	Independent non-executive Director	[●]2015	[●] 2015	Responsible for overseeing the management independently	Nil
Senior management						
Ms. Leung Ho Yee (梁可怡)	30	Financial controller, company secretary	10 August 2015	10 August 2015	Responsible for financial reporting, financial planning, treasury, financial control and company secretarial matters	Nil
Mr. Chan Fu Yuen (陳富元)	36	Operations manager	5 November 2012	1 July 2014	Responsible for the management of day-to-day operations of our Group	Nil
Ms. Ng Fung Sze, Frances (吳鳳斯)	45	Commercial manager	30 September 1991	1 July 2011	Responsible for handling customer relations and operations of our Group	Nil
Mr. Wong Yiu Kwong (黃耀光)	61	Customisation Manager	11 October 2011	11 October 2011	Responsible for managing the overall operation of the customisation department of the Group	Nil

Board of Directors

Our Board consists of six Directors, including three executive Directors and three independent non-executive Directors.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Executive Directors

Mr. Yeung Kwong Fat (楊廣發), aged 62, was appointed as the chairman of the Board, an executive Director and the chief executive officer of our Group on 4 September 2015. Mr. Yeung is also the chairman of the nomination committee of our Company. He is one of the founders of our Group and has been a director of World-Link Roadway since January 1994 and a director of World-Link Packing since July 2009. Mr. Yeung completed his secondary education in Hong Kong in July 1970. Mr. Yeung has over 25 years of experience in the logistics industry and is responsible for the overall corporate strategic planning, business development and major decision-making of our Group.

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

Name of company	Date of dissolution	Means of dissolution
Form Victory Development Limited	6 January 2006	Dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance (<i>Note</i>)
Town of Fionn Limited	22 September 2006	Dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance (<i>Note</i>)
World-Link Logistics (China) Limited	10 September 2010	Dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance (<i>Note</i>)

Note: Under section 291AA of the Predecessor Companies Ordinance, an application for deregistration can only be made if (a) all the members of the company agreed to such deregistration; (b) the company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than 3 months immediately before the application; and (c) the company has no outstanding liabilities.

Our Company’s corporate governance practices are based on principles and code provisions as set out in the Corporate Governance Code (the “CG Code”) in Appendix 15 to the GEM Listing Rules. Except for the deviation from CG Code provision A.2.1, our Company’s corporate governance practices have complied with the Code on Corporate Governance Practices.

CG Code provision A.2.1 stipulates that the role of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Yeung is the Chairman and the chief executive officer of our Company. In view of Mr. Yeung being one of the co-founders of our Group and has been operating and managing World-Link Roadway and World-Link Packing since 1994 and 2009 respectively, our Board believes that it is in the best interest of our Group to have Mr. Yeung taking up both roles for effective management and business development. Therefore our Directors consider that the deviation from the CG Code provision A.2.1 is appropriate in such circumstance.

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Mr. Lee Kam Hung (李鑑雄), aged 61, was appointed as an executive Director of our Group on 4 September 2015. He is one of the founders of our Group and has been a director of World-Link Roadway since October 1990 and a director of World-Link Packing since March 1996. Mr. Lee completed his secondary education in Hong Kong in August 1971. Mr. Lee has over 25 years of experience in the logistics industry. Since 2000, Mr. Lee has been the operation director of our Group, who is responsible for monitoring the business operations of our Group.

Mr. Lee was a director of the following company, which was incorporated in Hong Kong prior to its dissolution:

Name of company	Date of dissolution	Mean of dissolution
World-Link Logistics (China) Limited	10 September 2010	Dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance (<i>Note</i>)

Note: Under section 291AA of the Predecessor Companies Ordinance, an application for deregistration can only be made if (a) all the members of the company agreed to such deregistration; (b) the company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than 3 months immediately before the application; and (c) the company has no outstanding liabilities.

Mr. Luk Yau Chi, Desmond (陸有志), aged 50, was appointed as an executive Director on 4 September 2015. Mr. Luk is also one of the members of the remuneration committee of our Company. Mr. Luk has been a director of World-Link Roadway and World-Link Packing since July 2009. Since 2009, Mr. Luk has been the commercial director of our Group, who is responsible for overseeing the overall business development of our Group and the support service division of our Group.

Mr. Luk obtained a bachelor’s degree of science in business studies from the University of Wales in the United Kingdom in July 1989, a master’s degree in business administration from the University of Surrey in the United Kingdom in November 2001 and a continuing education diploma in professional management for China business from the City University of Hong Kong in May 2003.

Mr. Luk has over 15 years of experience in the food and beverage, catering and logistics industries. From September 1997 to May 2004, Mr. Luk worked as a sales manager at Unilever Bestfoods Hong Kong Limited (formerly known as CPC/AJI (Hong Kong) Limited), which is a supplier of food products, and he was responsible for developing sales strategies and was in charge of (i) the sales team in Hong Kong and Macau; and (ii) the export division of the company. From June 2004 to February 2007, Mr. Luk worked as a senior manager and subsequently the associate director in Havi Food Services (Hong Kong) Limited, a company principally engaged in providing total supply chain solutions to customers, where he was responsible for handling customer relationship and business development of the company. From December 2013 to November 2014, Mr. Luk was the managing director of a company principally engaged in pest control and provision of hygiene services to businesses where he was responsible for the overall business of the company.

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Independent non-executive Directors

Mr. Poon Ka Lee, Barry (潘家利), aged 55, was appointed as an independent non-executive Director on [●] 2015. He is the chairman of the audit committee and a member of the nomination committee of our Company.

Mr. Poon obtained a professional diploma in accountancy from Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1983 and a master’s degree in business administration from the University of Manchester of the United Kingdom, a long distance learning course conducted in Hong Kong, in December 2002. He is currently an associate of the Hong Kong Institute of Certified Public Accountants and an associate of the Association of Chartered Certified Accountants. He has over 25 years of experience in audit, accounting and finance. Mr. Poon is currently an executive director, the chief financial officer and the company secretary of Telefield International (Holdings) Limited (Stock Code: 1143) (“**Telefield**”), a company listed on the Main Board of the Stock Exchange, and which is principally engaged in electronic manufacturing services, marketing and distribution of branded small and medium business phone systems, assembling and/or marketing and distribution of branded multimedia products and computer accessories, gaming and entertainment products. Mr. Poon is responsible for developing and implementing the strategic objectives and business plans of Telefield. Mr. Poon has been the independent non-executive director of On Time Logistics Holdings Limited (Stock Code: 6123) since June 2014, a company listed on the Main Board of the Stock Exchange, which is principally engaged in air and ocean freight forwarding, complemented by the general sales agency business and other services, including, warehousing, distribution, customs clearance and contract and ancillary logistics services. Mr. Poon was appointed as an independent non-executive director of Sunlink International Holdings Limited (Stock Code: 2336) from October 2009 to February 2012, a company listed on the Main Board of the Stock Exchange, and which is principally engaged in the sale of semiconductors and related products and development and provision of electronic turnkey device solutions. Mr Poon’s appointment was subsequent to a winding-up petition against Sunlink International Holdings Limited which was filed in December 2008 and such petition was subsequently dismissed in February 2012.

Mr. Poon was a director of the following company, which was incorporated in Hong Kong prior to its dissolution:

Name of company	Date of dissolution	Mean of dissolution
Atlinks International Holdings Limited	26 April 2013	Dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance (<i>Note</i>)

Note: Under section 291AA of the Predecessor Companies Ordinance, an application for deregistration can only be made if (a) all the members of the company agreed to such deregistration; (b) the company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than 3 months immediately before the application; and (c) the company has no outstanding liabilities.

Ms. Yam Ka Yue (任嘉裕), aged 27, was appointed as an independent non-executive Director on [●] 2015. She is a member of the audit committee, remuneration committee and nomination committee of our Company.

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Ms. Yam obtained a bachelor's degree of commerce in finance and a bachelor's degree of science in psychology from the University of New South Wales in Australia in March 2010 and a master's degree of finance from the same university in March 2011.

From March 2011 to April 2012, Ms. Yam worked as an associate at Jades Capital Management Limited and was primarily responsible for performing middle office and administrative functions. From July 2012 to July 2013, she worked as an Analyst of Financial Products Business Management of BOCI Securities Limited, the principal business of which is to offer investors with products and services including sales and trading of equities and structured products, investment advisory and private wealth management. From July 2013 to March 2015, she worked as an associate in Look's Asset Management Limited, which was principally engaged in providing asset management service and investment advice to clients, and she was primarily responsible for performing investment analysis and operational duties. Ms. Yam is currently a research analyst at GfK Boutique Research, which is principally engaged in delivering solutions to decision makers in the consumer technology sectors to help them anticipate and monitor developments, and she was responsible for, inter alia, (i) analyzing and anticipating the handset market and the performance of the handset brands; and (ii) creating and compiling research reports for clients in the consumer technology sector.

Mr. How Sze Ming (侯思明), aged 38, was appointed as an independent non-executive director on [●] 2015. He graduated from The Chinese University of Hong Kong with a Bachelor of Business Administration Degree (first class honour, majoring in professional accountancy) in December 1999. By profession, he is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants.

Mr. How has over 15 years of experience in investment banking and business assurance industries. From September 1999 to July 2002, Mr. How worked as a senior associate in the Assurance and Business Advisory Department of PricewaterhouseCoopers and was primarily responsible for performing assurance and business advisory work. From July 2002 to June 2003, he worked as the corporate finance executive of Tai Fook Securities Company Limited (now known as Haitong International Securities Company Limited), a company which was principally engaged in securities broking, securities dealing and leveraged foreign exchange trading, where he was responsible for corporate finance advisory. From July 2003 to December 2004, Mr. How worked as the assistant manager at Tai Fook Capital Limited (now known as Haitong International Capital Limited), a company principally engaged in corporate finance advisory, where he was responsible for corporate finance advisory. From December 2004 to May 2006, he worked as the assistant vice president of CCB International Capital Limited, a company principally engaged in securities advisory, securities dealing and corporate finance advisory, where he was responsible for corporate finance advisory. From June 2006 to March 2009, Mr. How worked as the assistant vice president in the Investment Banking Division of ICEA Capital Limited, a company principally engaged in dealing in securities and corporate finance advisory, where he was responsible for corporate finance advisory. From April 2009 to February 2010, he worked as the assistant vice president in the Investment Banking Division of ICBC International Holding Limited, a company principally engaged in investment banking, where he was responsible for corporate finance advisory. From February 2010 to June 2015, Mr. How was the managing director of the Investment Banking Department of CMB International Capital Corporation Limited, a company principally engaged in investment banking, securities brokerage and asset management, where he was responsible for corporate finance advisory. Mr. How is currently the managing director of Zhaobangji International Capital Limited, a company intended to carry out investment banking and advisory, whose he is responsible for corporate finance advisory.

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Mr. How has been the independent non-executive director of (i) QPL International Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock code: 243), since September 2013; and (ii) Odella Leather Holdings Limited, a company listed on GEM (Stock code: 8093), since January 2015.

Please refer to the paragraph headed “Further information about Directors, management and staff” in Appendix IV to this document 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 above, 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 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

Ms. Leung Ho Yee (梁可怡), aged 30, is the financial controller and the company secretary of our Company. Ms. Leung joined our Group in August 2015. She is mainly responsible for our financial reporting, financial planning, treasury, financial control and company secretarial matters. Ms. Leung obtained a bachelor’s degree of arts in accountancy with honours and a master degree of corporate governance from the Hong Kong Polytechnic University in 2007 and 2015 respectively. Ms. Leung has been a member of the Hong Kong Institute of Certified Public Accountants since 2011. Ms. Leung has not held any directorship in any public listed company in the past three years.

Prior to joining our Group, Ms. Leung joined Deloitte Touche Tohmatsu as an associate in the audit department in September 2007 and was promoted to the position of senior in the same department before she left the firm in March 2011. From March 2011 to October 2011, Ms. Leung worked as a management accountant at Jacobs China Limited. From January 2012 to December 2014, she worked as an accountant at Bossini Enterprises Limited, a subsidiary of Bossini International Holdings Limited (a company listed on the Main Board of the Stock Exchange (Stock Code: 592)). From December 2014 to August 2015, she worked as a financial analyst at Arrow Asia Pac Limited.

Mr. Chan Fu Yuen (陳富元), aged 36, is the operations manager of our Group since July 2014, now leading a team processing daily deliveries, ensuring customer satisfaction and quality service. He has joined our Group since November 2012 and has had over 10 years of experience in logistics and supply chains prior to joining our Group. Mr. Chan has received a bachelor’s degree of science in shipping technology and management and a master’s degree in industrial logistics system, both from the Hong Kong Polytechnic University.

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Prior to joining our Group, Mr. Chan worked as the assistant supervisor at River Trade Terminal Co. Ltd. from August 2001 to February 2003. From May 2003 to March 2008, Mr. Chan worked as an assistant manager at T.S. Lines Limited. From July 2008 to January 2009, he worked as a supply chain analyst at Woolworths Group Asia Limited. From March 2009 to November 2012, he worked as a supply chain manager at Transnational Logistics Solutions (HK) Limited.

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

Name of company	Date of dissolution	Means of dissolution
Egabuy Limited	4 May 2012	Dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance (Note)
Eternal Voyage Limited	31 December 2009	Dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance (Note)

Note: Under section 291AA of the Predecessor Companies Ordinance, an application for deregistration can only be made if (a) all the members of the company agreed to such deregistration; (b) the company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than 3 months immediately before the application; and (c) the company has no outstanding liabilities.

Mr. Wong Yiu Kwong (黃耀光), aged 61, is the customisation manager of our Company. Mr. Wong has joined our Group since October 2011, and is mainly responsible for managing the overall operation of the customisation department of the Group.

Prior to joining our Group, Mr. Wong worked as a unit manager in the consumer sales and channel department at Pacific Century Cyber Works Limited (currently known as PCCW Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 8)) from October 1973 to 5 December 2001. From August 2004 to October 2011, he worked as the team leader in the teleservices unit of HKT Services Limited, a subsidiary of HKT Limited (a company listed on the Main Board of the Stock Exchange (Stock Code: 6823)).

Ms. Ng Fung Sze, Frances (吳鳳斯), aged 45, is the commercial manager of our Group. She has joined our Group since September 1991, and has been appointed as our commercial manager since July 2011. She is in charge of leading the operations team in daily distributions and preparing analytical reports of operations for our Group. Ms. Ng obtained a bachelor's degree of business in transport management at the Royal Melbourne Institute of Technology in August 2002.

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 whose securities are listed on any securities market in Hong Kong or overseas. None of our senior management has any relationship with other Directors, senior management and Controlling Shareholders of our Company.

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COMPANY SECRETARY

Ms. Leung Ho Yee is the company secretary of our Company. Details of her qualifications and experience are set out in the paragraph headed “Senior management” in this section above.

AUTHORISED REPRESENTATIVES

Mr. Yeung and Ms. Leung Ho Yee have been appointed as our authorised representatives under Rule 5.24 of the GEM Listing Rules.

COMPLIANCE OFFICER

Mr. Luk was appointed as the compliance officer of our Company on 4 September 2015. Please refer to the section “Directors and Senior Management– Executive Directors” in this document for his profile.

COMPLIANCE ADVISER

We have appointed Octal Capital as our compliance adviser pursuant to Rule 6A.19 of the GEM Listing Rules.

Pursuant to Rule 6A.23 of the GEM Listing Rules, the compliance adviser will advise the Company on, among other matters, the following:

- (i) (before its publication) any regulatory announcement, circular or financial report;
- (ii) a transaction, which might be a notifiable or connected transaction or will involve share issues and share repurchases;
- (iii) where the Company proposes to use the net proceeds of the [REDACTED] in a manner different from that set out in this document or where the business activities, developments or results of the Company 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 term of appointment of the compliance adviser will commence on the [REDACTED] Date and end on the date on which the 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] Date, or until the agreement is terminated, whichever is the earlier.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

BOARD COMMITTEES

Audit committee

Our Company has established an audit committee on [23 November] 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. Poon Ka Lee, Barry, Ms. Yam Ka Yue and Mr. How Sze Ming. Mr. Poon Ka Lee, Barry is the chairman of the audit committee.

Remuneration committee

Our Company established a remuneration committee on [23 November] 2015 which comprises Mr. How Sze Ming, Mr. Luk and Ms. Yam Ka Yue, with Mr. How Sze Ming being the chairman. 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. The primary duties of the remuneration committee are, among other things, 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 [23 November] 2015 with written terms of reference. The nomination committee comprises Mr, Yeung, Mr. Poon Ka Lee, Barry and Ms. Yam Ka Yue, with Mr. Yeung being the chairman. 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.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The aggregate amount of compensation paid by us for each of the financial year ended 31 December 2013 and 31 December 2014 and for the six months ended 30 June 2015 to our Directors was approximately HK\$1,659,000, HK\$1,561,000 and HK\$781,000 respectively.

Save as disclosed above, no other fees, salaries, housing allowances, discretionary bonuses, other allowances and benefits in kind and contributions to pension scheme were paid by our Group to our Directors during the Track Record Period. No Directors waived any emoluments during the Track Record Period.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Two of our Directors were our Group’s five highest paid individuals during the Track Record Period. The emoluments paid by us to our five highest paid individuals during the Track Record Period are as follows:

	Year ended 31 December		Six months ended 30 June	
	2013	2014	2014	2015
	<i>HK\$’000</i>	<i>HK\$’000</i>	<i>HK\$’000</i>	<i>HK\$’000</i>
Salaries and allowances	2,655	2,550	1,487	1,393
Retirement benefit scheme contributions	151	153	77	78

During the Track Record Period, no remuneration has been paid to our Directors or the five highest paid individuals as an inducement to join or upon joining our Group or as compensation for the loss of office as a director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group.

The expected annual Directors’ fees and other emoluments to be paid by our Group for the financial year ended 31 December 2015 and ending 31 December 2016 will be approximately HK\$2.9 million and approximately HK\$3.4 million respectively.

REMUNERATION POLICY

The Director’s fee for each of our Directors is subject to the Board’s review from time to time in its discretion after taking into account the recommendation of our remuneration committee. The remuneration package of each of our Directors is determined by reference to market terms, seniority, experiences, duties and responsibilities of that Director within our Group. Our Directors are entitled to statutory benefits as required by law from time to time such as pension.

Prior to the [REDACTED], the remuneration policy of our Group to reward its employees and executives is based on their performance, qualifications, competence displayed and market comparable. Remuneration package typically comprises salary, contribution to pension schemes and discretionary bonuses relating to the profit of the relevant company. Upon and after the [REDACTED], the remuneration package of the Director and the senior management will, in addition to the above factors, be linked to the return to our Shareholders. Our remuneration committee will review annually the remuneration of all our Directors to ensure that it is attractive enough to attract and retain a competent team of executive members.

DIRECTORS’ COMPETING INTERESTS

Save as disclosed in the section headed “Relationship with Controlling Shareholders” in this document, none of our Controlling Shareholders, Directors and their respective close associates are interested in any business which competes or is likely to compete with that of ours.