

DIRECTORS, SENIOR MANAGEMENT AND STAFF

DIRECTORS

The Board currently consists of 5 Directors comprising 2 executive Directors and 3 independent non-executive Directors. The following table sets out the information regarding the members of the Board:

Name	Age	Date of joining Group	Date of appointment as Director	Position	Principal responsibilities	Relationship with other Director(s) and/or senior management
Kwong Chi Man (鄭志文)	61	2003	30 May 2016	Chairman & Chief Executive Officer	Overall business development and technical operations and strategic planning of our Group	Nil
Yip Wai Man (葉偉文)	42	2005	13 June 2016	Executive Director	Overall supervision and management of site works, quality control and safety	Nil
Yu Wan Wah Amparo (余韻華)	41	2016	[•••]	Independent non-executive Director	Providing independent advice on our businesses, legal matters and corporate governance	Nil
Law Pui Cheung (羅沛昌)	60	2016	[•••]	Independent non-executive Director	Providing independent advice on our businesses, financial matters and corporate governance	Nil
Wat Danny Hiu Yan (屈曉昕)	41	2016	[•••]	Independent non-executive Director	Providing independent advice on our businesses, operational matters and corporate governance	Nil

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Executive Directors

Mr. KWONG Chi Man (鄭志文), aged 61, is the chairman and chief executive officer of our Group. Mr. Kwong is mainly responsible for the overall business development and technical operations and strategic planning of our Group. Mr. Kwong was appointed as an executive Director of our Company on 30 May 2016.

Mr. Kwong has accumulated over 30 years of experience in the construction industry. Mr. Kwong entered into the construction industry as a sole proprietor with the business registration of Kwong Man Kee Engineering in 1982. Mr. Kwong started the car park flooring business in 2003 and in 2005 undertook projects from major property developers, architects, main contractors and government bodies. In 2003, Mr. Kwong became the manager of KMK. In 2008, Mr. Kwong became a shareholder and director of KMK and subsequently became the sole shareholder of KMK in 2013. Mr. Kwong has accumulated over 13 years of experience in the carpark flooring industry.

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

Code provision A.2.1 of the CG Code stipulates that the roles of Chairman and Chief Executive Officer should be separated and should not be performed by the same individual. Mr. Kwong is the Chairman and the Chief Executive Officer of our Company. As Mr. Kwong has managed KMK for over 13 years and is well recognised in the car park flooring industry in Hong Kong, we are of the view that it would be in the best interest of the Group that he continues his role as Chief Executive Officer following Listing. Therefore, our Directors consider that the deviation from the code provision A.2.1 of the CG Code is appropriate in such circumstance.

Mr. Kwong has not held any directorship in any public listed company in the past three years.

Mr. Yip Wai Man (葉偉文), aged 42, is an executive director of our Group principally responsible for supervision and management of site works, quality control and work safety. Mr. Yip WM joined our Group in November 2005 as a technician. He left us in January 2006 and returned as our technician in June 2006. In 2010, Mr. Yip WM became our site foreman and has accumulated over 10 years of experience working in our Group. Mr. Yip WM was appointed as an executive Director of our Company on 13 June 2016.

In October 2012, Mr. Yip WM completed and passed the Technically Competent Person T1 Training Course at the Hong Kong Institute of Vocational Education. Mr. Yip WM has also completed the Safety Supervisor Training Course at Hong Kong Human Resources Limited in March 2013.

Mr. Yip WM has not held any directorship in any public listed company in the past three years.

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Independent non-executive Directors

Ms. Yu Wan Wah Amparo (余韻華), aged 41, was appointed as an independent non-executive Director of our Group on [•••] 2016. Ms. Yu has accumulated over 7 years of experience in the civil and geotechnical engineering field when she was employed from 1998 to 2005 by Greg Wong & Associates Limited, a civil and structural engineering company. In February 2012, Ms. Yu commenced her legal career as a trainee solicitor with Messrs. Phyllis Kwong & Associates. In October 2012, Ms. Yu continued her legal training with Messrs. Ng, Au Yeung & Partners and she was subsequently promoted to the position of Assistant Solicitor in April 2014. Ms. Yu is currently an Assistant Solicitor of Messrs. Ng, Au Yeung & Partners.

Ms. Yu was admitted as a solicitor of the High Court in Hong Kong in April 2014.

Ms. Yu graduated from The University of British Columbia with a bachelor’s degree of applied science in civil engineering in May 1997. In May 1998, she obtained a master’s degree of engineering (civil) from Cornell University (USA). In November 2007, Ms. Yu obtained a master’s degree of science in engineering (industrial engineering & logistics management) from the University of Hong Kong. In December 2010, Ms. Yu obtained her Juris Doctor degree from the Chinese University of Hong Kong and she subsequently completed the Postgraduate Certificate in Laws (PCLL) in July 2011 at the same university.

Mr. Law Pui Cheung (羅沛昌), aged 60, was appointed as an independent non-executive Director of our Group on [•••] 2016. Mr. Law has accumulated over 35 years of experience in the accountancy. Mr. Law began his career with Ernst and Whinney, the predecessor firm of Ernst & Young, an international accounting firm in Hong Kong. Mr. Law joined Li, Tang, Chen & Co., a practising certified public accountants firm in Hong Kong in 1989 as an audit principal and was subsequently promoted to become a partner of the same in 1991. Mr. Law is currently a partner of Li, Tang, Chen & Co.

Mr. Law is currently a fellow or member of the following professional organisations:

Organisation	Capacity	Since (Year)
The Chartered Association of Certified Accountants	Fellow	1990
Hong Kong Institute of Certified Public Accountants	Fellow	1985
Macau Society of Certified Practising Accountants	Member	1995
Hong Kong Securities and Investment Institute	Fellow	2015
The Hong Kong Institute of Directors	Fellow	2011
The Institute of Chartered Accountants in England and Wales	Fellow	2015

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Mr. Law is currently a member of the Disciplinary Panel of the Hong Kong Institute of the Certified Public Accounts and act as an independent non-executive director of Birmingham International Holdings Limited (Stock Code: 2309) (“**Birmingham**”) and China Shanshui Cement Group Limited (Stock Code: 691).

Birmingham appointed receivers in February 2015 to preserve its assets, to carry on its business and to do all such other things reasonably necessary for the purpose of preserving the value of its assets and business. Subsequently, in March 2015, Mr. Law was appointed by the receivers as an independent non-executive director of Birmingham.

Mr. Wat Danny Hiu Yan (屈曉昕), aged 41, was appointed as an independent non-executive Director of our Group on [••] 2016. Mr. Wat has accumulated over 11 years of experience in the civil and geotechnical engineering field when he was employed from August 1998 to November 2009 by Mott MacDonald Hong Kong Limited, a global management, engineering and development consultancy firm. In November 2009, Mr. Wat became a Director of Kin Wah Hong Paper Limited, a company with the principle business of paper agency and distributorship in Hong Kong, where he is responsible for the overall administration, procurement, financial control and sales and marketing.

Mr. Wat has been a member of the Hong Kong Institution of Engineers (Civil Discipline) since March 2003.

Mr Wat graduated from The University of British Columbia in May 1997 with a bachelor’s degree in civil engineering and subsequently obtained a master’s degree of Engineering (Civil) from Cornell University (USA) in May 1998.

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

Save as disclosed above, each of our Directors confirms with respect to him or her that: (i) he/she 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/she does not hold any other position in our Company or any of its subsidiaries; (iii) save as disclosed in the section headed “Further information about Substantial Shareholders, Directors and experts – 1. Disclosure of interests” in Appendix V to this document, he/she 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 our Directors having made all reasonable enquiries, there are no other matters with respect to the appointment of our Directors that need to be brought to the attention of our Shareholders.

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SENIOR MANAGEMENT

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

Name	Age	Date of joining Group	Position	Principal responsibilities	Relationship with other Director(s) and/or senior management
Tse Ka Wing (謝嘉穎)	32	2016	Financial controller and company secretary	Supervision of our financial reporting, financial planning, treasury, financial control and company secretarial matters	nil
Yip Kong Lok (葉港樂)	40	2003	Manager	Overall management of sales and marketing and project management	nil

Ms. Tse Ka Wing (謝嘉穎), aged 32, is the financial controller and company secretary of our Group and is principally responsible for supervision of our financial reporting, financial planning, treasury, financial control and company secretarial matters. Ms. Tse joined our Group in March 2016. Prior to joining our Group, Ms. Tse was the Financial Controller of Hong Kong Universal Education Limited, an education service provider, from November 2014 to March 2016. In November 2013, Ms. Tse joined Union Honor International Enterprise Limited, a group which specialises in medical beauty services as an assistant accounting manager. From February 2008 to November 2013, Ms. Tse served as an assistant manager of BDO Limited, an accounting firm. Since January 2011, Ms. Tse has been a practising member of the Hong Kong Institute of Certified Public Accountants (HKICPA). Ms. Tse is also a member of the Young Member Committee of HKICPA and is an authorised supervisor to provide training to prospective members of the HKICPA.

In 2006, Ms. Tse obtained a bachelor’s degree in business administration in accountancy from the City University of Hong Kong. Ms. Tse has accumulated over 10 years of financial and accounting experience.

Ms. Tse has not held any directorship in any public listed company in the past three years.

Mr. Yip Kong Lok (葉港樂), aged 40, is a manager of our Group and is principally responsible for the overall management of sales and marketing and project management. Mr. Jason Yip first joined us in November 2003 on a part time basis to assist Mr. Kwong in the sourcing of appropriate car park flooring materials and to promote our business. In November 2007, Mr. Jason Yip became our marketing manager on a full time basis and in April 2009, Mr. Jason Yip became our consultant on a part time basis. In August 2015, upon becoming a 30% shareholder in Sage City following his exercise of share option granted to him in 2003, Mr. Jason Yip took up the position of manager of KMK on a full time basis. Mr. Jason Yip has accumulated over 12 years of experience in the car park flooring industry.

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Mr. Jason Yip supplemented his experience as a subcontractor when he managed Joint Surplus from April 2011 to July 2015. Prior to joining our Group as a marketing manager in November 2007, Mr. Jason Yip was a sales manager of Mandas Enterprises, a company which specialised in movement joint systems and waterproofing system from 2001 to 2007. Before that, Mr. Jason Yip was the regional assistant manager in the structural movement joint division of Vexcolt Asia Ltd from 1999 to 2000 and the Sales Engineer of product development in construction materials of Specialist Products Ltd. from 1998 to 1999.

Mr. Jason Yip graduated from The University of British Columbia in May 1997 with a bachelor's degree in civil engineering with distinction and subsequently obtained a master's degree in engineering from the same university in May 1998.

Mr. Jason Yip has not held any directorship in any public listed company in the past three years.

COMPANY SECRETARY

Ms. Tse Ka Wing 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.

COMPLIANCE OFFICER

Mr. Kwong was appointed as the compliance officer of our Company on 17 June 2016.

REMUNERATION POLICY

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

After Listing, the remuneration committee of our Company will review and determine the remuneration and compensation packages of our Directors with reference to their responsibilities, workload, and the time devoted to our Group and the performance of our Group. Our Directors may also receive options to be granted under the Share Option Scheme.

REMUNERATIONS OF DIRECTORS AND SENIOR MANAGEMENT

The aggregate amount of remunerations (including salaries, fees, discretionary bonuses and other allowances and benefits in kind) paid by us for each of FY2015 and FY2016 to our five highest paid individuals were approximately HK\$2.6 million and HK\$3.1 million, respectively.

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During the Track Record Period, no emoluments were paid by our Group to our Directors as an inducement to join or upon joining our Group or as compensation for loss of office. No Director has waived or agreed to waive any emoluments during the Track Record Period.

Under the arrangements currently proposed, conditional upon the Listing, the basic annual remuneration (excluding payment of any discretionary benefits or bonus or other fringe benefits) payable by our Group to each of our Directors is disclosed in the section headed “Remuneration of Directors” in Appendix IV to this document:

BOARD COMMITTEES

Audit committee

Our Company established an audit committee on [24 August] 2016 with its written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are to review and supervise our financial reporting process and internal control system, nominate and monitor external auditors and to provide advice and comments to the Board on matters related to corporate governance.

The audit committee of our Company consists of three members, Law Pui Cheung, Yu Wan Wah Amparo and Wat Danny Hiu Yan. Law Pui Cheung currently serves as the chairman of the audit committee.

Remuneration committee

Our Company established a remuneration committee on [24 August] 2016 with its written terms of reference in compliance with the GEM Listing Rules. The primary duties of the remuneration committee are to make recommendations on the remuneration of our Company’s senior management and to recommend members of the Board.

The remuneration committee of our Company consists of three members, being Wat Danny Hiu Yan, Mr. Kwong and Yu Wan Wah Amparo. Wat Danny Hiu Yan currently serves as the chairman of the remuneration committee.

Nomination committee

Our Company established a nomination committee on [24 August] 2016 with its written terms of reference by reference to the code provisions of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules. The primary duties of the nomination committee are to make recommendations to the Board regarding candidates to fill vacancies on the Board and/or in senior management.

The nomination committee of our Company consists of three members, being Mr. Kwong, Wat Danny Hiu Yan and Yu Wan Wah Amparo. Mr. Kwong currently serves as the chairman of the nomination committee.

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Legal compliance committee

On [24 August] 2016, our Company established the Legal Compliance Committee with written terms of reference. The primary duties of the Legal Compliance Committee are to assist the Board in overseeing our compliance with laws and regulations relevant to our business operations and to review the effectiveness of our regulatory compliance procedures and system.

The Legal Compliance Committee of our Company consists of three members, being Mr. Kwong, Yu Wan Wah Amparo and Wat Danny Hiu Yan. Yu Wan Wah Amparo currently serves as the chairman of the Legal Compliance Committee.

COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, our Company has appointed Alliance Capital as its compliance adviser. Pursuant to Rule 6A.23 of the GEM Listing Rules, our Company will consult with and seek advice from the compliance adviser on a timely basis in the following circumstances:

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

The term of appointment of the compliance adviser of our Company shall commence on the Listing Date and end on the date on which our Company complies with Rule 18.03 of the GEM Listing Rules in respect of the financial results for the second full financial year commencing after the Listing Date and such appointment shall be subject to extension by mutual agreement.