
DIRECTORS, SENIOR MANAGEMENT AND STAFF

Executive Directors

Mr. TAOCHAIFU Choofuang, aged 82, is an Executive Director, Chairman of the Company and a founder of the Group. He is responsible for determining the overall business strategies of the Group. He graduated from 前國立中央大學, the former National Central University (now known as Nanjing University 南京大學) with a Bachelor of Science degree in mechanical engineering. Mr. Taochaifu had played a significant role in property investment and property development activities in the PRC since 1978. One of the most important PRC projects that Mr. Taochaifu participated in was the development of Nanjing Jinling Hotel (南京金陵飯店) in Nanjing, one of the earliest 5 star hotels built in the PRC following the “opening up” of the PRC to the outside world in 1978. He was appointed as a director of NH Investments in 1984. He was involved in establishing and supervising BLTCL, the joint venture with Beijing Tourism Administration to develop the Beijing Landmark Towers complex. Mr. Taochaifu is the deputy chairman and an executive director of BLTCL. He was appointed as a director of NH Development in 1991. From 1991 onwards, he was responsible for forming SGVDM and supervising the overall development of Suzhou Garden Villa and Suzhou Garden Court. He is also the chairman of SGVDM. Mr. Taochaifu was accredited as an Honorary Citizen by the municipal government of Suzhou in 1995. He was also a former independent non-executive director of Jiangsu Expressway Company Limited, a company listed on the Main Board. Prior to starting his real estate business, Mr. Taochaifu was in the shipping business and co-founded Ocean Shipping & Enterprises Limited which was engaged in the principal business of ship owning, ship operation & ship management. Mr. Taochaifu was appointed as an executive Director of the Company on 23 December 2004 and is the father of Mr. TAO Richard and Mr. TAOCHAIFU Porn.

SGVDM had entered into certain debt restructuring arrangements (“Arrangements”) with a bank in the PRC (the “Bank”) during 1999 to 2002 in respect of its debts amounting to approximately US\$8 million and RMB8 million respectively. The Arrangements were for the extension of the maturity date of the aforesaid debts. There was no default in payment of any of the interest and repayment of the principal of the debts mentioned above. By January 2003, all the outstanding debts due to the Bank under the Arrangements had already been repaid.

Mr. TAO Richard, aged 43, is an Executive Director and Vice Chairman of the Company. He is responsible for the strategic planning and corporate development of the Group. Mr. Tao graduated from the University of Newcastle upon Tyne with a Bachelor of Science (First Class Honours) in Naval Architecture & Shipbuilding, and from the Massachusetts Institute of Technology, U.S.A., with two Masters Degrees in Ocean Systems Management and Naval Architecture & Marine Engineering respectively. Mr. Tao was a director of the Vancouver Place Group, which was engaged in property business. He has been engaged in the property business in the PRC since 1994. He was appointed as a director of NH Development, NH Investments and SGVDM in 2000, 2001 and 2004 respectively. He was appointed as an executive Director of the Company on 23 December 2004. He is a son of Mr. TAOCHAIFU Choofuang and the brother of Mr. TAOCHAIFU Porn.

Mr. TAOCHAIFU Porn, aged 38, is the Managing Director of the Company. He graduated from the University of Cambridge, England with a Master of Arts degree. He also holds a Master of Science degree in Real Estate from the University of Greenwich, England and participated in the Program for Management Development at the Graduate School of Business Administration, Harvard University, USA. Mr. Taochaifu has been actively involved in property development and investment in the PRC for over 10 years since joining the Group. Mr. Taochaifu was initially responsible for the sales and marketing activities for the projects in Suzhou, and latterly in general management. He is a member of The 11th Committee of Suzhou City, Jiangsu Province Chinese People’s Political Consultative Conference 中國人民政治協

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商會議江蘇省蘇州市第十一屆委員會委員 as well as a director of 香港蘇浙同鄉會 (Kiangsu & Chekiang Residents (Hong Kong) Association.) Mr. Taochaifu is also a qualified solicitor in Hong Kong. He was appointed as a director of NH Development, SGVDM and NH Investments in 1997, 1999 and 2001 respectively. He was appointed as an executive Director of the Company on 23 December 2004. He is a son of Mr. TAOCHAIFU Choofuang and the brother of Mr. TAO Richard.

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Mr. KONG Mui Sum Lawrence, aged 57, is an Executive Director of the Company. He graduated in 1970 from the University of Hong Kong with a Bachelor of Social Sciences degree with honours majoring in Economics and Accounting. He is a fellow of the Institute of Chartered Shipbrokers, being qualified in 1977. He joined Ocean Shipping & Enterprises Limited in 1970 and has over 20 years of senior management experience. He joined the Group’s associated companies in November, 1999 and has been actively involved in the business planning and development of the Group’s business in PRC, including but not limited to contract negotiations with third party professionals and contractors as well as project management. He was appointed as an executive Director of the Company on 23 December, 2004.

Mr. YIM Chun Leung, aged 43, is an Executive Director of the Company. Mr. Yim is a fellow member of The Chartered Association of Certified Accountants and a certified public accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Yim has more than 20 years’ experience in auditing, accounting and finance fields. Since 1994, Mr. Yim has worked for several companies listed on the Main Board, including N P H International Holdings Limited (“NPH”, now known as Hong Kong Pharmaceutical Holdings Limited), Chee Shing Holdings Limited (now known as Tysan Holdings Limited) and Sinolink Worldwide Holdings Limited as executive director, finance director and chief financial officer respectively. Mr. Yim was appointed as an executive Director of the Company on 23 December 2004 and is responsible for corporate finance matters of the Group. Currently, Mr. Yim is also an independent non-executive director of Era Information & Entertainment Limited, a company listed on the Growth Enterprise Market of the Stock Exchange.

Mr. Yim was a director of NPH and some of its subsidiaries for the period from 2 January 1998 to 19 April 1999. According to an announcement made by NPH on 7 March 2000 (which was the eleventh month after Mr. Yim’s resignation), NPH and its subsidiaries (the “NPH Group”) had entered into certain debt restructuring arrangements (the “Restructuring Arrangements”) with a bank and creditor. In the announcement, it was stated that the NPH Group was indebted to the bank and creditor in the amount of approximately HK\$88.57 million and HK\$13.763 million respectively as at 31 January 2000. As announced subsequently by NPH on 25 April 2000, the Restructuring Arrangements were approved at the general meeting by the shareholders of NPH.

Non-Executive Director

Honourable CHAN Bernard Charnwut, aged 40, is a Non-Executive Director of the Company. The Honourable Bernard Chan is a non-official member of the Executive Council and a member of the Legislative Council of Hong Kong. Mr. Chan is a graduate of Pomona College in California, U.S.A. He holds the positions of President in Asia Financial Holdings

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Ltd., a company listed on the Main Board, and Asia Insurance Company, Limited. Mr. Chan serves as the Chairman of the Standing Committee on Disciplined Services Salaries and Conditions of Service and the Deputy Chairman of the Lingnan University. He is also a member of the Insurance Advisory Committee, Greater Pearl River Delta Business Council and the Committee on Financial Assistance for Family members of Those Who Sacrifice Their Lives to Save Others. In addition, Mr. Chan also serves as the Advisor of Bangkok Bank Ltd., Hong Kong Branch, The Chairman of the Hong Kong-Thailand Business Council and the Chairperson of The Hong Kong Council of Social Service. He was appointed as a non-executive Director of the Company on 14 November 2005.

The Takeovers and Mergers Panel of the SFC announced a public censure dated 2 April 2002 on Asia Financial (Assets Management) Limited (“AFAML”), of which Honourable CHAN Bernard Charnwut has been a director since November 1992, for its breach of Rule 26.1 of the Codes on Takeovers and Mergers in its acquisition of more than 35% of the shares in Tack Hsin Holdings Limited for seven investment companies without making a general offer. AFAML ceased its business on 15 April 2002 and has de-registered as an investment adviser from the SFC since 6 July 2002.

Independent Non-Executive Directors

Mr. WONG Gary Ka Wai, aged 44, is an Independent Non-Executive Director of the Company. Mr. Wong graduated from The University of British Columbia with a Master Degree of Business Administration in Finance and Management Information Systems, and a Degree of Bachelor of Applied Science in Electrical Engineering. He is a member of the Association of Certified General Accountants’ Association of Canada. Mr. Wong has been working for a number of international financial institutions and has numerous experiences in the banking industry. Currently, he is a manager in Standard Chartered Bank (Hong Kong) Limited in Hong Kong. He has internal controls and financial reporting experience. Mr. Wong was appointed as an independent non-executive Director of the Company on 14 November 2005.

Mr. SUN Leland Li Hsun, aged 44, is an Independent Non-Executive Director of the Company. Mr. SUN graduated from the University of California, Los Angeles with a Master Degree of Business Administration in 1986. Mr. SUN is the Chief Executive Officer and a founder of Pan Asian Mortgage Company Limited, a mortgage securitization conduit. Mr. Sun has over 20 years of secondary mortgage market experience in Asia and the United States, directly involved in the structuring, trading and distribution of mortgage-backed securities globally. In 1997, Mr. Sun was appointed by the Financial Secretary of the Hong Kong SAR government as the first Chief Operating Officer of The Hong Kong Mortgage Corporation and was entrusted with managing this 100% government-owned company. Previously, Mr. Sun was an Executive Director in the Fixed Income International Sales Department of GS (Asia) Securities Limited and was employed by Goldman Sachs from July 1986 to October 1994. He was also a Senior Managing Director of the Emerging Markets Fixed Income Sales Department with Bear Stearns Asia Limited from October 1994 to February 1996. He was appointed as an independent non-executive Director of the Company on 14 November 2005.

Mr. CHAN Norman Enrique, aged 45, is an Independent Non-Executive Director of the Company. He was an Adjunct Assistant Professor of the Chinese University of Hong Kong from September 2001 to January 2002. He has experience in architectural design. Currently, he is a director of BTR Workshop Ltd., an architectural and design company based in Hong Kong. He was appointed as an independent non-executive Director of the Company on 14 November 2005.

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AUDIT COMMITTEE

The Company established an audit committee on 14 November 2005 with terms of references in compliance with the code on corporate governance practices set out in appendix 14 of the Listing Rules. The members of the audit committee are the three independent non-executive Directors, namely Mr. WONG Gary Ka Wai, Mr. SUN Leland Li Hsun and Mr. CHAN Norman Enrique. Mr. WONG Gary Ka Wai, who possesses a professional accounting qualification and relevant accounting experience, is the chairman of the audit committee. The primary duties of the audit committee are to review and approve the financial reporting process and internal control systems of the Group.

REMUNERATION COMMITTEE

The Company established a remuneration committee on 14 November 2005 with terms of references in compliance with the code on corporate governance practices set out in appendix 14 of the Listing Rules. The members of the remuneration committee are an executive Director and two independent non-executive Directors, namely Mr. TAO Richard, Mr. SUN Leland Li Hsun and Mr. CHAN Norman Enrique. The primary duties of the remuneration committee are to review and determine the terms of remuneration packages, bonuses and other compensation payable to Directors and senior management.

NOMINATION COMMITTEE

The Company established a nomination committee on 14 November 2005 with terms of reference. The members of the nomination committee are one executive Director and two independent non-executive Directors, namely Mr. TAOCHAIFU Porn, Mr. SUN Leland Li Hsun and Mr. CHAN Norman Enrique. The primary duties of the nomination committee are making recommendations to the Board on appointment of Directors and management of Board succession.

COMPANY SECRETARY

Ms. CHAN Meily, aged 33, is the Company Secretary of the Company, responsible for corporate governance and related matters as well as legal and compliance matters of the Group. She obtained a Master Degree of Business Administration in Financial Management from the University of Hull in England in 1996. She is an associate member of The Institute of Chartered Secretaries and Administrators in England and The Hong Kong Institute of Chartered Secretaries respectively. Prior to joining the Group, she was a company secretary of Hong Kong Pharmaceutical Holdings Limited, a company listed on the Main Board responsible for due diligence exercise, legal and compliance matters. She has over 10 years of experience in legal and compliance matters of listed companies in Hong Kong. Ms. Chan joined the Group in February 2005.

SENIOR MANAGEMENT

Ms. MAN Miu Sheung, aged 33, is the Financial Controller and the qualified accountant of the Company. Ms. Man graduated from The City University of Hong Kong with a degree of Bachelor of Arts in Accountancy with honours and has over 9 years of relevant experience in accounting and auditing gained in leading international accounting firms and Fujian Holdings Limited, a company listed on the Main Board. Ms. Man is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and an associate member of the Institute of Chartered Accountants in England and Wales. Ms. Man joined the Group in March 2005 and is employed on a full time basis.

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Ms. SHEN Feng Luan (沈鳳鸞), aged 66, is the Chief Representative of the Beijing representative office of NH Land. Ms. Shen is a graduate of the Tianjin University, PRC in Civil Architecture. She has obtained the qualification of 高級工程師 (Senior Engineer) accredited by 北京市高級專業技術職務評審委員會 (the Beijing Senior Vocational Title Inspecting Committee of the People's Government of Beijing) and had participated in a variety of property development projects involving foreign investments in the PRC with over 20 years of experience in property industry in the PRC. She was the Chairman of BLTCL before she retired in 1999 and joined the Group in January, 2005. Prior to joining the Group, she was the Chief Engineer of a property investment and development company in the PRC.

Mr. WANG Wei Lin (王偉林), aged 63, is a Director of SNHPDC, Senior Consultant and Assistant to Chairman of SGVDM, responsible for the business development of the Group. During 1976 to 2000, he had served as deputy supervisor of 蘇州市對外經濟貿易委員會 (Suzhou Foreign Economics & Trade Commission). He joined the Group in January, 2004.

Mr. WONG Tak Lee, aged 45, is the Senior Manager of the Group, responsible for the operations of the Group's subsidiaries in Suzhou. He graduated from Hong Kong Polytechnic University with an Advanced Higher Diploma in General Practice Surveying and a Higher Diploma in Surveying. Mr. Wong joined the Group in July 2000 and is currently the deputy general manager of SGVDM. He has been involved in real estate operations and marketing in the PRC for over 10 years.

Ms. SONG Shu Min (宋淑敏), aged 67, is the Chief Engineer of SGVDM. She is a graduate of the 南京工學院 (Nanjing Institute of Technology), the PRC in Architecture. She has obtained the qualification of 中華人民共和國一級註冊建築師 (qualified national first grade Architect in the PRC) and has worked in various PRC architectural and design institutes before joining SGVDM in April 2002.

Mr. CHAN Chiu Hang, aged 55, is the Deputy Project Manager of SGVDM. He graduated from Chu Hai College with a degree of Bachelor of Science in Architectural Engineering and holds a Diploma in Housing from the Faculty of Graduate Studies and Research of McGill University. He has over 25 years of working experience in the PRC, Hong Kong and Canada in architectural design and project consultancy. He joined the Group in February, 2004.

Mr. WANG Wei Da (王偉達), aged 69, is the Chief Accountant of SGVDM, with over 30 years of accounting experience in the PRC. He has obtained the certificate of accounting professional (會計從業資格證書) from 江蘇省財政廳 (Jiangsu Finance Department) and joined SGVDM in April 1994.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The executive Directors and senior management receive compensation in the form of salaries, bonuses, and housing allowance, including the contribution by the Group to the retirement schemes on their behalf. According to the discretionary bonus scheme of the Group, an amount of not more than 20% of the excess amount over the annual profit attributable to the shareholders of the Company may be distributed at the discretion of the Board to the executive Directors and the permanent staff of the Group as bonus within one month after the release of the Company's consolidated results if the annual profit attributable to the shareholders of the

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Company is more than HK\$50,000,000 but less than HK\$60,000,000. In case that the annual profit attributable to the shareholders of the Company is more than HK\$60,000,000, an amount of not more than 20% of the excess amount over HK\$50,000,000 plus an amount of not more than 25% of the excess amount over HK\$60,000,000 may be distributed at the discretion of the Board to the executive Directors and the permanent staff of the Group as bonus.

Brief particulars of the terms of the service agreements of the executive Directors are set out in the paragraph headed “Particulars of service agreements” in Appendix VII to this prospectus.

The information relating to the remuneration of the Directors and the senior management (including Directors’ fees as well as salaries and other incentive benefits of the senior management) for the Track Record Period is set out in note 25 to the accountants’ report in Appendix I to this prospectus.

STAFF

As at the Latest Practicable Date, the Group had 162 full time employees for its operations in different locations. The following is a breakdown of the employees of the Group by geographical location and function:—

	PRC	Hong Kong	Total
Management	7	6	13
Development, project management	9	—	9
Sales, planning and marketing	11	—	11
Administration, finance and human resources	20	12	32
Property management	97	—	97
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Total	144	18	162
	<hr/>	<hr/>	<hr/>

Relationship with staff

The Group provides housing fund allowances to its staff in the PRC. Labour dispute is not common to the Group. In February 2002, the Intermediate People’s Court of Suzhou Municipality (蘇州市中級人民法院) rejected SGVDM’s appeal to overturn one of the rulings of the People’s Court in Hugiu District of Suzhou Municipality (蘇州市虎丘區人民法院) that SGVDM shall pay housing allowances in the total amount of RMB29,812.50 to one of its former employees in a labour dispute with that employee. SGVDM did not accept the rejection and on 4 March 2002 it applied to the Intermediate People’s Court of Suzhou Municipality (蘇州市中級人民法院) for a retrial of the appeal. Although the ground for the application for retrial was submitted by SGVDM on 23 April 2002, the Intermediate People’s Court of Suzhou Municipality (蘇州市中級人民法院) has not yet decided to accept the application. Nor has the Court proceeded to commence hearing of SGVDM’s application. Despite the application, on 8 May 2002 SGVDM paid all the amounts pursuant to the order of the People’s Court in Hugiu District of Suzhou Municipality (蘇州市虎丘區人民法院). If the Intermediate People’s Court of Suzhou Municipality (蘇州市中級人民法院) proceeds to hear SGVDM’s application for retrial, SGVDM will apply to withdraw its application for retrial.

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Save as disclosed above, the Group has not experienced any significant disputes with employees or disruption to the Group's operations due to labour disputes. Further, the Group has not experienced any difficulty in recruitment and retention of suitable employees. The Directors believe that the Group has maintained a good working relationship with employees throughout the Track Record Period and are confident that such relationship will continue in future.

REMUNERATION POLICY FOR THE EXECUTIVE DIRECTORS

The Group's policy concerning remuneration of the executive Directors is as follows:–

- the amount of remuneration is determined on the basis of the relevant executive Director's experience, responsibility, workload and the time devoted to the Group;
- non-cash benefits may be provided to the executive Directors under their remuneration package; and
- the executive Directors may be granted, at the discretion of the Board, options pursuant to the Share Option Scheme, as part of their remuneration package.

EMPLOYEES' BENEFITS OFFERED BY THE GROUP

The Group complies in all material aspects with all statutory requirements on retirement contribution in the jurisdictions where the Group operates.

The Group's employees in the PRC have enrolled in the mandatory central pension scheme operated by the PRC government. The Group also provides social security protection against unemployment, medical expenditure, employment injury as well as pregnancy and retirement benefits to the Group's staff in the PRC in accordance with the relevant PRC rules and regulations. The Directors confirm that the Group has fulfilled obligations under the relevant PRC laws. The Directors are uncertain as to whether there will be any further developments in the housing reform policy and the financial impact on the Group as a result of such development. The Directors will implement the housing reform policy once it has been promulgated by the PRC government.

In Hong Kong, the Group has participated in a mandatory provident fund scheme for the Group's employees in Hong Kong in accordance with the applicable Hong Kong laws and regulations.

SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme whereby such participants (as more particularly described in Appendix VII to this prospectus) may be granted options to subscribe for Shares at the discretion of the Board or a committee thereof. The principal terms of the Share Option Scheme are summarised under the section headed "Summary of the Share Option Scheme" in Appendix VII to this prospectus.