

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

### OVERVIEW

Our Board currently consists of eight Directors, comprising three executive Directors, two non-executive Directors and three independent non-executive Directors. Our Directors are supported by our senior management in the day-to-day management of our business.

The following table sets out information regarding our Directors and our senior management:

#### Directors

Name	Age	Position	Date of joining our Group	Date of appointment as Director of our Company	Responsibilities	Relationship with other Directors and senior management
Mr. LIU Winson Wing Sun	38	Executive Director, Chairman	March 2002	Appointed as a Director on 17 September 2014 and re-designated as an executive Director on 6 October 2014	Responsible for overall business strategy and major business decisions of our Group and the chairman of the nomination committee	Son of Mr. LIU Su Ke
Mr. KAN Yiu Keung	47	Executive Director, Chief Executive	September 2000	6 October 2014	Responsible for general management and day-to-day operation of the Group	Brother of Mr. KAN Yiu Kwok
Mr. CHAN Lo Kin	61	Executive Director	March 1992	6 October 2014	Responsible for the day-to-day operation of our Group and a member of the remuneration committee	N/A
Mr. LIU Su Ke	78	Non-Executive Director	November 1972	6 October 2014	Performing his duties as a Director through the Board	Father of Mr. LIU Winson Wing Sun
Mr. KAN Yiu Kwok	49	Non-Executive Director	September 2000	6 October 2014	Performing his duties as a Director through the Board	Brother of Mr. KAN Yiu Keung

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Name	Age	Position	Date of joining our Group	Date of appointment as Director of our Company	Responsibilities	Relationship with other Directors and senior management
Ms. TONG Sze Wan	41	Independent Non-Executive Director	[●]	[●]	Performing her duties as a Director through the Board, the chairman of the audit committee, a member of the remuneration committee and a member of the nomination committee	N/A
Mr. LAM Yiu Por	38	Independent Non-Executive Director	[●]	[●]	Performing his duties as a Director through the Board, the chairman of the remuneration committee and a member of the audit committee	N/A
Mr. KWONG Ping Man	49	Independent Non-Executive Director	[●]	[●]	Performing his duties as a Director through the Board, a member of the nomination committee and a member of the audit committee	N/A

### Senior Management

Name	Age	Position	Date of joining our Group	Date of appointment of current position	Responsibilities	Relationship with other Directors and senior management
Mr. CHEUNG Yat Ming	50	Technical Director, Construction Engineer	August 1999	August 1999	Responsible for overseeing the engineering operations and the technical aspect of various projects	N/A

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Name	Age	Position	Date of joining our Group	Date of appointment of current position	Responsibilities	Relationship with other Directors and senior management
Mr. NG Derek Sau Lai	47	Financial Controller	May 2014	May 2014	Responsible for overseeing the financial operations of our Group	N/A
Mr. LEE Yiu Hung	51	Safety Manager	May 2008	May 2009	Responsible for monitoring compliance of occupational health, safety and environmental compliance	N/A

### DIRECTORS

#### Executive Directors

**Mr. LIU Winson Wing Sun** (廖永樂先生), aged 38, is an executive Director and our Chairman. Mr. Liu is one of our Controlling Shareholders. Mr. Liu is also a director of Sing Fat Construction and ABO. He has over 12 years of experience in building maintenance and renovation contracting services industry in Hong Kong. Mr. Liu is primarily responsible for the overall management, strategic planning and business development of our Group. He is also our safety director who is responsible for overseeing all occupational health, safety and environmental matters of our Group. Mr. Liu also acts as one of our construction managers for project execution in respect of some of our DTCs. Mr. Liu joined our Group as a works coordinator in March 2002 and has been promoted to safety director in November 2005 and construction manager in January 2009. Prior to joining our Group in March 2002, he worked as an assistant valuer at the Associated Surveyors and Auctioneers Limited, a company principally engaged in property valuation and auctioneering services where he was responsible for providing assistance in property valuation and preparation of valuation reports.

Mr. Liu graduated from the University of Technology, Sydney in Australia in May 1999 with a Bachelor of Land Economic. He further obtained his diploma in construction, a distance learning course organised by the College of Estate Management in England in February 2004 and a profession diploma in corporate governance and directors from the Hong Kong Institute of Directors in November 2008. Mr. Liu was admitted as an incorporate member of the Charter Institute of Building in June 2004 and a member of the Australian Institute of Building in September 2007. He was admitted as a member of the Hong Kong Institute of Construction Manager in January 2009 and an associate of the Australian Property Institute in February 2011.

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Mr. Liu is a non-executive director of Jiangsu Nandasoft Technology Company Limited (a H-share company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8045), primarily engaged in the development, manufacturing and marketing of network security software, internet application software, educational software and business application software) since November 2008 and was re-designated as an executive director of Jiangsu Nandasoft Technology Company Limited during the period between May 2013 and March 2014. Mr. Liu has been re-designated as a non-executive director of Jiangsu Nandasoft Technology Company Limited since March 2014.

Mr. Liu was a director of Commsecure.com Limited (a company primarily engaging in information technology), which was incorporated in Hong Kong, prior to its dissolution on 12 December 2003. This company was dissolved by way of deregistration under section 291AA the Predecessor Companies Ordinance because it ceased to carry on any business or operation. Under section 291AA of the Predecessor Companies Ordinance, an application to deregister a private company can only be made if (a) all the members of the company agree to the deregistration; (b) the company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application; and (c) the company has no outstanding liabilities. Mr. Liu confirmed that there is no wrongful act on his part leading to the dissolution and is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution, and that his involvement in the above company was part and parcel of his services as a director of this company and that no misconduct or misfeasance had been involved in the dissolution of this company.

Mr. Liu is the son of Mr. Liu Su Ke who is one of our Controlling Shareholders and a non-executive Director.

**Mr. KAN Yiu Keung** (簡耀強先生), aged 47, is an executive Director and our Chief Executive Officer. Mr. Kan is one of our Controlling Shareholders. He has over 29 years of experience in building maintenance and renovation contracting services industry in Hong Kong. Mr. Kan is primarily responsible for general management and day-to-day operation of our Group. He is a director of Sing Fat Construction and also our project director who is responsible for overseeing all projects with public sector customers, project management and monitoring the progress of all projects for public sector customers. Mr. Kan is also a director of ABO. Mr. Kan joined our Group as a project director in September 2000. Prior to joining our Group, he worked as a director of Rich China Engineering Limited (a subcontractor of building maintenance projects) from April 1998 to August 2000. From May 1994 to March 1998, he worked as a director of Jetkind Construction Engineering Limited which is also a subcontractor for building maintenance projects. From March 1991 to April 1994, he worked in Shing Kai Engineering Company (成基工程公司) as a site agent where he was mainly responsible for on-site management of building maintenance projects. From August 1985 to February 1991 he worked as a forman for Shing Kai Engineering Company (成基工程公司). Mr. Kan completed his secondary education and graduated from Sham Shui Po Secondary School in July 1985. He completed Site Safety Management Course and Accident Prevention Course organised by the University of Hong Kong in October and November 2004. Mr. Kan was admitted as a corporate member of the Asia Institute of Building in April 2009.

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Mr. Kan was a director of Jetkind Construction Engineering Limited (a company primarily engaged in subcontracting works for building maintenance projects), Rich China Engineering Limited (a company primarily engaging in subcontracting works on building maintenance) and Moral Time Investment Limited (a property holding company), all of which were incorporated in Hong Kong, prior to their dissolutions on 28 May 2004, 23 September 2011 and 1 February 2013, respectively. These companies were dissolved by way of deregistration under section 291AA of the Predecessor Companies Ordinance because they ceased to carry on any business or operation. Mr. Kan confirmed that there is no wrongful act on his part leading to the dissolutions and is not aware of any actual or potential claim has been or will be made against him as a result of the dissolutions, and that his involvement in the above companies was part and parcel of his services as a director of these companies and that no misconduct or misfeasance had been involved in the dissolution of these companies.

During the three years immediately preceding the Latest Practicable Date, Mr. Kan has not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Kan is the brother of Mr. Kan Yiu Kwok, who is one of our Controlling Shareholders and a non-executive Director. He is the son of Mr. Kan Man Hoo who is one of our Controlling Shareholders.

**Mr. CHAN Lo Kin** (陳勞健先生), aged 61, is an executive Director. Mr. Chan is one of our Controlling Shareholders. He has over 36 years of experience in building maintenance and renovation contracting services industry in Hong Kong. Mr. Chan is primarily responsible for day-to-day operation of our Group. He is a director of Sing Fat Construction and also our administration director who is our management representative responsible for managing our management system in accordance with ISO9001:2008 standards and requirements. Mr. Chan joined our Group as a director of Sing Fat Construction in March 1992. He is also a director of ABO. Prior to joining our Group, he worked as a director of Chuen Shing Construction Company Limited from February 1991 to until August 2007. From October 1978 to January 1991, he worked as a general manager responsible for accounting matters of Chuen Sheng Ho, a sole proprietorship established in Hong Kong which was principally engaged in metal works engineering. Mr. Chan graduated from Yuet Wah College in (Macao) in June 1976.

Mr. Chan was a director of Chuen Shing Construction Company Limited (a company primarily engaged in subcontracting works in building maintenance and renovation, a company incorporated in Hong Kong, prior to its dissolution on 10 August 2007. This company was dissolved by way of deregistration under section 291AA of the Predecessor Companies Ordinance because it ceased to carry on any business or operation. Mr. Chan confirmed that there is no wrongful act on his part leading to the dissolution and is not aware of any actual or potential claim has been or will be made against him as a result of the dissolution, and that his involvement in the above company was part and parcel of his services as a director of this company and that no misconduct or misfeasance had been involved in the dissolution of this company.

During the three years immediately preceding the Latest Practicable Date, Mr. Chan has not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

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### Non-Executive Directors

**Mr. LIU Su Ke** (廖樹基先生), aged 78, is a non-executive Director. Mr. Liu is one of our Controlling Shareholders. He has over 53 years of experience in building construction industry and over 20 years of experience in building maintenance and renovation contracting services industry in Hong Kong and his views and insights are invaluable to our Group. Mr. Liu has assumed a non-executive role in the Board and did not participate in the day-to-day operation and management of our Group during the Track Record Period. Mr. Liu joined our Group as a construction manager and a director of Sing Fat Construction in November 1972. Mr. Liu is also a director of ABO. Prior to joining our Group, he worked as a subcontractor of building construction projects from 1962 to 1972. He worked as a foreman at a Hong Kong company engaged in building construction projects between 1961 and 1962. Mr. Liu completed a High Certificate of Apprentice Foreman Course organised by Hong Kong Technical College in July 1959 and passed the intermediate examination in builder’s quantities of the city & guilds of London Institute in 1958. Mr. Liu was admitted as a fellow class member of Hong Kong Institute of Construction Managers in May 1997.

Mr. Liu was a director of the following companies prior to their respective dissolutions:

Name of company	Place of incorporation	Principal business activity prior to dissolution	Date of dissolution	Means of dissolution	Reason for dissolution
Brilliant Star Limited	Hong Kong	Property holding	21 February 2003	Striking off under section 291 of the Predecessor Companies Ordinance	Cessation of business
Century Hero Corporation Limited	Hong Kong	Property holding	18 June 2010	Deregistration under section 291AA of the Predecessor Companies Ordinance	Cessation of business
Chuen Shing Construction Company Limited	Hong Kong	Building maintenance and renovation	10 August 2007	Deregistration under section 291AA of the Predecessor Companies Ordinance	Cessation of business
Commsecure. com Limited	Hong Kong	Information technology	12 December 2003	Deregistration under section 291AA of the Predecessor Companies Ordinance	Cessation of business
Full Chance Corporation Limited	Hong Kong	Property holding	30 December 2011	Deregistration under section 291AA of the Predecessor Companies Ordinance	Cessation of business
Gold Hero Limited	Hong Kong	Property holding	26 September 2008	Deregistration under section 291AA of the Predecessor Companies Ordinance	Cessation of business

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Name of company	Place of incorporation	Principal business activity prior to dissolution	Date of dissolution	Means of dissolution	Reason for dissolution
Ka Lok Kitchen Restaurant Limited	Hong Kong	Restaurant business	19 November 2004	Deregistration under section 291AA of the Predecessor Companies Ordinance	Cessation of business
Kahor Properties Limited	Hong Kong	Property holding	7 August 2009	Striking off under section 291 of the Predecessor Companies Ordinance	Cessation of business
Landcause Development Limited	Hong Kong	Property holding	7 January 2011	Deregistration under section 291AA of the Predecessor Companies Ordinance	Cessation of business
Liao Ching Hing Shanghai Restaurant Limited	Hong Kong	Restaurant business	29 August 2003	Deregistration under section 291AA of the Predecessor Companies Ordinance	Cessation of business
Macho Company Limited	Hong Kong	Property holding	7 August 2009	Deregistration under section 291AA of the Predecessor Companies Ordinance	Cessation of business
Manwo Engineering Limited	Hong Kong	Building maintenance and renovation	29 February 2008	Deregistration under section 291AA of the Predecessor Companies Ordinance	Cessation of business
Master Data Company Limited	Hong Kong	Investment holding of property development project company	29 August 2003	Deregistration under section 291AA of the Predecessor Companies Ordinance	Cessation of business
Master Kingdom Company Limited	Hong Kong	Investment holding of property development project company	24 July 2006	Voluntary winding-up under section 239 of the Predecessor Companies Ordinance	Cessation of business
Rich China Engineering Limited	Hong Kong	Construction/ maintenance	23 September 2011	Deregistration under section 291AA of the Predecessor Companies Ordinance	Cessation of business
Speed Trade Limited	Hong Kong	Seafood trading	18 September 2009	Striking off under section 291 of the Predecessor Companies Ordinance	Cessation of business
Shanghai Donggao Real Estate Development Company Limited	PRC	Property development	March 2004	Dissolution under PRC law	Cessation of business



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Mr. Liu confirmed that there is no wrongful act on his part leading to the dissolutions and is not aware of any actual or potential claim has been or will be made against him as a result of the dissolutions, and that his involvement in the above companies was part and parcel of his services as a director of these companies and that no misconduct or misfeasance had been involved in the dissolutions of these companies.

During the three years immediately preceding the Latest Practicable Date, Mr. Liu has not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Liu is the father of Mr. Liu Winson Wing Sun who is one of our Controlling Shareholders and an executive Director.

In June 2009, Mr. Liu was convicted of two summons in respect of his failure to make disclosure of notifiable interests in Warderly International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 607) (“Warderly”) to the Stock Exchange and Warderly as required under sections 310(a)(a), 313(a)(a), 324, 325(1)(b) and 328(a)(ii) of the SFO in connection with his security interests over 231,800,000 shares of Warderly as security for a loan facility granted by Mr. Liu’s controlled company to a subsidiary of Warderly. Mr. Liu was fined for HK\$5,000 for the convictions. Mr. Liu later appealed to the High Court and the Court of Final Appeal against those convictions and such appeals were dismissed by the High Court in November 2009 and later dismissed by the Court of Final Appeal in January 2010. Mr. Liu confirmed that the aforesaid non-compliance is due to his oversight and misunderstanding of the provisions under Part XV of the SFO. In view of the fact that (i) the aforesaid non-compliance is due to Mr. Liu’s oversight and misunderstanding of the provisions under Part XV of the SFO; (ii) Mr. Liu has been given training by our Company’s legal advisers to enable him to familiarise himself with, among other things, the disclosure requirements under Part XV of the SFO and other continuing obligations applicable to a director and substantial shareholder of a listed company; (iii) the aforesaid non-compliance did not involve intentional misconduct, fraud, dishonesty or corruption on the part of Mr. Liu; and (iv) the nature and amount of penalty imposed on Mr. Liu for such non-compliance is not significant, our Directors are of the view, and the Sponsor concurs, that such non-compliance does not reflect a material defect in Mr. Liu’s character, integrity or experience and does not affect his suitability to act as our Director under Rules 3.08 and 3.09 of the Listing Rules.

**Mr. KAN Yiu Kwok** (簡耀國先生), aged 49, was appointed as a non-executive Director on 6 October 2014. Mr. Kan is one of our Controlling Shareholders. He has served as a director of Sing Fat Construction since September 2000. Mr. Kan has assumed a non-executive role in the board of Sing Fat Construction and did not participate in the day-to-day management and operation of our Group. Since March 2000, he has been the managing director of Ying Wah Securities Company Limited, a licenced corporation to carry on Type 1 (dealing in securities) regulated activity under the SFO.

Mr. Kan worked as a director of Rich China Engineering Limited (a subcontractor for building maintenance projects) from April 1998 to August 2000. From May 1994 to March 1998 he worked as director of Jetkind Construction Engineering Limited which is also a subcontractor for building maintenance and renovation services. From March 1991 to April



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1994 he worked as a partner at Kai Shing Construction Company (佳盛建築公司) (a company primarily engaged in subcontracting works on building maintenance). From 1982 to 1990 he worked as foreman for Chuen Shing Metal Company.

Mr. Kan has been the vice-chairman of Guangzhou Haizhu Overseas Friendship Liaison Association since October 2009 which is an association for liaison with overseas Chinese. Mr. Kan studied in Lui Ming Choi Lutheran College from 1979 to 1981.

Mr. Kan was a director of Jetkind Construction Engineering Limited (a company primarily engaged in subcontracting works on building maintenance) and Rich China Engineering Limited (a company primarily engaging in subcontracting works on building maintenance projects), both of which were incorporated in Hong Kong, prior to their dissolutions on 28 May 2004 and 23 September 2011, respectively. These companies were dissolved by way of deregistration under section 291AA of the Predecessor Companies Ordinance because they ceased to carry on any business or operation. Mr. Kan confirmed that there is no wrongful act on his part leading to the dissolutions and is not aware of any actual or potential claim has been or will be made against him as a result of the dissolutions, and that his involvement in the above companies was part and parcel of his services as a director of these companies and that no misconduct or misfeasance had been involved in the dissolution of these companies.

During the three years immediately preceding the Latest Practicable Date, Mr. Kan has not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Kan is the brother of Mr. Kan Yiu Keung, who is one of our Controlling Shareholders and an executive Director. He is the son of Mr. Kan Man Hoo who is one of our Controlling Shareholders.

### Independent Non-Executive Directors

**Ms. TONG Sze Wan** (唐詩韻女士), aged 41, is an independent non-executive Director. Ms. Tong has over 18 years of experience in auditing and accounting. From November 2002 to March 2014, Ms. Tong was the company secretary of Jiangsu Nandasoft Technology Company Limited (a H-share company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8045) and is primarily engaged in the development, manufacturing and marketing of network security software, internet application software, educational software and business application software). Ms. Tong was an accounting manager from September 1998 to May 2000 in Dong-Jun Holdings Limited (now known as Heritage International Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 412) and is principally engaged in property development). She had also worked at Ernst & Young as an auditor during the period from August 1995 to October 1998. Ms. Tong graduated from Hong Kong Baptist University with a Bachelor in Accounting in November 1995. She is also an associate member of the Hong Kong Institute of Certified Public Accountants since February 2001 and a fellow member of Association of Chartered Certified Accountants since November 2003. During the three years immediately preceding the Latest Practicable Date, Ms. Tong has not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

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Ms. Tong was a director of Anson Consulting Company Limited (安譽顧問有限公司) (a company primarily engaged in provision of secretarial services), a company incorporated in Hong Kong, prior to its dissolution on 31 July 2009. This company was dissolved by way of striking off under section 291 of the Predecessor Companies Ordinance because it ceased to carry on any business or operation. Ms. Tong confirmed that there is no wrongful act on her part leading to the dissolution and is not aware of any actual or potential claim has been or will be made against her as a result of the dissolution, and that her involvement in the above company was part and parcel of her services as a director of this company and that no misconduct or misfeasance had been involved in the dissolution of this company.

**Mr. LAM Yiu Por** (林曉波先生), aged 38, is an independent non-executive Director of our Company. Mr. Lam has more than 15 years of experience in the field of finance and accounting. He has been the vice president and chief financial officer of L'sea Resources International Holdings Limited (a company listed on the Main Board of the Stock Exchange (stock code: 195), primarily engaged in mining and sales of tin metal) since November 2013 where he was responsible for functions of accounting, corporate finance and corporate communications.

Mr. Lam's primary working experience also includes:

Name of Organisation	Principal business activity	Position and roles and responsibilities	Period of service
Globalwide Assets Management Limited	Investment holding, provision of digital environmental monitoring services and products in China	Chief financial officer and company secretary	May 2010 – December 2013
Lijun International Pharmaceutical (Holding) Co. (a company listed on the Main Board of the Stock Exchange (stock code: 2005))	Research, development, manufacture and sale of wide range of finished medicines and bulk pharmaceutical through a network independent retailers	Chief financial officer and company secretary	December 2005 – May 2008
Zhongtian International Limited (a company listed on the Main Board of the Stock Exchange (stock code: 2379))	Property holding and sale of intelligent electronics products	Qualified accountant and financial controller	July 2004 – December 2005

Mr. Lam graduated from the Hong Kong Polytechnic University with a Bachelor of Arts in Accountancy in November 1997. He is also a fellow member of the Association of Chartered Certified Accountants, a certified public accountant of the Hong Kong Institute of Certified Public Accountants, a chartered financial analyst of the CFA Institute and an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators.

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From June 2012 to February 2014, Mr. Lam was an independent non-executive director of GR Properties Limited (formerly known as “Buildmore International Company Limited”), a company listed on the Main Board of the Stock Exchange (stock code: 108) and primarily engaged in property investment and hotel management.

Mr. Lam was a director of Yiu Seng International Company Limited (彥生國際有限公司) (a company primarily engaged in trading business), a company incorporated in Hong Kong, prior to its dissolution on 23 March 2007. This company was dissolved by way of deregistration under section 291AA of the Predecessor Companies Ordinance because it ceased to carry on any business or operation. Mr. Lam confirmed that there is no wrongful act on his part leading to the dissolution and is not aware of any actual or potential claim has been or will be made against him as a result of the dissolution, and that his involvement in the above company was part and parcel of his services as a director of this company and that no misconduct or misfeasance had been involved in the dissolution of this company.

**Mr. KWONG Ping Man** (鄺炳文先生), aged 49, is an independent non-executive Director. He has over 17 years of experience in accounting and administration. He is the managing director of O’park Corporate Services Ltd., a company primarily engaged in corporate consulting service such as providing accounting and company secretary services, since May 2007.

Mr. Kwong’s primary working experience also includes:

Name of Organisation	Principal business activity	Position and roles and responsibilities	Period of service
China Agroforestry Low-Carbon Holdings Limited (formerly known as “Jiangchen International Holdings Limited”) ( <i>a company listed on the Main Board of the Stock Exchange (stock code: 1069)</i> )	Manufacturing and wholesaling of OEM products and manufacturing and sales of branded products	Company secretary	July 2009 – March 2013
Sinogreen Energy International Group Limited (formerly known as “Karce International Holdings Company Limited”) ( <i>a company listed on the Main Board of the Stock Exchange (stock code: 1159)</i> )	Trading of conductive silicon rubber keypads	Financial controller and company secretary	April 2008 – January 2009

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Name of Organisation	Principal business activity	Position and roles and responsibilities	Period of service
Polyard Petroleum International Group (formerly known as “Kanstar Environmental Paper Products Holdings Limited” until 2003) <i>(a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8011))</i>	Exploration, exploitation and development of oil, natural gas and coal, and trading of petroleum-related products	Financial controller and company secretary	March 2006 – July 2007
Nanjing Intelligent Apparatus Company Limited	Research, development, manufacturing and system integration engineering in the field of power automation system, industrial automation system and enterprise energy management system; and services in system consulting and project design	Chief financial officer	May 2003 – June 2005
Sinobest Technology Holdings Limited	Investment holding, provides computer and network system integration, building integration, application software development, and technical services in the People’s Republic of China	Chief financial officer	September 2000 – April 2003
The World Enterprise (Holdings) Limited	Manufacturing and retailing business of jewelry, optical and fashion	Accountant	February 1997 – November 1998
Utilux (Asia) Limited	Manufacturing and trading of electronic connector	Accountant	October 1992 – November 1994

Mr. Kwong graduated from Curtin University of Technology in Australia with a Bachelor of Commerce Accounting in August 1996. He obtained a Postgraduate Diploma in Corporate Administration and a master’s degree of Professional Accounting from the Hong Kong Polytechnic University in November 1998 and November 2003, respectively. He is also a certified practising accountant of the Australian Society of Certified Practising

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Accountants, a fellow member of the Hong Kong Institute of Certified Public Accountants, an associate member of The Hong Kong Institute of Company Secretaries and The Institute of Chartered Secretaries and Administrators.

He has currently served as an independent non-executive director of three listed companies including Elegance Optical International Holdings Limited (a company listed on the Main Board (stock code: 907) and primarily engaged in manufacturing and trading of optical frames, sunglasses and optical cases) since May 2014; Tang Palace (China) Holdings Limited (a company listed on the Main Board (stock code: 1181) and primarily engaged in restaurant operations and food productions) since March 2011; and Century Sunshine Ecological Technology Holdings Limited (a company listed on the Main Board (stock code: 509) and primarily engaged in fertiliser business, magnesium product business and metallurgical flux) since September 2004. From March 2009 to December 2012, Mr. Kwong also served as an independent non-executive director of Jiu Rong Holdings Limited (formerly known as “Mitsumaru East Kit (Holdings) Limited”), a company listed on the Main Board (stock code: 2358) and primarily engaged in design, assembly and installation of water meter and TV business.

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### SENIOR MANAGEMENT

**Mr. CHEUNG Yat Ming** (張日銘先生), aged 51, is the technical director and construction engineer of our Group. Mr. Cheung joined our Group as a technical director and construction engineer in August 1999. He has over 15 years of experience in construction engineering. Mr. Cheung is overseeing for overseeing the engineering operations and the technical aspect of various projects. Prior to joining our Group, he worked as an engineer at Wong & Ouyang (civil-structural engineering) Limited where he was responsible for engineering design work for various projects undertaken from September 1994 to December 1998. Mr. Cheung graduated from the University of Sheffield in England in July 1994 with a Bachelor of Engineering. Mr. Cheung is a registered professional engineer of the Hong Kong Engineers Registration Board. He is also a member of the Hong Kong Institution of Engineers. During the three years immediately preceding the Latest Practicable Date, Mr. Cheung has not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

**Mr. NG Derek Sau Lai** (伍守禮先生), aged 47, is the financial controller of our Group. Mr. Ng joined our Group in May 2014. He is responsible for overseeing the financial operations of our Group. Since January 2012, Mr. Ng has been the financial consultant of Remark Media, Inc, a global digital media company which is listed on The NASDAQ Capital Market (NASDAQ code: Mark) with focus on compelling content, trusted brands and valuable resources for customers.

Mr. Ng’s primary working experience also includes:

Name of Organisation	Principal Business activities	Position and roles and responsibilities	Period of Services
TMF Services Ltd.	Engage in financial outsources (bookkeeping, company secretarial, tax compliance and payroll services)	Director of Beijing office	April 2012 – March 2014
Fergas Asia Pacific HK Limited	Engage in trading of blowers and machines for the manufacturing of blowers	Financial consultant (Hong Kong and China)	January 2010 – December 2013

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Name of Organisation	Principal Business activities	Position and roles and responsibilities	Period of Services
HSW International, Inc.	Online publishing company that develops and operates internet businesses with the focus on providing digital economies with locally relevant, high quality information in the U.S., China and Brazil	Vice president of finance (China)	February 2008 – December 2011
Intac International, Inc.	U.S. holding company focus on the exploitation of strategic business opportunities available in China	Group financial controller (China)	July 2004 – February 2008
Guangdong Fund (Hong Kong) Limited	Investment holding in enterprises primarily in Guangdong Province of China by taking significant minority interests in unlisted equity and contractual joint venture	Senior investment manager	July 2001– May 2004

Mr. Ng obtained a Bachelor of Business Administration degree in February 1990 from the University of Massachusetts with a major in accounting and a minor in economics.

Mr. Ng was an independent non-executive director of Jiangsu Nandasoft Technology Company Limited (a H-share company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8045), primarily engaged in the development, manufacturing and marketing of network security software, internet application software, educational software and business application software) between March 2013 and May 2014. Save as disclosed above, during the three years immediately preceding the Latest Practicable Date, Mr. Ng has not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

**Mr. LEE Yiu Hung** (李耀雄先生), aged 51, is the safety manager of our Group. He has over 15 years of experience in safety management in construction projects. Mr. Lee is responsible for implementing and developing our safety and environmental management system and monitoring compliance of occupational health, safety and environmental compliance. Mr. Lee joined our Group as a safety supervisor in May 2008 and was promoted to safety officer in May 2009. He was further promoted to safety manager in 2013. Prior to joining our Group in May 2008, he worked as a safety supervisor at Jet Consultant Limited where he was responsible for assisting safety officer to implement site



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safety measures and monitor day-to-day site safety management from August 2002 to May 2008. Mr. Lee graduated from China University of Geoscience, Wuhan in April 2004 with a diploma in safety engineering and completed the Professional Auditing Safety Scheme (Safety Auditor Training Scheme) organised by the Hong Kong Safety Management Association in November 2010. Mr. Lee is a safety officer and safety auditor registered with the Labour Department. During the three years immediately preceding the Latest Practicable Date, Mr. Lee has not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

### COMPANY SECRETARY

**Ms. SO Hau Kit** (蘇巧潔), aged 36, was appointed as the company secretary of our Company on [●] 2014. Ms. So is a director of Wonder World Corporate Services Limited with over 9 years of experience in company secretarial services and commercial solutions. Ms. So is an associate member of The Hong Kong Institute of Chartered Secretaries since October 2011 and also an associate member of The Institute of Chartered Secretaries and Administrators since August 2011. She obtained a Master of Corporate Governance in June 2011 and a Bachelor of Business Administration in December 2008 from the Open University, Hong Kong. Ms. So is also the company secretary of King Force Security Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8315) and is principally engaged in provision of security guarding services. During the three years immediately preceding the Latest Practicable Date, Ms. So has not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

### COMMITTEES OF THE BOARD OF DIRECTORS

Our Board of Directors delegates certain responsibilities to various committees. In accordance with our Articles of Association and the Listing Rules, we have formed three board committees, namely the nomination committee, remuneration committee and the audit committee.

#### Audit Committee

Our Company established an audit committee in compliance with Rule 3.21 of the Listing Rules with written terms of reference in compliance with the Corporate Governance Code. Our audit committee consists of Ms. Tong Sze Wan, Mr. Kwong Ping Man and Mr. Lam Yiu Por. Currently, Ms. Tong Sze Wan is the chairman of the audit committee.

The principal responsibilities of the audit committee include:

- reviewing our Company’s annual financial statements;
- reviewing and monitoring the extent of the non-audit work undertaken by external auditors; and

## **DIRECTORS, SENIOR MANAGEMENT AND STAFF**

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- advising on the appointment of external auditors: and. reviewing the effectiveness of our Company’s internal audit activities, internal controls and risk management systems.

### **Nomination Committee**

Our Company established a nomination committee with written terms of reference in compliance with the Corporate Governance Code. Our nomination committee consists of Mr. Liu Winson Wing Sun, Ms. Tong Sze Wan and Mr. Kwong Ping Man. Currently, Mr. Liu Winson Wing Sun is the chairman of the nomination committee.

The principal responsibilities of the nomination committee include:

- assisting the Board in discharging its responsibilities relating to the composition of the Board;
- evaluating the balance of skills, knowledge and experience on the Board;
- evaluating the size, structure and composition of the Board; and
- evaluating the retirements and appointments of additional and replacement directors and making appropriate recommendations to the Board on such matters.

### **Remuneration Committee**

Our Company established a remuneration committee in compliance with Rule 3.25 of the Listing Rules with written terms of reference in compliance with the Corporate Governance Code. Our remuneration committee consists of Mr. Lam Yiu Por, Ms. Tong Sze Wan and Mr. Chan Lo Kin. Currently, Mr. Lam Yiu Por is the chairman of the remuneration committee.

The principal responsibilities of the remuneration committee include:

- making recommendations to the Board on our Company’s policy on executive Director’s remuneration;
- determining, the individual remuneration and benefits package of each of the executive Directors; and
- recommending and monitoring the remuneration of senior management below Board level.

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### **REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT**

Our Directors receive remuneration in the form of Directors fees, salaries, allowances and other benefits as well as contributions to retirement benefit scheme. The total compensation accrued, to our Directors for the years ended 30 June 2012, 2013 and 2014 was HK\$1,168,000, HK\$1,188,000 and HK\$1,243,000, respectively.

The aggregate compensation (including Directors fees, salaries, contributions to retirement benefit scheme, allowances and other benefits) paid to our five highest paid individuals during the three years ended 30 June 2012, 2013 and 2014 were HK\$2,489,000, HK\$2,656,000 and HK\$3,105,000, respectively.

Under the arrangement currently in force, we estimate the total compensation to be paid or accrued to our Directors for the year ending 30 June 2015 to be HK\$3,247,000.

We did not pay to our Directors or the five highest paid individuals any inducement fees to join us or as compensation for loss of office for each of the years ended 30 June 2012, 2013 and 2014. Furthermore, none of our Directors waived any compensation for the same period.

Save as disclosed above, no other payments have been paid or are payable, in respect of the three financial years ended 30 June 2012, 2013 and 2014 by us or any of our subsidiaries to our Directors.

Our 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. We regularly review and determine the remuneration and compensation packages of the Directors and senior management, by reference to, among other things, market level of remuneration and compensation paid by comparable companies, the respective responsibilities of our Directors and the performance of our Group.

### **SHARE OPTION SCHEME**

We have conditionally adopted the Share Option Scheme, the purpose of which is to motivate the relevant participants to optimise their future contributions to our Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such participants who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of our Group. The principal terms of this scheme are summarised in the paragraph headed “Statutory and General Information – D. Share Option Scheme” in Appendix IV of this [REDACTED].

The maximum number of Shares which may be issued, upon exercise of all options that may be granted under the Share Option Scheme and any other option scheme involving the issue or grant of options over Shares or other securities by our Company or any of its subsidiaries or invested entity shall not in aggregate exceed 10% of the aggregate nominal

## **DIRECTORS, SENIOR MANAGEMENT AND STAFF**

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amount of the share capital of our Company in issue as of the date of Listing; and the Board has been authorised to determine the grant of a right to subscribe for Shares under, and pursuant to the terms of the Share Option Scheme and to determine the grantees, number of options to be granted to each grantee and the terms and conditions of such grants pursuant to the terms of, the Share Option Scheme.

### **DIRECTORS’ INTEREST**

Save as disclosed in this section, each of our Directors (i) did not hold other positions in our Company or other members of our Group as of the Latest Practicable Date; (ii) had no other relationship with any Directors, senior management or substantial or Controlling Shareholders of our Company as of the Latest Practicable Date; and (iii) did not hold any directorship in any other listed companies in the three years immediately preceding the Latest Practicable Date.

To the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, save as disclosed herein, there was no additional matter with respect to the appointment of our Directors that needs to be brought to the attention of the Shareholders, and there was no additional, information relating to our Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

### **COMPLIANCE ADVISOR**

We have agreed to appoint TC Capital to be our compliance advisor upon Listing on the Stock Exchange in compliance with Rules 3A.19 of the Listing Rules. We have entered into a compliance advisor’s agreement with the compliance advisor prior to the Listing Date, the material terms of which are as follows:

- the term of appointment of the compliance advisor will commence on the Listing Date of our Company and end on the date on which we distribute our annual report in respect of our financial results for the first full financial year commencing after the Listing Date (i.e. the date of despatch of the annual reports of our Company in respect of our results for the financial year ending 30 June 2016), or until the agreement is terminated, whichever is earlier;
- the compliance advisor will provide us with certain services, including guidance and advice as to compliance with the requirements under the Listing Rules and applicable laws, rules, codes and guidelines and advice on the continuing requirements under the Listing Rules and applicable laws and regulations;
- our Company will consult with and, if necessary, seek advice from TC Capital as our compliance adviser in the following circumstances:
  - (a) before the publication of any regulator announcement, circular or financial report;

## **DIRECTORS, SENIOR MANAGEMENT AND STAFF**

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- (b) where a transaction which might be notifiable or connected transaction, is contemplated including shares issues and share repurchases;
  - (c) where our Company intends to use the proceeds of the [REDACTED] in a manner different from that detailed in this [REDACTED] or where the business activities, developments or results of our Company deviates from any forecast, estimate or other information in this [REDACTED]; and
  - (d) where the Stock Exchange makes any enquiry to our Company under Rule 13.10 of the Listing Rules; and
- the compliance advisor will serve as a channel of communication with the Stock Exchange.

### **STAFF**

Please refer to the section headed “Business – Employees, management and staff training” of this [REDACTED] for details relating to number of staff, staff benefits, training and recruitment policy of our Group.