

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

### DIRECTOR, SENIOR MANAGEMENT AND STAFF

#### DIRECTORS

Our Board consists of five executive Directors and three independent non-executive Directors. The functions and duties of our Board include convening shareholders’ meetings, reporting on our Board’s work at these meetings, implementing the resolutions passed on these meetings, determining business and investment plans, formulating our annual budget and final accounts, and formulating our proposals for profit distributions and for the increase or reduction of registered capital. In addition, our Board is responsible for exercising other powers, functions and duties in accordance with the Articles.

The table below sets out the information regarding our Directors:

| <u>Name</u>                                | <u>Age</u> | <u>Position title</u>              | <u>Date of joining our Group</u> | <u>Date of appointment as Director</u> | <u>Role and principal responsibilities</u>  | <u>Relationship with other Directors or senior management</u> |
|--|------------|------------------------------------|----------------------------------|--|---|---|
| <b>Executive Directors</b>                 |            |                                    |                                  |  |   |   |
| Chan Wing Hong<br>Alex (陳永康) . . .         | 48         | Executive Director and Chairman    | Founder                          | 5 May 2015                             | Formulating overall strategies, planning and business development of our Group                          | No  |
| Chau Kit Wai<br>(周傑懷) . . . . .            | 41         | Executive Director                 | 1 October 2007                   | 27 November 2015                       | Managing and implementing sales and marketing strategies  | No  |
| Yip Kai Kut<br>Kenneth<br>(葉繼吉) . . . . .  | 41         | Executive Director                 | 1 September 2011                 | 27 November 2015                       | Overseeing the intellectual property and legal aspects of our Group                                     | No  |
| Chong Ming Pui<br>(莊明沛) . . . . .          | 38         | Executive Director                 | 1 January 2007                   | 27 November 2015                       | Overall management of hardware development and purchasing and production                                | No  |
| Yeung Yu (楊瑜) . . .                        | 40         | Executive Director                 | 1 January 2007                   | 27 November 2015                       | Overall management of software development and quality assurance  | No  |
| <b>Independent Non-Executive Directors</b> |            |                                    |                                  |  |   |   |
| Yu Kin Tim<br>(余健添) . . . . .              | 58         | Independent non-executive Director | [ • ] 2016                       | [ • ] 2016                             | Supervising and providing independent judgment on the business and operations of our Group to the Board | No  |
| Ho Chi Lam<br>(何志霖) . . . . .              | 57         | Independent non-executive Director | [ • ] 2016                       | [ • ] 2016                             |   | No  |
| Wan Sze Chung<br>(溫思聰) . . . . .           | 41         | Independent non-executive Director | [ • ] 2016                       | [ • ] 2016                             |   | No  |

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

### Executive Directors

**Mr. Chan Wing Hong Alex (陳永康) (“Mr. Chan”)**, aged 48, is our executive Director and Chairman, and the founder of our Group. Mr. Chan was appointed as Director on 5 May 2015 and designated as executive Director and Chairman of the Board on 27 November 2015. Mr. Chan has over 27 years of experience in electronic engineering and information technology industry. He is responsible for formulating overall strategies, planning and business development of our Group.

From September 1988 to March 1991, Mr. Chan was a Regional Network Engineer in Telerate Asia-Pacific(s) Pte Ltd., a computerised network providing financial information such as prices, rates, market data and news covering major financial markets. He was responsible for building the data communications infrastructure and the fault-tolerant computing systems in Asia Pacific.

Before establishing our Group in 2007, Mr. Chan found a group of companies, including Unitech Networks Limited (collectively, the “**Unitech Group**”), in 1991, which was engaged in trading of networking products and provision of consultancy and system integration services. Despite various attempts to turnaround the Unitech Group during the financial crisis in 2007, each Company in the Unitech Group had been dissolved or had the business licence revoked since 2007. For further details, please refer to paragraph headed “Disclosure required under Rule 13.51(2) of the Listing Rules” below. Mr. Chan has not been a director of any publicly listed company during the three years preceding the date of this document.

Mr. Chan received a higher certificate in electronic engineering from the Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1988, and obtained an executive master of business administration degree at The Hong Kong University of Science and Technology in May 2004.

### *Disclosure required under Rule 13.51(2) of the Listing Rules*

Mr. Chan was a director of the following companies prior to their dissolution:

| <u>Name of company</u>                                       | <u>Place of incorporation</u> | <u>Principal business activities prior to dissolution</u>  | <u>Date of dissolution</u> | <u>Means of dissolution</u>        | <u>Reasons for dissolution</u> |
|--|-------------------------------|--|----------------------------|------------------------------------|--------------------------------|
| Unitech Networks Limited <sup>(1)</sup> . . .                | Hong Kong                     | Investment holding   | 16 January 2013            | By creditors' voluntary winding up | Insolvency                     |
| Unitech Computer Systems Limited <sup>(1, 2)</sup> . . . . . | Hong Kong                     | Design, implementation of Internet computer and networking systems and provision of related services | 23 September 2009          | By creditors' voluntary winding up | Insolvency                     |
| Peplink Limited <sup>(1, 2)</sup> . . . . .                  | Hong Kong                     | Design, engineering, marketing and distribution of networking products and embedded devices          | 11 September 2009          | By creditors' voluntary winding up | Insolvency                     |
| Unitech Group Limited <sup>(1, 2)</sup> . . . .              | Hong Kong                     | Investment holding   | 7 August 2009              | Deregistration                     | Cessation of business          |
| Unitech Networks (China) Limited <sup>(1, 2)</sup> . . . . . | Hong Kong                     | Investment holding and trading of networking products and provision of related professional services | 13 June 2008               | Deregistration                     | Cessation of business          |
| Unitech Services Limited <sup>(1, 2)</sup> . .               | Hong Kong                     | Developing and trading of networking products and the provision of related professional services     | 7 March 2008               | Deregistration                     | Cessation of business          |

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

| Name of company  | Place of incorporation | Principal business activities prior to dissolution                            | Date of dissolution | Means of dissolution          | Reasons for dissolution |
|--|------------------------|---|---------------------|-------------------------------|-------------------------|
| Unitech Communications Limited <sup>(1, 2)</sup> . . . . .                           | Hong Kong              | Trading of networking products and provision of related professional services | 7 March 2008        | Deregistration                | Cessation of business   |
| Sonnex Technologies Limited <sup>(1)</sup> . . . . .                                 | Hong Kong              | Trading of networking products  | 7 March 2008        | Deregistration                | Cessation of business   |
| Unitech Communications Pte Ltd. <sup>(1, 2)</sup> . . . . .                          | Singapore              | Trading of networking products  | 22 February 2007    | Struck off                    | Cessation of business   |
| UNS SDN BHD <sup>(1, 2)</sup> . . . . .  | Malaysia               | Inactive  | 19 June 2008        | Struck off                    | Cessation of business   |
| Unitech Network China (GZ) Ltd.*<br>(優力達電子技術(廣州)有限公司) <sup>(1, 2, 3)</sup> . . . . . | The PRC                | Software development, sales and provision of technical services               | Not applicable      | Business licence revoked      | Not applicable          |
| Infodata Technology Limited . . . . .  | Hong Kong              | Sales of networking products  | 19 June 1999        | Members' voluntary winding up | Cessation of business   |
| Advanced Network Services Limited . . . . .  | Hong Kong              | Provision of networking solutions   | 13 June 2003        | Deregistration                | Cessation of business   |

\* English translation for identification purpose only

**Notes:**

- (1) In 1999, Mr. Chan, together with two other individuals (the “**Individual Shareholders**”) and five investors, who are venture capital funds (“**Investors**”), had entered into a subscription agreement for subscribing interest-bearing, convertible redeemable preference shares in Unitech Networks Limited (“**UNL**”) by the Investors (the “**Unitech Subscription Agreement**”). Pursuant to the Unitech Subscription Agreement, the Investors agreed to subscribe for the interest-bearing convertible redeemable preference shares in UNL at the amount of US\$3.00 million, and they were entitled to convert such preference shares into ordinary shares in UNL on the earliest date of either the date falling five years after the date of issue of the preferred shares or the occurrence of certain events, such as the shares listed on a recognised stock exchange or over-the-counter market. It was also agreed that if the preferred shares were not converted by the Investors, UNL was required to redeem any outstanding preferred shares on the date falling five years after the date of issue of the preference shares.

According to the terms of the Unitech Subscription Agreement, Mr. Chan and the Individual Shareholders agreed to procure the appointment of two nominees of the Investors as directors of UNL on or before the completion contemplated under the Unitech Subscription Agreement. Mr. Chan, Individual Shareholders, the Investors and UNL entered into a shareholders' agreement for the purpose of regulating the business, affairs and management of UNL pursuant to the Unitech Subscription Agreement. Following the burst of the dot-com bubble in early 2000 and the subsequent recessions in the region, the Unitech Group had gone through a downturn over the years. Due to the generally sluggish investment climate in 2004, neither the Investors converted the preference shares to ordinary shares of UNL, nor UNL had sufficient funds in hand to fully pay for the redemption money of the preference shares. Subsequent discussions had led to UNL entering into a loan agreement with the Investors (the “**Unitech Loan Agreement**”) in September 2005 pursuant to which the Investors agreed to grant a loan solely for the purpose of redemption of the preference shares, and such loan would be repaid by instalments within 10 years from the drawdown date. Despite various efforts being made afterward, the operation of the Unitech Group had no turnaround and it was unable to repay the outstanding liabilities, including the loan to the Investors under the Unitech Loan Agreement. The Unitech Group ceased its business and commenced its winding up process since 2006, including deregistration or striking off of certain subsidiaries, while UNL, Unitech Computer Systems Limited and Peplink Limited (collectively, the “**Creditors' Wound Up Companies**”) were wound up by way of creditor's voluntary winding up.

Pursuant to the Statement of Voluntary Winding Up in Case of Inability to Continue Business filed by the respective Creditors' Wound Up Companies with the Companies Registry, as these companies' sales and revenue were not able to cover the direct costs and operation expenses, it was considered necessary to wind up the Creditors' Wound Up Companies under section 228A of the Predecessor Companies Ordinance because it was not reasonably practicable for winding up to be commenced under another section or the Predecessor Companies Ordinance. The Liquidator's Final Statement of Account of each of the Creditors' Wound Up Companies had also been filed with the Companies Registry, and pursuant to which there were no indication of any findings of non-compliance of the Predecessor Companies Ordinance nor any causes of

---

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

---

delay of the termination of the winding up of the Creditors’ Wound Up Companies. Further, according to searches conducted against Mr. Chan, no disqualification order or any application for such order has been made against Mr. Chan personally. There is also no record of any claim against Mr. Chan personally as a defendant made by the liquidators or creditors of the Creditors’ Wound Up Companies.

Based on these facts, Mr. Richard Leung of Counsel has opined that as: (i) the liquidator of the respective Creditor’s Wound Up Companies has not made any findings or report of misfeasance; (ii) there has been no disqualification order made against Mr. Chan and there will not be any prospects of such an order being made against Mr. Chan; (iii) there has been no evidence or allegations of non-compliance with the Companies Ordinance for the Unitech Group at the time under Mr. Chan’s management and (iv) there has been no challenge as to the character and integrity of Mr. Chan in his capacity as the director of the Creditors’ Wound Up Companies before their dissolution and the dissolution of the Creditors’ Wound Up Companies has no negative implication on Mr. Chan’s integrity and character, Mr. Chan would be an appropriate candidate for Director of our Company under the [REDACTED].

(2) Subsidiary of Unitech Networks Limited.

(3) Unitech Networks China (GZ) Ltd. (“**Unitech GZ**”) was one of the subsidiaries of Unitech Networks Limited. In or around 2007, Unitech GZ ceased all its business activities, and its business licence was revoked on 2 January 2007. No formal liquidation procedures has been carried out and subsequently the sole beneficial owner of Unitech GZ, namely Unitech Networks (China) Limited, was wound up on 13 June 2008.

Based on these facts, Weitu Law Firm has opined that (i) there is now no actual means for Unitech GZ to carry out liquidation as its shareholder has already wound up; (ii) the shareholder of Unitech GZ had the responsibility to carry out liquidation of Unitech GZ and Mr. Chan, as a director, is not liable for the failure to carry out liquidation of Unitech GZ; (iii) as the ultimate beneficial owner of Unitech GZ, Mr. Chan may under specific circumstances be responsible for outstanding liability of Unitech GZ towards creditors, but such claims are now time-barred, except for contribution to social insurance or housing fund, tax, or government fines, which have no time bar; and (iv) a search with the relevant PRC government departments did not reveal any claims or filing against Unitech GZ.

Mr. Chan confirmed that Unitech GZ had no outstanding liability, and had discharged all its obligations in respect of any payment for social insurance, housing fund, tax and government fines prior to its cessation of business.

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

**Mr. Chau Kit Wai (周傑懷) (“Mr. Chau”)**, aged 41, is our executive Director and general manager, who joined our Group in October 2007. Mr. Chau was appointed as Director on 27 November 2015 and designated as executive Director on 27 November 2015. He is responsible for product development, and managing and implementing sales and marketing strategies of our group.

Mr. Chau had over 18 years of experience in sales and marketing in information technology industry. Mr. Chau joined our Group in October 2007 as a manager of product management and marketing, and was then promoted to general manager in April 2008. Before joining our Group, Mr. Chau joined Unitech Computer Systems Limited, a company principally engaged in the design and implementation of Internet computer and networking systems and provision of related services, as a system engineer from June 1996, was promoted to network consultant in January 1998 for IP/network solutions design for ISPs and telecom customers, and then was transferred to the software development group as product manager in April 1999 for product management and marketing of in-house developed software products. He was later promoted as consultant in sales development in July 2002 and was responsible for sales and marketing of the products. Mr. Chau joined Cyber Express Communication Limited, a company which provides Internet access services through broadband connections, leased line, ISDN, 56K dialup, and virtual hosting service and professional homepage design, as a business development manager from October

---

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

---

2003 and Unitech Computer Systems Limited as product manager from November 2004 to September 2007. Mr. Chau has not been a director of any publicly listed company during the three years preceding the date of this document.

Mr. Chau graduated with a Bachelor of Science degree from The Chinese University of Hong Kong in December 1996, and obtained a degree of master of business administration at The Hong Kong University of Science and Technology in November 2006.

**Mr. Yip Kai Kut Kenneth (葉繼吉) (“Mr. Yip”)**, aged 41, is our executive Director and patent counsel. Mr. Yip was appointed as Director on 27 November 2015 and designated as executive Director on 27 November 2015. He is responsible for overseeing the intellectual property and legal aspects of our Group. Before joining our Group in 2011, from May 2001 to June 2002, Mr. Yip was a technology manager in Decima Ventures Inc, a technology investment company in New York City, the United States, where he was conducting technology research and market analysis. He then joined Hong Kong Applied Science and Technology Research Institute Company Limited, a research institute established by the Government of Hong Kong for enhancing Hong Kong’s competitiveness in technology-based industries through applied research, from August 2002 to August 2007 to manage the creation and maintenance of its intellectual property portfolio. Mr. Yip later joined Deacons, a law firm in Hong Kong, in August 2008 as a trainee solicitor and left the firm as an associate of the intellectual property department in August 2011. Mr. Yip has been qualified as a solicitor of Hong Kong since December 2010. Mr. Yip has not been a director of any publicly listed company during the three years preceding the date of this document.

Mr. Yip graduated with a bachelor’s degree from University of Waterloo in electrical engineering in May 1997 and a master’s degree from Leland Stanford Junior University in electrical engineering in January 1999. He obtained a master of laws degree in Chinese and Comparative Law from City University of Hong Kong in November 2004. He then studied as an external student and obtained a bachelor of laws degree from the University of London in August 2006, and later received a postgraduate certificate in laws from City University of Hong Kong in July 2008.

**Mr. Chong Ming Pui (莊明沛) (“Mr. Chong”)**, aged 38, is our executive Director and director of hardware engineering. Mr. Chong was appointed as Director on 27 November 2015 and designated as executive Director on 27 November 2015. He is responsible for overall management of hardware development and purchasing and production. Before joining our Group in January 2007, Mr. Chong was a senior hardware engineer from May 2005 to March 2006 and then was promoted to engineering manager from April 2006 to December 2006 in Unitech Computer Systems Limited. He was mainly responsible for the hardware products development. In January 2007, Mr. Chong joined our Group as a product development manager and then was promoted to director of hardware engineering in February 2011. Mr. Chong has not been a director of any publicly listed company during the three years preceding the date of this document.

Mr. Chong graduated with a bachelor of engineering degree in electrical energy systems engineering in November 2000 and obtained a master of science degree in engineering (communication engineering) in December 2004 from the University of Hong Kong.

**Mr. Yeung Yu (楊瑜) (“Mr. Yeung”)**, aged 40, is our executive Director and director of software engineering. Mr. Yeung was appointed as Director on 27 November 2015 and designated as executive Director on 27 November 2015. He is responsible for overall management of software development and quality assurance. Before joining our Group in January 2007, Mr. Yeung was a test engineer of LynuxWorks Inc., a company incorporated in the United States and provides real-time operating systems and virtualization for safety and security applications, from May 2000 to May 2002. He served as an assistant software engineer in the



---

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

---

research and development department from July 2002 to February 2003 in CCT Mobile (HK) Limited. He later worked as a software engineer in EMSOFT Ltd, a software developer providing multimedia solutions for consumer electronics manufacturers in Asia, from February 2003 to May 2005, and joined Unitech Computer Systems Limited as a senior software engineer, from May 2005 to December 2006. In January 2007, Mr. Yeung joined our Group as a lead engineer of product development department and then was promoted to director of software engineering in February 2011. Mr. Yeung has not been a director of any publicly listed company during the three years preceding the date of this document.

Mr. Yeung graduated with a bachelor of science degree in electrical and computer engineering from the Ohio State University in March 2000.

### Independent Non-executive Directors

**Dr. Yu Kin Tim (余健添) (“Dr. Yu”)**, aged 58, was appointed as our independent non-executive Director on [ • ] 2016. Dr. Yu is currently a director of Brighton Energy Hong Kong Ltd, a company that operating manufacturing facility for casting, forging, machining, fabricating and finishing the large steel components required for nuclear and conventional power generation, for petrochemical and coal liquefaction pressure vessels, and for other heavy industry uses. From May 2004 to October 2006, Dr. Yu became the managing director for North Asia of Allied Telesyn Hong Kong Limited, a provider of secure IP and Ethernet access solutions, and from November 2006 to May 2008 he served as the managing director of Blue Coat Systems HK Limited, a company provides services of business applications, network infrastructure and information technology solutions. He subsequently worked as a senior manager, channel and alliance in SAP Hong Kong Co. Limited, an enterprise application software provider with its headquarters in Germany, from July 2008 to May 2009. From June 2009 to January 2010 and from February 2010 to December 2014, Dr. Yu was general manager of engineering service group and the president of Brighton Equipment Corporation Limited, respectively, a company that provides pre-sale support, installation and after-sale support. Dr. Yu has not been a director of any publicly listed company during the three years preceding the date of this document.

Dr. Yu received a higher diploma from The Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1981. He then obtained a master of business administration degree and a doctorate of business administration degree from The University of South Australia in December 1997 and December 2001 respectively.

**Mr. Ho Chi Lam (何志霖) (“Mr. Ho”)**, aged 57, was appointed as our independent non-executive Director on [ • ] 2016. Mr. Ho was employed by Cable & Wireless HKT Limited, a company listed on the Main Board (stock code: 00008) (which was acquired by and merged to Pacific Century Cyberworks in 2000 and was renamed to PCCW-HKT Limited), a provider of telecommunications services in Hong Kong, from August 1980 to February 2000, and his last position was group manager, corporate planning and development department. He then joined SUNeVision Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 08008), a company which provides services such as carrier-neutral data centre services, installation and maintenance of satellite distribution network, fibre-optic cable, networking and security surveillance systems, and consultancy service for wireless and broadband network projects, as a chief technology officer during its initial [REDACTED] in 2000 and appointed as an executive director in June 2000, and resigned from the same position in February 2001. Mr. Ho joined The Hong Kong and China Gas Company Limited, a company listed on the Main Board (stock code: 00003), an energy supplier in Hong Kong, as a strategic programme manager of information technology department from August 2002 to October 2003. He later joined United Luminous International Limited, a company designs and manufactures sealed LED which are used for full colour video screens, information signs, traffic signals, automotive lighting, LED Backlights for LCD TV and specialty lighting, as a director of operation

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

from June 2007 to February 2009. Mr. Ho has been a general manager of The Institute of Network Coding of The Chinese University of Hong Kong since April 2010. Mr. Ho has not been a director of any publicly listed company during the three years preceding the date of this document.

Mr. Ho obtained a higher diploma in electronic engineering from The Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in November 1978, a bachelor of science degree in engineering in November 1980 and master of science degree in engineering in November 1988 from The University of Hong Kong, and also completed extramural studies on a diploma course in business management from The Chinese University of Hong Kong in January 1986. He was admitted as a member and has become a fellow member of The Hong Kong Institution of Engineers since March 1986 and June 1996 respectively.

### *Disclosure required under Rule 13.51(2) of the Listing Rules*

Mr. Ho was a director of the following companies prior to their dissolution:

| <u>Name of company</u>             | <u>Place of incorporation</u> | <u>Principal business activities prior to dissolution</u> | <u>Date of dissolution</u> | <u>Means of dissolution</u> | <u>Reason for dissolution</u>    |
|------------------------------------|-------------------------------|---|----------------------------|-----------------------------|----------------------------------|
| AQ2 Limited. . . . .               | Hong Kong                     | Consulting services                                       | 24 December 2010           | Deregistration              | Cessation of business            |
| Southern Digital Limited . . . . . | Hong Kong                     | Development of engineering products                       | 2 February 2007            | Dissolved by striking off   | Struck off by Companies Registry |

**Mr. Wan Sze Chung (溫思聰) (“Mr. Wan”)**, aged 41, was appointed as our independent non-executive Director on [ • ] 2016. Mr. Wan is currently the chief executive officer in Jacob Walery Limited, a company specialising in providing corporate consultancy and training, a position Mr. Wan has held since 1 March 2007, and an independent non-executive director of E.Bon Holdings Limited, a company listed on the Main Board (stock code: 00599) principally engaged in the supply of architectural hardware, bathroom, kitchen collection and designer furniture in Hong Kong. He also holds certain workshops at the Hong Kong Polytechnic University and the Hong Kong Institute of Certified Public Accountants. Save as disclosed above, Mr. Wan has not been a director of any publicly listed company during the three years preceding the date of this document.

Mr. Wan graduated with a bachelor degree of arts in accountancy from The Hong Kong Polytechnic University in November 1997 and a master of business administration degree from The Chinese University of Hong Kong in December 2002. He then obtained a bachelor of law from Tsinghua University in January 2006, a master of education degree from University of Newcastle upon Tyne, in July 2006, and a graduate diploma in management research from University of South Australia in August 2008. Mr. Wan is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants since April 2002 and April 2007 respectively. He is also a fellow of the Hong Kong Institute of Directors and an associate member of the Chartered Institute of Arbitrators since July 2012 and February 2003 respectively.

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

*Disclosure required under Rule 13.51(2) of the Listing Rules*

Mr. Wan was a director of the following companies prior to their dissolution:

| <u>Name of company</u>                         | <u>Place of incorporation</u> | <u>Principal business activities prior to dissolution</u> | <u>Date of dissolution</u> | <u>Means of dissolution</u> | <u>Reason for dissolution</u> |
|--|-------------------------------|---|----------------------------|-----------------------------|-------------------------------|
| J & W Consultants Group Limited . . . .        | Hong Kong                     | Trading, education, training and consulting               | 3 July 2009                | Deregistration              | Cessation of business         |
| Mind Development Association Limited . . . . . | Hong Kong                     | Training  | 30 January 2009            | Deregistration              | Cessation of business         |

## SENIOR MANAGEMENT

The table below sets out certain information regarding members of the senior management:

| <u>Name</u>                      | <u>Age</u> | <u>Position</u>                            | <u>Date of joining our Group</u> | <u>Role and principal responsibilities</u>   |
|----------------------------------|------------|--|----------------------------------|--|
| Ng Shun Ying<br>(吳舜瑛) . . . . .  | 38         | Financial controller and company secretary | 20 January 2015                  | Overall management of finance and administrative department of our Group                         |
| Wong Shiu Kau<br>(黃紹裘) . . . . . | 44         | E-commerce Manager                         | 17 March 2014                    | Overall management of online ordering system, information management system and operation system |
| Yip Sun Nin<br>(葉新年) . . . . .   | 54         | Business Development General Manager       | 20 July 2015                     | Overall management of sales and business development in Asia                                     |

**Ms. Ng Shun Ying (吳舜瑛) (“Ms. Ng”)**, aged 38, is our financial controller. She is responsible for overall management of finance and administration of our Group. Ms. Ng was an audit assistant from March 2000 to March 2003, and served as audit senior from April 2003 to February 2004 in a certified public accountants firm Nexia Charles Mar Fan & Co. She subsequently joined KPMG, an international accounting firm, in February 2004 and worked as an assistant manager before she left KPMG in July 2006. From August 2006, she was a finance manager, and from January 2007 to November 2011, she was promoted as a senior finance manager in Funmobile Ltd., which was a company providing mobile phone infotainment products and services. Before joining our Group, Ms. Ng was a senior finance manager in Premier Consultancy Services Limited, a consultatory firm providing corporate consulting services, from December 2011 to June 2014. Ms. Ng has not been a director of any publicly listed company during the three years preceding the date of this document.

Ms. Ng graduated with a bachelor of arts degree in accountancy in the Hong Kong Polytechnic University in December 1999. She is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants since August 2008 and April 2008 respectively.

**Mr. Wong Shiu Kau (黃紹裘), (“Mr. Wong”)**, aged 44, is our e-commerce manager. Mr. Wong joined our Group in March 2014. Mr. Wong was a software developer in Oracle Corporation, a company engaged in software supply for enterprise information management from March 1997 to April 2003. Mr. Wong was a senior system analyst from February 2005 to March 2007, and was



## DIRECTORS, SENIOR MANAGEMENT AND STAFF

promoted to a development manager from April 2007 to February 2008, in YesAsia.com Limited, a company engaged in online store for Asian entertainment products. He then worked as a senior software engineer in TVB.com Limited, a company under the major commercial television station company in Hong Kong from March 2008 to July 2008.

He founded a company named FoodWee Limited, which was engaged in the business of advertising platform, in July 2010, and later he joined as an architect from July 2013 to March 2014 in Asurion Asia Pacific Limited, a company engaged in mobile technology device support. Mr. Wong has not been a director of any publicly listed company during the three years preceding the date of this document.

Mr. Wong graduated with a bachelor of science degree in electrical engineering and obtained a master of science degree in electrical engineering in December 1993 and May 1995 respectively, in University of Wisconsin-Madison. He also obtained a master of science degree in marketing in the Chinese University of Hong Kong in December 2009.

### *Disclosure required under Rule 13.51(2) of the Listing Rules*

Mr. Wong was a director of the following company prior to its dissolution:

| <u>Name of company</u> | <u>Place of incorporation</u> | <u>Principal business activities prior to dissolution</u> | <u>Date of dissolution</u> | <u>Means of dissolution</u> | <u>Reason for dissolution</u> |
|------------------------|-------------------------------|---|----------------------------|-----------------------------|-------------------------------|
| Foodwee Limited . . .  | Hong Kong                     | Advertising platform                                      | 3 January 2014             | Deregistration              | Cessation of business         |

**Mr. Yip Sun Nin (葉新年) (“Mr. Joseph Yip”)**, aged 54, is our Business Development General Manager. He is responsible for sales and business development in Asia. Mr. Joseph Yip joined our Group in July 2015. From June 2007 to September 2010, he worked at Aruba Networks Hong Kong Limited, a company engaged in the design and delivery of mobility-defined networks for enterprise customers, as the general manager of China, Hong Kong and Macau until September 2010. From October 2010 to September 2012, Mr. Joseph Yip was the general manager of Greater China Region at LifeSize Communications Pte Ltd., a division of Logitech, which provides high definition video conference products for business. Mr. Joseph Yip was a sales manager at Hewlett-Packard AP (Hong Kong) Limited, a company engaged in providing information technology related products, technologies, software, solutions and services, from March 2013 to April 2015. Mr. Yip has not been a director of our public listed company during the three years preceding the date of this document.

Mr. Joseph Yip graduated with a Bachelor of Science degree in electrical engineering from the Oklahoma State University in May 1984.

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

*Disclosure required under Rule 13.51(2) of the Listing Rules*

Mr. Joseph Yip was a director of the following company prior to its dissolution:

| <u>Name of company</u>                     | <u>Place of incorporation</u> | <u>Principal business activities prior to dissolution</u>           | <u>Date of dissolution</u> | <u>Means of dissolution</u> | <u>Reason for dissolution</u>                                       |
|--|-------------------------------|---|----------------------------|-----------------------------|---|
| Treasure View Industries Limited. . . . .  | Hong Kong                     | Investment holding  | 16 July 2004               | Deregistration              | Cessation of business   |
| Well Creative Development Limited. . . . . | Hong Kong                     | Company did not engage in any business activity since incorporation | 6 November 2015            | Deregistration              | Company did not engage in any business activity since incorporation |

### COMPANY SECRETARY

**Ms. Ng Shun Ying (吳舜瑛)**, aged 38, is our company secretary. For a description of her biography, please refer to the paragraph headed “Senior Management” in this section.

### BOARD COMMITTEES

Each of the three board committees has written terms of reference. The committees operate in accordance with the terms of reference established by our Board.

#### Audit Committee

We have established an Audit Committee pursuant to a resolution of our Directors passed on [ • ] 2016. Our Audit Committee has written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code and Corporate Governance Report (“**CG Code**”) as set out in Appendix 14 to the Listing Rules. The primary duties of the Audit Committee of our Company are mainly to make recommendations to our Board on the appointment and dismissal of the external auditor, review the financial statements and information and provide advice in respect of financial reporting and oversee the internal control procedures of our Company. At present, the Audit Committee consists of three members: all three independent non-executive Directors, being Mr. Wan Sze Chung, who will serve as chairman of the committee, Dr. Yu Kin Tim and Mr. Ho Chi Lam.

#### Remuneration Committee

We have established a Remuneration Committee pursuant to a resolution of our Directors passed on [ • ] 2016. Our Company has written terms of reference in compliance with Rule 3.25 of the Listing Rules and the CG Code. The primary functions of the Remuneration Committee of our Company are to make recommendation to our Board on the overall remuneration policy and the structure relating to all Directors and senior management of our Group, review performance-based remuneration and ensure none of our Directors determine their own remuneration. At present, the Remuneration Committee consists of three members one executive Director, being Mr. Chan Wing Hong Alex, who will serve as chairman of the committee, and two independent non-executive Directors, being Dr. Yu Kin Tim and Mr. Wan Sze Chung.

#### Nomination Committee

We have established a Nomination Committee pursuant to a resolution of our Directors passed on [ • ] 2016. Our Company has written terms of reference in compliance with the CG Code. The primary functions of the Nomination Committee of our Company are to review the structure, size and composition (including the skills, knowledge and experience) of our Board at

---

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

---

least annually and make recommendation to our Board on any proposed changes to our Board to complement our Company’s corporate strategy; identify individuals suitably qualified as potential board members and select or make recommendations to our Board on the selection of individuals nominated for directorships; to assess the independence of our independent non-executive Directors; and make recommendations to our Board on the appointment or reappointment of Directors and succession planning of Directors, in particular that of our Chairman and the chief executive officer. At present, the Nomination Committee consists of three members: one executive Director, being Mr. Chan Wing Hong Alex, who will serve as chairman of the committee, and two independent non-executive Directors, being Dr. Yu Kin Tim and Mr. Wan Sze Chung.

### **Risk Management Committee**

We have established a Risk Management Committee pursuant to a resolution of our Directors passed on 29 February 2016. Our Company has written terms of reference in compliance with the CG Code. The primary functions of the Risk Management Committee of our Company are to enhance our Company’s risk management ability and improve corporate governance of our Company, as well as to assess the latest sanctions-related risks our operations may be exposed to. At present, the Risk Management Committee consists of three members, being Mr. Chan Wing Hong Alex, who will serve as chairman of the committee, Mr. Chau Kit Wai and Mr. Yip Kai Kut Kenneth.

### **REMUNERATION POLICY**

Our Directors and senior management receive compensation in the form of salaries, discretionary bonuses, contributions to pension schemes, long-term incentives, housing and other allowances and benefits in kind subject to applicable laws, rules and regulations.

The aggregate amount of remuneration including salaries, allowances and benefits in kind which were paid to our Directors for each of the three years ended 31 December 2015 were approximately US\$0.72 million, US\$1.03 million and US\$0.95 million, respectively.

The aggregate amount of remuneration including salaries, allowances and benefits in kind which were paid to our five highest paid individuals (excluding the Directors amongst the five highest paid individuals) for each of the three years ended 31 December 2015 were approximately US\$0.11 million, nil and nil, respectively.

Our Company regularly reviews and determines the remuneration and compensation packages of our Directors and senior management. After the Listing, the Remuneration Committee of our Company will review and determine the remuneration and compensation packages of our Directors and senior management with reference to salaries paid by comparable companies, time commitment and responsibilities of our Directors and performance of our Group. Under such arrangement and pursuant to our Directors’ service contracts and letters of appointment referred to in the section headed “Statutory and General Information — Further information about our Directors — 9. Particulars of service contracts” in Appendix IV to this document, the aggregate amount of remuneration including salaries, allowances and benefits in kind payable to our Directors (excluding any discretionary bonuses) for the year ending 31 December 2016 is estimated to be approximately US\$1.00 million.

During the Track Record Period, no remuneration was paid by our Group to, or received by, our Directors or senior management as an inducement to join or upon joining our Group or as a compensation for loss of office. None of our Directors waived any remuneration during the same period.

---

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

---

### **SHARE OPTION SCHEME**

Our Company has conditionally adopted the Share Option Scheme pursuant to which selected participants may be granted options to subscribe for shares as incentives or rewards for their service rendered to our Group and any entity in which any member of our Group holds an equity interest. For details of the Share Option Scheme, please refer to the section headed “Statutory and General Information — Other Information — 15. Share Option Scheme” in Appendix IV to this document.

### **COMPLIANCE ADVISER**

We [have appointed] Southwest HK Capital as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, our Company must consult with and, if necessary, seek advice from the compliance adviser on a timely basis in the following circumstances:

- (i) before the publication of any regulatory announcement, circular or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated, including but not limited to share issues and share repurchases;
- (iii) where our Company proposes to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where our business activities, development or results of our Company deviate from any forecast, estimate, or other information in this document; and
- (iv) where the Stock Exchange makes inquiries of our Company regarding unusual movements in the [REDACTED], the possible development of a false market in its securities, or any other matters as mentioned under Rule 13.10 of the Listing Rules.

The term of appointment of our compliance adviser will commence on the [REDACTED] and will end on the date of despatch of our annual report in respect of our financial results for the first full financial year commencing after the [REDACTED].