

## DIRECTORS AND SENIOR MANAGEMENT

### DIRECTORS

The Board currently consists of six Directors comprising two executive Directors, one non-executive Director and three independent non-executive Directors. The following table sets out the information regarding the members of the Board:

Name	Age	Date of joining the Group	Date of appointment as Director	Position	Principal responsibilities	Relationship with other Director(s) and/or senior management
Mr. LEE Chi Hung (李志雄)	51	16 November 1993	29 November 2016	Executive Director, chairman of the Board and chief executive officer	Overall management of the Group's operations and business development	Nil
Mr. CHAN Wai Yin (陳偉賢)	50	16 February 1999	9 January 2017	Executive Director	Overall management and overseeing and monitoring of projects of the Group	Nil
Mr. LEUNG Ping Kwan (梁炳坤)	55	1 April 2014	9 January 2017	Non-executive Director	Provide technical advice in relation to the Group's business	Nil
Professor WONG Roderick Sue Cheun (王世全)	72	[●]	[●]	Independent non-executive Director	Provide independent judgement on the Group's strategy, performance, resources and standard of conduct	Nil
Mr. TAI Kwok Leung, Alexander (戴國良)	59	[●]	[●]	Independent non-executive Director	Provide independent judgement on the Group's strategy, performance, resources and standard of conduct	Nil
Mr. KWAN Cheuk Kui (關卓鉅)	52	[●]	[●]	Independent non-executive Director	Provide independent judgement on the Group's strategy, performance, resources and standard of conduct	Nil

### Executive Directors

**Mr. LEE Chi Hung (李志雄)**, aged 51, is an executive Director, the chairman of the Board and the chief executive officer of the Company. Mr. Lee is the co-founder of the Group and is primarily responsible for the overall management of the Group's operations and business development. Mr. Lee was appointed as a Director on 29 November 2016 and was re-designated as an executive Director on 9 January 2017. He is also a director of Join Forward, G & M Maintenance, G & M Engineering, G & M Contracting and G & M Design.

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Mr. Lee obtained an endorsement to higher certificate in mechanical engineering from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in November 1988. Mr. Lee has over 23 years of experience in the construction industry in Hong Kong since joining the Group. In November 1993, Mr. Lee founded G & M Engineering with Ms. Ku and he has been handling the Group's business development and operations since then.

Mr. Lee did not hold any directorship in other listed companies in the past three years and does not hold any other position with the Company or any of its subsidiaries.

**Mr. CHAN Wai Yin (陳偉賢)**, aged 50, was appointed as an executive Director on 9 January 2017 and is primarily responsible for overall management and overseeing and monitoring of projects of the Group. Mr. Chan joined the Group in February 1999. He obtained a degree of Bachelor of Business Administration from The University of Oklahoma in the United States in May 1991.

Mr. Chan has over 20 years of experience in the construction industry in Hong Kong. Mr. Chan worked for Tostem Hong Kong Limited from November 1993 to July 1995 and his last position held was senior sales executive. Prior to joining the Group in February 1999, he worked as a sales and marketing manager at Hung Fung Engineering Limited from November 1997 to January 1999.

Mr. Chan did not hold any directorship in other listed companies in the past three years and does not hold any other position with the Company or any of its subsidiaries.

### **Non-executive Directors**

**Mr. LEUNG Ping Kwan (梁炳坤)**, aged 55, was appointed as a non-executive Director on 9 January 2017 and is responsible for providing technical advice in relation to the Group's business.

He is a registered skilled worker under Construction Workers Registration Ordinance (Chapter 583 of the laws of Hong Kong) as curtain wall installer, glazier, metal worker, general welder and curtain wall and glass panes installer (master), who possesses not less than 10 years of experience in these trade divisions.

Mr. Leung completed his secondary education in the PRC in November 1978. He has more than 30 years of experience in the construction industry. Mr. Leung was the founder of Special Glass & Seals Works which started at a partnership and later converted as a sole proprietorship which engages in glass and seals works in April 1983. He is also a director of Special Glass & Seals Works Limited since October 2000. He was also a director of G & M Engineering between April 2014 and November 2014.

Mr. Leung did not hold any directorship in other listed companies in the past three years and does not hold any other position with the Company or any of its subsidiaries.

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### Independent non-executive Directors

**Professor WONG Roderick Sue Cheun (王世全)**, aged 72, was appointed as an independent non-executive Director on [●] 2017 and is responsible for providing independent judgment on the Group's strategy, performance, resources and standard of conduct. He is a member of the audit committee, the remuneration committee and the nomination committee of the Company. Professor Wong obtained a degree of Bachelor of Arts from San Diego State College (now known as San Diego State University) in the United States in November 1965 and a degree of Doctor of Philosophy in mathematics from the University of Alberta in Canada in November 1969.

Professor Wong is currently a special advisor to the president of South University of Science and Technology of China (南方科技大學) and the Chair Professor of Mathematics at City University of Hong Kong. He is a Fellow of the Royal Society of Canada, and Chevalier dans l'Ordre National de la Légion d'Honneur of France, and elected as a member of the European Academy of Sciences. Currently, he is the Vice-President (Development & External Relations), the Chair Professor of Mathematics and the Director of the Liu Bie Ju Centre for Mathematical Sciences at City University of Hong Kong.

Professor Wong currently holds the following position in a company listed on the Stock Exchange:

Company	Stock code	Position	Appointment date
Sam Woo Construction Group Limited	3822	Independent non-executive director	15 September 2014

Save as disclosed above, Professor Wong did not hold any directorship in other listed companies in the past three years and does not hold any other position with the Company or any of its subsidiaries.

**Mr. TAI Kwok Leung, Alexander (戴國良)**, aged 59, has been appointed as an independent non-executive Director on [●] 2017 and is responsible for providing independent judgment on the Group's strategy, performance, resources and standard of conduct. He is the chairman of the audit committee and a member of both the remuneration committee and the nomination committee of the Company. Mr. Tai obtained a degree of Bachelor of Commerce and Administration from the Victoria University of Wellington in New Zealand in April 1982. He was an associate of the Hong Kong Society of Accountants (now known as the Hong Kong Institute of Certified Public Accountants) since October 1983.

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Mr. Tai is currently a responsible officer of Investec Capital Asia Limited, which is a licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities, since February 2008.

Mr. Tai currently holds the following positions in companies listed on the Stock Exchange:

<b>Company</b>	<b>Stock code</b>	<b>Position</b>	<b>Appointment date</b>
Anhui Conch Cement Company Limited	914	Independent non-executive director	28 May 2013
Luk Fook Holdings (International) Limited	590	Independent non-executive director	24 July 2008
Jiayuan International Group Limited	2768	Independent non-executive director	12 February 2016

Mr. Tai previously held the following positions in companies listed on the Stock Exchange:

<b>Company</b>	<b>Stock code</b>	<b>Position</b>	<b>Appointment date</b>	<b>Resignation date</b>
Honghua Group Limited	196	Independent non-executive director	18 January 2008	19 March 2014

Save as disclosed above, Mr. Tai did not hold any directorship in other listed companies in the past three years and does not hold any other position with the Company or any of its subsidiaries.

**Mr. KWAN Cheuk Kui (關卓鉅)**, aged 52, was appointed as an independent non-executive Director on [●] 2017 and is responsible for providing independent judgement on the Group's strategy, performance, resources and standard of conduct. He is the chairman of the remuneration committee and a member of both the audit committee and the nomination committee of the Company. Mr. Kwan obtained a degree of Bachelor of Arts and a Postgraduate Certificate in Law from the University of Hong Kong in November 1987 and June 1992 respectively. He has been admitted as a solicitor in Hong Kong since December 1994.

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From 1992 to 1996, Mr. Kwan worked at Tang, Wong & Cheung and his last position held was an assistant solicitor. He then worked at Tang, Lee & Co. as a solicitor from 1996 to 1997. From 2000 to 2003, Mr. Kwan worked for Liu Alvan & Partners as a partner. From 2003 to 2007, he worked for Tsang & Wong as a consultant. From August 2007 to December 2007, Mr. Kwan re-joined Liu Alvan & Partners as a partner. He then worked for Chan & Chan as a consultant from 2007 to 2012. Mr. Kwan is currently a partner of Rowdget W. Young & Co.

Mr. Kwan did not hold any directorship in other listed companies in the past three years and does not hold any other position with the Company or any of its subsidiaries.

Mr. Kwan was a director of the following company that was incorporated in Hong Kong, and subsequently struck off and dissolved pursuant to section 291 of the Predecessor Companies Ordinance, which provides that the Registrar of Companies in Hong Kong can strike off a defunct company from the register of companies. Mr. Kwan confirmed that the company was solvent and inactive at the time of strike off and that its dissolution had not resulted in any liability or obligation against him. The following details the aforementioned company that was struck off:

<b>Name of company</b>	<b>Status</b>	<b>Nature of business</b>	<b>Date of strike off notice</b>	<b>Date of strike off</b>
First Wealth (Hong Kong) Limited	Dissolved	Investment holding	22 November 2002	4 April 2003

## **SENIOR MANAGEMENT**

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

<b>Name</b>	<b>Age</b>	<b>Date of joining the Group</b>	<b>Position</b>	<b>Relationship with other Director(s) and/or senior management</b>
Mr. TONG Wai Shing, Wilson (湯偉成)	38	24 June 2002	Deputy project director	Nil
Mr. SO Yiu Man (蘇耀文)	51	2 January 2005	General manager	Nil
Mr. HO Ting Shun (賀挺信)	51	6 May 2013	Senior design manager	Nil
Ms. HUEN Shuk Man (禰淑敏)	32	2 October 2015	Financial controller and joint company secretary	Nil
Mr. LEE Baldwin (李博彥)	44	9 January 2017	Joint company secretary	Nil

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**Mr. TONG Wai Shing, Wilson (湯偉成)**, aged 38, is the deputy project director of the Group. He is primarily responsible for organising, managing and supervising the Group's projects. He obtained a degree of Bachelor of Applied Science in civil engineering from the University of British Columbia in Canada in May 2001 and further obtained a degree of Master of Science in construction law and dispute resolution from the Hong Kong Polytechnic University in October 2011. Mr. Tong has over 14 years of experience in the construction industry in Hong Kong. Mr. Tong joined the Group in June 2002 as an engineer trainee and was subsequently promoted to deputy project director in August 2015.

Mr. Tong did not hold any directorship in other listed companies in the past three years and does not hold any other position with the Company or any of its subsidiaries.

**Mr. SO Yiu Man (蘇耀文)**, aged 51, joined the Group in January 2005 as a project manager and was subsequently promoted to the position of general manager in May 2007. He is primarily responsible for contract administration, budgeting and supervision of contracting projects. Mr. So obtained a higher diploma in building technology and management from the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in November 1989 and further obtained a degree of Master of Business Administration from the Open University of Hong Kong in December 2000.

Mr. So has over 27 years of experience in the construction industry in Hong Kong. From August 1989 to July 1991, Mr. So was employed by Sung Foo Kee Limited as a project coordinator. He then worked for Henderson Land Development Company Limited from July 1991 to June 1993 and his last position held was a deputy project coordinator. From June 1993 to May 1994, he worked for Hopewell Construction Company Limited as a project engineer. Prior to joining the Group in January 2005, Mr. So worked in China Light & Power Company Limited as an engineer in the network development department from May 1994 to September 1997 and S & D Limited as a project manager from January 1998 to December 2004.

Mr. So did not hold any directorship in other listed companies in the past three years and does not hold any other position with the Company or any of its subsidiaries.

**Mr. HO Ting Shun (賀挺信)**, aged 51, joined the Group in May 2013 as a design manager and was subsequently promoted to the position of senior design manager in January 2016. He is primarily responsible for the overall management of the Group's design department. Mr. Ho obtained a degree of Bachelor of Engineering in manufacturing engineering from the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in November 1991.

Mr. Ho has over 21 years of experience in the construction industry in Hong Kong. Mr. Ho was previously employed by Goldon Engineering Limited as a design engineer from June 1995 to May 1997. From June 1997 to July 2002, he worked for Far East Aluminium Works Company Limited as an assistant design manager in technical services department. He then worked for Waltech Pacific (Engineering) Limited as design manager from July 2002 to January 2003. During February 2003 to November 2005, Mr. Ho worked for Millennium Engineering Limited and his last position held was a senior designer. Prior to joining the Group, Mr. Ho worked as an assistant design manager in Permasteelisa Hong Kong Limited from December 2005 to April 2013.

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Mr. Ho did not hold any directorship in other listed companies in the past three years and does not hold any other position with the Company or any of its subsidiaries.

**Ms. HUEN Shuk Man (禰淑敏)**, aged 32, is the financial controller of the Group and one of the joint company secretaries of the Company. She is primarily responsible for the financial reporting and financial control matters, and the company secretarial matters of the Group. Ms. Huen joined the Group in October 2015 as an account manager and was subsequently promoted to the position of the financial controller in January 2017. She obtained a degree of Bachelor of Business Administration in accountancy from the City University of Hong Kong in July 2011 and has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since November 2013. Ms. Huen has over 5 years of experience in auditing, accounting and financial management. Prior to joining the Group, she worked in BDO Limited from September 2011 to September 2015 and her last position held was a senior associate.

Ms. Huen did not hold any directorship in other listed companies in the past three years and does not hold any other position with the Company or any of its subsidiaries.

### **JOINT COMPANY SECRETARIES**

**Ms. HUEN Shuk Man (禰淑敏)** was appointed as one of the joint company secretaries of the Company on 9 January 2017. Please refer to her biography under the sub-section headed "Senior management" in this section.

**Mr. LEE Baldwin (李博彦)**, aged 44, was appointed as one of the joint company secretaries of the Company on 9 January 2017. He is primarily responsible for the company secretarial matters of the Group. Mr. Lee obtained a degree of Bachelor of Commerce from the University of Toronto in Canada in November 1993. He has been an associate of the Hong Kong Society of Accountants (now known as Hong Kong Institute of Certified Public Accountants) since January 2000.

Mr. Lee has over 17 years of experience in the accounting and auditing industry. Mr. Lee worked at PricewaterhouseCoopers Limited from August 1995 to April 2000 and his last position held was a senior associate. He worked in e-New Media Company Limited (now known as ENM Holdings Limited) (stock code: 128) from April 2000 to August 2003. He then worked as a group accounting manager in Sam Woo Holdings Limited (now known as Noble Century Investment Holdings Limited) (stock code: 2322) from September 2003 to April 2009. During March 2010 to July 2014, Mr. Lee served as a manager in KC Management Limited. Since November 2015, Mr. Lee was the company secretary of Prosper Construction Holdings Limited (stock code: 6816). He has been a manager in Masterway Management Limited since August 2014.

Mr. Lee did not hold any directorship in other listed companies in the past three years and does not hold any other position with the Company or any of its subsidiaries.

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### **REMUNERATION POLICY**

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

After [REDACTED], the remuneration committee of the Company will review and determine the remuneration and compensation packages of the Directors with reference to their experience, responsibilities, workload, and time devoted to the Group and performance of the Group. The Directors may also be offered options under the Share Option Scheme.

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

For each of the two years ended 31 December 2015 and the nine months ended 30 September 2016, the aggregate remuneration, including fees, salaries, contributions to pension schemes, other allowances, other benefits in kind and/or discretionary bonuses, paid to the Directors were approximately HK\$1.3 million, HK\$1.3 million and HK\$2.5 million, respectively.

The aggregate remuneration including fees, salaries, contribution to pension schemes, other allowances, other benefits in kind and/or discretionary bonuses, paid to the Company's five highest paid individuals (excluding the Directors amongst the five highest paid individuals) during the Track Record Period were approximately HK\$4.7 million, HK\$5.1 million and HK\$4.0 million, respectively.

During the Track Record Period, no emoluments were paid by the Group to the Directors or the above highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office as a director or management of any members of the Group. Save as disclosed above, no other payments have been made or are payable in respect of each of the two years ended 31 December 2015 and the nine months ended 30 September 2016 by the Group to the Directors.

Under the arrangements currently proposed, conditional upon the [REDACTED], the aggregate annual remuneration (excluding payment of any discretionary benefits or bonuses or other fringe benefits) payable by the Group to the Directors for the year ending 31 December 2017 is estimated to be approximately HK\$4.5 million.



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### **BOARD COMMITTEES**

#### **Audit committee**

The Company established an audit committee on [●] 2017 with its written terms of reference in compliance with the Listing Rules. The primary duties of the audit committee are to review and supervise the Group's financial reporting process and internal control system, nominate and monitor external auditors and to provide advice and comments to the Board on matters related to corporate governance.

The audit committee of the Company consists of three members, being Professor Wong Roderick Sue Cheun, Mr. Tai Kwok Leung, Alexander and Mr. Kwan Cheuk Kui, of which Mr. Tai Kwok Leung, Alexander currently serves as the chairman.

#### **Remuneration committee**

The Company established a remuneration committee on [●] 2017 with its written terms of reference in compliance with the Listing Rules. The primary duties of the remuneration committee are to make recommendations on the remuneration of the Company's senior management and members of the Board.

The remuneration committee of the Company consists of four members, being Mr. Lee, Professor Wong Roderick Sue Cheun, Mr. Tai Kwok Leung, Alexander and Mr. Kwan Cheuk Kui, of which Mr. Kwan Cheuk Kui currently serves as the chairman.

#### **Nomination committee**

The Company established a nomination committee on [●] 2017 with its written terms of reference by reference to the code provisions of the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules. The primary duties of the nomination committee are to make recommendations to the Board regarding candidates to fill vacancies on the Board and/or in senior management.

The nomination committee of the company consists of four members, being Mr. Lee, Professor Wong Roderick Sue Cheun, Mr. Tai Kwok Leung, Alexander and Mr. Kwan Cheuk Kui, of which Mr. Lee currently serves as the chairman.

### **CODE PROVISION A.2.1 OF THE CORPORATE GOVERNANCE CODE**

Mr. Lee, an executive Director and one of the Controlling Shareholders, is the chairman of the Board and the chief executive officer of the Company. With over 23 years of experience in the construction industry in Hong Kong, Mr. Lee is responsible for the overall management of the Group's operations and business development and is instrumental to the Group's growth and business expansion since the establishment in November 1993. The Board considers that vesting the roles of chairman and chief executive officer in the same person is beneficial to the management of the Group. The balance of power and authority is ensured by the operation of the senior management and the

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Board, which comprises experienced and high-calibre individuals. The Board currently comprises two executive Directors (including Mr. Lee), one non-executive Director and three independent non-executive Directors and therefore has a strong independence element in its composition. Save as disclosed above, the Group is in compliance with all code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

### **COMPLIANCE ADVISER**

In accordance with Rule 3A.19 of the Listing Rules, the Company has appointed Messis Capital as its compliance adviser. Pursuant to Rule 3A.23 of the Listing Rules, the Company will consult and seek advice from the compliance adviser on a timely basis in the following circumstances:

- (1) before the publication of any regulatory announcement, circular or financial report;
- (2) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (3) where the Company proposes to use the proceeds of the [REDACTED] in a manner different from that detailed in the [REDACTED] or where the business activities, developments or results of the Company deviate from any forecast, estimate, or other information in the [REDACTED]; and
- (4) where the Stock Exchange makes an inquiry with the Company under Rule 13.10 of the Listing Rules.

The term of appointment of the compliance adviser of the Company shall commence on the [REDACTED] and end on the date on which the Company complies with Rule 13.46 of the Listing Rules in respect of the financial results for the first full financial year commencing after the [REDACTED].