

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

BOARD OF DIRECTORS

Our Board consists of six Directors, comprising three executive Directors and three independent non-executive Directors.

The table below shows certain information with respect to our Directors:

Members of our Board

Name	Age	Date of joining our Group	Date of appointment as Director	Position	Roles and Responsibilities	Relationship with other Directors and senior management
Executive Directors						
Mr. MAN Hoi Yuen (文海源)	56	September 1995	9 May 2018	Executive Director, and chairman of our Board	Overall management, strategic development and major decision-making of our Group	Spouse of Mrs. Man
Ms. NG Yuen Chun (吳婉珍)	52	September 1995	9 May 2018	Executive Director	Overall management and overseeing administrative matters of our Group	Spouse of Mr. Man
Mr. HO Chi Hong (何志康)	42	May 2001	9 May 2018	Executive Director and chief executive officer	Overseeing the tendering activities and participating in the day-to-day operation and management of our Group	Nil
Independent non-executive Directors						
Mr. CHAN Ka Yu (陳家宇)	39	[•]	[•]	Independent non-executive Director	Overseeing the management independently and providing independent judgment on our strategy, performance, resources and standard of conduct of our Group	Nil

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Name	Age	Date of joining our Group	Date of appointment as Director	Position	Roles and Responsibilities	Relationship with other Directors and senior management
Mr. LO Ki Chiu (盧其釗)	33	[•]	[•]	Independent non-executive Director	Overseeing the management independently and providing independent judgment on our strategy, performance, resources and standard of conduct of our Group	Nil
Mr. LEUNG Wai Lim (梁唯廉)	45	[•]	[•]	Independent non-executive Director	Overseeing the management independently and providing independent judgment on our strategy, performance, resources and standard of conduct of our Group	Nil

Executive Directors

Mr. MAN Hoi Yuen (文海源), aged 56, was appointed as our Director on 9 May 2018, and re-designated as an executive Director on 7 June 2018. He was also appointed as chairman of our Board on [•] 2018. He is mainly responsible for overall management, strategic development and major decision-making of our Group. Mr. Man is also the chairman of the nomination committee of our Board. Mr. Man is the spouse of Mrs. Man. Prior to founding Hoi Sing Decoration with Mrs. Man in 1995, Mr. Man worked for a construction company since 1982. As one of the founders of our Group, Mr. Man has over 22 years of experience in the fitting-out industry. Mr. Man is also one of the directors of each of Link Shing, Hoi Sing Decoration, Hoi Sing Construction, Chun Shing Development and Milieu. Mr. Man attended secondary education.

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Mr. Man was a director of the following companies in Hong Kong, which were dissolved due to cessation of business, with details as follows:

Name of Company	Nature of business before dissolution	Date of dissolution	Nature of proceeding
Great Gold International Trading Limited	Investment holding company	29 October 2010	Deregistration under Section 291AA of the Companies (WUMP) Ordinance
Hoi Ho Engineering Limited	Construction – metal work	16 May 2003	Deregistration under Section 291AA of the Companies (WUMP) Ordinance

Mr. Man confirmed that the above companies were solvent immediately prior to their respective dissolution and there is no wrongful act on his part leading to the dissolutions and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolutions, and that no misconduct or misfeasance had been involved in the dissolutions of these companies.

Ms. NG Yuen Chun (吴婉珍), aged 52, was appointed as our Director on 9 May 2018 and was re-designated as an executive Director on 7 June 2018. She is mainly responsible for overall management and overseeing administrative matters of our Group. Mrs. Man is one of the founders of our Group and the spouse of Mr. Man. Mrs. Man attended secondary education. Mrs. Man co-established Hoi Sing Decoration with Mr. Man in 1995 and has over 20 years of experience in the fitting-out industry. Mrs. Man is also one of the directors of each of Link Shing, Hoi Sing Decoration, Hoi Sing Construction, Chun Shing Development and Milieu.

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Mrs. Man was a director of the following companies in Hong Kong, which were dissolved due to cessation of business, with details as follows:

Name of Company	Nature of business before dissolution	Date of dissolution	Nature of proceeding
Great Gold International Trading Limited	Investment holding	29 October 2010	Deregistration under Section 291AA of the Companies (WUMP) Ordinance
Wai Yang Construction Engineering Limited	Construction engineering	15 July 2016	Deregistration under Section 751 of the Companies Ordinance

Mrs. Man confirmed that the above companies were solvent immediately prior to their respective dissolution and there is no wrongful act on her part leading to the dissolutions and she is not aware of any actual or potential claim that has been or will be made against her as a result of the dissolutions, and that no misconduct or misfeasance had been involved in the dissolutions of these companies.

Mr. HO Chi Hong (何志康), aged 42, was appointed as our Director on 9 May 2018 and was re-designated as an executive Director on 7 June 2018. He is also our chief executive officer and mainly responsible for overseeing the tendering activities and participating in the day-to-day operation and management of our Group. Mr. Ho became one of the shareholders of Hoi Sing Decoration in August 2014 and one of the directors of Hoi Sing Decoration since October 2014.

Mr. Ho obtained a degree of Bachelor of Science in Quantity Surveying from the University of Greenwich in the United Kingdom in July 1998.

Mr. Ho has accumulated about 20 years of experience in the construction industry. Prior to joining our Group in May 2001, he was an assistant quantity surveyor in Hoo Cheong Building Construction Co., Ltd. from July 1998 to March 2001.

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Mr. Ho was a director of the following companies in Hong Kong, which were dissolved due to cessation of business, with details as follows:

Name of Company	Nature of business before dissolution	Date of dissolution	Nature of proceeding
Hoi Ho Engineering Limited	Construction – metal works	17 May 2003	Deregistration under Section 291AA of the Companies (WUMP) Ordinance
Miracle Investment Development Limited	Fashion retails	22 July 2011	Deregistration under Section 291AA of the Companies (WUMP) Ordinance
Cornerstone Material & Contracting Co., Limited	Trading	19 October 2012	Deregistration under Section 291AA of the Companies (WUMP) Ordinance
Kenwell Development Limited	Bar	19 June 2015	Striking off under Section 746 of the Companies Ordinance

Mr. Ho confirmed that the above companies were solvent immediately prior to their respective dissolution and there is no wrongful act on his part leading to the dissolutions and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolutions, and that no misconduct or misfeasance had been involved in the dissolutions of these companies.

Independent non-executive Directors

Mr. CHAN Ka Yu (陳家宇), aged 39, was appointed as our independent non-executive Director on [•]. He is mainly responsible for overseeing the management independently and providing independent judgment on our strategy, performance, resources and standard of conduct of our Group. He is the chairman of our audit committee, and a member of each of our remuneration committee and nomination committee.

Mr. Chan has over 10 years of professional accounting and financial reporting experience. From July 2004 to July 2007, Mr. Chan worked as an accountant at Kam & Cheung Certified Public Accountants. From July 2007 to August 2010, he was a senior auditor at World Link CPA Limited. From September 2010 to April 2012, he worked at

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BDO Limited (which was formerly known as JBPB & Company), initially as a senior accountant and subsequently promoted as a senior associate. From May 2012 to April 2013, Mr. Chan was an investor relations officer at Fantasia Group (China) Company Limited, a subsidiary of Fantasia Holdings Group Co., Limited (花樣年控股集團有限公司) (stock code: 1777), the shares of which are listed on the Main Board of the Stock Exchange. Since June 2013, he has been working as the chief financial officer of CEFC Hong Kong Financial Investment Company Limited (香港華信金融投資有限公司) (formerly known as Runway Global Holdings Company Limited (時尚環球控股有限公司)) (stock code: 1520), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Chan currently is an independent non-executive director of Dragon Rise Group Holdings Limited (龍昇集團控股有限公司) (stock code: 6829), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Chan obtained a degree of Bachelor of Commerce in Accounting from Hong Kong Shue Yan University in October 2009. He is a member of The Hong Kong Institute of Certified Public Accountants since March 2009.

Mr. LO Ki Chiu (盧其釗), aged 33, was appointed as our independent non-executive Director on [•]. He is mainly responsible for overseeing the management independently and providing independent judgment on our strategy, performance, resources and standard of conduct of our Group. He is a member of each of our remuneration committee and audit committee.

Mr. Lo is currently the managing director of Wealth Property Agency Limited, which he joined in December 2007 first as an account executive. Mr. Lo was a guest lecturer of The Education University of Hong Kong from January 2017 to June 2017. He was also a part-time instructor and an assistant instructor of the Lingnan Institute of Further Education, Lingnan University from February 2017 to June 2017 and from September 2012 to August 2013, respectively. Mr. Lo currently is an independent non-executive director of Wang Yang Holdings Limited (泓盈控股有限公司) (stock code: 1735), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Lo obtained a degree of Bachelor of Arts in Physical Education and Recreation Management from the Hong Kong Baptist University in November 2007, as well as a degree of Master of Science in International Banking and Finance and a degree of Master of Philosophy in Economics from the Lingnan University in October 2009 and October 2011, respectively. Mr. Lo is a PhD candidate majoring in Physical Education in the Hong Kong Baptist University which was approved in September 2015.

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Mr. LEUNG Wai Lim (梁唯廉), aged 45, was appointed as our independent non-executive Director on [•]. He is mainly responsible for overseeing the management independently and providing independent judgment on our strategy, performance, resources and standard of conduct of our Group. He is the chairman of our remuneration committee, and a member of each of our audit committee and nomination committee.

Mr. Leung is an adjudicator appointed to the Panel of Adjudicators (Control of Obscene and Indecent Articles) (established under the Control of Obscene and Indecent Articles Ordinance (Chapter 390 of the Laws of Hong Kong)) and a member of the Board of Review (Inland Revenue Ordinance) in Hong Kong.

Mr. Leung has over 17 years of law related working experience. Mr. Leung was employed by DLA Piper Hong Kong from February 2001 to April 2009 at which his last position was partner. He was then employed by Eversheds Hong Kong from May 2009 to April 2015 at which his last position was partner. Since May 2015 up to the present, Mr. Leung has been a partner of Howse Williams Bowers. Mr. Leung is currently an independent non-executive director of Shun Wo Group Holdings Limited (汛和集團控股有限公司) (stock code: 1591), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Leung obtained a degree of Bachelor of Laws from University of Wales in the United Kingdom in July 1995. Mr. Leung was admitted to practice law as a solicitor in Hong Kong in August 1999 and in England and Wales in April 2001.

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

Save as disclosed above, each of our Directors confirm with respect to him/her that he/she (i) did not hold other positions in our Company or members of our Group as at the Latest Practicable Date; (ii) had no other relationship with any Directors, senior management or Substantial or Controlling Shareholders as at the Latest Practicable Date; (iii) did not hold any other directorships in the three years prior to the Latest Practicable Date in any public companies of which the securities are listed on any securities market in Hong Kong and/or overseas; and that there are no other matters concerning our Directors' appointment that need to be brought to the attention of our Shareholders and the Stock Exchange or shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules. As at the Latest Practicable Date, save as the interests of Mr. Man, Mrs. Man and Mr. Ho in our Shares which are disclosed in the paragraphs headed "Further Information about Substantial Shareholders, Directors and Experts" in Appendix IV to this document, each of our Directors did not have any interest in our Shares within the meaning of Part XV of the SFO.

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SENIOR MANAGEMENT

The following table sets forth certain information relating to the senior management members of our Group:

Name	Age	Date of joining our Group	Position	Roles and Responsibilities	Relationship with other Directors and senior management
Mr. SIU Wing Kin (蕭永健)	47	November 2017	Financial Controller	Overall management of financial matters and company secretarial matters of our Group	Nil
Mr. TANG Tai Cheung (鄧帶祥)	48	December 2014	Quantity Surveyor	Overall management of contract administration and payment related matters of our Group	Nil
Ms. CHEUNG Lai Yi (張麗儀)	44	November 1997	Administration and Account Manager	Overall management of human resources and administrative matters of our Group	Nil

Mr. SIU Wing Kin (蕭永健), aged 47, joined our Group in November 2017 and is our company secretary and financial controller. Mr. Siu is mainly responsible for overall management of financial matters and company secretarial matters of our Group. Mr. Siu has over 23 years of audit, accounting and financial management experience. Mr. Siu obtained a degree of Bachelor of Economics (major in accounting) from The University of Sydney in Australia in June 1996. He is also a member of The Hong Kong Institute of Certified Public Accountants.

From July 1996 to July 2001, Mr. Siu worked for S.N. Tsang & Co., at which his last position was audit manager. Mr. Siu joined Mayor Packaging Enterprises (1968) Ltd. as a finance and administration manager from June 2001 to January 2005. He then joined CCT Telecom (HK) Limited as a finance manager from August 2006 to October 2008. He worked for Hayco (Hong Kong) Limited as a finance manager from May 2013 to June 2014. From September 2014 to October 2017, Mr. Siu worked for Mega Precision Technology Limited at which his last position was deputy chief operation officer.

Mr. TANG Tai Cheung (鄧帶祥), aged 48, joined our Group in December 2014 and is our quantity surveyor. Mr. Tang is responsible for overall management of contract administration and

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payment related matters of our Group. Mr. Tang has over 20 years of quantity surveying experience. Mr. Tang obtained a degree of Bachelor of Science in Quantity Surveying from the University of Greenwich in the United Kingdom in June 2001.

Prior to joining our Group, Mr. Tang worked as site clerk and technician apprentice for Wah Hin & Co., Ltd. from March 1992 to October 1995. He then worked as technician apprentice for Yrong Zhing Construction Co., Ltd. from October 1995 to January 1996. From February 1996 to September 1996, he worked as site quantity surveyor for Shun Shing Construction & Engineering Co., Ltd.. Mr. Tang then worked for Paul Y. – ITC Management Limited as an assistant quantity surveyor from October 1996 to August 1997. He then worked for M & G Contracting Ltd. as a quantity surveyor from February 1998 to January 1999. Mr. Tang worked for Hip Hing Construction Co., Ltd. as quantity surveyor from September 2001 to November 2003. He then worked for China Overseas (Hong Kong) Limited as quantity surveyor from December 2003 to April 2005 and from June 2005 to July 2007. He worked for China State Construction Limited as quantity surveyor from November 2007 to October 2008. He then worked for Handy Construction Co., Ltd. as a project quantity surveyor from August 2010 to May 2013. Mr. Tang then joined Able Engineering Company Limited as a quantity surveyor from June 2013 to November 2014.

Ms. CHEUNG Lai Yi (張麗儀), aged 44, joined our Group in November 1997 and is our administration and account manager. Ms. Cheung is mainly responsible for overall management of human resources and administrative matters of our Group. She has over 20 years of administrative experience. Ms. Cheung attended secondary education. Prior to joining our Group, Ms. Cheung worked as a QA inspector in AST Research (Far East) Limited from November 1994 to January 1996.

Each of the members of our senior management confirmed with respect to himself and herself that: (i) as at the Latest Practicable Date, he or she had no interests in our Shares within the meaning of Part XV of the SFO; (ii) he or she did not have any relationships with any Directors, members of our senior management, Substantial Shareholders or Controlling Shareholders as at the Latest Practicable Date; and (iii) he or she did not hold any directorships in any other public company the securities of which were listed on any securities market in Hong Kong and/or overseas in the last three years prior to the Latest Practicable Date.

COMPANY SECRETARY

Mr. SIU Wing Kin (蕭永健), aged 47, was appointed as the company secretary of our Company on 7 June 2018. Please refer to the paragraph headed “Senior management” above for details of his background and qualifications.

BOARD COMMITTEES

Audit Committee

We have established an audit committee with written terms of reference in compliance with the Listing Rules. The audit committee consists of three independent non-executive Directors, namely Mr. Chan Ka Yu (being the chairman of the audit committee who has a professional

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qualification in accountancy), Mr. Lo Ki Chiu and Mr. Leung Wai Lim. The primary duties of the audit committee include, but not limited to, assisting our Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management system of our Group, overseeing the audit process, developing and reviewing our policies and performing other duties and responsibilities as assigned by our Board.

Remuneration Committee

We have established a remuneration committee with written terms of reference in compliance with the Listing Rules. The remuneration committee consists of three independent non-executive Directors, namely Mr. Leung Wai Lim (being the chairman of the remuneration committee), Mr. Chan Ka Yu and Mr. Lo Ki Chiu. The primary duties of the remuneration committee include, but not limited to, (i) making recommendations to our Directors regarding our policy and structure for the remuneration of all our Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policies; (ii) making recommendations to our Board on the remuneration packages of our Directors and senior management; (iii) reviewing and approving the management's remuneration proposals with reference to our Board's corporate goals and objectives; and (iv) considering and approving the grant of share options to eligible participants pursuant to the Share Option Scheme.

During the Track Record Period, our remuneration policy for our Directors and senior management members was based on their experience, level of responsibility, performance, and the general market conditions. Any discretionary bonus and other merit payments are linked to the profit performance of our Group and the individual performance of our Directors and senior management members. We intend to adopt the same remuneration policy after the [REDACTED], subject to the review by and the recommendations of our remuneration committee.

Nomination Committee

We have established a nomination committee with written terms of reference in compliance with the Listing Rules. The nomination committee consists of three members, namely Mr. Man (being the chairman of the nomination committee), and two of our independent non-executive Directors, namely Mr. Chan Ka Yu and Mr. Leung Wai Lim. The primary functions of the nomination committee include, but are not limited to, (i) reviewing the structure, size and composition (including the skills, knowledge and experience) of our Board at least annually and making recommendations on any proposed changes to our Board to complement our corporate strategy; (ii) identifying individuals suitably qualified to become our Board members and selecting or making recommendations to our Board on the selection of individuals nominated for directorships; and (iii) assessing the independence of our independent non-executive Directors.

CORPORATE GOVERNANCE

Our Directors recognise the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of our Group so as to achieve effective accountability.

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Our Company has adopted the code provisions stated in the Corporate Governance Code as set forth in Appendix 14 to the Listing Rules. Our Company is committed to the view that our Board should include a balanced composition of executive and independent non-executive Directors so that there is a strong independent element on our Board, which can effectively exercise independent judgment.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our executive Directors, who are also our employees, receive, in their capacity as our employees, compensation in the form of salary and bonus.

The aggregate amount of remuneration including fee, salaries, allowances and other benefits in kind, discretionary bonuses and retirement scheme contributions which were paid by our Group to our Directors for the three years ended 31 March 2016, 2017 and 2018 was HK\$2,412,000, HK\$2,179,000, and HK\$2,276,000, respectively.

The aggregate amount of remuneration including salaries, allowances and other benefits in kind, discretionary bonuses and retirement scheme contributions which were paid by our Group to the five highest paid individuals, excluding two Directors, for the three years ended 31 March 2016, 2017 and 2018 was HK\$1,508,000, HK\$1,468,000 and HK\$1,524,000, respectively.

No remuneration was paid by us to our Directors or the five highest paid individuals as an inducement to join or upon joining our Group or as a compensation for loss of office for the three years ended 31 March 2016, 2017 and 2018. Further, none of our Directors waived any remuneration during the same periods.

Under our arrangements currently in force, the aggregate remuneration (including fee, salaries, allowances and other benefits in kind, retirement scheme contributions but excluding any discretionary benefits or bonus or other fringe benefits) payable by our Group to our Directors for the year ending 31 March 2019 is estimated to be no more than HK\$2,900,000.

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme on [•] 2018. For details of the Share Option Scheme, please refer to the section headed “Statutory and general information – D. Share Option Scheme” in Appendix IV to this document.

RETIREMENT BENEFIT SCHEME

In Hong Kong, we participate in mandatory provident fund scheme prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). Save as the aforesaid, we have not participated in any other pension scheme.

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COMPLIANCE ADVISER

We have appointed Grande Capital Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance adviser will advise us in the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- (c) where we propose to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where our business activities, developments or results deviate from any forecast, estimate or other information in this document; and
- (d) where the Stock Exchange makes an inquiry of us regarding unusual movements in the [REDACTED] of our Shares.

The term of the appointment shall commence on the [REDACTED] and end on the date on which we distribute our annual report of our financial results for the first full financial year commencing after the [REDACTED] and such appointment may be subject to extension by mutual agreement.