

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

SUMMARY OF DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Present Position	Date of Appointment as Director/Senior Management	Date of Joining our Group	Roles and Responsibilities	Relationship with other Director(s) and/or Senior Management
<i>Directors</i>						
Mr. Yip Shek Lun (葉碩麟)	32	Chief executive officer, chairman of the Board and executive Director	6 February 2014	29 March 2007	Responsible for the day-to-day management of our Group, formulating overall business development strategies and overseeing the PRC operations of our Group and as a member of the remuneration committee and nomination committee	Mr. Alan Yip is the spouse of Ms. Karin Wan
Mr. Ng Chi Fung (伍致豐)	32	Executive Director	10 January 2014	29 March 2007	Responsible for the overall business administration, sales and marketing and management of our Group	N/A
Ms. Wan Wai Ting (尹瑋婷)	32	Executive Director	6 February 2014	29 March 2007	Responsible for the supervision of PRC business development and projects of our Group	Ms. Karin Wan is the spouse of Mr. Alan Yip
Ms. Wang Lai Man, Liza (王麗文)	32	Non-executive Director	6 February 2014	29 March 2007	Responsible for the corporate relations and business development of our Group	N/A
Mr. Cheung Wing Hon (張永漢)	37	Non-executive Director	6 February 2014	30 November 2012	Monitoring the operations of our Group	Mr. Patrick Cheung is the brother of Ms. Cheung Laam
Ms. Cheung Laam (張嵐)	40	Non-executive Director	6 February 2014	4 December 2013	Monitoring the operations of our Group	Ms. Cheung Laam is the sister of Mr. Patrick Cheung
Ms. Hu Ming (胡明)	43	Non-executive Director	6 February 2014	30 November 2012	Monitoring the operations of our Group	N/A

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Name	Age	Present Position	Date of Appointment as Director/Senior Management	Date of Joining our Group	Roles and Responsibilities	Relationship with other Director(s) and/or Senior Management
Mr. Tso Ping Cheong, Brian (曹炳昌)	34	Independent non-executive Director	28 May 2014	28 May 2014	As the chairman of the audit committee and a member of the nomination committee	N/A
Mr. David Tsoi (蔡大維)	67	Independent non-executive Director	28 May 2014	28 May 2014	As a member of the audit committee	N/A
Mr. Hong Ming Sang (項明生)	45	Independent non-executive Director	28 May 2014	28 May 2014	As a member of the audit committee and the chairman of the remuneration committee	N/A
Mr. Lam Tung Leung (林棟樑)	30	Independent non-executive Director	28 May 2014	28 May 2014	As a member of the remuneration committee and the chairman of the nomination committee	N/A

Senior Management

Mr. Wong Yuet Fu, Alfred (黃越富)	29	Chief financial officer	3 October 2011	3 October 2011	Responsible for the overall accounting and financial management of our Group	N/A
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DIRECTORS

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

Executive Directors

Mr. Yip Shek Lun (葉碩麟), aged 32, is our chief executive officer, chairman of the Board and executive Director. Mr. Yip is one of the founders of our Group. Mr. Yip is primarily responsible for the day-to-day management of our Group, formulating overall business development strategies and overseeing the PRC operations of our Group. He is a member of the remuneration committee and nomination committee. Mr. Yip is the spouse of Ms. Karin Wan.

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Mr. Yip graduated from The Chinese University of Hong Kong in Hong Kong, with a degree of bachelor of business administration in December 2004. From July 2004 to April 2006, Mr. Yip was the assistant account manager of Procter & Gamble Hong Kong Ltd, a consumer goods company. From May 2006 to April 2007, he worked as the marketing manager of La Souhait Cosmetic Limited, the principal business of which is the trading of cosmetic products, and was later appointed as its marketing director serving the Greater China region.

Mr. Yip is also a director of AdBeyond BVI and AdBeyond HK and the executive director of AdBeyond GZ and AdBeyond BJ, respectively. In addition, Mr. Yip is a director of Cooper Global which is one of our Controlling Shareholders.

Mr. Ng Chi Fung (伍致豐), aged 32, is our executive Director. Mr. Ng is also one of the founders of our Group. Mr. Ng is primarily responsible for the overall business administration, sales and marketing and management of our Group.

Mr. Ng graduated from The Wharton School of Finance and Commerce at the University of Pennsylvania in the United States, with a degree of bachelor of science in economics majoring in finance and accounting in May 2004. Mr. Ng has successfully completed all three levels of the CFA Program organised by the CFA Institute in June 2006. From August 2004 to December 2005, Mr. Ng worked in McKinsey & Company, a management consulting firm, as a business analyst. In June 2005, Mr. Ng founded a health care company, Home of the Elderly Consultancy Limited, which specialises in providing elderly home referral services to the elderly and their families and has been acting as its chairman and non-executive director since then. Since May 2012, Mr. Ng has been a non-executive director of AMOS Enterprises Limited, a technology company which focuses on providing and developing innovative solutions on electrical, electronic and information technology. Mr. Ng is the 2014 president of Junior Chamber International Peninsula (Hong Kong), an international organisation for young professionals and entrepreneurs which aims to foster youngsters' leadership skills, social responsibility, enhance international friendship and the building of business network. Mr. Ng is a screening committee member of Hong Kong Business Angel Network, a non-profit organisation with the mission to foster angel investment in Hong Kong.

Mr. Ng is also a director of AdBeyond BVI, AdBeyond HK, iMinds BVI and iMinds HK, respectively.

Ms. Wan Wai Ting (尹瑋婷), aged 32, is our executive Director. Ms. Wan is also one of the founders of our Group. Ms. Wan is also the chief creative director of AdBeyond HK. She is responsible for supervising our PRC business development and projects. Ms. Wan is the spouse of Mr. Alan Yip.

Ms. Wan obtained her degree of bachelor of business administration from The Chinese University of Hong Kong in Hong Kong, in December 2004. From December 2004 to October 2006, she worked as the marketing executive of AOM Sun Ltd, the sole agent of CITIZEN electronic products, where she was responsible for liaising with advertising agencies, organising promotional activities and analysing marketing strategies.

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Ms. Wan led our Group in winning several awards throughout the markets in Asia-Pacific and Hong Kong, such as the Marketing Magazine’s Marketing Events Award (Singapore) 2014 and the Marketing Magazine’s Mobile Excellence Awards (Hong Kong) 2013. Ms. Wan was also a columnist of Hong Kong Economic Journal and iMoney Magazine in 2009 and 2010 under the pen name “韋小婷” (literally translated as “Wai Siu Ting”), respectively.

Ms. Wan is also a director of AdBeyond BVI and AdBeyond HK and the supervisor of AdBeyond GZ and AdBeyond BJ, respectively. In addition, Ms. Wan is a director of Cooper Global which is one of our Controlling Shareholders.

Non-executive Directors

Ms. Wang Lai Man, Liza (王麗文), aged 32, is our non-executive Director. Ms. Wang is also one of the founders of our Group. Ms. Wang is primarily responsible for the corporate relations and business development of our Group.

Ms. Wang attended the Education Abroad Program at the University of California, Berkeley in the United States, in Fall 2003 and graduated from The Chinese University of Hong Kong in Hong Kong, with a degree of bachelor of business administration in December 2005. She was a finalist in the Copenhagen Business School Case Competition in 2005. From May 2005 to May 2007, Ms. Wang worked in Procter & Gamble Hong Kong Ltd., a consumer goods company, with the last position as assistant brand manager in marketing department.

Ms. Wang is also a director of AdBeyond BVI and AdBeyond HK, respectively.

Mr. Cheung Wing Hon (張永漢), aged 37, joined our Group in November 2012 and was appointed as our non-executive Director on 6 February 2014. Mr. Cheung is the brother of Ms. Cheung Laam.

Mr. Cheung graduated from The Chinese University of Hong Kong in Hong Kong, with a degree of bachelor of business administration in December 1999.

Mr. Patrick Cheung has extensive experience in the advertising industry and ran the advertising business through entities such as Hua Kuang Advertising (China) Company Limited (華光廣告(中國)有限公司) (“**Hua Kuang**”) from December 2001 to September 2010 and, currently, 北京傳智互動國際廣告有限公司上海辦事處 (Beijing Chuanzhi Interactive International Advertising Company Limited Shanghai Office). Mr. Cheung had been the chief executive officer of 上海傳智華光廣告有限公司 (Shanghai OOH Advertising Co. Ltd.), an out-of-home media service provider, from January 2003 to May 2009.

Mr. Patrick Cheung is also a venture capitalist. He has been the chairman of the board of HGI Capital Holdings Limited since its establishment in September 2009, which engages in private equity and venture capital investments and has networks in various industries such as Internet services, e-commerce, media and mobile Internet in the PRC.

Mr. Cheung is currently a director of HGI Finanves and HGI Growth, respectively. He is also a director of AdBeyond BVI and AdBeyond HK, respectively.

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Ms. Cheung Laam (張嵐), aged 40, was appointed as our non-executive Director on 6 February 2014. Ms. Cheung Laam is the sister of Mr. Patrick Cheung.

Ms. Cheung attended The College Economics of The University of Chicago in the United States, and graduated with a degree of bachelor of arts in June 1996. Since December 2010, Ms. Cheung has been the executive director of 諾心食品(上海)有限公司 (Nouxin Food and Production Co. Ltd.), the principal business of which is bakery.

Ms. Cheung is also a director of AdBeyond BVI and AdBeyond HK, respectively.

Ms. Hu Ming (胡明), aged 43, joined our Group in November 2012 and was appointed as our non-executive Director on 6 February 2014.

Ms. Hu obtained a master of business management certificate from 對外經濟貿易大學 (University of International Business and Economics) in the PRC, in June 1995. Ms. Hu obtained the board secretary certificate from the Shenzhen Stock Exchange in March 2008. From April 2006 to January 2008, Ms. Hu worked as the chief financial officer of 華誼兄弟傳媒有限公司 (Huayi Brothers Media Company Limited) (the predecessor of Huayi Brothers Media).

Since January 2008, Ms. Hu has been a director, deputy general manager and board secretary of Huayi Brothers Media, one of the substantial shareholders of our Company, which is a film production company and record label founded in China with its shares listed on the Shenzhen Stock Exchange (stock code: 300027).

Ms. Hu is also a director of AdBeyond BVI and AdBeyond HK, respectively.

Independent non-executive Directors

Mr. Tso Ping Cheong, Brian (曹炳昌), aged 34, was appointed as our independent non-executive Director on 28 May 2014. He is the chairman of the audit committee and a member of the nomination committee.

Mr. Tso graduated from The Hong Kong Polytechnic University in Hong Kong, with a degree of bachelor of arts in accountancy in November 2003 and a degree of master of corporate governance in October 2013. Mr. Tso has over 10 years of accounting and financial experience. From September 2003 to July 2007 and August 2007 to November 2008, Mr. Tso worked at Ernst & Young Hong Kong office and Ernst & Young Shenzhen office, a multinational accounting firm, respectively, with the last position as manager. From December 2008 to May 2010, Mr. Tso was the financial controller of Greenheart Group Limited (formerly known as Omnicorp Limited), a company listed on the Stock Exchange (stock code: 94). From May 2010 to August 2012, Mr. Tso was the senior vice president of Maxdo Project Management Company Limited, a project management company. Since January 2013, Mr. Tso has been the sole proprietor of Teton CPA Company, a certified public accountants firm. Mr. Tso has been appointed as an independent non-executive director of GreaterChina Professional Services Limited (stock code: 8193) and a non-executive director of Kong Shum Union Property Management (Holdings) Limited (stock code: 8181) since July 2014. Mr. Tso has also been appointed as an independent non-executive director of Larry Jewelry International Company Limited (formerly known as Eternite International Company Limited) (stock code:

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8351) since October 2014. Mr. Tso was admitted in September 2008 and is currently a practising member of the HKICPA. Mr. Tso was also admitted in October 2006 and is currently a fellow member of The Association of Chartered Certified Accountants. In January 2014, Mr. Tso was elected as an Associate of The Institute of Chartered Secretaries and Administrators and was also admitted as a member of The Hong Kong Institute of Chartered Secretaries.

Mr. David Tsoi (蔡大維), aged 67, was appointed as our independent non-executive Director on 28 May 2014. He is a member of the audit committee.

Mr. Tsoi obtained a master's degree in business administration from the University of East Asia, Macau (currently known as University of Macau) in the Macau Special Administrative Region of the PRC, in October 1986. Mr. Tsoi currently practises as managing director of Alliot, Tsoi CPA Limited, a certified public accountants firm. He was first admitted as a member of the HKICPA and advanced to fellowship in December 1981 and October 1989, respectively, and is currently a fellow of the HKICPA. Mr. Tsoi was first admitted as a fellow member in October 1986 and is currently a member of the Taxation Institute of Hong Kong. Mr. Tsoi was admitted as a member in 1992 and is currently a member of the Canadian Certified General Accountants Association of Hong Kong. Mr. Tsoi was admitted as a member of the Association of Chartered Certified Accountants in September 1981, advanced to fellowship status in September 1986, and is currently a member in good standing. Mr. Tsoi was admitted as a fellow of CPA Australia in November 2009 and is currently a fellow of CPA Australia.

Mr. Tsoi had served as an independent non-executive director of CSR Corporation Limited (stock code: 1766) from March 2008 to June 2014. Mr. Tsoi is currently an independent non-executive director of the following companies listed on the Stock Exchange: Enviro Energy International Holdings Limited (stock code: 1102), MelcoLot Ltd. (stock code: 8198) and Universal Technologies Holdings Limited (stock code: 1026).

Mr. Hong Ming Sang (項明生), aged 45, was appointed as our independent non-executive Director on 28 May 2014. He is a member of the audit committee and the chairman of the remuneration committee.

Mr. Hong graduated from The University of Hong Kong in Hong Kong, with a degree of bachelor of arts in December 1992. He obtained a diploma in marketing and international business from The Chinese University of Hong Kong in Hong Kong, in October 1997. In June 2007, Mr. Hong co-founded Asia HD Association Limited, a non-profit making organisation on the promotion of high-definition technology development in Hong Kong, and has been one of its directors since then. From September 2011 to November 2013, Mr. Hong was one of the directors of Sony Computer Entertainment Hong Kong Limited, a video game company.

Mr. Lam Tung Leung (林棟樑), aged 30, was appointed as our independent non-executive Director on 28 May 2014. He is a member of the remuneration committee and the chairman of the nomination committee.

Mr. Lam graduated from Oxford Brookes University in the United Kingdom, with a degree of bachelor of arts in law with accounting in June 2006. He subsequently obtained a postgraduate certificate in laws from The University of Hong Kong in Hong Kong, in August 2007. Mr. Lam was admitted to practice law as a solicitor in Hong Kong in January 2010 and has been a member of The Law Society of Hong Kong

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since then. Mr. Lam has been practising as a solicitor in Hong Kong for over four years and is currently working as an associate with emphasis on corporate finance practice at Boughton Peterson Yang Anderson in association with Zhong Lun Law Firm, a law firm in Hong Kong.

Disclosure required under Rule 17.50(2) of the GEM Listing Rules

Mr. Jeff Ng, our executive Director, had been a director of Dream Capital Limited (夢資本有限公司) ("**Dream Capital**"), Easy Develop Limited (依時拓展有限公司) ("**Easy Develop**"), Village of Elderly (Group) Limited (長者軒(集團)有限公司) ("**Village of Elderly**") and Winway International Trading Limited (斌滙貿易有限公司) ("**Winway**"), all of which were private companies incorporated in Hong Kong. Dream Capital, Easy Develop, Village of Elderly and Winway were dissolved by deregistration pursuant to Section 291AA of the Predecessor Companies Ordinance on 12 July 2013, 11 October 2013, 7 July 2006 and 4 April 2003, respectively. Prior to being dissolved by deregistration, none of Dream Capital, Easy Develop, Village of Elderly and Winway had commenced business. Mr. Jeff Ng confirmed that Dream Capital, Easy Develop, Village of Elderly and Winway were solvent at the time of them being dissolved by deregistration.

Mr. Patrick Cheung, our non-executive Director, had been a director of Hua Kuang and UR Galaxy Limited ("**UR Galaxy**"), both were private companies incorporated in Hong Kong. Hua Kuang and UR Galaxy were dissolved by deregistration pursuant to Section 291AA of the Predecessor Companies Ordinance on 30 September 2010 and 26 October 2007, respectively. Prior to being dissolved by deregistration, Hua Kuang was principally engaged in advertising and had ceased business whereas UR Galaxy was principally engaged in internet services and had ceased business. Mr. Patrick Cheung confirmed that Hua Kuang and UR Galaxy were solvent at the time of them being dissolved by deregistration.

Mr. Patrick Cheung had been a director of 江陰華美服裝有限公司 (Jiangyin Huamei Garment Co., Ltd) ("**Jiangyin Huamei**"). Jiangyin Huamei was a limited liability company established in the PRC. To the best of the knowledge of Mr. Patrick Cheung, Jiangyin Huamei had ceased attending annual examination for about two years and the business licence of Jiangyin Huamei was subsequently revoked by 江蘇省無錫工商行政管理局 (Jiangsu Wuxi Administration for Industry & Commerce) on 19 June 2006 for its failure to attend annual examination. To the best of the knowledge of Mr. Patrick Cheung, Jiangyin Huamei was solvent at the time of revocation of its business licence.

Ms. Cheung Laam, our non-executive Director, had been a director of Coloriste Hairstyling Limited ("**Coloriste**") and Sweet Factory Company Limited (津工坊有限公司) ("**Sweet Factory**"), both were private companies incorporated in Hong Kong. Coloriste and Sweet Factory were dissolved by deregistration pursuant to Section 291AA of the Predecessor Companies Ordinance on 3 June 2011 and 21 April 2011, respectively. Ms. Cheung confirmed that, prior to being dissolved by deregistration, Coloriste was principally engaged in hair styling and beauty services and had ceased business whereas Sweet Factory was principally engaged in garment production and management and had ceased business. Ms. Cheung Laam confirmed that Coloriste and Sweet Factory were solvent at the time of them being dissolved by deregistration.

Ms. Cheung Laam had been a director of 天甜 (上海) 餐飲管理有限公司 (Tiantian (Shanghai) Catering Management Co., Ltd) ("**Tiantian (Shanghai)**") and 上海津工坊貿易有限公司 (Shanghai Sweet Factory Trade Company Limited) ("**Shanghai Sweet Factory**"), both were limited liability companies

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established in the PRC. The dissolution of Tiantian (Shanghai) by deregistration was approved by 上海市工商行政管理局 (Administration for Industry and Commerce of Shanghai) on 25 August 2014. Shanghai Sweet Factory had ceased business and its business licence was subsequently revoked by 普陀區市場監督管理局 (Market Supervision Commission of Putuo District) on 21 March 2011. To the best knowledge of Ms. Cheung Laam, Tiantian (Shanghai) and Shanghai Sweet Factory were solvent at the time of being dissolved.

Ms. Hu Ming, our non-executive Director, had been a director of 北京賦景通科技有限責任公司 (Beijing Fujingtong Technology Co., Ltd.) ("**Beijing Fujingtong**"), a limited liability company established in the PRC. Ms. Hu Ming was also a holder of 80% of the equity interest in Beijing Fujingtong. To the best of the knowledge of Ms. Hu Ming, Beijing Fujingtong had ceased attending annual examination for about two years and the business licence of Beijing Fujingtong was subsequently revoked by 北京市工商行政管理局朝陽分局 Chaoyang Branch of the Beijing Administration for Industry and Commerce on 26 December 2007 for its failure to attend annual examination. Ms. Hu Ming confirmed that Beijing Fujingtong was solvent at the time of revocation of its business licence.

Ms. Hu Ming had been a director of 天津濱海華誼兄弟文化藝術有限公司 (Tianjin Binhai Huayi Brothers Arts Co., Ltd.) ("**Tianjin Binhai**"), a limited liability company incorporated in the PRC. Tianjin Binhai was dissolved by deregistration on 28 July 2008. To the best knowledge of Ms. Hu Ming, prior to its dissolution, Tianjin Binhai had not commenced business. Ms. Hu Ming confirmed that Tianjin Binhai was solvent at the time of them being dissolved by deregistration.

Mr. David Tsoi, our independent non-executive Director, had been a director of Alltott Tsoi Ha CPA Limited (蔡夏會計師事務所有限公司) ("**Alltott Tsoi Ha**"), Perfect Work Consultants Limited (業勤顧問有限公司) ("**Perfect Work**"), Pondfame International Limited (信英國際有限公司) ("**Pondfame**"), Rhetoric Company Limited (絡奕有限公司) ("**Rhetoric**") and Right Printers Limited (特威印務有限公司) ("**Right Printers**"), all of which were private companies incorporated in Hong Kong. Alltott Tsoi Ha, Perfect Work, Pondfame, Rhetoric and Right Printers were dissolved by deregistration pursuant to Section 291AA of the Predecessor Companies Ordinance on 22 June 2007, 26 August 2005, 21 December 2007, 22 November 2002 and 28 August 2009, respectively. Prior to being dissolved by deregistration, Alltott Tsoi Ha was principally engaged in accounting services and had ceased business; Perfect Work was principally engaged in consultancy services and had ceased business; Pondfame was principally engaged in investment holding and had ceased business; Rhetoric was principally engaged in investment holding and had ceased business; whereas Right Printers was principally engaged in printing services and had ceased business. Mr. Tsoi confirmed that Alltott Tsoi Ha, Perfect Work, Pondfame, Rhetoric and Right Printers were solvent at the time of them being dissolved by deregistration.

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Mr. Hong Ming Sang, our independent non-executive Director, had been a director of Modernize Limited 新登有限公司 (“**Modernize**”), a private company incorporated in Hong Kong. Modernize was dissolved by deregistration pursuant to Section 291AA of the Predecessor Companies Ordinance on 5 July 2002. Mr. Hong confirmed that, prior to being dissolved by deregistration, Modernize was principally engaged in consultancy services and had ceased business. Mr. Hong confirmed that Modernize was solvent at the time of it being dissolved by deregistration.

Save as disclosed above, each of our Directors confirms with respect to him/her that: (i) he/she has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he/she does not have any relationship with any other Directors or senior management; (iii) save as disclosed in the section headed “Statutory and General Information – C. Disclosure of Interest” in Appendix IV to this document, he/she does not have any interests in the Shares within the meaning of Part XV of the SFO; (iv) there is no other information that should be disclosed for him/her pursuant to Rule 17.50(2) of the GEM Listing Rules; and (v) to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there are no other matters with respect to the appointment of our Directors that need to be brought to the attention of our Shareholders.

COMPLIANCE WITH APPENDIX 15 TO THE GEM LISTING RULES

Mr. Alan Yip has been managing our Group’s business and overall strategic planning since its establishment. Our Directors believe that the vesting of the roles of chairman of the Board and chief executive officer in Mr. Alan Yip is beneficial to the business operations and management of our Group and will provide a strong and consistent leadership to our Group. Accordingly, our Company has not segregated the roles of its chairman of the Board and chief executive officer as required by Code Provision A.2.1 of Appendix 15 to the GEM Listing Rules.

SENIOR MANAGEMENT

Mr. Wong Yuet Fu, Alfred (黃越富), aged 29, joined our Group in October 2011 as chief accountant of AdBeyond HK and is the chief financial officer of our Group. He is primarily responsible for the overall accounting and financial management of our Group.

Mr. Wong attended a student exchange programme at HES Amsterdam School of Economics and Business in the Netherlands from January 2006 to May 2006 and graduated from The Hong Kong Polytechnic University in Hong Kong, with a degree of bachelor of science in global supply chain management in December 2007. From January 2008 to September 2009 and October 2009 to February 2011, Mr. Wong worked at Lowe Bingham & Matthews PricewaterhouseCoopers (Macau) and PricewaterhouseCoopers Ltd. (Hong Kong), both are multinational accounting firms, respectively, with the last position as senior associate. He was admitted in May 2011 and is currently a member of the HKICPA.

Mr. Wong has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

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COMPANY SECRETARY

Mr. Tsui Siu Hung, Raymond (徐兆鴻) (FCCA, FCPA), aged 38, is the company secretary of our Company. He obtained a degree of bachelor of business administration from The Chinese University of Hong Kong in Hong Kong, in July 1999. His major subject was professional accountancy. He was admitted as a fellow member of the Association of the Chartered Certified Accountants in March 2008 and a fellow member of the HKICPA in June 2010. Mr. Tsui had been an independent non-executive director of Seamless Green China (Holdings) Limited (formerly known as Fast Systems Technology (Holdings) Limited), a company listed on the Stock Exchange (stock code: 8150) between December 2008 and February 2012. Mr. Tsui has been one of the partners of Tsui & Partners CPA Limited, a registered firm of certified public accountants (practising) in Hong Kong since March 2014, and a company secretary of the following companies listed on the Stock Exchange: China Healthcare Holdings Limited (stock code: 673) since March 2009, Vongroup Limited (stock code: 318) since February 2010 and Kong Shum Union Property Management (Holding) Limited (stock code: 8181) since June 2013, respectively.

COMPLIANCE OFFICER

Mr. Ng Chi Fung (伍致豐) is the compliance officer of our Company. For details of his biography, please refer to the paragraph headed “Directors – Executive Directors” above of this section.

BOARD COMMITTEES

Audit Committee

Our Company established an audit committee pursuant to a resolution of our Directors passed on [23 March 2015] with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules. The written terms of reference of our audit committee was adopted in compliance with paragraphs C3.3 and C3.7 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. The primary duties of our audit committee are, among other things, to make recommendations to our Board on the appointment, reappointment and removal of external auditor, review the financial information, oversee our financial reporting process, internal control, risk management systems and audit process and perform other duties and responsibilities assigned by our Board.

At present, our audit committee comprises Mr. Tso Ping Cheong, Brian, Mr. David Tsoi and Mr. Hong Ming Sang. Mr. Tso Ping Cheong, Brian is the chairman of our audit committee.

Remuneration Committee

Our Company established a remuneration committee pursuant to a resolution of our Directors passed on [23 March 2015] with written terms of reference in compliance with Rules 5.34 and 5.35 of the GEM Listing Rules. The written terms of reference of our remuneration committee was adopted in compliance with paragraph B1.2 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. The primary duties of our remuneration committee are to review and approve the management’s remuneration proposals, make recommendations to our Board on the remuneration package of our Directors and senior management and ensure none of our Directors determine their own remuneration.

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At present, our remuneration committee comprises Mr. Hong Ming Sang, Mr. Yip Shek Lun and Mr. Lam Tung Leung. Mr. Hong Ming Sang is the chairman of our remuneration committee.

Nomination Committee

Our Company established a nomination committee pursuant to a resolution of our Directors passed on [23 March 2015]. Written terms of reference in compliance with A5.2 of the Code on Corporate Governance Practices as set out in Appendix 15 to the GEM Listing Rules have been adopted. The primary duties of our nomination committee are mainly to review the structure, size and composition of our Board, and select or make recommendations on the selection of individuals nominated for directorships.

At present, our nomination committee comprises Mr. Lam Tung Leung, Mr. Yip Shek Lun and Mr. Tso Ping Cheong, Brian. Mr. Lam Tung Leung is the chairman of our nomination committee.

COMPLIANCE ADVISER

Our Company [has appointed] CLC International as our compliance adviser pursuant to Rule 6A.19 of the GEM [REDACTED] Rules for the term commencing on the [REDACTED] and ending on the date on which we distribute our annual report in respect of our financial results for the second full financial year commencing after the [REDACTED]. Pursuant to Rule 6A.23 of the GEM [REDACTED] Rules, we shall seek advice from our 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 our Company proposes to use the proceeds of the [REDACTED] in a manner different from that detailed in this document or where our Group's business activities, developments or results deviate to a material extent from any forecast, estimate, or other information in this document; and
- (4) where the Stock Exchange makes an inquiry of our Company under Rule 17.11 of the GEM [REDACTED] Rules.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

For the years ended 31 March 2013 and 31 March 2014 and the eight months ended 30 November 2014, the aggregate emoluments including basic salaries, allowance, other benefits and contribution to retirement benefit scheme, paid to our Directors by our Group was approximately nil, HK\$3.40 million and HK\$2.26 million, respectively.

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For the years ended 31 March 2013 and 31 March 2014 and the eight months ended 30 November 2014, the aggregate emoluments including basic salaries, allowance, other benefits and contribution to retirement benefit scheme but excluding sales commission, paid to the five highest paid individuals (including our Directors) by our Group was approximately HK\$2.47 million, HK\$3.48 million and HK\$2.14 million, respectively.

Save as disclosed in this document, no other emoluments have been paid, or are payable, by us to our Directors and the five highest paid individuals in respect of the years ended 31 March 2013 and 31 March 2014 and the eight months ended 30 November 2014.

Under the arrangements currently in force, we estimate that the aggregate emoluments payable to, and benefits in kind receivable by, our Directors (excluding discretionary bonus) for the year ending 31 March 2015 will be approximately HK\$3.15 million. Upon completion of [REDACTED], our remuneration committee will make recommendations on the emoluments of our Directors taking into account the performance of our Directors and market standards and the emoluments will be subject to approval by our Shareholders. Accordingly, the historical emoluments to our Directors during the Track Record Period may not reflect the future levels of emolument of our Directors.

During the Track Record Period, no discretionary bonus was paid to or receivable by our Directors and the five highest paid individuals. During the Track Record Period, no remuneration was paid by us to, or received by, our Directors or the five highest paid individuals as an inducement to join or upon joining us. During the Track Record Period, no compensation was paid by us to, or received by, our Directors or past directors for the loss of office as a director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. There was no arrangement under which a Director waived or agreed to waive any emolument during the Track Record Period.

For additional information on Directors' emoluments during the Track Record Period as well as information on the highest paid individuals, please refer to the Accountants' Report set out in Appendix I to this document.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme. Further information on the Share Option Scheme is set forth in section headed “Statutory and General Information – D. Share Option Scheme” in Appendix IV to this document.