

## DIRECTORS AND SENIOR MANAGEMENT

### OVERVIEW

Our Board currently consists of six Directors, comprising three executive Directors and three independent non-executive Directors. Our Directors are supported by our senior management in the day-to-day management of our business. The following table sets out information regarding our Directors and our senior management:

### DIRECTORS

Name	Age	Position	Date of joining our Group	Date of appointment as Director	Responsibilities	Relationship with other Directors and senior management
Mr. Ting Pang Wan Raymond (丁鵬雲)	42	Chairman and executive Director	April 1997	Appointed as a Director on 15 April 2015 and re-designated as an executive Director on 14 May 2015	Responsible for major decision-making; implementation of business strategies; and overseeing the overall operation of our Group	None
Mr. Kao Sheng-Chi (高聖祺)	51	Deputy chairman and executive Director	January 2015	Appointed as an executive Director on 14 May 2015	Responsible for general and day-to-day management, administration and operation of our Group	None
Mr. Zhu Qin (朱欽)	37	President and executive Director	February 2012	Appointed as an executive Director on 14 May 2015	Responsible for managing the operation of our Group; planning and executing our corporate strategies; and the handling of external relationship of our Group	None
Ms. Debra Elaine Meiburg	54	Independent non-executive Director	September 2015	Appointed as an independent non-executive Director on 21 September 2015	Responsible for overseeing the management of our Group independently	None

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Name	Age	Position	Date of joining our Group	Date of appointment as Director	Responsibilities	Relationship with other Directors and senior management
Ms. Fan Wei (范偉)	59	Independent non-executive Director	September 2015	Appointed as an independent non-executive Director on 21 September 2015	Responsible for overseeing the management of our Group independently	None
Mr. Chu Kin Wang Peleus (朱健宏)	51	Independent non-executive Director	September 2015	Appointed as an independent non-executive Director on 21 September 2015	Responsible for overseeing the management of our Group independently	None

### Executive Directors

**Mr. TING Pang Wan Raymond** (丁鵬雲先生) (“Mr. Ting”), aged 42, is the founder and the chairman of our Group. He was appointed as a Director on 15 April 2015 and re-designated as an executive Director on 14 May 2015 and is our Controlling Shareholder. Mr. Ting is also the chairman of the nomination and corporate governance committee and a member of the remuneration committee and also held directorships in various subsidiaries of our Group. He is primarily responsible for major decision-making, implementation of business strategies and overseeing the overall operation of our Group.

From May 1994 to November 1995, Mr. Ting was the general manager of a property development company, Lucky Target (Shanghai) Development Limited, responsible for financial management of the company. After that, until December 1996, Mr. Ting was the deputy general manager-finance of LT International Holdings Limited which was established by Mr. Ting Yan Chun, the father of Mr. Ting, and other business partners. LT International Holdings Limited is a holding company with subsidiaries principally engaged in property development and investments in Guangzhou, Shanghai and Beijing and investment in securities. He was responsible for financial management of LT International Holdings Limited. Since December 1996, Mr. Ting has been the director of LT International Holdings Limited, responsible for overseeing the overall operations. Mr. Ting was also responsible for overseeing the overall operations as executive director, the chairman and non-executive director of a telecommunication services company which was then known as China Motion Telecom International Limited (now known as Ground Properties Company Limited) and listed on the Main Board of the Stock Exchange (Stock code 0989:HK) from October 2006 to November 2013, from November 2006 to November 2013 and from November 2013 to August 2014, respectively. He had also been the adviser to the board of directors on corporate development and business strategies of short-term financing in Shanghai, executive director and the chairman of Credit China Holdings Limited, a company listed on GEM (Stock code 8207:HK) and principally engaged in providing financing services to small to medium sized enterprises and individuals in China and Hong Kong for the period from November 2010 to September 2012, from September 2012 to July 2014 and from October 2012 to July 2014, respectively.

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Mr. Ting studied Economics and International Relations in Beloit College in the US from June 1992 to May 1994. Save as disclosed above, during the three years immediately preceding the Latest Practicable Date, Mr. Ting has not been a director of a public company, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Ting was also the director of Pacific Lucky Development Limited (瑞樺發展有限公司), a company which was incorporated in Hong Kong and dissolved by deregistration by the Registrar of Companies of Hong Kong as a defunct company pursuant to section 291 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance and such company was dissolved on 9 August 2002. Mr. Ting had confirmed that, as at the Latest Practicable Date, no claims had been made against him and he was not aware of any threatened or potential claims made against him as a result of the dissolution of Pacific Lucky Development Limited.

**Mr. KAO Sheng-Chi (高聖祺先生) (“Mr. Kao”)**, aged 51, is the deputy chairman of our Group and was appointed as an executive Director on 14 May 2015. He also held directorships in various subsidiaries of our Group. Mr. Kao is primarily responsible for general and day-to-day management, administration and operation of our Group. He is also in charge of the procurement and supply, sales, operations and marketing functions of our Group.

Mr. Kao has been the Maître of the Shanghai Chapter of the Commanderie de Bordeaux since November 2005 and was the chief executive officer of Acker, Merrall & Condit (Asia) Limited, which is a fine and rare wine auction house, during the period from January 2014 to December 2014, where he was part of the management team overseeing the overall business. Prior to joining Acker, Merrall & Condit (Asia) Limited, Mr. Kao served various technology corporations in the US. From August 2009 to April 2012, Mr. Kao worked as general manager of Asia Pacific at Palm Inc., which was a computer hardware and software company, in charge of formulating business strategy in China market. Before that, Mr. Kao worked at Novafora Inc., a digital video silicon developing company, from December 2007 to August 2009 as an executive vice president of worldwide sales. From April 2006 to December 2007, he was an executive vice president of sales of Asia Pacific for Arris International Inc., which is a company engaged in telecommunications, in charge of formulating sales campaign. From August 1998 to March 2006, he worked at Terayon Communications System, Inc., a company principally engaged in telecommunications, as an executive vice president of sales of Asia Pacific and managed the operations of headquarters and division offices in various locations in Asia. From July 1988 to February 1998, Mr. Kao worked as headend engineer at Time Warner Cable of New York City and was responsible for managing the transmission room.

Mr. Kao graduated from The University of Texas at Austin in the US in May 1987 with a bachelor’s degree in natural sciences. During the three years immediately preceding the Latest Practicable Date, Mr. Kao had not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

**Mr. ZHU Qin (朱欽先生) (“Mr. Zhu”)**, aged 38, is the president of our Group and was appointed as an executive Director on 14 May 2015. He also held directorships in various subsidiaries of our Group. Mr. Zhu is primarily responsible for managing the operation of our Group; planning and executing our corporate strategies; and the handling of external relationship of our Group. He is also in charge of the human resources and accounts functions of our Group. Prior to joining our Group in

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February 2012, Mr. Zhu had been the marketing director of Shanghai Volkswagen Automotive Co., Ltd., a company engaging in the manufacturing and sales of automobiles, where he was primarily responsible for sales and marketing from July 1999 to February 2011. In October 2011, Mr. Zhu co-founded 上海臻堡投資諮詢有限公司 (Shanghai Zhen Bao Investment Advisory Company Limited\*) (“**Shanghai Zhen Bao**”), which principally engaged in investment analysis and related consultancy in Shanghai, and he has taken an investor role and has been the shareholder of Shanghai Zhen Bao since then. Mr. Zhu had confirmed that, during the Track Record Period and as at the Latest Practicable Date, (i) the business of Shanghai Zhen Bao was neither directly nor indirectly competing with our Group, and (ii) his involvement in Shanghai Zhen Bao was limited to his investment and he was not involved in the management of Shanghai Zhen Bao.

Mr. Zhu graduated from Shanghai Jiao Tong University in the PRC with a bachelor’s degree in industrial foreign trade in July 1999. During the three years immediately preceding the Latest Practicable Date, Mr. Zhu had not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

### **Independent non-executive Directors**

**Ms. Debra Elaine MEIBURG (“Ms. Meiburg”)**, aged 54, was appointed as an independent non-executive Director on 21 September 2015 and is also a member of each of the audit committee, remuneration committee and the nomination and corporate governance committee. She is an award-winning wine journalist and was awarded the Master of Wine title by the Institute of Masters of Wine, which has been promoting professional excellence and knowledge of the art, science and business of wine for 60 years and now spans 24 countries, in November 2008. In March 2012, she was also awarded the Premio Internazionale Vinitaly. Ms. Meiburg is a Certified Wine Educator of the Society of Wine Educators and a Certified Wine Judge of American Wine Society. She completed the Advanced Wine Assessment Course offered by The Australian Wine Research Institute in October 2005 and obtained the Higher Certificate (now known as Level 3 Award in Wines and Spirits) from Wine and Spirit Education Trust in August 1997. She is the author of “Debra Meiburg’s Guide to the Hong Kong Wine Trade” and “Debra Meiburg’s Guide to the Shanghai Wine Trade”.

She was a director of Win Media (Hong Kong) Company Ltd, which principally involved in broadcast media, from October 2009 to March 2014. Since December 2008, Ms. Meiburg has been the director of Meiburg Wine Media Ltd. (formerly known as Win Universal Limited), which organises wine events, conferences, training and issues wine related publications. From 2001 to 2007, Ms. Meiburg was a journalist for a range of magazines and journals. For the period from February 1992 to August 1997, Ms. Meiburg was the national director of AFS Intercultural Exchanges, which is an affiliate of a New York based international non-governmental and non-profit voluntary organisation dedicated to promoting exchange activities, and was in charge of running the overall business. She joined the board of AFS International Exchanges again since September 2007 undertaking the role of independent director. She was a visiting professor at the Rochester Institute of Technology at the School of Hospitality and Service Management from September 1997 to November 2001 and was responsible for developing and delivering various courses relating to wine, food and business. From June 1989 to January 1992, Ms. Meiburg worked as a senior supervisor at Price Waterhouse (now known as PricewaterhouseCoopers), a professional services company, and was responsible for providing business services to small and medium sized clients.

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Ms. Meiburg completed the Board Directorship Program offered by the faculty of business and economics of The University of Hong Kong in June 2014 and obtained a master’s degree of science in service management from Rochester Institute of Technology in November 2005. She graduated from Sonoma State University, California, with a bachelor’s degree of arts in Management (Accounting) in June 1990 and a bachelor’s degree of arts in Spanish in June 1990. During the three years immediately preceding the Latest Practicable Date, Ms. Meiburg had not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

**Ms. FAN Wei (范偉女士) (“Ms. Fan”)**, aged 59, was appointed as an independent non-executive Director on 21 September 2015 and is also the chairlady of the remuneration committee and a member of each of the audit committee and the nomination and corporate governance committee. Since September 2013, Ms. Fan has been the general secretary responsible for arranging charity activities of 深圳市博雅文化研究基金會 (Boya Culture Foundation\*), which is committed to improving quality of academic researches, popularising traditional Chinese culture, facilitating the cultural exchange with its foreign counterparts, and funding activities which promote traditional Chinese culture. She served at Dong Yuan (Hong Kong) International Limited, which principally engaged in strategic investments, consulting, financial services, logistics and trading business, and held the position of executive vice president responsible for the operation management of the company from March 2011 to June 2012. From December 2005 to October 2010, Ms. Fan was the deputy chief executive officer, a member of the remuneration committee and held directorships in various subsidiaries of a telecommunication services company which was then known as China Motion Telecom International Limited (now known as Ground Properties Company Limited) and listed on the Main Board of the Stock Exchange (Stock code 0989:HK). She was responsible for human resources and administration of China Motion Telecom International Limited in the aforementioned positions. From February 2005 to July 2006, Ms. Fan was the executive director responsible for the operation management of a media services company which was then known as M21 Technology Limited (now known as Code Agriculture (Holdings) Limited) and listed on GEM (Stock code 8153:HK). Ms. Fan was also responsible for operation management as the deputy general manager of Sky Dragon Digital Television and Movies Limited, which was a company engaged in the development of digital set-top boxes and system platform for digital television network and the provision of related technical support services in the PRC and became a wholly-owned subsidiary of M21 Technology Limited after being acquired in August 2004, from June 2003 to January 2005. She was also the deputy general manager of ATV Enterprises Limited from February 2000 to August 2003 and was responsible for TV content distribution.

From March 1994 to February 2000, Ms. Fan was a vice general manager at an investment company in charge of investment project sourcing. Prior to that, she worked at SMISA S.A. from November 1991 to March 1994, a property investment company, as a manager and was responsible for investment project sourcing. From August 1990 to November 1991, Ms. Fan worked in operations as an associate at Standard Chartered Bank (China) Limited in Guangzhou office. From February 1987 to August 1990, she worked in the overseas department at 香港越秀企業有限公司 (Hong Kong Yue Xiu Enterprises Company Limited\*), as a manager responsible for investment project sourcing. Before that, she worked at a chemical import and export company in Guangzhou, an international trading business, from February 1981 to January 1987 as a department head responsible for operation of the trading business. From September 1978 to January 1981, Ms. Fan worked as a translator at Guangxi Foreign Affairs Office.

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Ms. Fan graduated from Murdoch University in Australia with a master’s degree in business administration in March 2001. Save as disclosed above, during the three years immediately preceding the Latest Practicable Date, Ms. Fan had not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Fan was also the director of Empress Development Limited (帝后發展有限公司), a company which was incorporated in Hong Kong and dissolved by deregistration by the Registrar of Companies of Hong Kong as a defunct company pursuant to section 291 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance and such company was dissolved on 21 December 2001. Ms. Fan had confirmed that, as at the Latest Practicable Date, no actual claims had been made against her and she was not aware of any threatened or potential claims made against her as a result of the dissolution of Empress Development Limited.

**Mr. CHU Kin Wang, Peleus** (朱健宏先生) (“**Mr. Chu**”), aged 51, was appointed as an independent non-executive Director on 21 September 2015 and is also the chairman of the audit committee and a member of each of the remuneration committee and the nomination and corporate governance committee. Since December 2008, he has been the executive director responsible for investor relationship, financial management and compliance matters of Chinese People Holdings Company Limited (Stock code 0681:HK), which is a company principally engaged in the sales and distribution of natural gas and liquefied petroleum gas in China and is listed on the Main Board of the Stock Exchange. During the period from September 2005 to March 2007, Mr. Chu was an executive director responsible for financial reporting and compliance matters of Mastermind Capital Limited (Stock code 0905:HK), a company principally engaged in investing in listed and unlisted companies in various countries and is listed on the Main Board of the Stock Exchange, known as Haywood Investments Limited during the relevant period. Mr. Chu has been an independent non-executive director of the following companies listed on the Main Board of the Stock Exchange or GEM:

- National Agricultural Holdings Limited (Stock code 1236:HK) from June 2015 to September 2015
- Telecom Service One Holdings Limited (Stock code 8145:HK) since May 2013
- EDS Wellness Holdings Limited (Stock code 8176:HK) since March 2012
- China Vehicle Components Technology Holdings Limited (Stock code 1269:HK, now known as China First Capital Group Limited) since October 2011
- Flyke International Holdings Ltd. (Stock code 1998:HK) since February 2010
- Huayu Expressway Group Limited (Stock code 1823:HK) since May 2009
- EYANG Holdings (Group) Co., Limited (Stock code 0117:HK) since April 2007

Save as disclosed above, during the three years immediately preceding the Latest Practicable Date, Mr. Chu had not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.



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From April 1997 to February 2001, Mr. Chu worked as the chief financial officer of a metal product manufacturing company, Kangartec Co Ltd, and was responsible for the financial management of the company. He has also been the company secretary and authorised representative of Shine Software (Holdings) Ltd (Stock code 8270: HK, now known as China CBM Group Co. Ltd.) from October 2004 to August 2005, which is a company listed on GEM and principally engaged in development of computer software, resale of hardware, provision of system integration and maintenance. He was responsible for the financial reporting and compliance matters of the group.

During the period from August 1991 to June 1994, Mr. Chu worked as an assistant financial controller in Guangdong Investment Limited, a company listed on the Main Board of the Stock Exchange (Stock code 270:HK), and was responsible for the financial reporting and merger and acquisition of the group. He joined a building material manufacturing company, Dynasty Industrial (HK) Limited, as the financial controller subsequently where he was responsible for assisting the strategic planning of the board from March 1995 to March 1997.

Mr. Chu graduated from The University of Hong Kong with a master’s degree in business administration in December 1998. Mr. Chu is a fellow practicing member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries (formerly known as the Hong Kong Institute of Company Secretaries) and the Institute of Chartered Secretaries and Administrators.

### SENIOR MANAGEMENT

Name	Age	Position	Date of joining our Group	Date of appointment of current position	Responsibilities	Relationship with other Directors and senior management
Ms. Chan Suk Yin (陳淑賢)	44	Vice president	June 2015	June 2015	Responsible for the overall audit, accounting, budgeting and financial operations of the Group	None
Mr. Wong Hok Leung, Felix (黃學良)	30	Financial controller	October 2012	October 2012	Responsible for overseeing the financial operations of our Group	None
Ms. Tse Ka Yan (謝嘉欣)	31	Company secretary	May 2015	May 2015	Responsible for the company secretarial matters of our Group	None

**Ms. CHAN Suk Yin (陳淑賢女士) (“Ms. Chan”)**, aged 44, was appointed as vice president of our Company on 1 June 2015 and is principally responsible for the overall audit, accounting, budgeting and financial operations of our Group. She has over 17 years of experience in financial reporting and management reporting in listed companies. Between October 2012 and August 2014, Ms.

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Chan was the senior finance manager responsible for financial reporting of Vigo Hong Kong Investment Limited, a subsidiary of Credit China Holdings Limited, which is listed on GEM (Stock code 8207:HK), and principally engaging in the provision of loan services and financing consultancy services and she was transferred to Starlight Financial Holdings Limited, and known as China Runking Financing Group Holdings Limited during the period, also a subsidiary of Credit China Holdings Limited, with the same position from August 2014 to May 2015. Ms. Chan was the accounting manager responsible for financial reporting of TCL Electronics (HK) Limited, a subsidiary of TCL Multimedia Technology Holdings Limited, which is listed on the Main Board of the Stock Exchange (Stock code 1070:HK), and engaging in the manufacturing and sales of TV and other audio visual products, from October 2007 to October 2012. Ms. Chan was the senior accountant responsible for financial reporting of Shougang Concord International Enterprises Company Limited, which is an investment holding company listed on the Main Board of the Stock Exchange (Stock code 0697:HK) with subsidiaries principally engaging in steel manufacturing and trading, from October 2001 to July 2007.

From June 2000 to October 2001, she had been the senior accountant of China Resources Logic Limited (Stock code: 1193:HK, now known as China Resources Gas Group Ltd.) and was responsible for the preparation of the group financial statements. She also worked as a senior operations officer of JCG Finance Limited, which was a subsidiary of JCG Holdings Limited (Stock code: 626:HK now known as Public Financial Holdings Ltd.), for the period from November 1997 to June 2000 responsible for the preparation of financial analysis reports. Between June 1995 to February 1997, she has been an assistant accountant of Chee Yuen Industrial Co., Ltd, a subsidiary of China Aerospace International Holdings Ltd. (Stock code: 31:HK), and was responsible to prepare comprehensive financial reports for Chee Yuen Industrial Co., Ltd.

Ms. Chan graduated from The Hong Kong Polytechnic University with a master’s degree in professional accounting in November 2004 and obtained her bachelor’s degree in business administration (in accounting) from Hong Kong Baptist University in November 1995. She is an associate member of the Institute of Chartered Accountants in England and Wales, a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. During the three years immediately preceding the Latest Practicable Date, Ms. Chan had not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

**Mr. WONG Hok Leung Felix (黃學良先生) (“Mr. Wong”)**, aged 30, is the financial controller of our Company. Mr. Wong joined the Group as the financial controller of Madison (China) on 15 October 2012 and is principally responsible for our Group’s financial management. He has over six years of experience in financial reporting and management reporting. Prior to joining our Group, Mr. Wong was senior consultant responsible for financial advisory management services of BMI Merger and Acquisition Market Limited from January 2010 to October 2012. He worked in Citibank (Hong Kong) Limited responsible for the preparation of management reports, revenue projection and budget for the period from September 2008 to September 2009.

Mr. Wong graduated from The University of New South Wales in Australia with a bachelor’s degree in economics (in finance and financial economics) in September 2008. During the three years immediately preceding the Latest Practicable Date, Mr. Wong had not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.



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### **COMPANY SECRETARY**

**Ms. TSE Ka Yan (謝嘉欣女士) (“Ms. Tse”)**, aged 31, was appointed as the company secretary of our Company on 14 May 2015. She is responsible for handling the company secretarial matters of our Group. Ms. Tse has over eight years of experience in company secretarial sector of listed companies and professional firm. Prior to joining our Group, she was the senior company secretarial officer responsible for handling the company secretarial matters of Vigo Hong Kong Investment Limited, a wholly-owned subsidiary of Credit China Holdings Limited, which is listed on GEM (Stock code: 8207:HK), from February 2014 to August 2014 and she was subsequently transferred to Starlight Financial Holdings Limited, and known as China Runking Financing Group Holdings Limited during the period, also a subsidiary of Credit China Holdings Limited, with the same position from August 2014 to April 2015. She joined Hopewell Holdings Limited (Stock code 0054:HK), a company engaged in property development and investment, highway infrastructure, power, hotel and hospitality and other businesses as company secretarial officer responsible for company secretarial matters for the period from November 2009 to December 2013. Ms. Tse also worked for Intertrust Corporate Services Limited, a trust and corporate services company as company secretarial assistant responsible for corporate secretarial works, from June 2007 to November 2009.

Ms. Tse graduated from Lingnan University in Hong Kong with a bachelor’s degree in business administration in October 2007. Ms. Tse is an associate member of the Hong Kong Institute of Chartered Secretaries and an associate member of Institute of Chartered Secretaries and Administrators. During the three years immediately preceding the Latest Practicable Date, Ms. Tse had not been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas.

### **COMMITTEES OF THE BOARD OF DIRECTORS**

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

#### **Audit committee**

Our Company established the audit committee with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules pursuant to a resolution of our Directors passed on 21 September 2015. The primary duties of our audit committee are mainly to make recommendations to our Board on the appointment and removal of the external auditor, review the financial statements and material advice in respect of financial reporting and oversee the internal control procedures of our Company. At present, our audit committee comprises Mr. Chu, Ms. Meiburg and Ms. Fan, all being independent non-executive Directors. Mr. Chu is the chairman of our audit committee.

#### **Remuneration committee**

Our Company established the remuneration committee pursuant to a resolution of Directors passed on 21 September 2015 in compliance with Rule 5.34 of the GEM Listing Rules with written terms of reference in compliance with the Corporate Governance Code. The primary functions of our remuneration committee are to make recommendation to our Board on the overall remuneration policy

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and 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, our remuneration committee comprises Mr. Ting, Mr. Chu, Ms. Meiburg and Ms. Fan. Ms. Fan is the chairlady of our remuneration committee.

### **Nomination and corporate governance committee**

Our Company established the nomination and corporate governance committee pursuant to a resolution of our Directors passed on 21 September 2015 with written terms of reference in compliance with the Corporate Governance Code. The primary functions of our nomination and corporate governance committee are to make recommendations to our Board regarding candidates to fill vacancies on our Board and policies/practices on corporate governance of our Group. At present, our nomination and corporate governance committee comprises Mr. Ting, Mr. Chu, Ms. Meiburg and Ms. Fan. Mr. Ting is the chairman of our nomination and corporate governance committee.

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

Our Directors receive remuneration in the form of director fees, salaries, allowances and other benefits as well as contributions to retirement benefit scheme. The total compensation accrued to our Directors for the years ended 31 March 2014 and 2015 was approximately HK\$0.7 million and HK\$1.2 million, respectively.

The aggregate compensation (including Directors fees, salaries, contributions to retirement benefit scheme, allowances and other benefits) paid to our five highest paid individuals during the two years ended 31 March 2014 and 2015 was approximately HK\$2.9 million and HK\$4.0 million, respectively.

Under the arrangement currently in force, we estimate the total compensation to be paid or accrued to our Directors for the year ending 31 March 2016 to be HK\$4.5 million.

We did not pay to our Directors or the five highest paid individuals any inducement fees to join us or as compensation for loss of office for each of the years ended 31 March 2014 and 2015. Furthermore, none of our Directors waived any compensation for the same period.

Save as disclosed above, no other payments have been paid or are payable in respect of the two financial years ended 31 March 2014 and 2015 by us or any of our subsidiaries to our Directors.

Our Directors and senior management receive compensation in the form of director fees, salaries, benefits in kind and/or discretionary bonuses with reference to those paid by comparable companies, time commitment and the performance of our Group. Our Group also reimburses our Directors and senior management for expenses which are necessarily and reasonably incurred for the provision of services to our Group or executing their functions in relation to the operations of our Group. We regularly review and determine the remuneration and compensation packages of our Directors and senior management, by reference to, among other things, market level of remuneration and compensation paid by comparable companies, the respective responsibilities of our Directors and the performance of our Group.

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After [Redacted], our Company’s remuneration committee will review and determine the remuneration and compensation packages of our Directors with reference to their responsibilities, workload, the time devoted to our Group and the performance of our Group.

### **SHARE OPTION SCHEME**

We have conditionally adopted the Share Option Scheme on 21 September 2015, the purpose of which is to motivate the relevant participants to optimise their future contributions to our Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain on-going relationships with such participants who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of our Group.

The principal terms of this Share Option Scheme are summarised in the section headed “Share Option Scheme” in Appendix IV to this [Redacted].

The maximum number of Shares which may be issued, upon exercise of all options that may be granted under the Share Option Scheme and any other option scheme involving the issue or grant of options over Shares or other securities by our Company or any of its subsidiaries or invested entity shall not in aggregate exceed 10% of the aggregate nominal amount of the share capital of our Company in issue as at [Redacted]; and the Board has been authorised to determine the grant of a right to subscribe for Shares under, and pursuant to the terms of the Share Option Scheme and to determine the grantees, number of options to be granted to each grantee and the terms and conditions of such grants pursuant to the terms of, the Share Option Scheme.

### **DIRECTORS’ INTEREST**

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

To the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, save as disclosed herein, there was no additional matter with respect to the appointment of our Directors that needs to be brought to the attention of the Shareholders, and there was no additional information relating to our Directors that is required to be disclosed pursuant to 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules as at the Latest Practicable Date.

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### **COMPLIANCE ADVISER**

In accordance with Rule 6A.19 of the GEM Listing Rules, we have appointed Innovax Capital Limited as our compliance adviser which will have access to all relevant records and information relating to our Group that it may reasonably require to properly perform its duties. Pursuant to Rule 6A.23 of the GEM Listing Rules, the compliance adviser will advise us, among others, at 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 under the GEM Listing Rules, is contemplated including share issues and share buy-back;
- (3) where our Company proposes to use the proceeds of [Redacted] in a manner different from that detailed in this [Redacted] or where our business activities, developments or results deviate from any forecast, estimate, or other information in this [Redacted]; and
- (4) where the Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of our Shares.

The appointment of our compliance adviser shall commence on [Redacted] and end on the date on which our Company complies with Rule 18.03 of the GEM Listing Rules in respect of its financial results for the second full financial year commencing after [Redacted] and such appointment shall be subject to extension by mutual agreement.