
DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Our Board consists of six Directors including two Executive Directors, one non-executive Director and three independent non-executive Directors. The following table sets forth certain information relating to our Directors:

Name	Age	Date of appointment as Director	Date of joining our Group	Position/Title	Roles and responsibilities	Relationship with other Directors or senior management
Dr. Ng Tai Wing (吳泰榮博士)	40	3 October 2016	18 August 2003	Executive Director, chief executive officer and chairman of our Board	Overall business development, strategic direction and management of our Group	Spouse of Ms. Wong Tsz Man
Mr. Law Wing Chong (羅永忠)	51	3 October 2016	2 January 2015	Executive Director	Overall operations of our Group	Nil
Ms. Wong Tsz Man (王芷雯)	40	3 October 2016	3 October 2016	Non-executive Director	Advising our Board on corporate development	Spouse of Dr. Ng
Mr. Hui Chun Ho Eric (許俊浩)	42	17 February 2017	17 February 2017	Independent non-executive Director	Providing independent advice to our Board	Nil
Mr. Sung Wai Tak Herman (宋衛德)	58	17 February 2017	17 February 2017	Independent non-executive Director	Providing independent advice to our Board	Nil
Mr. Fung Tak Chung (馮德聰)	50	17 February 2017	17 February 2017	Independent non-executive Director	Providing independent advice to our Board	Nil

EXECUTIVE DIRECTORS

Dr. Ng Tai Wing (吳泰榮)

Dr. Ng, aged 40, joined our Group in August 2003 and was appointed as an Executive Director, chief executive officer and the chairman of our Board on 3 October 2016. He is also the chairman of the nomination committee. He is responsible for the overall business development, marketing, strategic direction and management of our Group. Before joining the Group, he worked as a programmer in Web Pro Limited, a company engaged in website design, from June 2000 to January 2001 where he was responsible for programming of the company's website. Dr. Ng then joined PacificNet Ltd, a company engaged in providing ecommerce services, as a business development manager from January 2001 to September 2001. Dr. Ng was accredited as honorary doctor of engineering from Lincoln University and Fellowship of Asian College of Knowledge Management in June 2016. Dr. Ng was appointed as a director of Hong Kong Chiu Chow Chamber of Commerce Limited and Social Enterprise Research Institute in September 2016.

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Dr. Ng obtained a Bachelor of Engineering degree in Computer Engineering in November 1998 and a Master of Science degree in Computer Science in November 2000 from the Hong Kong University of Science and Technology. He further obtained a Master of Arts degree in Global Business Management from the City University of Hong Kong in November 2008. Dr. Ng has over 15 years of experience in the information technology industry.

Dr. Ng has not held any directorship in any public listed company in the past three years. Dr. Ng is the spouse of Ms. Wong Tsz Man.

Dr. Ng was previously a director of the companies shown in the table below which were dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance (note):

Name of company	Place of incorporation	Date of dissolution	Reasons for dissolution
Golden Chapel Limited	Hong Kong	4 January 2013	Cessation of business
Excellence Management Limited	Hong Kong	10 June 2011	Cessation of business
Ecsolutions (HK) Limited	Hong Kong	11 February 2011	Cessation of business
Gain Wisdom International Limited	Hong Kong	7 August 2009	Cessation of business
EC Systems Limited	Hong Kong	25 April 2008	Cessation of business
Smart IT Service Limited	Hong Kong	19 November 2004	Cessation of business

Note: Under section 291AA of the Predecessor Companies Ordinance, an application for deregistration can only be made if (a) all the members of the company agreed to such deregistration; (b) the company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than 3 months immediately before the application; and (c) the company has no outstanding liabilities.

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Dr. Ng was previously a director of the following companies which were dissolved by striking off pursuant to section 291 of the Predecessor Companies Ordinance (note):

Name of company	Place of incorporation	Date of dissolution	Reasons for dissolution
Power Cheer Limited	Hong Kong	7 January 2011	Never commenced business operations

Note: Under section 291 of the Predecessor Companies Ordinance, the Registrar of Companies in Hong Kong can strike a defunct company off from the register of companies.

Mr. Law Wing Chong (羅永忠)

Mr. Law, aged 51, joined our Group in January 2015 and was appointed as an Executive Director on 3 October 2016. Mr. Law is responsible for the overall operations of the Group.

Mr. Law obtained a Diploma in Business Management from Lingnan University in July 2008, a Professional Diploma in Occupational Safety and Health from Hong Kong Baptist University in September 2010 and a Master of Engineering Management degree from University of Technology Sydney in March 2010. He is a member of the Institution of Engineering and Technology and a graduate member of the Institution of Occupational Safety and Health since June 2010 and December 2010, respectively. He is also a member of the Society of Registered Safety Officers since February 2012.

Mr. Law worked in Hong Kong Electric Group from 1985 to 1998 as a technician. He then worked in Kum Shing (K.F.) Construction Company Limited, an electrical, mechanical, civil and building engineering service provider, as a safety supervisor and site representative from 1998 to 2007. From 2007 to 2008, he worked in Mak Hang Kei (HK) Construction Limited, a construction contractor, as a project engineer and safety supervisor. From November 2008 to September 2012, Mr. Law worked in Serco Group (HK) Limited, a company providing consulting and outsourcing services, as a project engineer. He re-joined Mak Hang Kei (HK) Construction Limited, a construction contractor, as a safety officer from September 2012 to April 2014, where he was responsible for safety requirement compliance and performing safety audit. He also worked in Alstom Hong Kong Limited, a systems equipment and service provider in the railway sector, as a safety officer from May 2014 to December 2014 where he was responsible for implementing and monitoring safety management system.

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Mr. Law has not held any directorship in any public listed company in the past three years.

Mr. Law was previously a director of the company shown in the table below which was dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance (note):

Name of company	Place of incorporation	Date of dissolution	Reasons for deregistration
Goodrich (H.K.) Limited	Hong Kong	5 January 2007	Cessation of business

Note: Under section 291AA of the Predecessor Companies Ordinance, an application for deregistration can only be made if (a) all the members of the company agreed to such deregistration; (b) the company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than 3 months immediately before the application; and (c) the company has no outstanding liabilities.

NON-EXECUTIVE DIRECTOR

Ms. Wong Tsz Man (王芷雯)

Ms. Wong, aged 40, joined the Group in October 2016 and was appointed as a non-executive Director of our Board on 3 October 2013. Ms. Wong is responsible for advising our Board on corporate development of our Group.

Ms. Wong obtained a Bachelor of Business Administration degree in Finance from the Hong Kong University of Science and Technology in November 1998. In December 2015, she obtained the Project Management Professional certificate from the Project Management Institute.

Ms. Wong is currently the assistant vice president of the Operation and Technology Group of China CITIC Bank International Limited where she is responsible for managing solution delivery projects. She has been working in this company since July 2001.

Ms. Wong has not held any directorship in any public listed company in the past three years. Ms. Wong is the spouse of Dr. Ng.

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Ms. Wong was previously a director of the companies shown in the table below which were dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance (note):

Name of company	Place of incorporation	Date of dissolution	Reasons for dissolution
EC Systems Limited	Hong Kong	25 April 2008	Cessation of business
Ecsolutions (HK) Limited	Hong Kong	11 February 2011	Cessation of business

Note: Under section 291AA of the Predecessor Companies Ordinance, an application for deregistration can only be made if (a) all the members of the company agreed to such deregistration; (b) the company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than 3 months immediately before the application; and (c) the company has no outstanding liabilities.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hui Chun Ho Eric (許俊浩)

Mr. Hui, aged 42, was appointed as an independent non-executive Director of our Board on 17 February 2017. He is mainly responsible for providing independent advice to our Board. He is also the chairman of the audit committee and a member of the remuneration committee and the nomination committee.

Mr. Hui is currently the financial controller and company secretary of Hong Kong Finance Group Limited, a company listed on the main board of the Stock Exchange (stock code: 1273), which is principally engaged in money lending business since February 2012 and an independent non-executive director, chairman of audit committee and member of the nomination committee of Modern Land (China) Co. Limited, a real estate developer whose shares are listed on the main board of the Stock Exchange (stock code: 1107).

Mr. Hui worked in Raymond Y.K. Tse & Co, an accounting firm, from August 1998 to September 2000 and his last position was audit senior. Mr. Hui worked in Ernst & Young, an international accounting firm, from December 2000 to December 2004 as an assurance and advisory business service manager where he was responsible for providing assurance, tax and business advisory services. He was also the group accounting manager and company secretary of Embry Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 1388) which is principally engaged in the manufacture and selling of lingerie products from December 2004 to June 2008. Mr. Hui was the group financial controller of Win Hanverky Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 3322) which is principally engaged in the manufacturing and selling of garment products from June 2008 to June 2011.

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Mr. Hui is a fellow member of both Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants, and an associate of The Taxation Institute of Hong Kong since September 2009, December 2006 and July 2010, respectively. Mr. Hui received his Bachelor of Arts in Accountancy degree from The Hong Kong Polytechnic University in November 1998 and was awarded a Master of Business Administration degree from The University of Manchester in June 2013. Mr. Hui has over 15 years of experience in auditing, financial accounting and reporting, company secretarial matters and corporate finance.

Save as disclosed, Mr. Hui has not held any directorship in any public listed company in the past three years.

Mr. Sung Wai Tak Herman (宋衛德)

Mr. Sung, aged 58, was appointed as an independent non-executive Director of our Board on 17 February 2017. He is mainly responsible for providing independent advice to our Board. He is also the chairman of the remuneration committee and a member of the audit committee and the nomination committee.

Mr. Sung obtained a Bachelor of Arts degree from The Chinese University of Hong Kong in December 1983. He further obtained a Bachelor of Laws degree from the University of London in August 1991 and a Master of Laws degree from the University of Sydney in April 1994. Mr. Sung has been qualified as a solicitor of New South Wales, Australia since September 1994 and a solicitor of Hong Kong since December 1996. He has been appointed as a Chinese Attesting Officer by the Ministry of Justice of China since June 2009.

Mr. Sung is currently consultant of Messrs. Tang, Wong & Chow since October 2009. He was a partner of Messrs. Erwin Young, Chu and Law until October 2009.

Mr. Sung was an independent non-executive director of TLT Lottotainment Group Limited (currently known as Evershine Group Holdings Limited), a company listed on the GEM of the Stock Exchange (stock code: 8022) which was principally engaged in the provision of travel agent and entertainment related services from January 2001 to April 2012. He was an independent non-executive director of Ming Kee Holdings Limited (currently known as Capital Finance Holdings Limited), a company listed on the GEM of the Stock Exchange (stock code: 8239) which was principally engaged in trading from March 2008 to February 2012.

Save as disclosed, Mr. Sung has not held any directorship in any public listed company in the past three years.

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Mr. Sung was previously a director of the following company which was dissolved by striking off pursuant to section 291 of the Predecessor Companies Ordinance (note):

Name of company	Place of incorporation	Date of dissolution	Reasons for dissolution
Group Master International Limited	Hong Kong	25 April 2003	Cessation of business

Note: Under section 291 of the Predecessor Companies Ordinance, the Registrar of Companies in Hong Kong can strike a defunct company off from the register of companies.

Mr. Fung Tak Chung (馮德聰)

Mr. Fung, aged 50, was appointed as an independent non-executive Director of our Board on 17 February 2017. He is mainly responsible for providing independent advice to our Board. He is also a member of the audit committee, the remuneration committee and the nomination committee.

Mr. Fung obtained a Bachelor of Arts degree in Economics from Shue Yan University in October 2010, and a Diploma in Economics from Hong Kong Shue Yan College in January 1992.

Mr. Fung has years of experience in the industry of information technology. In February 2006, Mr. Fung founded Datayard Systems Limited, an information technology service provider that develops web applications and Linux servers and provides web hosting service. He has been a director of Datayard Systems Limited since February 2006 and is responsible for its product development. Since 2011, he has been the chief executive officer of Photon Link Limited, a company providing information technology solutions services. Back from November 1992, he was a customer service specialist of Hutchison AT&T Network Services Limited until December 1993. He was a sales administration supervisor of Telecom Service Department of JOS Telecom of JOS Technology Group from December 1993. In March 1995, he started working for T.M.I Telemedia International Hong Kong Limited as help desk and field engineering supervisor, and ceased working there as the area marketing and sales support executive in October 1996. From April 1997 to May 1998, he worked as a marketing support executive in Hong Kong Supernet Ltd. He worked as the technical service manager in E-Med Limited from May 1999. He then worked as a product manager in Standard Chartered Bank from August 2000 to July 2001. From May 2002 to December 2008, Mr. Fung was a director and information technology and management consultant of Right Medic Development Limited, a company that provided project consultancy services, where he was mainly responsible for property agency work.

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From 2012 to 2014, he was appointed by the Office of the Government Chief Information Officer of the Government of the Hong Kong Special Administrative Region as a member of Working Group on Cloud Security and Privacy. He has been the vice president of Internet Professional Association since 2014 and an honorary information technology consultant of the Hong Kong Independent Non-Executive Director Association since 2015.

Mr. Fung has not held any directorship in any public listed company in the past three years.

Mr. Fung was previously a director of the following company which was dissolved by striking off pursuant to section 291 of the Predecessor Companies Ordinance (note):

Name of company	Place of incorporation	Date of dissolution	Reasons for dissolution
Right Medic Development Limited	Hong Kong	24 December 2008	Cessation of business

Note: Under section 291 of the Predecessor Companies Ordinance, the Registrar of Companies in Hong Kong can strike a defunct company off from the register of companies.

Save as disclosed in this prospectus, each of our Directors has confirmed that (i) he or she has no interests in the Shares within the meaning of Part XV of the SFO, and (ii) there is no other information which is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders in connection with his or her appointment.

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SENIOR MANAGEMENT

The following table sets out certain information concerning our senior management:

Name	Age	Date of joining our Group	Position/Title	Roles and responsibilities	Relationship with other Directors or senior management
Mr. Wong Chi Ho (王志豪)	42	14 December 2015	Operation Manager	Operational matters of our Group	Brother of Ms. Wong Tsz Man and brother-in-law of Dr. Ng
Mr. Ling Kee Ho (凌基浩)	36	26 September 2011	Project Manager	Maintenance projects of our Group	Nil
Ms. Liu Chi Kwan (廖志君)	30	20 September 2010	Administrative Officer	Overall administrative matters of our Group	Nil
Ms. Wai Lai Yin (衛麗妍)	28	18 April 2016	Human Resources Officer	Human resources matters of our Group	Nil
Ms. So Lai Yee (蘇麗儀)	28	4 February 2014	Accountant	Treasury and financial management of our Group	Nil

Mr. Wong Chi Ho (王志豪)

Mr. Wong, aged 42, is the operation manager of our Group. Mr. Wong joined our Group in December 2015 and is primarily responsible for the operational matters of our Group. Mr. Wong is brother of Ms. Wong Tsz Man and brother-in-law of Dr. Ng.

Mr. Wong graduated from The Chinese Church of Christian Evangelism St. Lucas' College in June 1991. Mr. Wong worked in HMV Hong Kong Limited, a music and movie CD's retailer, from July 1995 to January 2014 where his last position was store manager. Mr. Wong was responsible for developing marketing strategies, managing budgets and forecasts, employee training, liaison with suppliers and overseeing store-related business. He has over 17 years of experience in sales and marketing.

Mr. Ling Kee Ho (凌基浩)

Mr. Ling, aged 36, is the Project Manager of our Group. Mr. Ling joined the Group in September 2011 and is primarily responsible for maintenance projects of the Group.

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Mr. Ling obtained a higher diploma in Electrical Engineering in July 2009 from the Vocational Training Council. He obtained a Bachelor of Engineering degree in Electrical Engineering from RMIT University in June 2012. He joined Centurion Facility Company Limited (currently known as Certis Centurion Facility Company Limited), a company engaged in security business, from July 2003 to December 2005 as a technician of the security system department. From December 2005 to December 2011, he worked in Pacific Satellite International Limited, a company engaged in security and SMATV System as an assistant engineer. He has over 12 years of experience in providing technical support and maintenance services for SMATV and ELV system.

Ms. Liu Chi Kwan (廖志君)

Ms. Liu, aged 30, is the administrative officer of our Group. Ms. Liu joined our Group in September 2010 and is primarily responsible for the overall administrative matters of the Group.

Ms. Liu obtained a foundation diploma in July 2005 and a higher diploma in SME and eBusiness Management in July 2010 from the Vocational Training Council. She worked as a customer service assistant in Creative Property Services Consultants Limited from September 2005 to June 2006. She then joined Good Excel Consultants Limited as a clerk from June 2006 to July 2008. She was responsible for providing support maintenance and clerical work. From August 2008 to June 2009, she worked in Kwong Tai Builders Limited as a work coordinator. From June 2009 to September 2010, she was the work coordinator in Shui On Building Contractors Limited. Ms. Liu has over 10 years of experience in administrative management.

Ms. Wai Lai Yin (衛麗妍)

Ms. Wai, aged 28, is the human resources officer of our Group. Ms. Wai joined our Group in April 2016 and is primarily responsible for human resources matters of our Group.

Ms. Wai obtained a Bachelor of Business Administration degree from Lingnan University in November 2012. She worked as a staff accountant in Ernst & Young Tax Services Limited, a tax service provider, from November 2012 to March 2013. She was responsible for tax compliance work. She worked as a human resources and administrative assistant in Match Personnel Consultancy from May 2013 to October 2013. She was responsible for recruitment process, managing staff records and providing administrative support. She joined HKR International Limited a company listed on the main board of the Stock Exchange (Stock Code: 480) which is principally engaged in providing recreational, property development, hotel operations and healthcare services from October 2013 to April 2014 as an assistant in human resources department. She was responsible for performing human resources functions. Ms. Wai subsequently joined Discovery Bay Services Management Limited as an assistant in human resources department from May 2014 to April 2016. Ms. Wai has over 3 years of experience in human resources management.

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Ms. So Lai Yee (蘇麗儀)

Ms. So, aged 28, is the accountant of our Group. Ms. So joined our Group in February 2014 and is primarily responsible for the treasury and financial management of the Group.

Ms. So obtained a Bachelor of Business Administration degree in Accountancy from City University of Hong Kong in July 2011. She completed the CPA Qualification Programme of Hong Kong Institute of Certified Public Accountants in February 2016. Prior to joining our Group, she was an assistant of Intertrust Resources Management Limited, a company engaged in provision of trust and corporate services from August 2011 to November 2013. She was mainly responsible for preparing management accounts and handling payroll and treasury functions. Ms. So has over 5 years of experience in treasury and financial management.

COMPANY SECRETARY

Mr. Lau Chi Yuen (劉智遠)

Mr. Lau, aged 41, was appointed as the company secretary of our Company on 17 February 2017. Mr. Lau obtained a Master of Professional Accounting degree from the Southern Cross University in September 2004. Mr. Lau is a member of the Association of Chartered Certified Accountants since July 2008.

From April 1998 to July 2007, Mr. Lau worked in Swire Properties Limited, a property developer principally engaged in managing commercial, retail, hotel and residential properties in Hong Kong and his last position was accounts supervisor responsible for conducting accounting work. He then worked in Terence Wan & Co., an accounting firm, as a general manager from July 2007 to March 2009. His main job responsibilities include provision of secretarial, accounting and taxation services. Subsequently, Mr. Lau joined SMI Corporation Limited, a company listed on the main board of the Stock Exchange (stock code: 198), principally engaged in theater operation, securities trading, investments in production and distribution of films, in-theater counter sales and online shopping, as a company secretary from August 2009 to May 2014. Mr. Lau is currently the company secretary of TUS International Limited (formally known as Jinheng Automotive Safety Technology Holdings Limited), a company listed on the main board of the Stock Exchange (stock code: 872), which is principally engaged in design, research and development, manufacture and sale of automotive electronic products and automotive safety spare parts, the premium car (including classic car) investment and trading business and property investment business in the PRC, since September 2014.

Save as disclosed, Mr. Lau has not held any directorship in any public listed company in the past three years.

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COMPLIANCE OFFICER

Dr. Ng Tai Wing, aged 40, is the compliance officer of our Company. For his biographical details, please refer to the paragraph headed “Directors and senior management – Executive Directors” in this prospectus.

BOARD COMMITTEE

The Board has established the Audit Committee, the Remuneration Committee and the Nomination Committee.

Audit Committee

Our Company has established the Audit Committee in compliance with Rule 5.28 of the GEM Listing Rules. Written terms of reference in compliance with paragraph C3 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules has been adopted. Among other things, the primary duties of the Audit Committee are to make recommendations to our Board on appointment or reappointment and removal of external auditor; review financial statements of our Company and judgments in respect of financial reporting; and oversee internal control procedures of our Company.

The Audit Committee consists of three independent non-executive Directors, namely Mr. Hui Chun Ho Eric, Mr. Sung Wai Tak Herman and Mr. Fung Tak Chung. Mr. Hui Chun Ho Eric is the chairman of the Audit Committee.

Remuneration Committee

Our Company has established a Remuneration Committee in compliance with Rule 5.34 of the GEM Listing Rules with written terms of reference in compliance with paragraph B.1.2 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. The primary duties of the Remuneration Committee are to make recommendations to our Board on the overall remuneration policy and structure relating to all Directors and senior management of our Group and ensure that none of our Directors determine their own remuneration.

The Remuneration Committee consists of three independent non-executive Directors, namely Mr. Hui Chun Ho Eric, Mr. Sung Wai Tak Herman and Mr. Fung Tak Chung. Mr. Sung Wai Tak Herman is the chairman of the Remuneration Committee.

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Nomination Committee

Our Company has established a Nomination Committee with written terms of reference in compliance with paragraph A.5.2 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the GEM Listing Rules. The primary duties of the Nomination Committee are to review the structure, size and composition of our Board annually; identify individuals suitably qualified to become Board members; assess the independence of the independent non-executive Directors; and make recommendations to our Board on relevant matters relating to appointment or re-appointment of Directors and succession planning for our Directors.

The Nomination Committee consists of four members, namely Dr. Ng Tai Wing, Mr. Hui Chun Ho Eric, Mr. Sung Wai Tak Herman and Mr. Fung Tak Chung. Dr. Ng Tai Wing is the chairman of the Nomination Committee.

REMUNERATION POLICY

Our Directors' remuneration is determined with reference to the prevailing market practice, our Company's remuneration policy and their duties, responsibilities and time commitment with our Group. During the two years ended 31 August 2016, the aggregate of the remuneration paid and benefits in kind granted to our Directors by any member of our Company were approximately HK\$1,375,000 and HK\$1,543,000, respectively.

Each of the Executive Directors has entered into a service agreement with our Company for an initial term of three years commencing from the Listing Date subject to termination provisions contained therein. Each of the Executive Directors is entitled to a basic salary. Under the service agreements, the basic annual remunerations payable by our Company to the Executive Directors are set out below:

Executive Directors	<i>HK\$'000</i>
Dr. Ng Tai Wing	1,080
Mr. Law Wing Chong	444

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The non-executive Director has signed an appointment letter with our Company with an initial term of three years commencing from the Listing Date subject to termination provisions contained therein. Under the appointment letters, the basic annual remuneration payable by our Company to the non-executive Director is as follows:

Non-Executive Director	<i>HK\$'000</i>
Ms. Wong Tsz Man	120

Each of the independent non-executive Directors has signed an appointment letter with our Company with an initial term of three years commencing from the Listing Date subject to termination provisions contained therein. Under the appointment letters, the basic annual remuneration payable by our Company to the independent non-executive Directors are as follows:

Independent Non-Executive Directors	<i>HK\$'000</i>
Mr. Hui Chun Ho Eric	120
Mr. Sung Wai Tak Herman	120
Mr. Fung Tak Chung	120

The Director's fee for each of the independent non-executive Directors during the three-year term is initially fixed, subject to our Board's review from time to time in its discretion after taking into account the recommendation of the Remuneration Committee.

The remuneration of each of the independent non-executive Directors is determined by reference to market terms, seniority, his/her experiences, duties and responsibilities within our Group. Our Directors are entitled to statutory benefits as required by law from time to time such as pension.

Save as disclosed above, no other remuneration have been made or are payable by our Group to our Directors in respect of the Track Record Period. Our Directors estimate that under the current proposed arrangement, the aggregate basic annual remuneration (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits) payable by our Company to our Directors will be approximately HK\$2,004,000.

Prior to the Listing, the remuneration policy of our Group to reward its employees and directors is based on their performance, qualifications, competence displayed and market comparables. Remuneration package typically comprises salary, contribution to pension schemes and discretionary bonuses relating to the profit of the relevant company.

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Upon and after the Listing, the remuneration package of our Executive Directors and the senior management will be linked more to the performance of our Group and the return to its Shareholders. The Remuneration Committee will review annually the remuneration of all our Directors to ensure that it is attractive enough to attract and retain a competent team of executive members.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

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.

Our Company has adopted the code provisions stated in the Corporate Governance Code. Except for the deviation from provision A.2.1 of the Corporate Governance Code, our Company's corporate governance practices have complied with the Corporate Governance Code.

Provision A.2.1 of the Corporate Governance Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Dr. Ng is the chairman and chief executive officer of our Company. In view of Dr. Ng is one of the founder of our Group and has been operating and managing our Group since 2003, our Board believes that the vesting of the roles of chairman and chief executive officer in Dr. Ng is beneficial to the business operations and management of our Group and will provide a strong and consistent leadership to our Group. Accordingly, our Directors consider that the deviation from provision A.2.1 of the Corporate Governance Code is appropriate in such circumstance.

COMPLIANCE ADVISER

We have appointed Kingsway Capital Limited as our compliance adviser pursuant to Rule 6A.19 of the GEM Listing Rules. Pursuant to Rule 6A.23 of the GEM Listing Rules, the compliance adviser will advise our Company in the following circumstances:

- (1) before the publication of any regulatory announcement, circular or financial report;
- (2) where a transaction, which might be of a notifiable or connected transaction, is contemplated including but not limited to share issues and share repurchase;
- (3) where our Company proposes to use the proceeds of the Share Offer in a manner different from that detailed in this prospectus or where the business activities, developments or results of operation of our Group deviate from any forecast, estimate, or other information in this prospectus; and
- (4) where the Stock Exchange makes an enquiry of our Company under Rule 17.11 of the GEM Listing Rules regarding unusual movements in the price or trading volume of the Shares.

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Pursuant to Rule 6A.24 of the GEM Listing Rules and the compliance adviser agreement entered into between our compliance adviser and our Company, our compliance adviser will, among others:

- (1) ensure our Company is properly guided and advised as to compliance with the GEM Listing Rules, the SFO and the Takeovers Code;
- (2) act as one of our principal channels of communication with the Stock Exchange, including accompanying our Company to any meeting with the Stock Exchange, unless otherwise requested by the Stock Exchange;
- (3) in relation to any application by our Company for a waiver from any of the requirement in Chapter 20 of the GEM Listing Rules, advise our Company on our obligations and in particular the requirement to appoint an independent financial adviser (save for those waivers the respective applications of which have been submitted to the Stock Exchange prior to listing and disclosed in this prospectus); and
- (4) assess the understanding of all new appointees to our Board regarding the nature of their responsibilities and fiduciary duties as a director of a listed issuer, and, if any inadequacy is identified, recommend necessary remedial steps to our Directors.

Term

The term of appointment of our compliance adviser shall commence on the Listing Date and end on the date on which our Company complies with Rule 18.03 of the GEM Listing Rules in respect of our financial results for the second full financial year commencing after the Listing Date, subject to early termination.

Duties of our Company

Our Company shall fully comply with and discharge our responsibilities under the GEM Listing Rules and other applicable laws, regulations and codes relating to securities and corporate governance that are applicable to our Company.

During the term of the compliance adviser agreement, our Company must consult with and, if necessary, seek advice from our compliance adviser on a timely basis in the circumstances as required under Rule 6A.23 of the GEM Listing Rules.

Termination

The compliance adviser agreement can be terminated by either party upon giving the other party prior written notice of not less than 30 days.