

## DIRECTORS AND SENIOR MANAGEMENT

### DIRECTORS

The Board consists of two executive Directors and three independent non-executive Directors. The following table sets forth the information in respect of the Directors:

Name	Age	Date of joining the Group	Date of appointment as a Director	Position	Role and responsibilities	Relationship with other Director(s) and/or senior management
Mr. Chan Wing Kai (陳永啟)	48	26 June 2001	19 November 2015	Executive Director, Chairman of the Board, Chief Executive Officer and the compliance officer	Overall corporate strategies, management of the Group's business operations and development	Nil
Mr. Ng Ming Ho (吳明豪)	47	1 September 2002	15 June 2016	Executive Director	Overall management and administration of the Group's business operation	Nil
Mr. Kwok Chi Shing (郭志成)	55	23 January 2017	23 January 2017	Independent non-executive Director	Providing independent judgement on the Group's strategy, performance, resources and standard of conduct	Nil
Ms. Chan Siu Lai (陳小麗)	47	23 January 2017	23 January 2017	Independent non-executive Director	Providing independent judgement on the Group's strategy, performance, resources and standard of conduct	Nil
Mr. Ma Kwok Fai, Edwin (馬國輝)	44	23 January 2017	23 January 2017	Independent non-executive Director	Providing independent judgement on the Group's strategy, performance, resources and standard of conduct	Nil

### Executive Directors

**Mr. Chan Wing Kai (陳永啟)**, aged 48, was appointed as a Director of the Company on 19 November 2015 and was designated as an executive Director, the chairman of the Board, the chief executive officer and the compliance officer of the Company on 15 June 2016 for an initial term of three years commencing from the Listing Date. He is responsible for the overall strategic planning and corporate policy making, as well as business development and day-to-day management of the Group's business operation. He is also a director of Speed Apparel BVI, Speed Apparel HK, Speed Apparel Shenzhen and Knit World.

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## DIRECTORS AND SENIOR MANAGEMENT

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Mr. Chan completed his secondary education in Hong Kong in 1987. He obtained a Level 1 certificate of the Japanese Language Proficiency Test in February 1990. He completed a course entitled “Professional certificate in business management” co-organised by Li Ka Shing Institute of Professional and Continuing Education, The Open University of Hong Kong and ET Business College in November 2008. Mr. Chan has more than 25 years of sales and merchandising experience in the apparel industry. Prior to joining the Group, he had been employed by South Overseas Fashion Limited from March 1990 to March 1995 and he was dispatched to Yamaichi Nitto Company Limited in Japan for on-the-job training from March 1993 to February 1994. He then worked for a knitwear manufacturing company, a subsidiary of South Asia Textiles (Holdings) Limited from 1995 to 2000. He was responsible for the operation and management of the Group’s business since he joined the Group.

**Mr. Ng Ming Ho (吳明豪)**, aged 47, was appointed as an executive Director on 15 June 2016 and is responsible for the overall management and administration of the Group’s business, and overseeing the operation of the Group. Mr. Ng joined the Group in September 2002.

Mr. Ng completed his secondary education in Hong Kong in 1987 and a two-year part-time evening post-secondary 3 course at Morrison Hill Technical Institute in July 1996. He was awarded with a Level 1 certificate in book-keeping from the London Chamber of Commerce and Industry in 2003. He has more than 25 years of administrative and office management experience. Prior to joining the Group, he had been employed by JEFT International Limited as office manager from June 1989 to July 2002.

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

**Mr. Kwok Chi Shing (郭志成)**, aged 55, was appointed as an independent non-executive Director on 23 January 2017 and is responsible for providing independent judgment on the Group’s strategy, performance, resources and standard of conduct. He is the chairman of the audit committee and a member of both the remuneration committee and the nomination committee of the Company. Mr. Kwok obtained a Master of Arts in Economics with Accountancy with Honours from the University of Aberdeen in the United Kingdom in July 1986. He was admitted as an associate of the Hong Kong Institute of Certified Public Accountants in January 1991 and an associate of the Taxation Institute of Hong Kong in May 1992. He was admitted as a certified tax adviser in May 2010.

Mr. Kwok has over 20 years of experience in audit assurance, cross border taxation assignments and project financing. Mr. Kwok has been an independent non-executive director of Grand Ocean Advanced Resources Company Limited (stock code: 65) (formerly known as Angels Technology Company Limited, the share of which were transferred from GEM to the Main Board on 22 June 2009) with effect from 27 January 2006. He was the director of Lam, Kwok, Kwan & Cheng C.P.A. Limited from February 1999 to May 2010 and has been the director of LKKC C.P.A. Limited since December 2007. Prior to that, he was one of the partners at Wong Lam Leung & Kwok from August 1993 to February 1999. Save as disclosed above, Mr. Kwok was not a director in any other listed companies during the three years immediately preceding the Latest Practicable Date.

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## DIRECTORS AND SENIOR MANAGEMENT

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

<u>Name of company</u>	<u>Nature of business</u>	<u>Date of strike off notice</u>	<u>Date of strike off</u>
China Investment Consultants Limited	Inactive	5 September 2003	20 February 2004
HKU Professional Diploma In Real Estate Administration Alumni Limited	Inactive	16 October 2009	26 March 2010

**Ms. Chan Siu Lai**, (陳小麗), aged 47, was appointed as an independent non-executive Director on 23 January 2017 and is responsible for providing independent judgment on the Group's strategy, performance, resources and standard of conduct. She is the chairman of the remuneration committee and a member of both the audit committee and the nomination committee of the Company. Ms. Chan obtained a bachelor degree of art major in law and management science from the University of Keele in the United Kingdom in June 1992. She has been admitted as a solicitor in Hong Kong since July 1996, and a solicitor in England and Wales since February 2002. From November 2000 to January 2016, Ms. Chan worked for INCE & Co. as an assistant solicitor. Ms. Chan is currently a claims executive lawyer at Gard (HK) Limited.

**Mr. Ma Kwok Fai, Edwin** (馬國輝), aged 44, was appointed as an independent non-executive Director on 23 January 2017 and is responsible for providing independent judgment on the Group's strategy, performance, resources and standard of conduct. He is the chairman of the nomination committee and a member of both the audit committee and the remuneration committee of the Company. Mr. Ma obtained a bachelor degree of arts in clothing studies from The Hong Kong Polytechnic University in November 1998. Mr. Ma has over 13 years of experience in the magazine publishing industry. He was previously employed by Li & Fung (Trading) Limited as an assistant merchandiser from September 1998 to January 1999. He has joined MRRM Publishing Limited in Hong Kong since January 2003 and his current position is fashion director and associate publisher.

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

Save as disclosed above, each of the Directors confirms with respect to him/her that: (i) save as disclosed herein above, he/she has not held directorships 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 hold any other position in the Company or any of its subsidiaries; (iii) save as

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## DIRECTORS AND SENIOR MANAGEMENT

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disclosed in the section headed “Disclosure of interests” as set out in Appendix V to this prospectus, 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 pursuant to Rule 17.50(2) of the GEM Listing Rules; and (v) to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters with respect to the appointment of the Directors that need to be brought to the attention of the Shareholders.

### SENIOR MANAGEMENT

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

<u>Name</u>	<u>Age</u>	<u>Date of joining the Group</u>	<u>Position</u>	<u>Relationship with other Director(s) and/or senior management</u>
Mr. Chan Wing Kai (陳永啟)	48	26 June 2001	Executive Director, Chairman of the Board, Chief Executive Officer and the compliance officer	Nil
Mr. Ng Ming Ho (吳明豪)	47	1 September 2002	Executive Director	Nil
Ms. Sze Yee Kwan (施懿君)	47	22 March 2004	Chief Executive Officer assistant	Nil
Ms. Wong Lai King (黃麗琼)	48	29 October 2001	Division Merchandising Manageress	Nil
Ms. Wu Yu Lim, Winnie (鄔瑜廉)	42	7 September 2015	Chief Financial Officer and Company secretary	Nil

**Mr. Chan Wing Kai (陳永啟)** is an executive Director, the chairman of the Board, the chief executive officer and the compliance officer of the Company. For his biographical information, please refer to the section headed “Directors and senior management — Directors — Executive Directors” above.

**Mr. Ng Ming Ho (吳明豪)** is an executive Director. For his biographical information, please refer to the section headed “Directors and senior management — Directors — Executive Directors” above.

**Ms. Sze Yee Kwan (施懿君)**, aged 47, joined the Group in March 2004 as a senior merchandiser and was subsequently promoted to the position of chief executive officer assistant in February 2007. She is primarily responsible for assisting in overseeing and supervising the day-to-day management of the design and promotion department, and purchasing department of the Group. Ms. Sze was awarded with Level 2 certificate in book-keeping and accounts from the London Chamber of Commerce and Industry in April 1990. She also obtained a diploma in business

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## DIRECTORS AND SENIOR MANAGEMENT

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administration from the Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) in July 1991 and a certificate course in fashion and clothing manufacture from The Hong Kong Polytechnic University in August 1998. In February 2005, she obtained a Level 3 certificate of Japanese Language Proficiency Test.

Ms. Sze has over 20 years of experience in the apparel industry. Ms. Sze worked for Chungkuo Chung Fah Co. Ltd. from July 1991 to June 1994. She was employed by Fashion Resources Limited as senior merchandiser from June 1994 to March 1997. From June 1997 to March 1998, she worked for Chamtex Limited as a senior merchandiser. From May 1998 to September 2002, Ms. Sze re-joined Fashion Resources Limited as a senior merchandiser. Prior to joining the Group, she worked for Gracedon Knitters Limited as a senior merchandiser since October 2002.

Ms. Sze has not held any directorship in any public listed company during the three years immediately preceding the date of this prospectus.

**Ms. Wong Lai King (黃麗琮)**, aged 48, joined the Group in October 2001 as a senior merchandiser and was subsequently promoted to the position of division merchandising manageress in February 2013. She is primarily responsible for merchandising management of the Group. Ms. Wong completed a part-time evening training course in pattern making (outerwears) at the Clothing Industry Training Authority in Hong Kong in June 1991 and obtained a diploma in fashion management from The George Brown College of Applied Arts and Technology in Toronto, Canada in June 1994. Ms. Wong has over 15 years of working experience in the apparel industry. Ms. Wong was employed by Tillsonburg Company Limited as merchandising assistant from July 1990 to December 1991. She then worked for Green Top Production, Inc. as merchandiser from August 1994 to December 1995. Prior to joining the Group, Ms. Wong was employed by Prominent Apparel Limited as merchandiser from April 1996 to August 2001.

Ms. Wong has not held any directorship in any public listed company during the three years immediately preceding the date of this prospectus.

**Ms. Wu Yu Lim, Winnie (鄔瑜廉)**, aged 42, joined the Group in September 2015 as the chief financial officer and company secretary of the Group. She is primarily responsible for the financial reporting, treasury, financial control and company secretarial matters of the Group. Ms. Wu obtained a bachelor degree in accountancy from the University of South Australia in Australia in March 2007 and a diploma in finance from Lingnan University in November 2003. She has been a member of The Hong Kong Institute of Certified Public Accountant since November 2009 and a member of Certified Public Accountant Australia since February 2009.

Ms. Wu has over 10 years of accounting and company secretarial experience. Prior to joining the Group, Ms. Wu was employed by SDM Group Holdings Limited (stock code: 8363) as a senior finance manager from April 2014 to July 2015. Before that, she served as a financial controller and company secretary in Chinese Food and Beverage Group Limited (stock code: 8272) between January 2013 and November 2013. In addition, Ms. Wu was employed as finance manager in PME

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## DIRECTORS AND SENIOR MANAGEMENT

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Group Limited (stock code: 0379) from June 2009 to December 2012 and served as accounting manager in New Capital International Investment Limited (stock code: 1062) from May 2006 to June 2009.

Ms. Wu has not held any directorship in any public listed company during the three years immediately preceding the date of this prospectus.

### COMPANY SECRETARY

**Ms. Wu Yu Lim, Winnie (鄔瑜廉)** is the chief financial officer and company secretary of the Group. For her biographical information, please refer to the section headed “Directors and senior management — Senior management” in this prospectus.

### COMPLIANCE OFFICER

Mr. Chan is the compliance officer of the Group. For his biographical information, please refer to the section headed “Directors and senior management — Directors — Executive Directors” in this prospectus.

### REMUNERATION POLICY

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

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

### BOARD COMMITTEES

#### Audit Committee

The Company established the audit committee on 23 January 2017 with written terms of reference in compliance with the GEM Listing Rules. The audit committee comprises three independent non-executive Directors, namely Mr. Kwok Chi Shing, Ms. Chan Siu Lai and Mr. Ma Kwok Fai, Edwin with Mr. Kwok Chi Shing as the chairman of the audit committee. The duties of the audit committee include reviewing, in draft form, the annual report and accounts, half-year report and quarterly reports and providing advice and comments to the Board. In this regard,

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## DIRECTORS AND SENIOR MANAGEMENT

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members of the audit committee will liaise with the Board, the senior management, the reporting accountants and auditors. The audit committee will also consider any significant or usual items that are, or may need to be, reflected in such reports and accounts and give consideration to any matters that have been raised by the accounting staff, compliance officers or auditors. Members of the audit committee are also responsible for reviewing the Company's financial reporting process and internal control system.

### **Remuneration Committee**

The Company established the remuneration committee on 23 January 2017 which, at present, comprises three independent non-executive Directors, namely Mr. Kwok Chi Shing, Ms. Chan Siu Lai and Mr. Ma Kwok Fai, Edwin with Ms. Chan Siu Lai being the chairman of the committee. Written terms of reference in compliance with paragraph B.1.1 of the Code on Corporate Governance Practices as set out in Appendix 15 to the GEM Listing Rules have been adopted. Amongst other things, the primary duties of the remuneration committee are to determine the specific remuneration packages of all executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of independent non-executive Directors.

### **Nomination Committee**

The Company established the nomination committee on 23 January 2017. The nomination committee comprises three independent non-executive Directors, namely Mr. Kwok Chi Shing, Ms. Chan Siu Lai and Mr. Ma Kwok Fai, Edwin. Mr. Ma Kwok Fai, Edwin has been appointed as the chairman of the nomination committee. Written terms of reference in compliance with paragraph A.5 of the Code on Corporate Governance Practices as set out in Appendix 15 to GEM Listing Rules have been adopted. The nomination committee is mainly responsible for making recommendations to the Board on appointment of Directors and succession planning for the Directors.

## **CORPORATE GOVERNANCE**

The Directors recognise the importance of good corporate governance in management and internal procedures so as to achieve effective accountability. The Group will comply with the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules, except for the deviation from the code provision A.2.1 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules. Mr. Chan is the chairman of the Board and the chief executive officer of the Company and he has been managing the Group's business and supervising the overall operations of the Group since 2001. The Directors consider that vesting the roles of the chairman of the Board and the chief executive officer of the Company in Mr. Chan is beneficial to the management and business development of the Group and will provide a strong and consistent leadership to the Group. The Board will continue to review and consider splitting the roles of the chairman of the Board and the chief executive officer at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

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## DIRECTORS AND SENIOR MANAGEMENT

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Save for disclosed in this section, the Group is in compliance with all the code provisions of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules.

### COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Messis Capital to be the compliance adviser, who will have access to all relevant records and information relating to the Group that it may reasonably require to properly perform its duties. Pursuant to Rule 6A.23 of the GEM Listing Rules, the Company must consult with and, if necessary, seek advice from the compliance adviser on a timely basis in the following circumstances:

- (i) before the publication of any regulatory announcement, circular or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated by the Company, including share issues and share repurchases;
- (iii) where the 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 the Company deviate from any forecast, estimate (if any) or other information in this prospectus; and
- (iv) where the Stock Exchange makes an inquiry of the Company under Rule 17.11 of the GEM Listing Rules.

The terms of appointment shall commence on the Listing Date and end on the date on which the Company complies with Rule 18.03 of the GEM Listing Rules in respect of the financial results for the second full financial year after the Listing Date, or until the agreement is terminated, whichever is the earlier.