

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

The Board comprises of 7 Directors, among which there are three executive Directors, one non-executive Director and three independent non-executive Directors. Sets forth below is the information regarding our Directors:

Name	Date of Appointment as Director	Position in our Company	Responsibilities in our Group
Dr. Ho	15 April 2011	Executive Director and Chairman of the Board	Overall business development, commercial and projects matters
Mr. Cheng	15 April 2011	Executive Director and the chief executive	Overall administration, strategic planning, tendering, finance and site supervision and a member of the nomination committee
Mr. Ho	11 September 2012	Executive Director	Execution of the foundation projects and a member of the remuneration committee
Mr. Leung	2 August 2012	Non-executive Director	Sales and marketing and maintaining client relationship
Mr. Chuck Winston Calptor	11 September 2012	Independent non-executive Director	The chairman of the remuneration committee and a member of the audit committee
Mr. Ching Kwok Hoo, Pedro	11 September 2012	Independent non-executive Director	The chairman of the nomination committee and a member of the audit committee and the remuneration committee
Mr. Tam Tak Kei, Raymond	11 September 2012	Independent non-executive Director	The chairman of the audit committee and a member of the nomination committee

Executive Directors

Dr. Ho, aged 63, is our executive Director and the Chairman of the Board. He joined our Group in January 1995 and was appointed as our Director on 15 April 2011 and redesignated as our executive Director and appointed as the Chairman on 11 September 2012. He is responsible for the overall business development, commercial and projects matters of our Group. He worked for several major construction and engineering companies in Hong Kong for more than 30 years, involving in civil engineering and building projects, specialising in foundation works of various nature. He worked for

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Gammon Construction Limited as project manager, manager and contracts manager from 1979 to 1990, responsible for execution of various projects in a supervisory role involving building, foundation, site formation, demolition and civil engineering works in Hong Kong. He was a director and a managing director from 1990 to 1994 in Chee Shing Foundation Limited (now known as Tysan Foundation Limited) responsible for general management and supervision of various contracts as project director in charge and was an executive Director of Chee Shing Holdings Limited (stock code: 687, now known as Tysan Holdings Limited) upon its Listing on the Stock Exchange in 1991.

He holds a Bachelor of Science in Engineering and a Doctor of Philosophy from the University of Hong Kong awarded in November 1972 and November 1976 respectively, and a diploma in Management for Executive Development from The Chinese University of Hong Kong awarded in September 1989.

He is a fellow member of the Institution of Structural Engineers and the Institution of Civil Engineers in the United Kingdom and the Hong Kong Institution of Engineers. He is a Registered Professional Engineer (Civil, Structural and Geotechnical disciplines) in Hong Kong.

In the past three years, Dr. Ho has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Cheng, aged 56, is our executive Director and chief executive. He joined our Group in June 2010 and was appointed as our Director on 15 April 2011 and redesignated as our executive Director and appointed as the chief executive by the Company on 11 September 2012. He is responsible for the overall administration, strategic planning, tendering, finance and site supervision of our Group. He has over 30 years experience in the engineering and construction industry. Prior to establishing Sunnic in 1993, he had worked as a structural engineer for Sun Hung Kai Engineering Company Limited from 1980 to 1982 and had worked for Leung Kee Construction Company Limited (now known as Up Energy Development Group Limited (stock code 307, listed on the Main Board)), a construction company specialised in substructure and site formation works for approximately 10 years with his last position held as a managing director.

He holds a Bachelor of Applied Science from the University of Toronto awarded in June 1980.

Mr. Cheng is a member of the nomination committee of our Company. In the past three years, Mr. Cheng has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Cheng did not have any involvement in the management of our Group prior to its acquisitions of Sunnic and Full Gain in June 2010.

Mr. Ho, aged 48, is our executive Director. He joined our Group in July 1997 and was appointed as our executive Director on 11 September 2012. He is responsible for execution of the foundation projects of our Group. He has 26 years experience in the engineering and construction industry. Prior to joining our Group in 1997, he had worked for major contractors and engineering consultants in Hong Kong for 12 years, involving in civil engineering and building projects including drainage, foundation, water mains, and site formation.

He holds a Bachelor of Engineering in Civil and Environmental Engineering from the University of Newcastle upon Tyne (now known as Newcastle University) in the United Kingdom awarded in July 1992, a Master of Science in Project Management from the Hong Kong Polytechnic University which

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was completed largely via online course modules with degree awarded in December 2005 and a Master of Arts in Arbitration and Dispute Resolution from The City University of Hong Kong awarded in February 2009. He is a member of the Hong Kong Institution of Engineers and a Registered Professional Engineer (Civil discipline) in Hong Kong. Mr. Ho is a member of the remuneration committee of our Company.

In the past three years, Mr. Ho has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Non-executive Director

Mr. Leung, aged 68, is our non-executive Director. He joined our Group in January 1995 and was appointed as our non-executive Director on 2 August 2012. Mr. Leung's responsibilities within our Group only involves participation in sales and marketing and maintaining client relationship for our Group alongside our executive Directors on a non-full time basis and he will not participate in the daily management of our Group. He has over 40 years of experience in the construction industry. In 1974, Mr. Leung established Chee Shing Engineering Company which was engaged in crane hiring and subcontracting pile driving works. In 1983, Mr. Leung acted as a director of Chee Shing Engineering Company Limited. Mr. Leung became the chairman and executive director of Chee Shing Holdings Limited (stock code: 687, now known as Tysan Holdings Limited) ("**Chee Shing**") upon its listing on the Stock Exchange in 1991. At Chee Shing, Mr. Leung was principally responsible for formulating the overall policy and the general management of the Chee Shing group's business. Mr. Leung left Chee Shing in 1994 and he joined our Group in 1995, acting as a director of Sunley. From 1995 to 2008, Mr. Leung was mainly responsible for the general site supervision of Sunley. Since 2009, Mr. Leung's responsibilities within our Group involve sales and marketing and maintaining client relationship for our Group. Mr. Leung's responsibilities in our Group's operations have not changed as a result of his appointment as a non-executive Director on 2 August 2012.

Mr. Leung, the then chairman and controlling shareholder of Chee Shing at the material time, was involved in an inquiry instituted by the Insider Dealing Tribunal in 1997 mainly due to (i) on 21 June 1993 and at the request of the another person, Mr. Leung's procuring of Mr. Robert Law, the then non-executive director of Chee Shing, to sell his 10,874,000 shares of Chee Shing to another person; and (ii) Mr. Leung's entering into of a sale and purchase agreement to sell approximately 116.5 million shares of Chee Shing, representing approximately 39% of Chee Shing's total issued share capital, on 2 July 1993. An announcement was made on 25 June 1993 stating that an approach had been made by an independent third party to Chee Shing's major shareholder and that negotiations were taking place but no agreement had been reached.

According to the Insider Dealing Tribunal, any prior knowledge (prior, that is, to 25 June 1993) regarding the identity of the potential buyer was considered as relevant information. The Insider Dealing Tribunal concluded in March 1998 that Mr. Leung was not identified as an insider dealer on the basis that, among others, the Insider Dealing Tribunal was not satisfied that the information Mr. Leung had at the material time (i.e. on 21 June 1993) was relevant information as defined in section 8 of the Ordinance, and that he knew its relevance and that Mr. Leung was not part of the take-over team nor was he privy to the negotiations. In view of the above, the Sponsor considers that Mr. Leung's involvement in the insider dealing case does not cast doubt on his integrity and he is suitable to act as a Director under Rules 3.08 and 3.09 of the Listing Rules.

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In the past three years, Mr. Leung has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Independent non-executive Directors

Mr. Chuck Winston Calptor, aged 56, joined our Group and appointed as our independent non-executive Director on 11 September 2012. Mr. Chuck graduated from University of Western Ontario in Canada with a bachelor of arts in economics in June 1978. He was admitted as a solicitor of Hong Kong in 1982. Mr. Chuck acted as consultant in a law firm since 2000. Mr. Chuck is the chairman of the remuneration committee and a member of the audit committee of our Company.

Mr. Chuck also acts as an independent non-executive director of ITC Corporation Limited (stock code: 372) since November 2001 and Starlight International Holdings Limited (stock code: 485) since September 2004. Save for the above, Mr. Chuck has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Ching Kwok Hoo, Pedro, MBE, aged 69, joined our Group and appointed as our independent non-executive Director on 11 September 2012. Mr. Ching was awarded the MBE in 1997. He has worked in the Hong Kong Police Force for over a 30-year period up to 1997 with his last position being director of management services. After his retirement from the Hong Kong Police Force, Mr. Ching has taken senior management role in the commercial field. Mr. Ching is the chairman of the nomination committee and a member of the audit committee and the remuneration committee of our Company. In the past three years, Mr. Ching has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Ching was the director of Grandstar Management Limited (“Grandstar”), a company incorporated in Hong Kong on 5 May 1999. Grandstar was placed into creditors’ voluntary liquidation on 30 May 2000 and was dissolved on 17 December 2003. As advised by Mr. Ching, Grandstar was principally engaged in property holding and according to the liquidator’s statements of account filed to the companies registry, Grandstar was solvent before its dissolution.

Mr. Tam Tak Kei, Raymond, aged 49, joined our Group and appointed as our independent non-executive Director on 11 September 2012. Mr. Tam graduated from University of Kent at Canterbury in the United Kingdom with a bachelor of arts degree in accounting with computing in July 1985. He has been a member of The Institute of Chartered Accountants in England and Wales since 1990 and an associate member of the Hong Kong Institute of Certified Public Accountants since 1995. Mr. Tam acted as financial controller at international law firms in the past nine years and has over 20 years of professional accounting experience and is currently the company secretary of Branding China Group Limited (stock code: 8219). Mr. Tam is the chairman of the audit committee and a member of the nomination committee of our Company.

Mr. Tam also acts as an independent non-executive director of Vision Fame International Holding Limited (stock code: 1315) since December 2011, Tianjin Tianlian Public Utilities Company Limited (stock code: 1265, formerly 8290) since February 2011 and Sun Innovation Holdings Limited (stock code: 547) since September 2009. Save for the above, Mr. Tam has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

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Mr. Ho Wing Hong, Oswald, aged 44, joined our Group in January 1995 and is a design manager of Sunley. He is responsible for the design of construction works for the projects undertaken by Sunley. He has been involved intensively in the design of various foundation systems including bored pile, socketed H-pile, steel sheet pile wall, and diaphragm wall. He holds a Bachelor of Engineering in Civil Engineering from The Hong Kong Polytechnic University awarded in November 2001. Over the past 3 years, Mr. Ho has not been a director of any listed companies.

Mr. Fung Tze Fan, aged 41, joined our Group in December 2010 and is a senior project manager and quality control manager of Sunley. He is responsible for the overall quality control for materials, contract documents and construction works, and construction and safety management for the projects undertaken by Sunley. Prior to joining our Group, he has worked for major contractors and engineering design offices in Hong Kong for 13 years, involving in construction works and engineering design works of various nature. He holds a Bachelor of Engineering in Engineering (Civil) from the University of London awarded in August 1995. Over the past 3 years, Mr. Fung has not been a director of any listed companies.

Mr. Tsui, aged 64, joined our Group in June 2010 and is a director of Sunley, Sunnic and Full Gain. He is responsible for coordinating the design of foundation works for various design-and-build projects and the management of in house design team. He has over 40 years of experience in the engineering and construction industry. Prior to joining Sunnic in 1993, he has worked for Chau Lam Architect & Associates Limited for over 20 years, for which, he was a director from 1986 to 1992, involving in structural design and supervision of various types of projects. He was an executive director of Leung Kee Holdings Company Limited (now known as Up Energy Development Group Limited (stock code 307, listed on the Main Board)), a construction company specialised in substructure and site formation works at the material time, from 1992 to 1993. Over the past 3 years, Mr. Tsui has not been a director of any listed companies.

He holds a diploma in civil engineering from the Hong Kong Baptist College (now known as the Hong Kong Baptist University) awarded in July 1969 and an associateship in civil and structural engineering from the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) awarded in November 1985.

He is an Authorised Person and a Registered Structural Engineer under the Buildings Ordinance, a Chartered Engineer registered under the Institution of Structural Engineers in the United Kingdom, and a registered Architect in Hong Kong under the Architects Registration Board. He is also a member of the Hong Kong Institution of Engineers, a member of the Institution of Structural Engineers in the United Kingdom, and a member of the Institution of Civil Engineers in the United Kingdom.

Mr. Wong, aged 67, joined our Group in June 2010 and is a director of Sunnic and Full Gain responsible for all cost control, site management and supervision. He has over 40 years of experience in the construction industry. Prior to joining Sunnic in August 1993, he was a project director of Leung Kee Construction Company Limited from 1969 to 1993 and has intensive experience in tendering, estimating, cost control, site management and supervising subcontractors. Over the past 3 years, Mr. Wong has not been a director of any listed companies.

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FINANCIAL CONTROLLER AND COMPANY SECRETARY

Mr. Tai Man Hin, Tony, aged 35, joined our Group in January 2011, is our financial controller and the company secretary of our Company. He is responsible for overseeing accounting activities of our Group. He has more than 8 years of experience in accounting field. He had worked for various multinational companies such as American International Assurance, Olympus Hong Kong & China Limited and Hong Kong CSL Limited. He holds a Bachelor of Business Administration in Accounting from the Hong Kong University of Science and Technology awarded in 1999. He is an associate member of each of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales and a fellow member of the Association of Chartered Certified Accountants.

AUDIT COMMITTEE

We have established an audit committee in compliance with Rules 3.21 and 3.22 of the Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system and to provide advice and comments to the Board.

The audit committee consists of three members, namely, Mr. Tam Tak Kei, Raymond, Mr. Chuck Winston Calptor, and Mr. Ching Kwok Hoo, Pedro. Mr. Tam Tak Kei, Raymond was appointed as the chairman of the audit committee.

REMUNERATION COMMITTEE

We have established a remuneration committee which considers and recommends to the Board the framework of remuneration for the Board and executive officers and recommends to the Board specific remuneration packages for each Director and senior management.

The remuneration committee consists of three members, namely, Mr. Chuck Winston Calptor, Mr. Ching Kwok Hoo, Pedro, and Mr. Ho. Mr. Chuck Winston Calptor was appointed as the chairman of the remuneration committee.

NOMINATION COMMITTEE

We have established a nomination committee with primary duties of establishing procedures for and making recommendations to the Board on all board appointments.

The nomination committee consists of three members, namely, Mr. Ching Kwok Hoo, Pedro, Mr. Tam Tak Kei, Raymond and Mr. Cheng. Mr. Ching Kwok Ho, Perdo was appointed as the chairman of the nomination committee.

DIRECTORS' REMUNERATION

Each of the executive Directors has entered into a service agreement with us commencing from the Listing Date for an initial fixed term of three years respectively and will continue thereafter until terminated by either party by serving on the other party a three-month prior written notice. Under the service agreements, the executive Directors are entitled to an aggregate annual basic remuneration of approximately HK\$2.87 million. Each of the executive Directors is also entitled to a discretionary bonus

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as recommended by the remuneration committee of the Company by reference to his performance and the performance of our Group. Particulars of the terms of the above service agreements are set out in the paragraph headed “Particulars of service agreements” in Appendix V to this prospectus.

The aggregate amount of fees, salaries, bonuses, housing allowances, other allowances, benefits in kind and contributions to pension schemes paid to our Directors by us in respect of the three years ended 31 March 2010, 2011 and 2012 were approximately nil, HK\$1.5 million and HK\$2.1 million respectively.

In respect of the three years ended 31 March 2010, 2011 and 2012, no remuneration was paid to our Directors as an inducement to join or upon joining our Group. No compensation was paid to, or receivable by, our Directors or past Directors for each of the three years ended 31 March 2010, 2011 and 2012 for the loss of office as director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. None of our Directors waived any emoluments for each of the years ended 31 March 2010, 2011 and 2012.

Under the arrangements currently in force, the aggregate amount of remuneration (excluding any discretionary bonus which may be paid) payable by our Group to our Directors for the year ending 31 March 2013 will be approximately HK\$3.43 million.

Of the five individuals with the highest emoluments, none of them are directors for the year ended 31 March 2010 and two of them are directors whose emoluments are disclosed above for each of the year ended 31 March 2011 and 2012. The emoluments in respect of the five highest paid individuals for the year ended 31 March 2010 and the remaining three individuals for the two years ended 31 March 2011 and 2012 were approximately HK\$2.3 million, HK\$2.2 million and HK\$3.1 million respectively.

In respect of the three years ended 31 March 2010, 2011 and 2012, no remuneration was paid to the five highest paid individuals of our Group as an inducement to join or upon joining our Group. No compensation was paid to or receivable by such individuals for each of the three years ended 31 March 2010, 2011 and 2012 for the loss of any office in connection with the management of the affairs of any member of our Group.

Save as disclosed above, no other payments have been paid or are payable in respect of the three years ended 31 March 2010, 2011 and 2012 to our Directors by our Group.

COMPLIANCE ADVISER

We have appointed Ample Capital as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules.

Pursuant to Rule 3A.23 of the Listing Rules, the compliance advisor will advise us on the following matters:

- (i) the publication of any regulatory announcement, circular or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;

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- (iii) where we propose to use the proceeds of the Share Offer in a manner different from that detailed in this prospectus or where our business activities, developments or results deviate from any forecast, estimate, or other information in this prospectus; and
- (iv) where the Stock Exchange makes an inquiry with us regarding unusual movements in the price or trading volume of the Shares of our Company.

The term of the appointment shall commence on the Listing Date and end on the date on which the Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year after the Listing Date (i.e. the date of despatch of the annual report of our Company in respect of its results for the financial year ending 31 March 2014), subject to extension by mutual agreement.