
DIRECTORS, SENIOR MANAGEMENT AND STAFF

DIRECTORS

The Board consists of seven Directors, including four executive Directors and three independent non-executive Directors.

The information of our Directors is set out as follows:

Name	Age	Position/Title	Roles and responsibilities	Date of appointment
Mr. Peter Sun (孫國華)	52	Chairman and executive Director	Overall strategic planning and partnership development as well as international key customer relations of our Group	13 July 2011
Mr. David Wong (黃志國)	60	Executive Director	Advising the Board on strategic planning, partnership development and merger and acquisition strategies of our Group	22 September 2012
Mr. Banson Lam (林健信)	55	Executive Director	Managing the operation of KRP-Shenzhen and KRP-Shanghai as well as supporting our Group's strategic planning	22 September 2012
Mrs. Chow Suen Christina (周孫汎玲) (formerly known as Ms. Suen Pui Pui (孫蓓蓓))	51	Executive Director	Managing the corporate governance of the Group	22 September 2012
Mr. Wan Kam To (尹錦滔)	59	Independent non-executive Director	As independent director	22 September 2012
Mr. Lam Hon Keung Keith (林漢強)	72	Independent non-executive Director	As independent director	22 September 2012
Dr. Chung Chi Ping Roy (鍾志平)	59	Independent non-executive Director	As independent director	22 September 2012

Executive Directors

Mr. Peter Sun (孫國華), aged 52, one of the founders of our Group, is the chairman and was appointed as executive Director on 13 July 2011. His director's service contract with us commenced on 22 September 2012. He is responsible for the overall strategic planning and partnership development as well as international key customer relations of our Group. He is also the director of KFM-BVI, KFM-HK, KFM-Shenzhen, KPP-HK, KPP-Suzhou, KRP-HK, KRP-Shanghai, KRP-Shenzhen, KFM-Management and KFM-Investment. He received his secondary education at Tresham College in the United Kingdom ("U.K.") and sat for the ordinary level general certificate of education examination (now known as the general certificate of secondary education) organised by the University of London in June 1980 and by the University of Oxford in 1979 and 1980.

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In January 2002, Mr. Peter Sun was awarded associateship (metal industry) by the Professional Validation Council of Hong Kong Industries. He was also appointed as the honorary professor of the 深圳大學工程技術學院 (College of Engineering and Technology of Shenzhen University*) in December 2002.

Mr. Peter Sun has more than 24 years of experience in the metal stamping industry. Since 1981, he participated in his family business in metal kitchenware manufacturing in Hong Kong. He developed his expertise in metal stamping when he first started his metal stamping factory in the name of Kingdom Industrial Company in Kwai Chung in 1987. In 1989, he established KFM-HK and established his KFM-Shenzhen Factory in 1990.

Mr. Peter Sun serves numerous positions in various governmental bodies. He has been a member of both Shenzhen Nanshan District Standing Committee of the Chinese People's Political Consultative Conference (the "CPPCC") and Anhui Provincial Committee of CPPCC since 2006 and 2003 respectively. He was also the vice chairman of Shenzhen Association of Enterprises with Foreign Investment in 2005. He was the vice-president of Shenzhen Nanshan Foreign Enterprise's Chamber of Commerce between 2005 and 2012 and was appointed as the president in February 2012. He was a member of Hong Kong CPPCC (Provincial) Members Association Limited in 2006.

Mr. Peter Sun is actively involved in different associations of the industry. From 2000 to 2004, he was the vice chairman of the Hong Kong Metals Manufacturers Association. He was a general committee member of Federation of Hong Kong Industries between 2001 and 2011 and was the chairman of its Group 7 (Fabricated metal products and iron, steel and non-ferrous metal basic industries and machinery), from 2001 to 2009. He was also a member of the Metals Training Board of Vocational Training Council from 2007 to 2009. He was a member of Metalware, Plastics, Shipbuilding and Ship-repairing Industry Safety and Health Committee (formerly known as Metalware & Plastic Industry Safety & Health Committee) of the Occupational Safety & Health Council between 2001 and 2004 and became its vice chairman between 2004 and 2010.

Mr. Peter Sun is an active member in different social organisations as well. He was appointed as a director of the Automotive Parts and Accessory Systems R&D Centre Limited in 2006. Furthermore, Mr. Peter Sun is a director and committee member of the Hong Kong Young Industrialists Council Foundation Limited since 2012. He has been a member of the Vetting Committee for the Professional Services Development Assistance Scheme since 2008. Apart from that, he is involved in charitable organisations by being the director and the chairman of Hong Kong Blind Sports Federation Limited (formerly known as Hong Kong Blind Sports Association Limited).

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Mr. Peter Sun was awarded for his achievements in the metal stamping industry. He was given the Young Industrialist Awards of Hong Kong by Federation of Hong Kong Industries in 1999. In 2001, he was awarded as 優秀青年企業家 (Shenzhen Excellent Young Entrepreneurs) by 共青團深圳市委員會 (Communist Youth Shenzhen Committee), 深圳市青年企業家聯合會 (Shenzhen Young Entrepreneurs' Joint Association), 深圳市青年聯合會 (Shenzhen Youth Joint Association), 深圳特區報社 (Shenzhen Special Zone Press Office) and 深圳電視台 (Shenzhen Television) as well as Directors of the Year Awards by the Hong Kong Institute of Directors. In 2002, he received the Bauhinia Cup Outstanding Entrepreneur Award by the Hong Kong Polytechnic University. In 2006, he was awarded the Medal of Honour by the Hong Kong Government.

For further details of Mr. Peter Sun's awards and appointments, please refer to the paragraph headed "Further Information about Directors and Shareholders" of Appendix V to this prospectus.

Mr. Peter Sun was a director of Global Environment Access Holdings Limited ("**Global Environment**") from 15 May 2007 and Kingdom Global Enterprises Limited ("**Kingdom Global**") from 12 June 2007 until they were deregistered on 9 April 2009 and 13 April 2012 respectively. Both Global Environment and Kingdom Global were companies incorporated in Hong Kong and were once owned by KFM-HK. They had remained dormant since their incorporation.

In April 2009 and April 2012, Global Environmental and Kingdom Global were dissolved respectively by deregistration based on their own application pursuant to section 291AA of the Companies Ordinance. For further details, please refer to the section headed "History and development" in this prospectus.

Under section 291AA of the Companies Ordinance, an application to deregister a company can only be made if (a) all the members of the company agree to the deregistration; (b) the company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application; and (c) the company has no outstanding liabilities. Mr. Peter Sun confirmed that there was no wrongful act on his part leading to the dissolution of Global Environment and Kingdom Global by deregistration and that, as far as Mr. Peter Sun is aware, no actual or potential claim has been or will be made against him as a result of such dissolution. Our Directors are of the view that Mr. Peter Sun has the character, experience and integrity and is able to demonstrate a standard of competence commensurate with his position as a director of a listed issuer.

Mr. Peter Sun is the elder brother of Mrs. Chow Suen Christina, our executive Director, and Mr. Alan Suen. He is also the uncle (表舅父) of Ms. Jiang Yaye, our Group's sales director.

Mr. David Wong (黃志國), aged 60, first invested in our Group in 1989 and was appointed as the executive Director on 22 September 2012. He is responsible for advising the Board on strategic planning, partnership development and merger and acquisition strategies, but will not involve in day-to-day management of our Group. He is also the director of KFM-HK, KFM-Management and KFM-Investment.

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Mr. David Wong finished his secondary education in 1969. He has 42 years of experience in the sales, marketing and overall operational management of the printed circuit board manufacturing industry. Between 1969 and 1971, he was the clerk of Asconic Limited being responsible for warehouse and purchasing matters. Since 1971, he worked as the sales manager in Hagemeyer (Far East) Limited and was in charge of the sale of laminates. From 1977 to 1996, he worked in HT (China) Limited (which was formerly known as Dynamit Nobel (Hong Kong) Limited) and was responsible for setting up the operation of HT Circuits Limited (“**HT Circuits**”) (which was formerly known as Winge Printed-Wiring Boards Limited from 1978 to 1984 and as Nobel Circuits Limited between June 1984 and September 1988) in Hong Kong in 1981. He was the general manager of HT Circuits from 1981 to June 1986 and was subsequently promoted as the managing director in July 1986, being responsible for its business planning, finance management and daily operation.

In 1995, HT (China) Limited decided to exit the Hong Kong market and Mr. David Wong then became the major shareholder of HT Circuits after the management buy-out.

Mr. Banson Lam (林健信), aged 55, joined our Group in 1996 and was appointed as our executive Director on 22 September 2012. He is responsible for managing the operation of KRP-Shenzhen and KRP-Shanghai as well as supporting our Group’s strategic planning. He is also the director of KRP-HK, KRP-Shanghai, KRP-Shenzhen, KFM-Management and KFM-Investment.

Mr. Banson Lam has 15 years of experience in the metal industry specialising in high precision turning, machining and lathing processes of metal. In 1996, he co-founded KRP-HK, further details of which are set out in the section headed “History and development” in this prospectus. Being the director of KRP-HK since 1996, he has been responsible for the overall finance management, operation, market development and technological improvement of the company. Mr. Banson Lam finished his secondary education in Hong Kong in June 1975.

Mrs. Chow Suen Christina (周孫汛玲) (formerly known as Ms. Suen Pui Pui (孫蓓蓓)), aged 51, joined our Group since 1987 and was appointed as our executive Director on 22 September 2012. She is responsible for managing the corporate governance of the Group as well as liaising with local banks and financial institutions and overseeing the general working capital level and gearing ratio of our Group are in a healthy and stable condition. She is also the director of KFM-HK, KFM-Management and KFM-Investment.

Mrs. Chow Suen Christina studied in Tresham College (Kettering Centre) in the U.K. in 1981. She received her secondary education in the U.K. and attained a passing grade in the ordinary level and advanced level general certificate of education examination in 1979 to 1981 respectively. She has over 20 years of experience in finance, administration and system control. Prior to joining our Group, she was the senior executive and accountant of Ocean Enterprise Textiles Ltd. between 1983 and 1984. She works in KFM-HK since 1987 and has been responsible for the company’s finance, accounts, administration as well as internal control.

Mrs. Chow Suen Christina is the younger sister of Mr. Peter Sun and elder sister of Mr. Alan Suen. She is also the aunt (表姨) of Ms. Jiang Yaye, our Group’s sales director.

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Independent non-executive Directors

Mr. Wan Kam To (尹錦滔), aged 59, was appointed as our independent non-executive Director on 22 September 2012. Mr. Wan Kam To graduated from Hong Kong Polytechnic University (previously known as Hong Kong Polytechnic) in October 1975 with a Higher Diploma in Accountancy. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) and the Association of Chartered Certified Accountants (formerly known as the Association of Certified Accountants) since June 1989 and October 1983 respectively.

Mr. Wan Kam To has been a practicing accountant in Hong Kong for over 30 years and has extensive experience in auditing and advisory work. He joined Coopers & Lybrand in July 1975 and was admitted to the firm's partnership in May 1992. In July 1997, the firm merged with Price Waterhouse & Co. and became PricewaterhouseCoopers. Mr. Wan Kam To remained in the firm's partnership until his retirement in June 2008.

He is a member of the Council of the Open University of Hong Kong and serves as a member of the board of directors in several charitable and service organisations.

Mr. Wan Kam To is currently an independent director of Mindray Medical International Limited (NYSE: MR), which is a company listed on the New York Stock Exchange of USA and RDA Microelectronics, Inc. (NASDAQ: RDA), which is a company listed on NASDAQ.

Mr. Wan Kam To was an independent non-executive director of Real Gold Mining Limited listed on the Stock Exchange (stock code: 246) between July 2011 and August 2011. He is also currently an independent non-executive director of several companies listed on the Stock Exchange, namely China Resources Land Limited (stock code: 1109), Dalian Port (PDA) Company Limited (stock code: 2880), Fairwood Holdings Limited (stock code: 52), GreaterChina Professional Services Limited (stock code: 8193) and Huaneng Renewables Corporation Limited (stock code: 958).

As confirmed by our Directors, Mr. Wan Kam To has the capacity and shall devote the necessary time to uphold his duties as an independent non-executive Director of our Company.

Mr. Lam Hon Keung Keith (林漢強) *OBE, JP*, aged 72, was appointed as our independent non-executive Director on 22 September 2012. He was an articled clerk of Messrs. M.K. Lam & Co. Solicitors & Notaries between May 1962 and April 1967. He is a fellow member of the Institute of Directors and Chartered Management Institute since June 1981 and September 2006 respectively. He was once the vice president of the management committee of the Stock Exchange. He was the executive director of Hembly International Holdings Limited (now known as New Environmental Energy Holdings Limited) (stock code: 3989), a company listed on the Stock Exchange, from June 2006 to December 2009, responsible for business advisory and strategic planning. Mr. Lam Hon Keung Keith has also been an independent non-executive director of Wah Ha Realty Company Limited (stock code: 278), a company listed on the Stock Exchange, since November 1993.

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Mr. Lam Hon Keung Keith is active in various social bodies and institutions. In 1984, he was appointed as an unofficial member of the Legislative Council of Hong Kong. From 2000 to 2006, he was a member of the Social Welfare Advisory Committee. He was also appointed as the chairman of the Hospital Governing Committee of the Hong Kong Buddhist Hospital since 1988 and the vice-chairman of the Hong Kong Buddhist Association since 2001.

Dr. Chung Chi Ping Roy (鍾志平) *BBS JP*, aged 59, was appointed as our independent non-executive Director on 22 September 2012. Dr. Chung obtained a doctoral degree in engineering from the University of Warwick in May 2010 and was appointed as its industrial professor in December 2010. He was awarded an honorary doctorate of business administration by the Hong Kong Polytechnic University in December 2007 and an honorary degree, Doctor of the University, by the University of Newcastle, Australia in July 2006 respectively.

Dr. Chung Chi Ping Roy is a co-founder of Techtronic Industries Company Limited (stock code: 669) (“**Techtronic**”), a company listed on the Stock Exchange. He has been the executive director of Techtronic since October 1985, and has been appointed as group vice chairman and executive director of Techtronic in April 2007, responsible for the corporate and business management, and was re-designated to be a non-executive director of Techtronic with effect from 1 July 2011. He has also been an independent non-executive director of Kin Yat Holdings Limited (stock code: 638), a company listed on the Stock Exchange, since 30 January 1997.

Dr. Chung Chi Ping Roy is currently the chairman of the Federation of Hong Kong Industries. He won the Young Industrialist Awards of Hongkong in 1997. He was also appointed as Justice of Peace by the Hong Kong Government effective on 1 July 2005 and was awarded the Bronze Bauhinia Star by the Hong Kong Government effective on 1 July 2011.

Dr. Chung Chi Ping Roy is an active member in different charitable organisations. He is the founder of the Bright Future Charitable Foundation and is a member of the board of directors of the Hong Kong Paediatric Foundation. He is the chairman of the executive committee of both the Outward Bound Trust of Hong Kong Limited and the Boys’ and Girls’ Clubs Association of Hong Kong respectively.

Dr. Chung Chi Ping Roy also has extensive involvement in various social bodies and institutions. He is currently the director of the Hong Kong Safety Institute Limited. At present, he is also appointed as the vice-chairman of the Hong Kong Standards and Testing Centre, Hong Kong Design Centre and Vocational Training Council respectively. He is also a member of Steering Committee on Innovation and Technology and the committee member of the Chamber of Hong Kong Listed Companies. Apart from that, he is currently a council member of the University of Warwick in the U.K. and the court chairman of the Hong Kong Polytechnic University.

Save as disclosed above, each of the 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 other directorships

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in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date. As at the Latest Practicable Date, save as the interests of Mr. Peter Sun, Mr. David Wong and Mr. Banson Lam in our Shares which are disclosed in the section headed “Persons having notifiable interests under the SFO” in this prospectus, each of the Directors did not have any interest in our Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there was no other matter with respect to the appointment of the Directors that needs to be brought to the attention of the Shareholders and there was no information relating to the Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

SENIOR MANAGEMENT

Mr. Mak Pak Ying Francis (麥伯英) *HKICPA, ICAEW, ICABC*, aged 53, joined our Group in May 2011 and was appointed as the chief financial officer of our Company on 16 May 2011. He is primarily responsible for our Group’s financial planning and reporting, and in particular, our Group’s financial resource management to support its strategic growth plan. In addition, he is in charge of our Group’s corporate value enhancement program and serves as the principal advisor to our Group’s Chairman on all corporate development and strategic co-operation projects. Mr. Mak Pak Ying Francis also oversees our Company’s fund raising and investor relations matters.

Mr. Mak Pak Ying Francis has been a professional accountant for over 20 years and has worked in England, Canada and Hong Kong for extensive periods of time. Between 1982 and 1988, he was a chartered accountant trainee and an audit manager with Horwath International in their London and Hong Kong office. Between 1988 and 1990, he was a technical manager in Ernst & Young (then known as Ernst & Whinney) in their Hong Kong and Canada office.

Mr. Mak Pak Ying Francis joined the audit and assurance group of PricewaterhouseCoopers (then known as Price Waterhouse) Canada, Vancouver office in January 1991, and was promoted to director in July 1993. He was later appointed to the advisory group as principal in July 1998, and subsequently became director of the assurance department of PricewaterhouseCoopers Hong Kong in February 2000. He left PricewaterhouseCoopers in September 2002.

Between 2002 and 2008, he was the advisor to a number of award-winning clients on corporate development, strategic co-operation and project financing matters. His clientele includes enterprises in specific industry sectors in the fields of design engineering, technology and financial services. He was the master planner and principal advisor behind the merger of MyCar, a well renowned Hong Kong electric car manufacturer with its current business partner and parent company in the US.

Prior to joining our Group, Mr. Mak Pak Ying Francis served as director in Grant Thornton Hong Kong and SHINEWING Specialist Advisory Services Limited from August 2009 to December 2010, and from January 2011 to May 2011, respectively.

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Mr. Mak Pak Ying Francis has been a member of the Institute of Chartered Accountants in England and Wales since May 1986, the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) since July 1986 and the Institute of Chartered Accountants of British Columbia, Canada since May 1992. He obtained a bachelor degree of arts in accounting from the University of Kent at Canterbury, England in July 1982.

Mr. He Lin (賀林), aged 50, is the general manager of our Group. He is primarily responsible for market planning and product research and development of KPP-Suzhou and KFM-Shenzhen. He graduated with a bachelor's degree in 瀋陽航空航天大學 (Shenyang Aerospace University*) in July 1984. Prior to joining our Group in 1991, he worked in 上海航空電器有限公司 (Factory 118*) in Shanghai between August 1984 and December 1991 as an engineer. He served various positions in KFM-Shenzhen. In June 1992, he became the quality control supervisor being responsible for handling customers' complaints. In March 1995, he served as the sales manager. He was promoted as the deputy general manager in May 1998. He was appointed as the general manager of KPP-Suzhou in April 2002 being responsible for the management of the company.

Mr. He Lin is the spouse of our Group's sales director, Ms. Jiang Yaye, and is the nephew-in-law (表外甥女婿) of Mr. Peter Sun, Mrs. Chow Suen Christina and Mr. Alan Suen.

Mr. Kwok For Chi (郭科志), aged 42, joined our Group and was appointed as the financial controller of our Company on 15 February 2012. He also heads our internal control department. Mr. Kwok For Chi has approximately 16 years of experience in financial management and auditing. Prior to joining our Group, Mr. Kwok For Chi served as the chief financial officer, company secretary and headed the internal control function of Xing Yuan Power Holdings Company Limited from December 2010 to February 2012. Prior to that Mr. Kwok For Chi served as the financial controller of 北京華夏創業房地產開發有限公司 (Beijing Huaxia Real Estate Development Co., Ltd.*) from October 2006 to December 2008, and served as the group controller of the Finance and Investment Centre of Hopson Development Holdings Limited (stock code: 754), a company listed on the Stock Exchange, from April 2008 to November 2009. Mr. Kwok For Chi also worked with KPMG from August 1994 to October 2006 during which he acted as external auditor of listed companies where his responsibilities include internal control review and assessment of internal control systems effectiveness of listed companies.

Mr. Kwok For Chi received his bachelor's degree in business administration in accounting from the Hong Kong University of Science and Technology in November 1994. Mr. Kwok For Chi is a member of the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants).

Each of the senior management staff whose details are set out above did not hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

COMPANY SECRETARY

Mr. Kwok For Chi is our Company Secretary. Please refer to the biographical details of Mr. Kwok on the sub-section headed "Senior Management" above.

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STAFF

Our Company maintains good working relations with its staff. Our Company has not experienced any significant problems with the recruitment and retention of experienced employees. In addition, our Company has not suffered from any material disruption of its normal business operations as a result of labour disputes or strikes.

Benefits

As required by the employment laws in Hong Kong, our Group participates in the mandatory provident fund scheme to provide retirement benefits for our Hong Kong staff. Our Hong Kong staff is also entitled to medical welfare and discretionary bonus provided by our Group.

As required by the PRC regulations on social insurance, our Company participates in the social insurance schemes operated by the relevant local government authorities which include retirement pension, medical insurance, unemployment insurance, industrial injuries insurance and maternity insurance.

Compensation

The aggregate amounts of remuneration of our Directors for the three years ended 31 March 2012 were approximately HK\$3,359,000, HK\$3,411,000 and HK\$4,082,000 respectively. Details of the arrangement for remuneration are set out in Note 21 to the Accountant's Report in Appendix I to this prospectus. Under such arrangement and pursuant to our Directors' service agreements and letters of appointment referred to in the paragraph headed "Particulars of Directors' service contracts" under the section headed "Statutory and general information" as set out in Appendix V to this prospectus, the aggregate amount of directors' fee and other emoluments payable to our Directors for the year ending 31 March 2013 is estimated to be approximately HK\$5.95 million, excluding any discretionary bonuses.

Our Directors and senior management receive compensation in the form of salaries, benefits in kind and/or discretionary bonuses relating to the performance of our Group. Our Company also reimburses them for expenses which are necessarily and reasonably incurred for providing services to our Company or executing their functions in relation to its operations. Our Company regularly reviews and determines the remuneration and compensation packages of our Directors and senior management.

After Listing, the remuneration committee of our Company will review and determine the remuneration and compensation packages of our Directors and senior management with reference to salaries paid by comparable companies, time commitment and responsibilities of our Directors and performance of our Group.

During the Track Record Period, no remuneration was paid by our Company to, or received by, our Directors as an inducement to join or upon joining our Company.

BOARD COMMITTEES**Audit committee**

Our Company established an audit committee on 22 September 2012 with written terms of reference in compliance with Rule 3.21 and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules. The primary duties of the audit committee of our Company are mainly to make recommendations to the Board on the appointment and removal of the external auditor, review the financial statements and material and provide advice in respect of financial reporting and oversee the internal control procedures of our Company. At present, the audit committee of our Company comprises Mr. Wan Kam To, Mr. Lam Hon Keung Keith and Dr. Chung Chi Ping Roy, all being independent non-executive Directors. Mr. Wan Kam To is the chairman of the audit committee of our Company.

Remuneration committee

Our Company established a remuneration committee on 22 September 2012 with written terms of reference in compliance with Rule 3.25 and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules. The primary functions of the remuneration committee of our Company are to make recommendation to the Board on the overall remuneration policy 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 Company's remuneration committee comprises Mr. Wan Kam To and Mr. Lam Hon Keung Keith, both being independent non-executive Directors and Mr. Peter Sun, our Chairman and executive Director. Mr. Lam Hon Keung Keith is the chairman of the remuneration committee of our Company.

Nomination Committee

Our Company established a nomination committee on 22 September 2012 with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules. The primary duties of the nomination committee of our Company include reviewing the structure, size, and composition of the Board, assessing the independence of independent non-executive Directors, and making recommendations to the Board on matters relating to the appointment of Directors. At present, the nomination committee of our Company comprises Mr. Peter Sun, Mr. Lam Hon Keung Keith, and Dr. Chung Chi Ping Roy. Mr. Peter Sun is the chairman of the nomination committee of our Company.

COMPLIANCE ADVISER

Our Company has appointed DBS Asia Capital Limited as its compliance adviser on 27 September 2012 pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance adviser will advise our Company, 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, is contemplated including share issues and share repurchases;
- (3) where our Company proposes to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where the business activities, developments or results of our Company deviate from any forecast, estimate, or other information in this prospectus; and
- (4) where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of our Shares.

The term of appointment of the compliance adviser of our Company shall commence on the Listing Date and end on the date of despatch of the annual report of our Company in respect of its financial results for the first full financial year commencing after the Listing Date and such appointment shall be subject to extension by mutual agreement.