

## DIRECTORS AND SENIOR MANAGEMENT

### DIRECTORS

The Board consists of eight members, four of whom are independent non-executive Directors. The Board will be responsible for performing the corporate governance duties. The power and duties of the Board include convening shareholders' meetings and reporting the Board's work at shareholders' meetings, implementing resolutions passed at shareholders' meetings, determining the Group's business plans and investment plans, formulating the Group's annual budget and final accounts, formulating proposals for profit distributions and for the increase or reduction of share capital as well as exercising other powers, functions and duties as conferred by the Memorandum and Articles of Association. All the executive Directors have entered into service contracts with the Group.

The following table sets forth information regarding the current Directors.

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of Appointment</u>	<u>Responsibilities</u>
Mr. Huang Chih Shen (黃志深)	42	Chairman and executive Director and chief executive officer	28 September 2011	corporate strategic planning and overall business development of the Group
Mr. Chan Hung Kwong, Patrick (陳洪光)	48	Executive Director	24 December 2012	marketing, developing products and implementing operation plans and participating in the day-to-day management of our business operations
Ms. Tang Wai Shan (鄧惠珊)	44	Executive Director	24 December 2012	marketing, developing products, managing supply chain and implementing operation plans and participating in the day-to-day management of our business operations
Mr. Au Wai Shing (區維勝)	48	Executive Director	24 December 2012	marketing, developing products and implementing operation plans and participating in the day-to-day management of our business operations
Mr. Wong Ting Kon (黃定幹)	41	Independent non-executive Director	24 December 2012	attending meetings of our Board to perform duties, but not participating in the day-to-day management of our business operations
Ms. Pang Yuen Shan, Christina (彭婉珊)	40	Independent non-executive Director	24 December 2012	attending meetings of our Board to perform duties, but not participating in the day-to-day management of our business operations

---

## DIRECTORS AND SENIOR MANAGEMENT

---

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of Appointment</u>	<u>Responsibilities</u>
Mr. Chang Cheuk Cheung, Terence (張灼祥)	65	Independent non-executive Director	24 December 2012	attending meetings of our Board to perform duties, but not participating in the day-to-day management of our business operations
Mr. Chan Chung Bun, Bunny (陳振彬)	55	Independent non-executive Director	24 December 2012	attending meetings of our Board to perform duties, but not participating in the day-to-day management of our business operations

### Executive Directors

**Mr. Huang Chih Shen (黃志深)**, aged 42, is the chairman, chief executive officer and an executive Director of the Company, and one of the founders of the Group. He was appointed as the Director with effect from 28 September 2011. Mr. Huang is primarily responsible for the overall management, operations and the charting and reviewing of corporate directions and strategies of the Group. Mr. Huang has approximately 18 years of experience in the business of the garment industry. Prior to establishing the Group in 2003, he has been a director of Shing Fun since March 1994. Mr. Huang is one of the founders of Speedy Garment and has been the director of Speedy Garment since its incorporation in 2004. Mr. Huang was a director of 2010/2011 the 43rd, a current advisor of 2011/2012 the 44th and is a current advisor of 2012/2013 the 45th of Yan Chai Hospital Board Office. Mr. Huang received his secondary school education in Hong Kong until March 1986. Mr. Huang is currently holding approximately 39.72% of Sky Halo, our corporate Controlling Shareholder. Mr. Huang is a brother of Mr. Huang Chih Chien who is one of the Controlling Shareholders.

**Mr. Chan Hung Kwong, Patrick (陳洪光)**, aged 48, is our executive Director and joined the Group in February 2004. He was appointed as the executive Director with effect from 24 December 2012. He is primarily responsible for the business development, research and administrative management. Mr. Chan has accumulated approximately 28 years of experience in the garment industry. Prior to joining the Group, Mr. Chan worked in the garment department of Trans Eurasia Company, Limited from January 1984 to June 1986 and in Melcosa Far East Ltd. from August 1986 to July 1987. He worked in Zee King Trading Co. Ltd. from July 1987 to July 1994. After that, Mr. Chan worked as a merchandising manager in Free Dragon Industrial Ltd. and was nominated as a general manager before he left in December 2003. Mr. Chan completed a course in textile properties and garment quality control in the Vocational Training Council Hong Kong in August 1985. He was awarded a diploma in management studies jointly by the Hong Kong Polytechnic University and the Hong Kong Management Association in September 1999. He completed a course entitled "Certificate Course on Human Resources Management in PRC" co-organised by the Hong Kong Polytechnic University China Business Centre and Dun & Bradstreet (HK) Ltd. in July 2003. Mr. Chan is currently holding approximately 6.86% of Sky Halo, our corporate Controlling Shareholder.

**Ms. Tang Wai Shan (鄧惠珊)**, aged 44, is our executive Director and joined the Group in July 2006. She was appointed as the executive Director with effect from 24 December 2012. She is primarily responsible for the market and business development, product development, supply chain management, production and operation management of the Group. Ms. Tang has accumulated approximately 22 years of experience in the garment industry. Prior to joining the Group, Ms. Tang worked as a management trainee in Giordano from August 1990 to August 1991. She also worked in a number of subsidiaries of Giordano (including Global Net Garment Manufacturing Limited, Global Apparel Manufacturing Limited and Giordano Limited) until April

---

## DIRECTORS AND SENIOR MANAGEMENT

---

2005. She worked as a general manager in Global Net Garment Manufacturing Limited from May 2002 to December 2002, as a general manager in Global Apparel Manufacturing Limited from January 2003 to August 2004 and as a group merchandising manager of Giordano Limited from September 2004 to April 2005. After that, she worked as a general manager of a garment company from April 2005 to July 2006. Ms. Tang graduated with a bachelor's degree (first class honours) in business administration from the Chinese University of Hong Kong in December 1990 and a master's degree in business administration from the Chinese University of Hong Kong in December 1996. Ms. Tang was awarded a number of scholarships during her study including Sir Edward Youde Memorial Scholarship in March 1990, Bank of Credit and Commerce Scholarship in December 1989, Dr. S.C. Yang Memorial Prize in October 1989 and the Cheung Chuk Shan Scholarship in March 1988. Ms. Tang is currently holding approximately 3.75% of Sky Halo, our corporate Controlling Shareholder.

**Mr. Au Wai Shing (區維勝)**, aged 48, is our executive Director and joined the Group in February 2004. He was appointed as the executive Director with effect from 24 December 2012. He is primarily responsible for the business development, research and administrative management. Mr. Au has accumulated approximately 24 years of experience in the garment industry. Prior to joining the Group, Mr. Au worked as a senior merchandiser in Trans Eurasia Company, Limited from January 1984 to June 1994, as a senior merchandiser in Janco Overseas Limited from April 1995 to March 1996, as a manager in Hop Chung Garment Factory Limited from April 1997 to October 1998, as a merchandising manager in Maxgold (Hong Kong) Limited from January 1999 to August 2001 and a manager in Noble Grade Limited from September 2001 to January 2004. Mr. Au received his secondary school education in Hong Kong until April 1981. Mr. Au is currently holding approximately 6.52% of Sky Halo, our corporate Controlling Shareholder.

### Independent non-executive Directors

**Mr. Wong Ting Kon (黃定幹)**, aged 41, is an independent non-executive Director. He joined the Group on 24 December 2012 when he was appointed as an independent non-executive Director. He holds a bachelor's degree in commerce from University of Windsor, Canada. He is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. He is currently a partner of Chan Wong & Company C.P.A. Mr. Wong was an independent non-executive director of Sanyuan Group Limited (delisted on 24 December 2009) from March 2009 to December 2009 and an independent non-executive director of Zhong Hua International Holdings Limited (stock code: 01064) from May 2005 to August 2006. Mr. Wong has been serving as an independent non-executive director of Hao Wen Holdings Limited (stock code: 08019) since April 2011.

**Ms. Pang Yuen Shan, Christina (彭婉珊)**, aged 40, is an independent non-executive Director. She joined the Group on 24 December 2012 when she was appointed as an independent non-executive Director. She obtained a Bachelor of Laws with Honours (LLB) from City University of Hong Kong in 1995, a Master of Laws in International & Commercial Law (LLM) from University of Sheffield, the United Kingdom in 1997 and a Postgraduate Certificate in Laws (PCLL) from City University of Hong Kong in 1997 and is a member of The Law Society of Hong Kong. Ms. Pang has been a practising solicitor in Hong Kong since 1999 and had continued to practice in a Hong Kong law firm until May 2000. From April 2000 to September 2002, she was a legal advisor of Young Champion Group. Ms. Pang is currently an assistant solicitor of Messrs. Tso Au Yim & Yeung, a solicitors firm in Hong Kong and the in-house legal counsel of Waldorf Group. Ms. Pang was an independent non-executive director of New Smart Energy Group Limited (stock code: 00091) from August 2009 to September 2009 and an executive director of the same company from September 2009 to June 2011. She has been

---

## DIRECTORS AND SENIOR MANAGEMENT

---

serving as an independent non-executive director of Dejin Resources Group Company Limited (stock code: 01163) and Talent Property Group Limited (stock code: 00760) since May 2011 and January 2012, respectively.

**Mr. Chang Cheuk Cheung, Terence (張灼祥)**, aged 65, is an independent non-executive Director. He joined the Group on 24 December 2012 when he was appointed as an independent non-executive Director. Mr. Chang obtained a bachelor's degree in arts from the University of Hong Kong in November 1970, a diploma in education from the Chinese University of Hong Kong in December 1976 and a master's degree in education from Harvard University in June 1981. Mr. Chang was the principal of Jockey Club Ti-I College from January 1989 to August 2000. He was the headmaster of Diocesan Boys' School from September 2000 to August 2012. He is currently a group director of Siu Group Limited, a company provides international trading services including product design and development, quality controls from raw materials sourcing to finished goods, and total logistics solutions.

**Mr. Chan Chung Bun, Bunny (陳振彬)**, aged 55, is an independent non-executive Director. He joined the Group on 24 December 2012 when he was appointed as an independent non-executive Director. Mr. Chan has been serving as an independent non-executive director of Great Harvest Maeta Group Holdings Limited (stock code: 3683) and Li Ning Company Limited (stock code: 2331) since September 2010 and June 2004, respectively. Mr. Chan has over 30 years of experience in the garment industry and is currently the chairman of Prospective Holdings Limited. Besides, Mr. Chan has been the chairman of Kwun Tong District Council since January 2004 and the chairman of the Commission of Youth of Hong Kong since April 2009 and was appointed as the member of the Steering Committee on Community Care Fund in November 2010. Mr. Chan was appointed Justice of the Peace in 2002 and awarded the Bronze Bauhinia Star medal in 2004 and Silver Bauhinia Star medal in 2009 by the Government of Hong Kong. Mr. Chan was awarded the title of Honorary University Fellow by the Open University of Hong Kong in 2008.

Save as disclosed, each of the Directors has not been a director of any other publicly listed company during the three years preceding the date of this prospectus.

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

**Ms. Chang Yiu Wen (張又文)**, aged 47, is a marketing director of Jointex Garment and joined the Group in March 2006. She is primarily responsible for the market and business development, administrative management and corporate image and planning. Ms. Chang has accumulated approximately 16 years of experience in the garment industry. Prior to joining the Group, Ms. Chang worked in 香港商捷時海外貿易有限公司台灣分公司 (Hong Kong Shang Jie Shi Foreign Trade Company Limited Taiwan Branch\*) (the Taiwan Branch of Giordano) from September 1988 to September 1997. She worked as a vice general manager in 匯登企業有限公司 (Rhythm East Ltd.) from February 2001 to July 2005. Ms. Chang graduated with a bachelor's degree in building engineering from 中國科技大學 (China University of Technology) in June 1988. She also obtained an executive master's degree in management from 國立臺灣科技大學 (National Taiwan University of Science and Technology) in June 2007. In the last three years, she did not hold any directorship in any publicly listed company. Ms. Chang is currently holding approximately 3.43% of Sky Halo, our corporate Controlling Shareholder.

---

## DIRECTORS AND SENIOR MANAGEMENT

---

**Mr. Lee Yat Sing (李日升)**, aged 51, is a finance manager of the Group and joined the Group in October 2007. He is primarily responsible for the financial management of the Group. Mr. Lee has accumulated approximately 26 years of experience in the accounting field. Prior to joining the Group, Mr. Lee worked as a financial accountant in Winner Food Products Limited from May 1985 to July 2001, as an accounting manager in Getz Medical (Hong Kong) Limited from June 2002 to December 2002, as an accounting manager in RGB Holding Limited from January 2003 to September 2004 and an accountant in Podium Photonics Limited from October 2004 to June 2006. Mr. Lee received his secondary school education in Hong Kong until June 1982. In the last three years, he did not hold any directorship in any publicly listed company.

**Mr. Lam Shu Pan, Arthur (林樹彬)**, aged 46, is the creative director of Shanghai Shining and joined the Group in May 2011. He is primarily responsible for the product design. Prior to joining the Group, Mr. Lam worked as a creative designer in Matador Couture from 1998 to April 2011. He was also the creative director and founder of MA Wedding from February 2010 to April 2011. Mr. Arthur Lam has over ten years of experience in the fashion industry and has been recognised for his work in the fashion design field, where he has been awarded the “Winner for the Top Ten Outstanding Designers Awards in 2011” in the Hong Kong Art and Design Festival. He is a member of the Hong Kong Fashion Designers Association and has also served as an external examiner for the Higher Diploma in Fashion Design and Product Development at the Hong Kong Design Institute in for the academic years 2010/2011 and 2011/2012 and judge in the Hong Kong Young Fashion Designers’ Contest 2008 organised by the HKTDC. Mr. Lam graduated with a diploma in creative fashion with honours from the George Brown College in May 1989. In the last three years, he did not hold any directorship in any publicly listed company.

**Mr. Wong Yung (黃勇)**, aged 42, is the general manager of Shanghai Shining and joined the Group in March 2004. He is primarily responsible for the market development and administrative management. Mr. Wong has accumulated approximately 21 years of experience in the garment industry. Prior to joining the Group, Mr. Wong worked as a director of AD Operations and Development in Giordano. He also worked in Giordano from May 1990 to November 2003. In the last three years, he did not hold any directorship in any publicly listed company.

**Mr. Lam Chi Sum (林志森)**, aged 41, is the vice general manager of Shanghai Shining and joined the Group in March 2004. He is primarily responsible for the market development and operation management. Mr. Lam has accumulated approximately 21 years of experience in the garment industry. Prior to joining the Group, Mr. Lam worked for as an assistant general manager under the sales operations of Giordano and he worked in Giordano from November 1990 to February 2004. Mr. Lam graduated with an executive diploma in management studies from the Hong Kong Polytechnic University in November 2003. In the last three years, he did not hold any directorship in any publicly listed company.

### COMPANY SECRETARY

**Mr. Law Chi Yung (羅志勇)**, aged 40, the company secretary and the chief financial officer of the Company, is in charge of planning and management of accounting, finance related matters and corporate reporting of the Group. Mr. Law joined the Group in December 2011 as chief financial officer. Prior to joining the Group, Mr. Law was a senior manager of an international audit firm. Mr. Law joined the international audit firm as staff accountant in August 1994, and was promoted as senior accountant, manager and senior manager in July 1996, October 1999 and October 2002, respectively. Mr. Law worked as the chief financial officer of China Gold International Resources Corp. Ltd. (stock code: 2099) from March 2010 to February 2011. Mr. Law obtained a bachelor’s degree in accountancy from the City Polytechnic of Hong Kong. Mr. Law is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.



---

## DIRECTORS AND SENIOR MANAGEMENT

---

### BOARD COMMITTEE

#### Audit committee

The Company established an audit committee on 24 December 2012 with its written terms of reference in compliance with the Listing Rules. The primary duties of the audit committee are to review and supervise our financial reporting process and internal control system, nominate and monitor external auditors and to provide advice and comments to the Board on matters related to corporate governance.

Our audit committee consists of three members, being Mr. Wong Ting Kon, Ms. Pang Yuen Shan, Christina and Mr. Chang Cheuk Cheung, Terence. Mr. Wong Ting Kon currently serves as the chairman of our audit committee.

#### Remuneration committee

The Company established a remuneration committee on 24 December 2012 with its written terms of reference in compliance with the Listing Rules. The primary duties of the remuneration committee are to make recommendations on the remuneration of our senior management and to recommend members of the Board.

Our remuneration committee consists of three members, being Ms. Pang Yuen Shan, Christina, Mr. Wong Ting Kon and Mr. Chang Cheuk Cheung, Terence. Ms. Pang Yuen Shan, Christina currently serves as the chairman of our remuneration committee.

#### Nomination committee

The Company established a nomination committee on 24 December 2012 with its written terms of reference by reference to the code provisions of the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 to the Listing Rules. The primary duties of the nomination committee are to make recommendations to our Board regarding candidates to fill vacancies on the Board and/or in senior management.

Our nomination committee consists of three members, being Mr. Chang Cheuk Cheung, Terence, Mr. Wong Ting Kon and Ms. Pang Yuen Shan, Christina. Mr. Chang Cheuk Cheung, Terence currently serves as the chairman of our nomination committee.

#### Conflicts committee

The Company established the conflicts committee on 24 December 2012 which consists of four independent non-executive Directors, Mr. Wong Ting Kon, Ms. Pang Yuen Shan, Christina, Mr. Chang Cheuk Cheung, Terence and Mr. Chan Chung Bun, Bunny, and one independent external expert, Mr. Yip Yam Kuen. Mr. Chan Chung Bun, Bunny and Mr. Yip Yam Kuen have relevant industry knowledge relating to the Company. Mr. Chan Chung Bun, Bunny currently serves as the chairman of our conflicts committee.

For details, please refer to the section headed “Relationship with Controlling Shareholders — Conflicts committee”.

### COMPLIANCE ADVISOR

The Company has appointed Cinda International Capital Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the Company will consult the compliance advisor in 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 but not limited to share issues and share repurchases;
- (3) where the 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 operation of the Group deviate from any forecast, estimate, or other information in this prospectus; and
- (4) where the Stock Exchange makes an inquiry of the Company regarding unusual movements in the price or trading volume of the Shares.

The term of appointment of the compliance advisor 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 commencing after the Listing Date and such appointment may be subject to extension by mutual agreement.