
DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

BOARD OF DIRECTORS

Our Board is responsible and has general power for the management and conduct of our business, and consists of twelve Directors including six executive Directors, two non-executive Directors and four independent non-executive Directors. The following table sets forth certain information in respect of members of our Board:

Name	Age	Year joined	Position	Date appointed as Director
WONG Yam Yin (王欽賢)	70	1994	Chairman and Executive Director	26 April 2012
WONG Kam Fai (王錦輝)	42	1994	Vice Chairman, Chief Executive Officer and Executive Director	26 April 2012
WONG Kam Keung, Barry (王錦強)	38	1996	Vice President and Executive Director	26 April 2012
TJIE Tjin Fung	62	2002	Vice Chairman and Executive Director	26 April 2012
JANATA David	31	2005	Executive Director	26 April 2012
CHAN Wai Kin (陳偉健)	31	2011	Executive Director, Chief Financial Officer and Company Secretary	26 April 2012
SUWITA Janata	62	2002	Vice Chairman and Non-executive Director	26 April 2012
GUNAWAN Kiky	65	2002	Non-executive Director	26 April 2012
HUI Yan Moon (許仁滿)	41	2012	Independent non-executive Director	10 December 2012
WONG Ying Loi (黃英來)	68	2012	Independent non-executive Director	10 December 2012
HOWE Sau Man (何秀雯)	40	2012	Independent non-executive Director	10 December 2012
LIE Tak Sen (李達生)	64	2012	Independent non-executive Director	10 December 2012

Executive Directors

Mr. WONG Yam Yin (王欽賢), aged 70, is an executive Director, the chairman of our Board and nomination committee. Mr. Wong is a founder of our Group and one of our Ultimate Controlling Shareholders. He is responsible for our overall strategy, business and investment planning. Mr. Wong was appointed as a Director on 26 April 2012.

Mr. Wong has 30 years of experience in business management. He established Golden Wheel Trading Company Limited (金輪貿易有限公司) in 1983 in Hong Kong to engage in hardware trading business. He, together with his wife Ms. Hung So Ling and his elder son Mr. Wong Kam Fai, established our Group in 1994 to engage in real estate development business.

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Save as disclosed above, Mr. Wong does not have any other major work experience.

Besides his role in our Group, Mr. Wong is involved in various associations, including being:

- a member of the Chinese People's Political Consultative Committee of Jiangsu Province (中國人民政治協商會議江蘇省委員會委員);
- a standing committee member of All China Federation of Returned Overseas Chinese (中華全國歸國華僑聯合會常委);
- a life-time honorary chairman and deputy chairman of the Hong Kong Federation of Overseas Chinese Association (香港僑界社團聯會永遠名譽會長兼副會長);
- a standing director of Hong Kong Federation of Fujian Associations (香港福建社團聯會常務會董);
- a standing director of Hong Kong Federation of Guangdong Community Organizations (香港廣東社團總會常務會董);
- the chairman of Electrical Machinery Committee of The Chinese Manufacturers' Association of Hong Kong (香港中華廠商聯合會機電業行業委員會主席); and
- the honorary principal of Zhuzhou Golden Wheel Qiaoxin School (株洲金輪僑心學校名譽校長).

Mr. Wong received various awards in recognition of his contribution to the society, including the "Chief Executive's Commendation for Community Service (行政長官社區服務獎狀)" by Hong Kong government in 2004, the "Prize for Outstanding Contribution to Beichuan Middle School (援建北川中學特殊貢獻獎)" by All China Federation of Returned Overseas Chinese (中華全國歸國華僑聯合會), and the "Manufacturer with Honesty and Integrity of 2010 (2010誠信製造商)" by All-China Federation of Industry and Commerce, Hardware and Electromechanical Chamber (中華全國工商聯五金機電商會) in 2010.

Mr. Wong received his bachelor's degree in physics from Huaqiao University (華僑大學) in 1967.

Mr. Wong Yam Yin is the husband of Ms. Hung So Ling, the father of Mr. Wong Kam Fai and Mr. Wong Kam Keung, Barry, and the brother of Ms. Julia Oscar.

Save as disclosed in this prospectus, there are no other matters in relation to Mr. Wong which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. WONG Kam Fai (王錦輝), aged 42, is an executive Director, a vice chairman of our Board, the chief executive officer of our Group and a member of our remuneration committee. Mr. Wong is a founder of our Group and one of our Ultimate Controlling Shareholders. Mr.

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Wong held several positions within our Group immediately after completion of his bachelor's degree. He has been the general manager of Nanjing Golden Wheel Real Estate since 1 May 1994, Nanjing Jade Golden Wheel since 1 July 2002, respectively. Mr. Wong is responsible for our overall business operation and management. Mr. Wong was appointed as a Director on 26 April 2012. Mr. Wong has 18 years of experience in the real estate industry.

Save as disclosed above, Mr. Wong does not have any other major work experience.

Mr. Wong is involved in various associations, including being:

- a member of the Chinese People's Political Consultative Committee of Hunan Province (中國人民政治協商會議湖南省委員會委員);
- a member of All China Federation of Returned Overseas Chinese Association Youth Committee (中華全國歸國華僑聯合會青年委員會委員);
- a standing committee member of All China Federation of Industry & Commerce of Jiangsu Province (江蘇省工商業聯合會常委);
- a standing deputy chairman of the executive committee of All China Federation of Industry & Commerce Real Estate Commission, Jiangsu province (江蘇省工商聯房地產商會理事會常務副會長);
- a deputy chairman of Jiangsu Overseas Exchange Association (江蘇省海外交流協會副會長); and
- a deputy chairman of Nanjing Overseas Chinese Chamber of Commerce (南京市僑商投資企業協會副會長).

Mr. Wong was awarded as an "Outstanding Young Entrepreneur" (青春創業風雲人物) of Jiangsu province and a "Top Ten Outstanding Entrepreneur (十佳優秀企業家)" of Qinhuai, Nanjing, respectively.

Mr. Wong received his bachelor's degree in computer science from The University of New South Wales of Australia (澳洲新南威爾士大學) in June 1994.

Mr. Wong Kam Fai is the elder son of Mr. Wong Yam Yin and Ms. Hung So Ling, and the elder brother of Mr. Wong Kam Keung, Barry.

Save as disclosed in this prospectus, there are no other matters in relation to Mr. Wong which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. WONG Kam Keung, Barry (王錦強), aged 38, is an executive Director and the vice president of our Group. He is also one of our Ultimate Controlling Shareholders. He is responsible for administration, human resources management and projects development in

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Hunan province. Mr. Wong joined our Group in 1996. Mr. Wong has been the general manager of Zhuzhou Golden Wheel Real Estate since 1 August 2004 and Zhuzhou Golden Wheel Business Management since 1 February 2010, respectively. Mr. Wong was appointed as a Director on 26 April 2012. He has 16 years of experience in the real estate industry.

Save as disclosed above, Mr. Wong does not have any other major work experience.

Mr. Wong is involved in various associations, including being:

- a member of All China Federation of Returned Overseas Chinese Youth Committee (中華全國歸國華僑聯合會青年委員會);
- a standing committee member of the Overseas Chinese Association of Guangdong Province (廣東省歸國華僑聯合會常委);
- a deputy chairman of China Federation of Overseas Chinese Entrepreneurs of Hunan Province (湖南省僑商聯合會副會長);
- a director of Hong Kong Overseas Chinese Social Association (香港僑界社團聯會董事); and
- a member of the Chinese People's Political Consultative Committee of Zhuzhou City (中國人民政治協商會議株洲市委員會委員).

Mr. Wong completed the Foundation Studies Certificate Course of Unisearch Limited (now known as NewSouth Innovations Pty Limited, an entity controlled by the University of New South Wales) in 1993.

Mr. Wong Kam Keung, Barry is the younger son of Mr. Wong Yam Yin and Ms. Hung So Ling, and the younger brother of Mr. Wong Kam Fai.

Save as disclosed in this prospectus, there are no other matters in relation to Mr. Wong which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. TJIE Tjin Fung, aged 62, is an executive Director and a vice chairman of our Board. He is also one of our Ultimate Controlling Shareholders. Mr. Tjie is responsible for overseeing our operation, and formulating our investment strategies. He joined our Group in 2002. Mr. Tjie was appointed as a Director on 26 April 2012.

Mr. Tjie is an Indonesian Chinese. Being an entrepreneur, he established his own manufacturing business in Indonesia in the 1970s.

Mr. Tjie is involved in various associations, including being:

- a member of Indonesia Kota Bandung Social Welfare Fund (印尼萬隆勃良福利基金會員);

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- a deputy chairman of Indonesia Bandung Hakka Chinese Association (印尼萬隆客屬聯誼會副主席);
- a member of Indonesia Bandung Lions Clubs International (印尼萬隆國際獨立獅子會會員);
- an honorary chairman of Guangdong Province Federation of Indonesian Social Institutes (印尼廣東社團聯合總會名譽主席);
- an honorary chairman of Indonesia Hakka Chinese Association (印尼客屬聯誼總會名譽主席); and
- an honorary chairman of Indonesia Mei Zhou Club (印尼梅州會館名譽主席).

Save as disclosed in this prospectus, there are no other matters in relation to Mr. Tjie which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. JANATA David, aged 31, is an executive Director. He is responsible for managing our investors' relationship. He joined our Group in 2005. Mr. Janata was appointed as a Director on 26 April 2012.

Mr. Janata is an Indonesia Chinese. He also served as a general manager of The Royal Beach Seminyak Bali, a company running a resort hotel in Bali, Indonesia, from 2010 to 2011. He and his family members established PT Golden and Mitra Property in Indonesia in August 2009 to engage in property development business in Indonesia.

Mr. Janata received his bachelor's degree in business from Monash University in Australia in December 2002 and his master's degree in business systems from the same university in December 2004.

Mr. Janata is the son of Mr. Janata Suwita and Ms. Julia Oscar who is the sister of Mr. Wong Yam Yin. Therefore, Mr. Janata is also a nephew of Mr. Wong Yam Yin.

Save as disclosed in this prospectus, there are no other matters in relation to Mr. Janata which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. CHAN Wai Kin (陳偉健), aged 31, is an executive Director, the chief financial officer and company secretary of our Group. He joined our Group in 2011. Mr. Chan is responsible for overseeing our financial management and regulatory compliance. Mr. Chan was appointed as a Director on 26 April 2012. Mr. Chan has approximately eight years of experience in auditing and accounting. He worked with Deloitte Touche Tohmatsu as an auditor from December 2005 to August 2010. He worked with KPMG as an auditing manager from August 2010 to October 2011.

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Mr. Chan graduated from Indiana University at Bloomington in the United States (美國印第安納州盧明頓大學) with a degree of bachelor of science in business in May 2005. He is a member of Hong Kong Institute of Certified Public Accountants since July 2009.

Save as disclosed herein, there are no other matters in relation to Mr. Chan which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Non-executive Directors

Mr. SUWITA Janata, aged 62, is a non-executive Director and a vice chairman of our Board. He joined our Group in 2002. Mr. Suwita was appointed as a Director on 26 April 2012. He is also one of our Ultimate Controlling Shareholders.

Mr. Suwita is an Indonesian Chinese. He commenced his career as an entrepreneur by establishing his own trading company in the 1970s. Mr. Suwita and his family members established PT Golden and Mitra Property in Indonesia in August 2009 to engage in property development business in Indonesia.

Mr. Suwita has been involved in various associations, including being:

- the executive chairman of Chinese Committee of Indonesia Chamber of Commerce (West Java) (印尼工商會館中國委員會西爪哇分會執行主席);
- the head of the Indonesia Chamber of Commerce (West Java), Commerce Division (印尼西爪哇工商會館商業部主任); and
- an advisory council member of Indonesia Bandung Yayasan Dana Welfare Foundation (印尼萬隆渤良安福利基金會顧問).

Mr. Suwita is the father of Mr. David Janata and the husband of Ms. Julia Oscar. Ms. Julia Oscar is the sister of Mr. Wong Yam Yin.

Save as disclosed in this prospectus, there are no other matters in relation to Mr. Suwita which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. GUNAWAN Kiky, aged 65, is a non-executive Director. He is also one of our Ultimate Controlling Shareholders. He joined our Group in 2002. Mr. Gunawan was appointed as a Director on 26 April 2012.

Mr. Gunawan is an Indonesian Chinese. In the 1980s, he established his own trading business.

Mr. Gunawan joined Indonesia Bandung Lions Clubs International (印尼萬隆國際獨立獅子會) in 1989. In 2000, Mr. Gunawan founded Indonesia Bandung Hakka Chinese Association (印尼萬隆客屬聯誼會) and has been a financial supervisor of the association.

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Save as disclosed in this prospectus, there are no other matters in relation to Mr. Gunawan which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Independent non-executive Directors

Mr. HUI Yan Moon (許仁滿), aged 41, is an independent non-executive Director appointed on 10 December 2012 and a member of our audit committee and the chairman of our remuneration committee. Mr. Hui has over 9 years of experience in finance and management. He has held the position of the chief executive officer of Swing Media Technology Group Ltd., a company listed on Singapore Stock Exchange, since May 2003.

Mr. Hui obtained his bachelor's degree in business administration from Baruch College, the City University of New York in the United States (美國紐約市立大學巴魯克學院) in June 1995 and his EMBA from Tsinghua University (清華大學) in Beijing, China in January 2007.

Save as disclosed in this prospectus, there are no other matters in relation to Mr. Hui which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. WONG Ying Loi (黃英來), aged 68, is an independent non-executive Director appointed on 10 December 2012 and a member of nomination committee. Mr. Wong has over 20 years of experience in business management. He has been operating his own trading and manufacturing business since the 1980s.

Mr. Wong is involved in various associations, including being:

- the chairman of Chiao Yao Association Limited (香港僑友社會長);
- a member of the Chinese People's Political Consultative Committee of, Hubei province (中國人民政治協商會議湖北省委員會); and
- a member of All China Federation of Returned Overseas Chinese (中華全國歸國華僑聯合會會員).

Mr. Wong obtained a diploma in English from Huaqiao University (華僑大學) in July 1968.

Save as disclosed in this prospectus, there are no other matters in relation to Mr. Wong which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Ms. HOWE Sau Man (何秀雯), aged 40, is an independent non-executive Director appointed on 10 December 2012 and the chairman of our audit committee and a member of nomination committee.

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Ms. Howe obtained her bachelor's degree in commerce from University of Tasmania, Australia (澳洲塔斯曼尼亞大學) in December 1997. She is a practicing member of Hong Kong Institute of Certified Public Accountants since January 2012 and a Certified Practising Accountant of CPA of Australia since July 2003.

Ms. Howe has 10 years of experience in auditing, accounting and taxation. Ms. Howe worked with a number of Hong Kong CPA firms for over 10 years, including Ernst & Young from March 2000 to October 2001.

Save as disclosed herein, there are no other matters in relation to Ms. Howe which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. LIE Tak Sen (李達生), aged 64, is an independent non-executive Director appointed on 10 December 2012 and a member of audit committee and remuneration committee. Mr. Lie has over 20 years of experience in business management. He has been operating his own trading business since 1990.

Mr. Lie is involved in various associations, including being:

- a member of All China Federation of Returned Overseas Chinese (中華全國歸國華僑聯合會會員); and
- a consultant of Beijing Returned Overseas Chinese Federation (北京市歸國華僑聯合會).

Save as disclosed in this prospectus, there are no other matters in relation to Mr. Lie which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Senior Management

Name	Age	Year joined	Position
QIAN Housen (錢厚森)	61	2002	Standing General Manager
CAI Lijun (蔡力軍)	58	2009	Standing General Manager
SUN Yang (孫揚)	31	2008	Assistant General Manager
GU Xiaofang (谷曉芳)	49	2010	General Manager of Golden Wheel Time Square
JIANG Jian (蔣健)	41	2006	Standing Deputy General Manager of Golden Wheel Xintiandi Mall

Mr. QIAN Housen (錢厚森), aged 61, is a standing deputy general manager of our Group. Mr. Qian is responsible for financial management, administration, and human resources management. Mr. Qian joined our Group in 2002 and has held various positions within our

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Group, including financial manager, financial controller and vice general manager. Prior to joining our Group, Mr. Qian has been worked at Zhenjiang City Water Supply General Company Limited (鎮江市自來水總公司) and Zhenjiang City Municipal Public Utility Bureau (鎮江市市政公用局).

Mr. Qian is a senior accountant recognized by Jiangsu Province Human Resources Bureau (江蘇省人事廳) since August 2001. He was one of the members of the third council of Jiangsu Province Zhenjiang Accounting Association (江蘇省鎮江市會計學會), and one of the members of the second council of Jiangsu General Accounting Association (江蘇省總會計師協會) and one of the members of the fifth council of Zhenjiang Architecture Accounting Association (鎮江市建築會計總會).

Mr. Qian completed the party and government cadres foundation course (黨政幹部基礎科) (a self-learning course) from Nanjing University (南京大學) in October 1986.

Mr. CAI Lijun (蔡力軍), aged 58, is a standing deputy general manager of our Group. Mr. Cai is responsible for overseeing our project management. Mr. Cai joined our Group in 2009 and has held various positions within our Group, including assistant general manager and vice general manager. Before joining our Group, Mr. Cai worked at various companies including being a manager in the engineering division of Hunan International Trust Investment Company (湖南省國際信托投資公司) and the deputy head of the construction division of Changsha Dangerous Chemicals Warehouse Relocation and Project Construction Management Department (長沙市化學危險倉庫搬遷及建設項目指揮部工程部).

Mr. Cai obtained his diploma in metallurgical machinery from Hunan province Lianyuan Steel Factory Staff University (湖南省漣源鋼鐵廠職工大學) in July 1982. Mr. Cai is a qualified engineer in metallurgical machinery.

Mr. SUN Yang (孫揚), aged 31, is an assistant general manager of our Group. Mr. Sun is responsible for overseeing our sales and marketing. Mr. Sun joined our Group in 2008. Before joining our Group, Mr. Sun worked in various companies including being the sales supervisor and vice president of Nanjing Haoliyi Real Property Consultancy Company Limited (南京好利意置業顧問有限公司).

Mr. Sun holds the Real Estate Sales Qualification (房地產銷售人員) by Training Center of National Real Estate Trade (全國房地產行業培訓中心).

Mr. Sun obtained his diploma in real estate operation and property management from Yangzhou Polytechnic College (揚州市職業大學) in June 2002.

Ms. GU Xiaofang (谷曉芳), aged 49, is the general manager of Golden Wheel Time Square. Ms. Gu is responsible for overseeing the operation of Golden Wheel Time Square. Ms. Gu joined our Group in 2010. Prior to joining our Group, Ms. Gu worked at various companies, including being the assistant to the general manager and marketing manager of Zhuzhou Dajiang Property Service Management Company Limited (株洲市大江物業管理有限責任公司) and a deputy general manager of Jindi Property Management Company (金帝物業管理公司).

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Ms. Gu is a member of Hunan Province Apparel Industry Association Ladies Apparel Committee (湖南省服裝行業協會女裝專業委員會).

Ms. Gu obtained her diploma degree in business management from Hubei Radio and TV University (湖北廣播電視大學) in July 1996.

Ms. JIANG Jian (蔣健), aged 41, is the standing deputy general manager of Golden Wheel Xintiandi Mall. Ms. Jiang is responsible for overseeing the operation of Golden Wheel Xintiandi Mall. Ms. Jiang joined our Group in 2006. She has over 15 years of experience in the management of large scale shopping mall. Before joining our Group, Ms. Jiang worked at various companies, including being the vice general manager of Nanjing Shangmao Shopping Center (南京商貿百貨) and the general supervisor of Zhongnan Holdings Group Company Limited (subsidiary commercial company) (中南控股集團有限公司(下屬商業公司)).

COMPANY SECRETARY

Mr. Chan Wai Kin is our Company Secretary in Hong Kong pursuant to Rule 8.17 of the Listing Rules. For details of Mr. Chan's biography, please refer to "— Board of Directors — Executive Directors" in this section.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The remuneration (including fees, salaries and other benefits, retirement benefit scheme contribution) paid to our Directors in aggregate for the years ended 31 December 2009, 2010 and 2011 and the six months ended 30 June 2012 were approximately RMB270,000, RMB274,000, RMB416,000 and RMB258,000, respectively.

The remuneration (including salaries and other benefits, retirement benefit scheme contribution) paid to our Group's five highest paid individuals in aggregate for the years ended 31 December 2009, 2010 and 2011 and the six months ended 30 June 2012 were approximately RMB1,606,000, RMB2,311,000, RMB2,802,000 and RMB949,000, respectively.

During the Track Record Period, no emoluments were paid by the Group to any Director of the Company or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors has waived any emoluments during the Track Record Period.

Except as disclosed above, no other payments have been made or are payable, in respect of the Track Record Period, by the Group to or on behalf of any of the Directors.

For additional information on Directors' remuneration during the Track Record Period as well as information on the highest paid individuals, please refer to note 11 in the accountants' report set out in Appendix I to this prospectus.

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AUDIT COMMITTEE

We have established an audit committee in compliance with the Code of Corporate Governance Practices as set out in Appendix 14 of the Listing Rules. The primary duties of the audit committee are to review and supervise our financial reporting process and internal control system and provide advice and comments to our Board.

The audit committee consists of three members, namely Ms. Howe Sau Man, Mr. Hui Yan Moon and Mr. Lie Tak Sen. The chairman of the audit committee is Ms. Howe Sau Man, an independent non-executive Director.

REMUNERATION COMMITTEE

We have established a remuneration committee in compliance with the Code of Corporate Governance Practices as set out in Appendix 14 of the Listing Rules. The primary duties of the remuneration committee are to make recommendations to our Directors on our policy and structure for all remuneration of our Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration, determine the terms of the specific remuneration package of each executive Director and senior management and review and approve performance-based remuneration by reference to corporate goals and objectives resolved by our Directors from time to time.

The remuneration committee consists of three members, namely, Mr. Hui Yan Moon, Mr. Lie Tak Sen and Mr. Wong Kam Fai. The chairman of the remuneration committee is Mr. Hui Yan Moon.

NOMINATION COMMITTEE

We have established a nomination committee in compliance with the Code of Corporate Governance Practices as set out in Appendix 14 of the Listing Rules. The primary duties of the nomination committee are to review the structure, size and composition of our Board on a regular basis and make recommendations to the Board regarding any proposed changes, identify, select or make recommendations to our Board on the selection of individuals nominated for directorships, assess the independence of our independent non-executive Directors and make recommendations to the Board on relevant matters relating to the appointment or reappointment of our Directors and succession planning for our Directors.

The nomination committee consists of three members, namely Mr. Wong Yam Yin, Mr. Wong Ying Loi and Ms. Howe Sau Man. The chairman of the nomination committee is Mr. Wong Yam Yin, an executive Director.

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EMPLOYEES

As of 30 June 2012, we had a total of 268 full-time employees. We enter into employment contracts with our employees to cover matters such as position, term of employment, wage, employee benefits and liabilities for breaches and grounds for termination. Remuneration of our employees includes basic salaries, allowances, bonus and other employee benefits. The following table sets forth a breakdown of our employees by functions as of such date:

	<u>Number of employees</u>
Management	14
Administration and human resources	29
Finance and auditing	28
Construction	79
Property operation and management	79
Sales and marketing	39
Total	<u>268</u>

COMPLIANCE ADVISOR

Our Company has appointed Celestial Capital Limited (“**Celestial Capital**”) as its compliance advisor pursuant to Rule 3A.19 of the Listing Rules.

The material terms of the compliance advisor’s agreement entered into between our Company and the compliance advisor are as follows:

- (1) The compliance advisor’s appointment shall be for a period commencing on the Listing Date and ending on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of the financial results for the first full financial year commencing after the Listing Date of our Group.
- (2) The compliance advisor shall provide our Company with services including guidance and advice as to compliance with the requirement of the Listing Rules and other applicable laws, rules, codes and guidelines, and accompany our Company to any meetings with the Hong Kong Stock Exchange.
- (3) During the period of appointment, pursuant to Rule 3A.23 of the Listing Rules, the compliance advisor will advise us in the following circumstances:
 - (a) before the publication of any regulatory announcement, circular or financial report;
 - (b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;

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- (c) where we propose to use the proceeds of the initial public offering in a manner different from that detailed in this prospectus or where our business activities, developments or results materially deviate from any forecast, estimate, or other information in this prospectus; and
 - (d) where the Hong Kong Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of our Company.
- (4) We agreed to indemnify and hold harmless Celestial Capital, its directors, officers, employees and/or agents from and against any and all costs, expenses, losses, claims, damages or liabilities incurred by Celestial Capital or its affiliates, its directors, officers, employees and/or agents (and against any and all costs and expenses incurred in investigating, preparing or defending any action, claim or proceeding, whether or not resulting in any judgment or admission of liability) relating to, or arising out of, or in connection with any matter contemplated in the compliance advisor's agreement.
- (5) Celestial Capital will have the right to terminate the compliance advisor's agreement and to resign as our compliance advisor if there arise any circumstances, including regulatory requirements, which in Celestial Capital's sole opinion make it inadvisable for Celestial Capital to act as the compliance advisor and/or to provide any services to our Company.