
DIRECTORS AND SENIOR MANAGEMENT

Directors

Our Board currently consists of six Directors, comprising three executive Directors and three independent non-executive Directors. The powers and duties of our Board include convening general meetings and reporting our Board's work at our Shareholders' meetings, determining our business and investment plans, preparing our annual financial budgets and final reports, formulating proposals for profit distributions and for the increase or reduction of our registered capital as well as exercising other powers, functions and duties as conferred by our Memorandum and Articles of Association. We have entered into service contracts with each of our executive Directors. We have also entered into letters of appointment with each of our independent non-executive Directors.

The following table sets forth certain information in respect of our Directors.

<u>Name</u>	<u>Age</u>	<u>Position, Roles and Responsibilities</u>	<u>Date of appointment</u>
Mr. Marcus Pan (潘孟潮)	40	Executive Director; chief executive officer; chairman of the Board; chairman of nomination committee and member of the remuneration committee; responsible for the overall strategic planning of our Group's business, management of our research and development and technological development functions, as well as maintaining relationships with our major customers	July 10, 2005
Ms. Shao Lidan (邵荔丹)	44	Executive Director; responsible for human resources matters relating to our factories in China	January 18, 2013
Mr. Leung Chi Wing (梁志榮)	58	Executive Director; responsible for our financial affairs and corporate development	January 18, 2013
Mr. Tsang Wah Kwong (曾華光) . . .	60	Independent non-executive Director; chairman of audit committee and member of remuneration and nomination committees; responsible for bringing an independent judgement to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct	January 18, 2013

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<u>Name</u>	<u>Age</u>	<u>Position, Roles and Responsibilities</u>	<u>Date of appointment</u>
Mr. Chan Nim Leung Leon (陳念良)	57	Independent non-executive Director; chairman of the remuneration committee and member of audit and nomination committees; responsible for bringing an independent judgement to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct	January 18, 2013
Mr. Wong Yee Shuen Wilson (黃以信)	45	Independent non-executive Director; member of audit, remuneration and nomination committees; responsible for bringing an independent judgement to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct	January 18, 2013

Executive Directors

Mr. Marcus Pan (潘孟潮), age 40, founded our Group in 1997 and has been an executive Director, chief executive officer and chairman of our Company since October 2005. He is responsible for the overall strategic planning of our Group's business, the management of our research and development and technological development functions, as well as maintaining relationships with our major customers. Mr. Marcus Pan is the spouse of Ms. Shao. Mr. Marcus Pan has over 21 years of experience in the aluminum fabrication and distribution industry, including manufacturing processes and sales to various markets within China and abroad. Prior to founding our Group, Mr. Marcus Pan worked for Nanhai Dali Pan Village Smelting Factory (南海大瀝潘村冶煉廠) between 1988 and 1990 where he took part in the management of the manufacturing processing operation of the company. From 1992 to 1994, he worked as a member of the management team in Zengcheng Aluminum Alloys where he was responsible for the management of the manufacturing processing operation of the company. Since 1997, Mr. Marcus Pan began his family business in the trading of aluminum products and has expanded and diversified his business to include the manufacturing and supply of aluminum products/parts and mid- to high-end integrated aluminum door and window systems under the "OPLV (澳普利發)" brand. Mr. Pan graduated from Foshan City Nanhai District Dali Second Junior High School (佛山市南海區大瀝第二初級中學) in 1986. He started the aluminum trading business in Australia in 1998. As our founder, Mr. Marcus Pan has been instrumental to our development.

We consider that having Mr. Marcus Pan continuously acting as both our chairman and chief executive officer will provide a strong and consistent leadership to the Group and allow for more effective planning and management of the Group.

Ms. Shao Lidan (邵荔丹), age 44, was appointed as an executive Director of our Company in January 18, 2013. She focuses on human resources matters of our factories in China. Ms. Shao is the spouse of Mr. Pan. She has over 21 years of experience in the aluminum fabrication and distribution industry, and has years of experience in factory management and human resources. In 1992, Ms. Shao worked in Zengcheng Aluminum Alloys, focusing on human resources matters. Since 1997, Ms. Shao has been working with Mr. Marcus Pan in the start up, expansion and diversification of the Group's businesses. Ms. Shao graduated from Zengcheng City Xintang High School (增城市新塘中學) in 1986.

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Mr. Leung Chi Wing (梁志榮), age 58, joined our Group as the finance director in October 2011 upon invitation from Mr. Marcus Pan and was appointed as an executive Director of our Company in January 18, 2013. He is responsible for financial affairs and corporate development. From June 1986 to January 1990, Mr. Leung worked at the Hong Kong Inland Revenue Department, and in 1990 began working at PricewaterhouseCoopers where he provided taxation and business advisory services in Hong Kong and China. Immediately prior to joining our Company, he was a partner of PricewaterhouseCoopers. Mr. Leung received an endorsement certificate in accountancy from The Hong Kong Polytechnic University in November 1985. He is a fellow of the Chartered Association of Certified Accountants and is a member of the Hong Kong Institute of Certified Public Accountants.

Independent Non-Executive Directors

Mr. Tsang Wah Kwong (曾華光), age 60, was appointed as an independent non-executive Director of our Company on January 18, 2013. Mr. Tsang is a former partner of PricewaterhouseCoopers in Hong Kong and China and has over 30 years of experience in auditing and providing support for initial public offerings and acquisition transactions. From July 1978 to June 2011, Mr. Tsang worked in PricewaterhouseCoopers in Hong Kong and China. Mr. Tsang is currently an independent director, chairman of the audit committee and a member of the compensation committee of Agria Corporation, a company listed on the New York Stock Exchange, an independent non-executive director and chairman of the audit committee of China Merchants China Direct Investments Limited (stock code: 133) and an alternate director of PGG Wrightson Limited, a company listed on the New Zealand Stock Exchange. He was a director of PGG Wrightson Limited from November 2011 to December 2012. Mr. Tsang received a bachelor's degree in business administration from the Chinese University of Hong Kong in June 1978. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of the Chinese Institute of Certified Public Accountants and a fellow member of the Chartered Association of Certified Accountants.

Mr. Chan Nim Leung Leon (陳念良), age 57, was appointed as an independent non-executive Director of our Company on January 18, 2013. He is a practicing lawyer and presently the principal partner of Messrs. Y. T. Chan & Co., Solicitors. Mr. Chan joined Messrs. Y. T. Chan & Co., Solicitors as an assistant solicitor in 1980 and was the sole proprietor in January 1983. He was admitted as a solicitor of the Supreme Court of Hong Kong in 1980 and was also admitted as a solicitor in England in 1984 and in Victoria, Australia in 1984. Mr. Chan received his Postgraduate Degree of Master of Business Administration from Birmingham University in 2012. He was a member of the Solicitors Disciplinary Tribunal from May 1993 to May 2008. Currently he is also a non-executive director of three companies listed on the Stock Exchange, namely Hongkong Chinese Limited (stock code: 655), Lippo China Resources Limited (stock code: 156) and Lippo Limited (stock code: 226) and an independent non-executive director of Midland Holdings Limited (stock code: 1200), a company listed in Hong Kong, as well as the chairman of the supervisory board of The Macau Chinese Bank, S.A., a licensed bank in Macau.

Mr. Wong Yee Shuen Wilson (黃以信), age 45, was appointed as an independent non-executive Director of our Company on January 18, 2013. Mr. Wong has worked in PricewaterhouseCoopers in Hong Kong and China for approximately 12 years since 1991 and served as its senior manager in China from July 2001 to February 2004. He also served as a senior manager at Ernst and Young. Mr. Wong was a director of Contel Corporation Limited, a company listed on the Singapore Stock Exchange, from April 2005 to September 2006 and was re-designated as an independent director in October 2006 and held such directorship until July 2011. Since February 2009, he served as a director of Bakerhouse Global Limited, and has also been an independent non-executive director of China Pipe Group Limited (stock code: 380), a company listed on the Stock Exchange. He received his masters of commerce degree in 1994 from the University of New South Wales. He is a member of the Australian Institute of Banking and Finance and Australian Society of Certified Practicing Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants.

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Each of our Directors has not been involved in any of the events described under Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed above, none of our Directors has been a director of other listed entities for the three years immediately preceding the date of this prospectus.

Senior Management

The following table sets forth certain information in respect of our senior management. For Directors who also hold executive positions, including Mr. Marcus Pan, Ms. Shao Lidan and Mr. Leung Chi Wing, please refer to the section entitled “—Directors” above.

Name	Age	Position
Mr. Li Junxi (黎軍喜)	44	Head of production
Ms. Ng Bonnie Po Ling (吳寶玲)	38	Chief financial officer
Mr. Yeung Chin Cheung (楊展翔)	41	Financial controller
Mr. Zhu Guolai (朱國來)	40	Market chief operating officer of Guangzhou OPLV
Mr. Wong Kwok Wai Eddy (黃國威)	48	General sales manager (China)

Mr. Li Junxi (黎軍喜), age 44, joined our Group as the head of production since March 2012. He is responsible for the management, performance and training of the personnel of the Group’s production division. He will also be in charge of the Group’s production process, quality control and other projects as directed by the Group’s chief executive officer. Prior to joining our Group, Mr. Li was a manager of Foxconn Technology Group, where he had worked for 20 years since February 1992. He was appointed the in-charge manager of consumer handled game factory of Consumer and Computer Product Business Group of Foxconn Technology Group, in July 2009. He became an in-house training lecturer of Foxconn IE Academy (富士康先進製造生產力培訓學院) in 2007. Mr. Li attended the quality control education training course provided by Foxconn Technology Group in 1994. Mr. Li graduated from Hunan Shaoyang County No. 8 Middle School (湖南省邵陽縣第八中學) in 1988.

Ms. Ng Bonnie Po Ling (吳寶玲), age 38, joined our Group as the chief financial officer in 2006 and is our company secretary. Prior to joining our Group, Ms. Ng worked as an audit manager at PricewaterhouseCoopers from 1998 to 2004, an audit manager at RSM Nelson Wheeler from 2004 to 2006 and an audit manager at Deloitte Touche Tohmatsu from March 2006 to August 2006. Ms. Ng obtained her bachelor of commerce degree from the University of Toronto in 1997. Ms. Ng has been a member of the American Institute of Certified Public Accountants since April 2000 and a member of the Hong Kong Institute of Certified Public Accountants since April 2001.

Mr. Yeung Chin Cheung (楊展翔), age 41, joined us as the financial controller in October 2011 and is mainly responsible for overseeing the financial matters of the Group. From October 1994 to February 1997, Mr. Yeung worked as a senior audit officer in Lai & Fan Southertons (which is currently called Nelson Wheeler). From February 1997 to April 1999, Mr. Yeung worked as a senior audit associate in PricewaterhouseCoopers (HK). From August 1999 to December 2001, Mr. Yeung worked as a deputy general manager of the finance department of China Logistics Group Limited (stock code: 0217). From January 2002 to March 2003, he was a director of Unity Capital Company Limited. From June 2003 to July 2004, he worked as a finance manager of 401 Holdings Limited. Mr. Yeung was also a finance manager of ISF Asset Manager Limited from August 2004 to March 2005. Prior to joining the Group, Mr. Yeung worked as a senior manager (advisory) at PricewaterhouseCoopers Consultants (Shenzhen) Ltd. Guangzhou Branch from March 2005 to June 2008 and a director of Dandelion Capital Limited from July 2008 to September 2011. Mr. Yeung also served as an independent non-executive director of Sino Technology Investments Company Limited, a company listed on the Stock Exchange (stock code: 1217), from September 2004 to March 2005. Mr. Yeung obtained his bachelor degree of commerce from the University of Western Sydney in 1994 and a diploma in business studies from Hang Seng School of Commerce in 1990. Mr. Yeung is a fellow member of Hong Kong Institute of Certified Public Accountants since February 2012, a certified public accountant of the Hong Kong Institute of Certified Public Accountants since January 2000 and a certified practicing accountant of CPA Australia since August 1999.

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Mr. Zhu Guolai (朱國來), age 40, has been the market chief operating officer of Guangzhou OPLV since November 2011. Prior to joining our Group, Mr. Zhu worked as a branch office general manager of Sichuan Changhong Electric Co., Ltd., a company listed on the Shanghai Stock Exchange, from 2003 to 2008. He also worked as a sales manager in Guangdong Oppein Home Group Inc. from 2009 to 2011. Mr. Zhu graduated from Beijing Technology and Business University (北京工商大學) in 1997.

Mr. Wong Kwok Wai Eddy (黃國威), age 48, has been our general sales manager (China) since 2008 and the marketing director of PanAsia Aluminium (HK) since 2005, and is mainly responsible for marketing and promoting our products in Hong Kong and China. Prior to joining our Group, Mr. Wong was the sales representative of Metalex Limited (捷和擠壓有限公司) from June 1991 to January 1994 and the sales manager and general manager of United Aluminium Suppliers Ltd. (聯合鋁質器材有限公司) from February 1994 to December 1998 and January 1999 to March 2005, respectively. Mr. Wong graduated from Hong Kong Tai Tung Middle School (香港大同中學) in 1984.

Company Secretary

Ms. Ng Bonnie Po Ling (吳寶玲) is our company secretary. See “—Senior Management—Ms. Ng Bonnie Po Ling (吳寶玲)” of the section for further information.

Board Committees

Audit Committee

We established an audit committee on January 18, 2013 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules. The audit committee consists of three independent non-executive Directors, being Mr. Tsang Wah Kwong (chairman), Mr. Chan Nim Leung Leon and Mr. Wong Yee Shuen Wilson. The primary duties of the audit committee are to assist the Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management system of the Group, to oversee the audit process and to perform other duties and responsibilities as assigned by our Board.

Remuneration Committee

We established a remuneration committee on January 18, 2013 with written terms of reference in compliance with paragraph B1 of the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules. The remuneration committee consists of four members, three of whom are independent non-executive Directors, being Mr. Chan Nim Leung Leon (chairman), Mr. Tsang Wah Kwong, Mr. Wong Yee Shuen Wilson, and Mr. Marcus Pan. The primary duties of the remuneration committee include (but without limitation): (i) making recommendations to the Directors regarding our policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policies concerning such remuneration; (ii) determining the terms of the specific remuneration package of our Directors and senior management; (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Directors from time to time; and (iv) considering and approving the grant of share options to eligible participants pursuant to the Share Option Scheme.

During the Track Record Period, our remuneration policy for our Directors and senior management members was based on their experience, level of responsibility and general market conditions. Any discretionary bonus and other merit payments are linked to the profit performance of the Group and the individual performance of our Directors and senior management members. We intend to adopt the same remuneration policy after the Listing, subject to review by and the recommendations of our remuneration committee.

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Nomination Committee

We established a nomination committee on January 18, 2013 with written terms of reference. The nomination committee consists of four members, namely Mr. Marcus Pan (chairman), Mr. Chan Nim Leung Leon, Mr. Tsang Wah Kwong and Mr. Wong Yee Shuen Wilson, three of whom are our independent non-executive Directors. The chairman of the nomination committee is Mr. Marcus Pan. The primary function of the nomination committee is to make recommendations to our Board on the appointment of members of our Board.

Compensation

Our executive Directors receive, in their capacity as our employees, compensation in the form of salary and cash bonus.

The aggregate amount of remuneration (including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses) paid to our Directors for the years ended September 30, 2010, 2011 and 2012 was approximately HK\$4.4 million, HK\$4.4 million and HK\$2.2 million, respectively.

The aggregate amount of remuneration (including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses) paid by our Group to our five highest-paid individuals for the years ended September 30, 2010, 2011 and 2012 was approximately HK\$10.3 million, HK\$10.2 million and HK\$16.0 million, respectively.

No remuneration was paid by the Group to the Directors or the five highest-paid individuals as an inducement to join or upon joining the Group or as a compensation for loss of office in respect of the years ended September 30, 2010, 2011 and 2012. Further, none of our Directors waived any remuneration during the same periods.

Under our arrangements currently in force, the aggregate remuneration (including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind) of our Directors for the year ended September 30, 2013 is estimated to be approximately HK\$10,532,000.

Share Option Scheme

We have conditionally adopted the Share Option Scheme. For details of the Share Option Scheme, please refer to the section entitled “Statutory and General Information—Other Information—Share Option Scheme” in Appendix VI to this prospectus.

Compliance Adviser

We have appointed Platinum Securities Company Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. The material terms of the compliance adviser’s agreement are summarized as follows:

- (a) the compliance adviser was appointed for the purpose of Rule 3A.19 of the Listing Rules for a period commencing on the Listing Date and ending on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date, or until the agreement is terminated, whichever the earlier;
- (b) the compliance adviser shall provide us with services, including guidance and advice as to compliance with the requirements under the Listing Rules and applicable laws, rules, codes

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and guidelines, and to act as one of our principal channels of communication with the Stock Exchange; and

- (c) we may terminate the appointment of the compliance adviser only if its work is of an unacceptable standard or if there is a material dispute (which cannot be resolved within 30 days) over fees payable to it as permitted by Rule 3A.26 of the Listing Rules.