
DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Our Board of Directors consists of four executive Directors, one non-executive Director and three independent non-executive Directors. The following table sets forth the information concerning our Directors and senior management:

Name	Age	Position	Date of Appointment
Directors			
Mr. Edward Chan (陳啟豪)	41	Executive Director, chairman and chief executive officer	5 June 2012
Mr. Chan Chart Man (陳策文)	81	Executive Director	5 June 2012
Ms. Chan Mei Fong (陳美芳)	42	Executive Director and chief operating officer	19 February 2013
Ms. Chan Ying Yu (陳英瑜)	47	Executive Director	19 February 2013
Mr. Macksion Chan (陳啟球)	57	Non-executive Director	19 February 2013
Mr. Chan Wing Lee (陳永利)	75	Independent non-executive Director	19 February 2013
Dr. Leung Shiu Ki Albert (梁兆棋)	63	Independent non-executive Director	19 February 2013
Dr. Yip Ngai (葉毅)	38	Independent non-executive Director	19 February 2013
Senior Management			
Mr. Cheng Yiu Hang (鄭耀衡)	29	Financial controller and company secretary	
Mr. Lo Kwok Keung Garlick (盧國強)	50	Manager	

DIRECTORS

Executive Directors

Mr. Edward Chan (陳啟豪), aged 41, was appointed as our Director on 5 June 2012 and redesignated as our chairman, executive Director and chief executive officer on 19 February 2013. He is also a director of each of Oi Wah Holding, Oi Wah HK, Wai Wah HK and Hing Wah HK. Mr. Chan is responsible for our Group's overall management, strategic planning and business development. He has over 12 years of experience in business management and pawn loan business. Mr. Chan is currently the chairman of the HKKPA (港九押業商會) and honorary chairman of Macau General Chamber of Pawnbrokers (澳門當押業總商會). Prior to joining our Group, Mr. Chan has been serving as a director in Kwan Chart Holding, a real estate investment company, from 1994. Mr. Chan obtained a Degree of Bachelor of Engineering in Civil Engineering from the City University, London, United Kingdom in

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July 1994. Mr. Chan is the son of Mr. Chan Chart Man and Ms. Mui, and the brother of Ms. Chan Mei Fong, Ms. Chan Ying Yu, Ms. Chan Nga Yu, Ms. Chan Kit Yu and Mr. Macksion Chan.

Mr. Chan Chart Man (陳策文), aged 81, is our founder and was appointed as our Director on 5 June 2012 and redesignated as our executive Director on 19 February 2013. He is also a director of each of Oi Wah Holding, Oi Wah HK, Wai Wah HK and Hing Wah HK. Mr. Chan is responsible for advising on overall strategic planning and business development of our Group. Mr. Chan established the business of our Group in 1975 and has played a significant role in the growth of our business. He has over 37 years of experience in finance and pawn loan business. Mr. Chan is the spouse of Ms. Mui and the father of Mr. Edward Chan, Ms. Chan Mei Fong, Ms. Chan Ying Yu, Ms. Chan Nga Yu, Ms. Chan Kit Yu and Mr. Macksion Chan.

Ms. Chan Mei Fong (陳美芳), aged 42, was appointed as our executive Director and chief operating officer on 19 February 2013. Ms. Chan joined our Group in 2007 and is responsible for the overall operations of our Group's business. Ms. Chan obtained a Bachelor of Arts degree in Town and Country Planning from the University of the West of England, Bristol, United Kingdom in September 1996. Ms. Chan also obtained a diploma in Gemmology and Gem Diamond diploma from the Gemmological Association And Gem Testing Laboratory Of Great Britain in January 2006 and January 2007, respectively. Ms. Chan is a fellow of The Gemmological Association of Great Britain. Ms. Chan is the daughter of Mr. Chan Chart Man and Ms. Mui, and the sister of Mr. Edward Chan, Ms. Chan Ying Yu, Ms. Chan Nga Yu, Ms. Chan Kit Yu and Mr. Macksion Chan.

Ms. Chan Ying Yu (陳英瑜), aged 47, was appointed as our executive Director on 19 February 2013. She is also a director of Oi Wah HK. Ms. Chan joined our Group in 2000 and is responsible for overseeing our administration and human resources matters. Ms. Chan obtained a Bachelor of Science degree in Hotel and Restaurant Management from the Middlesex University, United Kingdom in July 1995 and was elected as an associate of the Hotel and Catering International Management Association in October 1995. Ms. Chan is the daughter of Mr. Chan Chart Man and Ms. Mui, and the sister of Mr. Edward Chan, Ms. Chan Mei Fong, Ms. Chan Nga Yu, Ms. Chan Kit Yu and Mr. Macksion Chan.

Non-executive Director

Mr. Macksion Chan (陳啟球), aged 57, was appointed as our non-executive Director on 19 February 2013. Mr. Chan is a lawyer with 28 years of experience in general practice. He has passed solicitor qualifying examinations in Hong Kong and was admitted as a Solicitor of the High Court of Hong Kong in March 1984 and has been a partner in Chow C.L. & Macksion Chan since 2001. Mr. Chan obtained a Bachelor of Arts in Pure Mathematics degree from The University of Calgary, Canada in June 1978. Mr. Chan is the son of Mr. Chan Chart Man and Ms. Mui, and the brother of Mr. Edward Chan, Ms. Chan Mei Fong, Ms. Chan Nga Yu, Ms. Chan Kit Yu and Ms. Chan Ying Yu.

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Independent Non-executive Directors

Mr. Chan Wing Lee (陳永利), aged 75, was appointed as our independent non-executive Director on 19 February 2013. Mr. Chan has over 36 years of commercial banking experience, where he worked for DBS Bank (Hong Kong) Limited and his last position was executive director. Mr. Chan was an independent non-executive director in Gemini Investments (Holdings) Limited, a company listed on the Main Board of the Stock Exchange, from August 2004 to November 2010.

Dr. Leung Shiu Ki Albert (梁兆棋), aged 63, was appointed as our independent non-executive Director on 19 February 2013. Dr. Leung currently also serves as an independent non-executive director in Tack Fiori International Group Limited and Universe International Holdings Limited, both of which are companies listed on the Main Board of the Stock Exchange. He is currently the Financial and Business Consultant of Beauchamp International Development Limited and is responsible for providing financial and business development service. Dr. Leung was also an assistant vice president in Citicorp International Limited from 1987 to 1992. Dr. Leung was admitted as an associate of The Chartered Association of Certified Accountants (now known as Association of Chartered Certified Accountants) in February 1987 and became an associate of the Hong Kong Society of Accountants (now known as HKICPA) in September 1988. Dr. Leung obtained a Doctorate degree of Philosophy in Economics from Shanghai University of Finance and Economics in September 2007, a Master degree of Business Administration from Brunel University, United Kingdom in December 1985 and a Diploma in Management Studies from The Polytechnic of Central London, United Kingdom in October 1983.

Dr. Yip Ngai (葉毅), aged 38, was appointed as our independent non-executive Director on 19 February 2013. Dr. Yip is a jewellery appraiser and valuation expert and has over 20 years of experience in jewellery and art industry. Dr. Yip became a fellow of the HKICPA in May 2012. He has also been appointed as a specialist by the Hong Kong Council for Accreditation of Academic & Vocational Qualifications and as a Visiting Associate Professor by the Shanghai Tongji University since July 2011. Dr. Yip obtained a Doctorate degree in business administration from the European University in May 2011 and a Bachelor of Business (Accounting) degree from the Monash University, Australia in November 1999. Dr. Yip obtained a diploma in gemmology from the Gemmological Association and Gem Testing Laboratory of Great Britain in October 1994. He is also a qualified jewellery appraiser and became a member of the National Association of Jewelry Appraisers in January 1995. Dr. Yip received the Preliminary Trade Prize from the Gemmological Association and Gem Testing Laboratory of Great Britain in 1993.

Save as disclosed above, each of our 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 Shareholders of our Company as at the Latest Practicable Date; and (iii) did not hold any other directorships in public listed companies in the three years prior to the Latest Practicable Date. As at the Latest Practicable Date, save as disclosed in the section headed “Substantial

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Shareholders” and the section headed “Further information about our Directors and substantial Shareholders” in Appendix IV to this prospectus, each of our Directors did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed in the prospectus, none of our Directors have any interests in any business apart from business of our Group which competes or is likely to compete, either directly or indirectly, with business of our Group. Please refer to Appendix IV to this prospectus for further information about our Directors, including details of the interest of our Directors in the Shares and underlying shares of our Company (within the meaning of Part XV of the SFO) and particular of their service contract and remuneration.

Except as disclosed in this prospectus, each of our Directors has confirmed that there are no other matters relating to his or her appointment as a Director that need to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

SENIOR MANAGEMENT

Mr. Cheng Yiu Hang (鄭耀衡), aged 29, is our financial controller. He joined our Group in June 2012 and was appointed as our company secretary on 19 February 2013. Mr. Cheng is responsible for overseeing the financial, accounting and secretarial affairs of our Group. Prior to joining our Group, Mr. Cheng worked at KPMG from 2006 to 2012 and his last position was assistant manager. Mr. Cheng was registered as a certified public accountant and a certified public accountant (practising) of the HKICPA in January 2010 and September 2012, respectively. Mr. Cheng obtained a Bachelor of Business Administration in Accountancy from the City University of Hong Kong in November 2006.

Mr. Lo Kwok Keung Garlick (盧國強), aged 50, is the manager of our Company and is responsible for the operation and management of our property mortgage department. Mr. Lo joined our Group in February 2011. Mr. Lo has been working in insurance industry since 2001. Prior to this, Mr. Lo worked as an accounts manager at a manufacturing company from 1993 to 1997. Mr. Lo became a member of Registered Financial Planners Institute in October 2008 and an associate member of the Hong Kong Management Association in November 1999. He has obtained a professional diploma in information technology from the Hong Kong Management Association in November 2000.

COMPANY SECRETARY

We have appointed Mr. Cheng Yiu Hang as our company secretary for the purpose of Rule 8.17 of the Listing Rules, whose brief biographic details are set out in the section headed “Directors, senior management and employees — Senior management” above.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Our Company complies or intends to comply with the Corporate Governance Code in Appendix 14 to the Listing Rules except for code provision A.2.1, which requires the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. Mr. Edward Chan currently holds both positions. Throughout the

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Track Record Period, Mr. Edward Chan has been the key leadership figure of our Group who has been primarily involved in formulation of business strategies and determination of the overall direction of our Group. He has also been chiefly responsible for our Group's operations as he directly supervises other executive Directors and senior management of our Group. Taking into account the continuation of the implementation of our business plans, our Directors (including our independent non-executive Directors) consider that Mr. Edward Chan is the best candidate for both positions and the present arrangements are beneficial and in the interests of our Company and the Shareholders as a whole.

Our Directors will review our corporate governance policies and compliance with the Corporate Governance Code each financial year and comply with the “comply or explain” principle in our corporate governance report which will be included in our annual reports upon the Listing.

BOARD COMMITTEES

Audit Committee

We have established an audit committee on 19 February 2013 with effect from the Listing with written terms of reference in compliance with the Listing Rules. The audit committee consists of all of the independent non-executive Directors, namely, Dr. Yip Ngai, Dr. Leung Shiu Ki Albert and Mr. Chan Wing Lee. Dr. Yip Ngai is the chairman of the audit committee. The primary duties of the audit committee are, among other things, to review and supervise the financial reporting process and the internal control systems of our Group.

Remuneration Committee

We have established a remuneration committee on 19 February 2013 with effect from the Listing with written terms of reference in compliance with the Listing Rules. The remuneration committee consists of 3 members, namely Mr. Chan Wing Lee, Dr. Leung Shiu Ki Albert and Mr. Edward Chan. Mr. Chan Wing Lee is the chairman of the remuneration committee. The primary functions of the remuneration committee are to make recommendations to our Board on the remuneration of our Directors and senior management and determine on behalf of our Board regarding specific remuneration packages and conditions of employment for our Directors and senior management.

Nomination Committee

We have established a nomination committee on 19 February 2013 with effect from the Listing with written terms of reference in compliance with the Listing Rules. The primary duties of the nomination committee are to make recommendations to our Board regarding candidates to fill vacancies on our Board and senior management. The nomination committee consists of 3 members, namely Dr. Leung Shiu Ki Albert, Mr. Chan Wing Lee and Mr. Edward Chan. Dr. Leung Shiu Ki Albert is the chairman of the nomination committee.

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STAFF

There were 52 full-time staff in our Group as at the Latest Practicable Date. The following sets forth the number of our staff in the respective functions of our Group:

	Number of Employees
Mortgage and administration	8
Account	4
Pawnshop operation	<u>40</u>
Total	<u><u>52</u></u>

Relationships with our employees

During the Track record Period, we did not experience any significant problems with employees or other labour disturbances to our operations and we did not experience any difficulties in the recruitment and retention of experienced staff. We believe we have a good working relationship with our employees.

Employees' benefits

Our Group's remuneration to employees includes salaries. We also provide staff benefits including subsidies for academic expenses for children of our staff. Our Group provides insurance coverage in respect of life and work injury to our employees.

RETIREMENT BENEFIT SCHEME

Our Group participates in the mandatory provident fund for our employees in accordance with the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). Our Group has paid the relevant contributions in accordance with the aforesaid laws and regulations.

COMPLIANCE ADVISER

We intend to appoint Cinda International Capital Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules to provide advisory services to our Company. It is expected that the compliance adviser will, amongst other things, advise our Company with due care and skill on the following matters:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated including shares issue and share repurchases;

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

The term of the appointment shall commence on the Listing Date and end on the date on which we distribute our annual report in respect of our financial results for the first full financial year commencing after the Listing Date and such appointment may be subject to extension by mutual agreement.