

## DIRECTORS AND SENIOR MANAGEMENT

### BOARD OF DIRECTORS

Our Board consists of seven Directors, of which there are three executive Directors, one non-executive Director and three independent non-executive Directors. The Company confirms that there are no legal or other impediments preventing any members of our senior management or any other person from being appointed as our executive, non-executive or independent non-executive director in accordance with the Articles of Association after Listing.

The following table provides information about our Directors.

#### Members of our Board

<u>Name</u>	<u>Age</u>	<u>Date of appointment as Director</u>	<u>Existing Position</u>	<u>Roles and Responsibilities</u>
Chow Kam Fai, David (周錦輝)* . . . . .	62	5 October 2006	Co-chairman, executive Director and chief executive officer	Responsible for the overall management of the Group and our strategic planning
Lam Fong Ngo (林鳳娥)* . . . . .	85	20 December 2006	Executive Director and vice chairman	Oversees gaming operations
Sheldon Trainor-DeGirolamo . . . . .	49	18 May 2012	Executive Director	Oversees financing corporate advisory and strategy of the Group
Tong Ka Wing, Carl (唐家榮) . . . . .	62	18 May 2012	Co-chairman and non-executive Director	Oversees general management and operations
Fong Chung, Mark (方中). . . . .	62	5 June 2013	Independent non-executive Director	As independent director
Xie Min (謝岷). . . . .	54	5 June 2013	Independent non-executive Director	As independent director
Tam Wai Chu, Maria (譚惠珠). . . . .	67	5 June 2013	Independent non-executive Director	As independent director

*Note:*

\* None of our Directors is personally related with any other Director, except Lam Fong Ngo is the mother of David Chow.

#### ***Executive Directors***

**Mr. Chow Kam Fai, David (周錦輝)**, age 62, has been our Director since October 2006 and chief executive officer since December 2006. He became our co-chairman and executive Director on 31 May 2012. Mr. Chow has had more than 30 years of experience in the gaming, gaming promotion, entertainment and hospitality industries prior to founding our Company's business.

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He was engaged in the provision of gaming promotion services for junket room operations for STDM in the 1980s. In 1992, Mr. Chow, together with Lam Fong Ngo and Li Chi Keung, established Hong Hock to engage in real estate operations in Macau. Under Mr. Chow's management, Hong Hock opened The Landmark Macau to provide rental, management and dining services for the use of our premises, facilities and services to SJM for their VIP room operations. In 2006, Mr. Chow expanded Hong Hock's operations and caused Hong Hock to enter into the 2006 Service Agreement with SJM and has since managed and directed Hong Hock's Gaming Services provision operations. In 2000, David Chow, together with Stanley Ho and Lam Fong Ngo, incorporated MFW Investment to develop and operate Macau Fisherman's Wharf. He has been instrumental to the development and operations and the proposed redevelopment of the hotels and entertainment facilities in Macau Fisherman's Wharf.

Mr. Chow has been actively involved in community service. He founded Macau Association of Retailers and Tourism Services (澳門旅遊零售服務業總商會) in 1998. Mr. Chow was elected as a legislator of the Macau Government in 1996, 2001 and 2005, and has been a member of the Macau Chief Executive Election Committee since 2004. He established the Travel Industry Council of Macau in 2001 and has been serving as the vice president of Macau Region of the Council since 2011. In 2007, Mr. Chow's experience and contribution to Macau's tourism industry were recognized when he was awarded the title of Top Ten Talent (Construction) in China for the year 2006 (2006 年中國十大建設英才) and the Order of Merit for Tourism (旅遊功績勳章) by the Macau Government for his contribution to the tourism industry. In February 2013, Mr. Chow's contribution to Macau and the PRC was further recognized by his appointment as a member of the 12th National Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議第十二屆全國委員會).

In addition to our Group, Mr. Chow also manages other hospitality businesses in the PRC. He has been the chairman of the board of directors of Beijing Hua Hai Jin Bao Real Estate Development Co. Ltd. (北京華海金寶房地產開發有限公司) since 2008, which has, since 2007, owned and managed the award winning five-star Legendale Hotel Beijing. Mr. Chow has not been a director of any listed company in the three years immediately preceding the date of this prospectus.

**Madam Lam Fong Ngo (林鳳娥)**, age 85, has been our Director since December 2006. She became our executive Director and vice chairman on 31 May 2012. She has also been the vice chairman of MFW Investment since August 2000. Madam Lam has more than 30 years of experience in the Macau gaming industry and has worked for STDM since the 1980s. Madam Lam founded Associação Geral de Ópera Chinesa e Arte Musical de Macau (澳門粵劇曲藝總會) in 2004 and has since served as its chairperson. Madam Lam participates in community work in Macau and has served as a member of the Macau Chief Executive Election Committee in 2004 and 2009. She was awarded the Medal of Cultural Merit (文化功績勳章) in 2009 by the Macau Government and was conferred the title of honorary citizen of Guangzhou (廣州市榮譽市民) by the Guangzhou People's Congress.

**Mr. Sheldon Trainor-DeGirolamo**, age 49, has been our Director since 18 May 2012. He has been licensed by the SFC since 1994 as an investment representative before the SFO came into effect and as a representative under the SFO to carry out Type 6 Regulated Activity (Advising on Corporate Finance). Mr. Trainor obtained a bachelor's degree in commerce at the University of

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British Columbia in 1988 and has more than 20 years of experience in financial advisory services. He served a number of leading investment banks and has extensive experience in raising capital for casino, leisure and property companies in Asia. He worked at Credit Suisse Management (Australia) PTY Limited between 1990 and 1994 and last served as an associate in the investment banking division. He then served within Morgan Stanley group of companies between 1994 and 2005 and last served as a managing director in the investment banking division of Morgan Stanley Asia Pacific Holding Ltd. Mr. Trainor worked at Bank of America Merrill Lynch between 2005 and 2009 as a managing director and had been involved in our Group's financing projects in such capacity since 2005. He founded PacBridge Capital Partners (HK) Limited in 2009. As its director and responsible officer, Mr. Trainor is primarily responsible for the execution of both corporate advisory and principal investment transactions. Mr. Trainor has not been a director of any listed company in the three years immediately preceding the date of this prospectus.

### *Non-Executive Director*

**Mr. Tong Ka Wing, Carl (唐家榮)**, age 62, was appointed as our co-chairman and non-executive Director on 18 May 2012. Mr. Tong became an associate of the Hong Kong Institute of Certified Public Accountants in 1981, an associate of the Institute of Chartered Accountants in England and Wales in 1980 and an associate member of the Institute of Motor Industry in 1973. He worked with Arthur Andersen in 1977 and as vice president of Citibank, N.A. between 1985 and 1987. He was a director of Asia Television Limited between 1990 and 1991. He founded Carl Tong & Associates Management Consultancy Limited in 1987 which is engaged in management consultancy business. He is also a director of UNIR (HK) Management Limited, a management service company wholly-owned by Ina Chan. In addition, Mr. Tong has been actively engaged in community service. He served as Member for the Central and Western District Board of Hong Kong between 1982 and 1988, and was a member of the Legislative Council of Hong Kong between 1984 and 1985. Mr. Tong has been an executive director and chief executive officer of Creative Master Bermuda Limited since 2003, and was the chairman and chief executive officer of Creative Master International Inc. between 1997 and 2000. He served as an independent non-executive director of eSun Holdings Limited (豐德麗控股有限公司) (SEHK: 0571) between 2004 and 2011, and non-executive director at Crocodile Garments Limited (鱷魚恤有限公司) (SEHK: 0122) between 2007 and 2012. Save as disclosed herein, Mr. Tong has not been a director of any listed company in the three years immediately preceding the date of this prospectus.

### *Independent non-executive Directors*

**Mr. Fong Chung, Mark (方中)**, age 62, was appointed as our independent non-executive Director and the chairman of our audit committee on 5 June 2013. Mr. Fong obtained a bachelor's degree in science from the University College, London in August 1972 and a master's degree in science from the University of Surrey in December 1973. Mr. Fong has almost 30 years of experience in professional accountancy. He has been a fellow of the Institute of Chartered Accountants in England and Wales since January 1983 and a fellow of Hong Kong Institute of Certified Public Accountants since March 1986. He was the president of Hong Kong Institute of Certified Public Accountants in 2007 and has been a member of its audit committee in 2012. Since 2009, Mr. Fong has been serving as the executive director of China Development of Grant Thornton International Ltd.

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Mr. Fong is actively involved in community services. He was a director of Po Leung Kuk, a charity organization in Hong Kong, between 1993 and 1996, and was elected as a member of the Legislative Council Election Committee of Hong Kong for Accountancy Subsector in 2000. He has been serving as an Honorary Judge of the Hong Kong Jockey Club since 1996 and a member of the Small and Medium Enterprises Development Fund Vetting Committee of the Trade and Industry Department of Hong Kong since 2008.

Mr. Fong has been an independent non-executive director of Sinopec Kantons Holdings Limited (中石化冠德控股有限公司) (SEHK: 0934) since 2004, and New China Life Insurance Company Ltd. (新華人壽保險股份有限公司) (SEHK: 1336) since 2011. He is also a non-executive director of Worldsec Limited (LON: WSL). Save as disclosed herein, Mr. Fong has not been a director of any listed company in the three years immediately preceding the date of this prospectus.

**Mr. Xie Min (謝岷)**, age 54, was appointed as our independent non-executive Director on 5 June 2013. Mr. Xie obtained a master's degree in economics from the University of International Business and Economics of the PRC in 1987. In 1993, he was awarded a master's degree in business administration by New York University. Between 1993 and 1994, he completed the International Tax Program at Harvard Law School and the Investment Appraisal and Management Program at the Harvard Institute for International Development, and obtained a master's degree in public administration from Harvard Kennedy School of Government. Mr. Xie has over 20 years of experience in private equity and mergers and acquisitions. He has extensive experience in deal structuring, post-deal business integration and restructuring of both Chinese state-owned entities and private enterprises. He also held senior positions at various listed enterprises and international private equity funds and institutions. He served as the chief investment officer of TOM.COM INTERNATIONAL LIMITED, a wholly-owned subsidiary of TOM Group Limited (SEHK: 2383) between 2001 and 2004. He was the managing director and head of private equity division at BOCI Asia Limited between 2004 and 2006, and the managing director and head of China private equity at Macquarie Services (Hong Kong) Limited in 2006. He became the managing director of Avenue Asia HK, Limited-Hong Kong Representative Office between 2008 and 2011. Mr. Xie is currently a director of China Capital Advisors Limited and has been the vice chairman of the Investment Review Committee of Chinastone Capital Management Limited since April 2012; and a director of Triple Master Investment Holdings Limited, which has been engaged as an advisor to Apax Partners LLP since March 2012, advising them on their private equity business development in China.

Mr. Xie has also been actively involved in community service. He is currently the chief advisor of the China Enterprise Chairmen Association (中華全國理事長協會) and the Cross Strait Enterprises Association in Taiwan (中華海峽兩岸企業交流協會), the chairman of Harvard Kennedy School China Alumni Association, and a visiting professor of international investment and a member of the board of University of International Business and Economics. Mr. Xie was also a member of the tenth Henan Provincial Committee of the Chinese People's Political Consultative Conference (中華人民政治協商會議第十屆河南省委員會). Mr. Xie has not been a director of any listed company in the three years immediately preceding the date of this prospectus.

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**Madam Tam Wai Chu, Maria (譚惠珠)**, age 67, was appointed as our independent non-executive Director on 5 June 2013. Madam Tam obtained an Honorary Doctor in Laws from the Chinese University of Hong Kong in 1989. She has over 40 years of experience practicing as a barrister. She has been a member of The Honourable Society of Gray's Inn, a professional association for barristers and judges in England, since 1973, and was admitted to the bar in the United Kingdom and Hong Kong in 1972 and 1974, respectively. She has been the honorary advisor of the Hong Kong Mediation Centre since 2006.

Madam Tam has been actively involved in the public administrative service. She served as a member of the Legislative Council of Hong Kong between 1981 and 1991 and a non-official member of the Executive Council of Hong Kong between 1984 and 1994. She was a member of the HKSAR Basic Law Drafting Committee between 1985 and 1989 and a member of the National Committee of the Chinese People's Political Consultative Conference of the PRC between 1993 and 1998. Madam Tam has been serving as a deputy in the National People's Congress of the PRC since 1998 and a member of the Basic Law Committee of HKSAR between 1997 and 2002. Madam Tam is the founding president, and has been serving as the president and legal advisor, of the Junior Police Officers' Association of the Hong Kong Police Force since 1977. Her contribution to the Society of Hong Kong was recognized by the British Monarchy when she was appointed Justice of the Peace and awarded Order of the British Empire (O.B.E.) and Commander of the Order of British Empire (C.B.E.) in 1982, 1984 and 1988, respectively. She was awarded Gold Bauhinia Star by the Hong Kong Government in 1998.

Madam Tam has been an independent non-executive director of Wing On Company International Limited (SEHK: 0289) since 1994, Minmetals Land Limited (SEHK: 0230) since 1997, Sinopec Kantons Holdings Limited (SEHK: 0934) since 1998, Guangnan (Holdings) Limited (SEHK: 1203) since 1999, Tong Ren Tang Technologies Co. Ltd. (SEHK: 1666) since 2000, Sa Sa International Holdings Limited (SEHK: 0178) since 2004, Nine Dragons Paper (Holdings) Limited (SEHK: 2689) since 2006 and Titan Petrochemicals Group Limited (SEHK: 1192) between 2004 and 2012. Save as disclosed herein, Madam Tam has not been a director of any listed company in the three years immediately preceding the date of this prospectus.

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### SENIOR MANAGEMENT

The following table provides information about the senior management of our Group (in addition to our Directors).

Name	Age	Position	Year of joining
Chan Kin Man (陳健文) . . . . .	38	Executive vice president, chief financial officer	2012
Lao Wai Man (劉慧敏) . . . . .	38	Executive vice president, corporate affairs	2000
Meacock, Peter John . . . . .	67	Executive vice president, head of projects	2012
Yip Wing Fat, Frederick (葉榮發) . . . . .	57	Executive vice president, head of casino operations	1997
Chan Heung Tak (陳享德) . . . . .	44	Senior vice president, international marketing and casino membership	1999
Jin Fenli (金奮立) . . . . .	37	General manager of The Landmark Macau	2003
Oor Yit Teik . . . . .	53	General manager of Macau Fisherman's Wharf	2008

**Mr. Chan Kin Man (陳健文)**, age 38, was appointed as our executive vice president, chief financial officer on 5 June 2013. Mr. Chan was awarded a bachelor's degree in business administration in accounting and finance by The University of Hong Kong in July 1997. He has approximately 15 years of accounting and finance work experience. He is a certified public accountant, and has been registered with the Hong Kong Institute of Certified Public Accountants since October 2000 and a fellow of the Association of Chartered Certified Accountants since August 2005. Mr. Chan has extensive work experience in accounting, financial advisory and management. Prior to joining our Group, he worked with an international accounting firm between 1997 and 2006. He served as the deputy financial controller in both Lai Sun Development Company Limited (SEHK: 0488) between 2006 and 2008 and eSun Holdings Limited (SEHK: 0571) between 2008 and 2012. He joined us in 2012 as chief financial officer.

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**Ms. Lao Wai Man (劉慧敏)**, age 38, was appointed as our executive vice president, corporate affairs on 5 June 2013. Ms. Lao was awarded a bachelor's degree in business administration by the University of Brighton in the United Kingdom in July 1997. She has approximately 15 years of work experience in corporate administration. Ms. Lao joined our Group in 1997. She worked as the public relations officer of Macau Landmark Management Limited between 1997 and 1999, and as the executive assistant to the chief executive officer of New Macau Landmark since 2000. She was the purchasing manager of New Macau Landmark and Macau Fisherman's Wharf between 2003 and 2007, and the executive assistant to the chief executive officer of Macau Fisherman's Wharf between 2000 and 2010. Ms. Lao has been serving as the executive assistant to the chief executive officer of New Macau Landmark since 2000.

**Mr. Meacock, Peter John**, age 67, was appointed as our executive vice president, head of projects on 5 June 2013. Mr. Meacock was awarded the higher national certificate in Building from Hertfordshire College of Building in the UK in August 1967. He became a Member of the Institute of Structural Engineers of the UK in December 1970. He also became a Member of the Hong Kong Institution of Engineers in January 1983. He is experienced in architecture, interior design, engineering building projects and construction development in Europe, the Middle East and South East Asia.

Mr. Meacock was the Asia regional managing director of TBV Consult Asia Ltd. between 1993 and 1997. He was a business development manager at Leighton Contractors (Asia) Limited in 1997. He founded Legend Tec International Project Management Co. Ltd, a company which engages in project management and work, in 2006 and was a director of the company until 2012.

Since joining us in 2012, Mr. Meacock has been responsible for property development projects of our Company including the MFW Redevelopment Project and renovation of The Landmark Macau.

**Mr. Yip Wing Fat, Frederick (葉榮發)**, age 57, was appointed as our executive vice president, head of casino operations at New Macau Landmark on 5 June 2013. Mr. Yip was awarded a diploma in accounting by Lingnan College in Hong Kong in November 1979. He also obtained a master's degree in business administration from the Macau University of Science and Technology in June 2005. Mr. Yip has over 20 years of work experience in the Macau gaming industry. Prior to joining our Group, he worked as an assistant shift pit boss at STDM between 1979 and 1982. He later served as accounting manager at Macau Horse Racing Co. Ltd. in 1988. Mr. Yip founded Tak Tai Fomento Predial (德泰地產貿易投資有限公司), a real estate agency, in 1991, and is currently its managing director. Mr. Yip joined us in 1997 as our security controller of the security department, and became our deputy general manager in 1999. Between 2003 and 2007, Mr. Yip served as executive vice president for mass market and slot machine gaming at the Casinos.

Mr. Yip is active in community service in Macau. He is, among other things, a member of the Macau Chief Executive Election Committee in 2004 and 2009; a representative of the Macau Tourism Development Committee and a member of the representative election conference of the National People's Congress of the PRC in 2012.

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**Mr. Chan Heung Tak (陳享德)**, age 44 was appointed as senior vice president, international marketing and casino membership of New Macau Landmark on 5 June 2013. Mr. Chan is the sole shareholder of TCL. Mr. Chan has over 20 years of work experience in the gaming industry. Prior to joining our Group, he worked at Golden Palace VIP Club in the Philippines as a casino manager between 1993 and 1997. Between 1999 and 2007, he was vice president of membership and marketing of the VIP rooms at The Landmark Macau.

**Mr. Jin Fenli (金奮立)**, age 37, was appointed as the general manager of The Landmark Macau on 5 June 2013. Mr. Jin was awarded a master's degree in business administration from Napier University Edinburgh in the United Kingdom and a master's degree in hospitality management from Birmingham College of Food, Tourism and Creative Studies, a college accredited by the University of Birmingham in the United Kingdom in 2002 and 2007, respectively, through distance learning. Mr. Jin joined our Group in 2003 as the assistant to the president of The Landmark Macau and became the vice president of The Landmark Macau in 2004. Mr. Jin moved on to become the general manager of the hotel in The Landmark Macau and has been in this position since 2007.

**Mr. Oor Yit Teik**, age 53, was appointed as the general manager of Macau Fisherman's Wharf on 5 June 2013. Mr. Oor received a technical diploma in civil engineering from the Singapore Polytechnic in April 1980 and was awarded a bachelor's degree in engineering by the National University of Singapore in June 1985. Prior to joining our Group, Mr. Oor was an engineer at R.J. Brown and Associates (Far East) Pte. Ltd. in 1985, and an engineer at Toa Harbor Works Co., Ltd. in 1986. He was the general manager of Singapore Sightseeing Pte. Ltd. in 1991. Mr. Oor moved to Tang Dynasty City Pte. Ltd., a subsidiary of Far East Holdings International Ltd., and worked as its director of operations in 1992 and as senior director of operations between 1997 and 1998. He joined the Singapore government in 2004 and served as the general manager of Aloha, the Civil Service Resorts, under the public service division of the Prime Minister's Office of Singapore, between 2004 and 2007. Mr. Oor joined our Group in 2008 as our deputy chief operating officer before becoming the general manager of Macau Fisherman's Wharf in December 2012.

### COMPANY SECRETARY

**Mr. Chan Kin Man (陳健文)**, age 38, is our company secretary. Mr. Chan's biography is set out in "Senior Management" above.

### BOARD COMMITTEES

#### Audit Committee

We have established an audit committee in compliance with Rule 3.21 of the Listing Rules. The primary duties of the audit committee are to review and supervise our financial reporting process and internal control system, review and approve connected transactions and provide advice and comments to our Directors. The audit committee consists of four members, namely Mr. Fong Chung, Mark, Mr. Tong Ka Wing, Carl, Mr. Xie Min and Madam Tam Wai Chu, Maria. Mr. Fong is the chairman of our audit committee.



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### Remuneration Committee

We have established a remuneration committee in compliance with the Code of Corporate Governance Practice in the Listing Rules. The primary duties of the remuneration committee are to review and determine the terms of the remuneration packages, bonuses and other compensation payable to our Directors and other senior management. The remuneration committee consists of five members, namely Mr. Xie Min, David Chow, Lam Fong Ngo, Mr. Fong Chung, Mark and Madam Tam Wai Chu, Maria. Mr. Xie is the chairman of our remuneration committee.

### Nomination Committee

We have established a nomination committee in compliance with the Code of Corporate Governance Practice in the Listing Rules. The primary duty of the nomination committee is to make recommendations to our Board on the appointment of Directors. The nomination committee consists of five members, namely Madam Tam Wai Chu, Maria, David Chow, Mr. Sheldon Trainor-DeGirolamo, Mr. Fong Chung, Mark and Mr. Xie Min. Madam Tam is the chairman of our nomination committee.

### REMUNERATION OF DIRECTORS

We reimburse our Directors for expenses which are necessarily and reasonably incurred for providing services to us or executing their functions in relation to our operations. The executive Directors who are also our employees are entitled to receive compensation in the form of salaries and other allowances and benefits in kind (including benefits in the form of Shares). In particular, each of David Chow, Sheldon Trainor-DeGirolamo and Tong Ka Wing, Carl is entitled to Directors' Reward Shares amounting to an aggregate of 0.325%, 0.250% and 0.125%, respectively of the total issued capital of the Company immediately after the completion of the Global Offering (without taking into account any Shares that may be issued pursuant to the David Chow Share Options and any options that may be granted under the Share Option Scheme), which will be issued to them in three equal tranches on 31 December 2013, 31 December 2014 and 31 December 2015, respectively, provided that they remain as Directors at the time such Shares are issued. See "Appendix V — Statutory and General Information — C. Further Information About our Directors — 3. Particulars of Service Contracts" in this prospectus.

The aggregate amount of salaries and other allowances and benefits in kind paid by us to our five highest paid individuals during the years ended 31 December 2010, 2011 and 2012 were approximately HK\$29.6 million, HK\$66.4 million and HK\$38.9 million, respectively.

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During the years ended 31 December 2010, 2011 and 2012, the aggregate amount of salaries and other allowances and benefits in kind paid by us to our Directors (taking into account all the Shares and options granted to David Chow as described in detail in “History, Reorganization and Corporate Structure”) were approximately HK\$25.9 million, HK\$63.0 million and HK\$35.7 million, respectively.

No remuneration was paid by our Group to our Directors or the five highest paid individuals as an inducement to join or upon joining our Group or as a compensation for loss of office in respect of any period during the Track Record Period. No Director has waived or has agreed to waive any emoluments during the Track Record Period.

Under the arrangements currently in place and taking into account all the Directors’ Reward Shares, the David Chow Share Options that will be issued to our Directors in 2013 as set out in the paragraph headed “Appendix V — Statutory and General Information — C. Further Information About our Directors — 3. Particulars of Service Contracts” in this prospectus, we estimate the aggregate remuneration of our Directors, payable for the year ending 31 December 2013, to be approximately HK\$82.2 million.

### SHARE OPTION SCHEME

Our Directors have adopted the Share Option Scheme, and its implementation is conditional on the Listing. See “Appendix V — Statutory and General Information — D. Share Option Scheme” for a summary of the principal terms of the Share Option Scheme.

### COMPLIANCE ADVISOR

We have appointed Anglo Chinese Corporate Finance, Limited as our compliance advisor in compliance with Rule 3A.19 of the Listing Rules. The appointment of the compliance advisor will 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.

Pursuant to Rule 3A.23 of the Listing Rules, the compliance advisor will provide advice to us when consulted on the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) if a transaction, which may be subject to the Listing Rules, is contemplated, including notifiable transactions, connected transactions, share issues and share repurchases;
- (c) if we propose to use the net proceeds from the Global Offering in a manner different from that detailed in this prospectus or if our business activities, developments or results deviate from any forecast, estimate or other information in this prospectus;
- (d) if the Stock Exchange makes an inquiry to us regarding unusual movements in the price or trading volume of our Shares; and
- (e) if we propose to appoint a new Director to the Board.