
DIRECTORS, SENIOR MANAGEMENT AND STAFF

DIRECTORS

Our Board currently consists of five Directors, comprising two executive Directors, and three independent non-executive Directors.

The information of our Directors is set out as follows:

Name	Age	Position/Title	Role and responsibility	Appointment date as Director
Mr. Lee Chi Sang (李志生)	57	Chairman of our Board, chief executive officer and executive Director	<ul style="list-style-type: none"> – responsible for the overall strategic planning and management of our Group – member of our remuneration committee – chairman of our nomination committee 	21 August 2012
Mr. Si Tze Fung (施子豐)	50	Executive Director	<ul style="list-style-type: none"> – responsible for day-to-day business operation, general administration and management and overseeing the sales functions of our Group 	21 August 2012
Mr. Chu Kwok Man (朱國民)	57	Independent non-executive Director	<ul style="list-style-type: none"> – supervising and providing independent judgement to our Board – chairman of our remuneration committee – member of our audit committee – member of our nomination committee 	18 October 2013
Mr. Leung Hung Kee (梁鴻基)	43	Independent non-executive Director	<ul style="list-style-type: none"> – supervising and providing independent judgement to our Board – chairman of our audit committee – member of our remuneration committee 	18 October 2013
Mr. Yeung Wai Keung (楊偉強)	51	Independent non-executive Director	<ul style="list-style-type: none"> – supervising and providing independent judgement to our Board – member of our audit committee – member of our nomination committee 	18 October 2013

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Executive Directors

Mr. Lee Chi Sang (李志生), aged 57, the founder of our Group, is the chairman of the Board, chief executive officer of our Company and was appointed as our executive Director on 21 August 2012. He is responsible for the overall strategic planning and management of our Group. Mr. Lee graduated from the University of Hong Kong and obtained the bachelor degree of Social Science in 1978. Mr. Lee possesses over 26 years of experience in trade promotion, exhibition organisation and trade publishing in Hong Kong and overseas. In June 1978, Mr. Lee joined HKTDC as an executive trainee and subsequently took up the role of market officer in the trade services department. In April 1984, Mr. Lee was stationed in the London office of HKTDC as manager and stayed until February 1987. In September 1988, Mr. Lee rejoined HKTDC as the exhibition services manager; and since then Mr. Lee had stayed in HKTDC for around 13 years until his early retirement in January 2002. During his tenure with HKTDC, he was promoted at various stages and acted as the senior manager of exhibitions department and senior manager of publications department. During the period from February 1997 to January 2002, Mr. Lee was engaged as the assistant executive director of HKTDC and his last position held was the director of exhibitions and publications. Through his extensive industry-related working experience, Mr. Lee has accumulated in-depth industry knowledge and market understanding for the trade exhibition industry. After his retirement from HKTDC in 2002, save as his investment in the health care business during the period from 2003 to 2006 and his personal investments in properties and stocks, Mr. Lee did not have interest in any other businesses other than our Group.

Mr. Lee is the director of each of Expand Trade, Mega Expo (HK), Mega Expo Operations, Mega Expo (BVI), i-MegAsia, Mega Expo (USA), Mega Expo (Berlin), Profit Topmark, Mega Expo Travel, New Heyday and Idea Trade and the supervisor of Ningbo Tianyi. Mr. Lee is a shareholder of Business Good as to 93.2% and is one of its two directors.

Mr. Si Tze Fung (施子豐), aged 50, was appointed as our executive Director on 21 August 2012. He is the manager of our Group and is responsible for day-to-day business operation, general administration and management and overseeing the sales functions of our Group. Mr. Si has been engaging in the trade exhibition industry since 1998 and has over 14 years of experience in the industry. During the period from October 1982 to May 1998, Mr. Si was employed by a consumer bank in Hong Kong whereas his last position was senior clerk. In May 1998, Mr. Si joined Kenfair International Limited (“**Kenfair International**”), as assistant manager, responsible for booth design and liaising with booth contractors. During his previous employment in Kenfair International from May 1998 to June 2009, Mr. Si was promoted to sales manager and subsequently to senior manager. Mr. Si finished his secondary education in Hong Kong in 1981. Mr. Si joined our Group in July 2009. Mr. Si is the director of each of Expand Trade, Mega Expo (HK), Mega Expo Operations, Mega Expo (BVI), i-MegAsia, Mega Expo (USA), Mega Expo (U.S.A.) Inc., Mega Expo (Berlin), Profit Topmark, Mega Expo Travel, New Heyday, Idea Trade, Shenzhen Hengjian and Ningbo Tianyi. He is also the authorised representative of Shenzhen Hengjian and Ningbo Tianyi. Mr. Si is one of the two directors of Business Good.

Our executive Directors confirm that they are not interested in any business apart from our Group’s business, which competes or is likely to compete, either directly or indirectly, with our Group’s business.

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Independent non-executive Directors

Mr. Chu Kwok Man (朱國民), aged 57, was appointed as our independent non-executive Director on 18 October 2013. Mr. Chu is a solicitor practicing in Hong Kong since 1983. Mr. Chu was awarded the degree of bachelor of laws by the University of London as an external student in 1981, master of laws by the City University of Hong Kong in 1997 and master of corporate finance by The Hong Kong Polytechnic University in 2006. Mr. Chu was an independent non-executive director of (1) Decca Holdings Limited (Stock Code: 997) (now known as Chinlink International Holdings Limited), a company listed on the Main Board of the Stock Exchange, from February 2000 to February 2012 and (2) JF Household Furnishings Limited (Stock Code: 776) (a company listed on the Growth Enterprise Market of the Stock Exchange in October 2005 which was transferred to the Main Board of the Stock Exchange in September 2008) from April 2008 to August 2011. Mr. Chu was appointed in March 1999 as the non-executive director of Multistack International Limited, a company listed on the Australian Securities Exchange, and was elected and has been acting as its chairman from May 2004 to May 2013.

During the period between July 1993 to February 2004 and between April 2004 to October 2006, Mr. Chu was a director of each of KCI Services Limited (“**KCI Services**”) and Noble Partners Limited (“**Noble Partners**”) respectively, each a private company incorporated in Hong Kong. Each of KCI Services and Noble Partners was dissolved in February 2004 and October 2006 respectively, by deregistration based on its own application pursuant to section 291AA of the Companies Ordinance. Prior to being dissolved by deregistration, KCI Services was principally engaged in provision of company secretarial services and had become defunct and ceased business and Noble Partners had never commenced business. Under section 291AA of the Companies Ordinance, an application to deregister a private company can only be made if (a) all the members of the company agree to the deregistration; (b) the company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application; and (c) the company has no outstanding liabilities.

During the period between June 1997 to September 2001, Mr. Chu was a director of Sharp Trend Industries Limited (“**Sharp Trend**”), a private company incorporated in Hong Kong and was dissolved by striking off pursuant to section 291 of the Companies Ordinance in September 2001 for not carrying on business or in operation. According to Mr. Chu, the said company had never commenced business and was solvent and dormant at the time of it being struck off. The dissolution of the said company has not resulted in any liability or obligation imposed against him.

Mr. Chu confirmed that there was no wrongful act on his part leading to the dissolution of each of KCI Services and Noble Partners by deregistration and dissolution of Sharp Trend by striking off and that, as far as Mr. Chu is aware, no actual or potential claim has been or will be made against him as a result of such dissolution. Our Directors are of the view that Mr. Chu has the character, experience and integrity and is able to demonstrate a standard of competence commensurate with his position as a director of a listed issuer.

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Mr. Leung Hung Kee (梁鴻基) *FCCA*, aged 43, was appointed as our independent non-executive Director on 18 October 2013. Mr. Leung obtained a master's degree in business administration from a joint program of the Columbia Business School, the London Business School and The University of Hong Kong in June 2012, and a bachelor of arts degree in accounting and finance from the University of Lancaster in the United Kingdom in June 1993. Mr. Leung was admitted as a fellow of the Association of Chartered Certified Accountants in November 2003. From December 1993 to April 1999, Mr. Leung joined a worldwide professional services firm; and he was promoted in January 1997 as a senior accountant. During the period from April 1999 to July 2007, Mr. Leung was engaged by various insurance companies, including as the senior manager of finance department at CIGNA Worldwide Insurance Company and was mainly responsible for financial reporting and internal audit. During the period from May 2008 to August 2011, Mr. Leung took up the position of engagement manager in Jefferson Wells HK Ltd. Mr. Leung took the position of senior manager in Ernst & Young Advisory Services Limited in August 2011. Since October 2013, Mr. Leung has taken up the role of chief risk officer in an insurance company.

Mr. Yeung Wai Keung (楊偉強), aged 51, was appointed as our independent non-executive Director on 18 October 2013. Mr. Yeung was awarded the master's degree in business administration by the University of Hull in the United Kingdom in December 1995. In September 1993, Mr. Yeung obtained the diploma in Management Studies awarded jointly by the Hong Kong Polytechnic and Hong Kong Management Association. Subsequently in December 1998, Mr. Yeung has completed the course offered through the School of Professional and Continuing Education of The University of Hong Kong and obtained the diploma in Marketing awarded by Hong Kong Institute of Marketing. Mr. Yeung also obtained the postgraduate diploma in Marketing awarded by The Chartered Institute of Marketing.

Mr. Yeung has more than 25 years of experience in the trade exhibition industry. He started his career in the industry with the position of operation supervisor in an exhibition contracting company. From February 1988 to February 1994, Mr. Yeung joined HKCEC as event coordinator and was subsequently promoted to assistant events manager. From April 1994 to May 2005, Mr. Yeung re-joined HKCEC and took up the position of events manager and was subsequently promoted to the position of event planning and coordination manager of HKCEC, at which he was responsible for monitoring the day-to-day operation and supervising the events ran in the HKCEC. In June 2005, Mr. Yeung joined Guangzhou Jinhan Exhibition Centre as the deputy general manager. In November 2006 and subsequently in July 2011, he took up the positions of the director of exhibition management at The Venetian Macao-Resort-Hotel and vice president of convention and exhibition department at Beijing Mangrove International Hotel & Resorts Ltd respectively and was responsible for overseeing the operations of the exhibition venues. Since February 2012, Mr. Yeung joined Hong Kong Shun Tak Holding Ltd. as the deputy general manager of Canton Tower in Guangzhou.

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 or controlling shareholders of our Company as at the Latest Practicable Date; and (iii) did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date. As at the Latest Practicable Date, save as the interests of Mr. Lee in our Shares which are disclosed in the section headed "Persons having notifiable interests under the SFO" in this prospectus, each of our Directors did not have any interest in the Shares within the meaning of Part XV of the SFO. In addition, our Directors confirmed that none of them is interested in any business which competes or is likely to compete with our Group's business.

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Save as disclosed herein, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no other matter with respect to the appointment of our Directors that needs to be brought to the attention of our Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

SENIOR MANAGEMENT

Mr. Khan Javed Iqbal, aged 50, is our general manager. Mr. Khan has over 21 years of experience in the trade exhibition industry. Mr. Khan joined our Group in September 2012 and is responsible for overseeing and coordinating the sales department and development of new trade exhibitions. Prior to joining our Group, Mr. Khan joined Kenfair International as marketing executive in January 1992. During his previous employment in Kenfair International, Mr. Khan was promoted to assistant sales manager in May 1993, sales manager in April 1995 and subsequently senior sales manager in August 2000. He was responsible for supervising promotion and marketing activities and sale of exhibition booths for various sizable trade exhibitions held in Hong Kong and overseas. From April 2002 to June 2009, Mr. Khan was engaged as the general manager of Kenfair International and responsible for the overall day-to-day operation of the company. In June 2008, Mr. Khan was appointed as the executive director of Kenfair International (Holdings) Limited (now known as Sino Resources Group Limited) (Stock Code: 223), a company listed on the Main Board and subsequently resigned in April 2009. During his tenure at Sino Resources (formerly known as Kenfair International (Holdings) Limited), Mr. Khan acted as its director and general manager. He was responsible for the sales, promotion and marketing of its trade exhibitions (including the Mega Shows) and its administration function. During the period from July 2009 to August 2012, Mr. Khan acted as the general manager of Kenfair Exhibition Limited.

Mr. Khan finished his secondary education in Hong Kong in 1981. In August 2007, he completed the course and obtained the exhibition management degree (“**EMD**”) certified by The Global Association of the Exhibition Industry (the “**UFI**”) and the University of Cooperative Education in Ravensburg, Germany. The EMD is a 150-hours programme taken in the form of both on-site seminars and e-learning sessions designed for professional training for exhibition organisers and venue managers with course curriculum focuses on project management, business strategy development, risk management, intercultural human resource management and cost controls in relation to exhibition and convention management. Mr. Khan has been elected as the executive vice chairman of Hong Kong Exhibition & Convention Industry Association (formerly known as Hong Kong Exhibition Organisers Association) since 2010.

Mr. Tsui Wai Lun (徐偉倫), aged 49, joined our Group in July 2009 as operations manager and is responsible for monitoring the operation aspects of various stages of trade exhibitions, including liaising with venue providers for venue specification and the layout design of booth floor plan, engaging the booth contractors or other service providers, monitoring the design and setting up the trade exhibition and managing the trade exhibition on-site. Mr. Tsui has over 17 years of experience in the trade exhibition industry in Hong Kong and overseas. Prior to joining our Group, Mr. Tsui was employed by various international hotels in the PRC as purchasing officer and purchasing manager. During the period from August 1989 to September 1992, Mr. Tsui joined HKCEC as purchasing officer and was responsible for managing the purchasing of the wide variety of equipment and supplies used for international meeting or exhibition. During the period from January 1992 to August 1993, Mr. Tsui acted as the purchasing manager of a hotel in Shanghai and was responsible for the day to day operation of the purchasing

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office and in charge of domestic and overseas purchasing. From September 1993 to March 1995, Mr. Tsui took up the role of sales manager of the offshore division in The Hongkong Refrigerating Co., Ltd. Subsequently, Mr. Tsui took up the roles of assistant project manager and project manager in two contracting companies during the period from 1995 to 1998, and was responsible for overseeing the site project, liaising with customers and sub-contractors and controlling the progress of site work. During the period from March 1999 to February 2008, Mr. Tsui was employed by Kenfair International as operations department manager, at which Mr. Tsui was responsible for the operations matter related to the exhibitions. Mr. Tsui finished his secondary education in Hong Kong in 1981 and completed the quarter course in personnel management and industrial relation at the Division of Extramural Studies of the Hong Kong Baptist College (now known as Hong Kong Baptist University) in 1982.

Mr. Tse Wing Keung (謝永強), aged 47, is our general sales manager of our China Division. Mr. Tse has over 12 years of experience in the trade exhibition industry. Mr. Tse joined our Group in July 2010 and is responsible for handling sales activities with exhibitors from PRC and agents for various trade exhibitions in Hong Kong and overseas. Mr. Tse is also the director of Ningbo Tianyi and general manager of Shenzhen Hengjian. Prior to joining our Group, Mr. Tse was employed by Kenfair International and Kenfair International (Overseas) Limited from 15 November 2000 to July 2010, and Mr. Tse joined the company as sales executive and was subsequently promoted to senior project manager handling designated Chinese exhibitors from PRC. Mr. Tse finished his secondary education in Hong Kong in 1983. In September 2012, Mr. Tse obtained the EMD certified by the UFI and the University of Cooperative Education in Ravensburg, Germany. Mr. Tse is the brother-in-law of Mr. Cheung.

Mr. Leong Weng Kin (梁永健), aged 47, joined our Group in June 2013 and was appointed as chief financial officer of our Company. He is primarily responsible for our Group's financial planning and reporting, and in particular, our Group's financial resources management to support our strategic growth plan. Mr. Leong has over 20 years of experience in accounting, financial management, corporate finance, company secretarial matters, and auditing. Prior to joining our Group, Mr. Leong served as the financial controller of Wang On Group Limited (stock code: 1222), a company currently listed on the Main Board, from July 2004 to November 2012. Mr. Leong was also an executive director of China Agri-Products Exchange Limited (stock code: 149), a company currently listed on the Main Board, from February 2009 to November 2012. Furthermore, Mr. Leong joined Dailywin Group Limited as financial controller in April 1994 and took the positions of group financial director and company secretary from 1995 to July 2004. Dailywin Group Limited, currently known as Wai Yuen Tong Medicine Limited (stock code: 897), was listed on the London Stock Exchange from March 1995 to April 2002 and has been listed on the Main Board since October 1997. In 2001, it was acquired by Wang On Group Limited.

Mr. Leong holds a degree of master of business administration from The Chinese University of Hong Kong awarded in December 2003, a professional diploma in management accountancy from the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) awarded in November 1989, and is a fellow of the Association of Chartered Certified Accountants and an associate member of The Hong Kong Institute of Certified Public Accountants and the Chartered Institute of Management Accountants.

Unless otherwise stated above, none of the members of our senior management has been a director of a public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years from the Latest Practicable Date.

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COMPANY SECRETARY

Mr. Lui Chi Ho (呂志豪), aged 40, who has been so nominated by Stevenson, Wong & Co. under an engagement letter made between our Company and Stevenson, Wong & Co, pursuant to which Stevenson, Wong & Co. has agreed to provide certain corporate secretarial services to our Company, was appointed by our Board as our company secretary on 18 October 2013. He is currently a partner of Stevenson, Wong & Co., a law firm in Hong Kong. Mr. Lui has been admitted as a solicitor to the High Court of Hong Kong since 1999. He is also admitted as a solicitor to the Supreme Court of England and Wales in 2004. Mr. Lui is a member of the Chartered Institute of Arbitrators and is an accredited mediator of Hong Kong International Arbitration Centre and the Law Society of Hong Kong. He is also a member of the Solicitors Disciplinary Tribunal Panel and chairman to Appeal Tribunal Panel (Buildings). Mr. Lui is confident that he can allocate sufficient time and resources to take up the role of the company secretary of our Company. Mr. Lui is served by a team of staff from Stevenson, Wong & Co.

STAFF

We maintain good working relations with our staff. We have not experienced any significant problems with the recruitment and retention of experienced employees. In addition, we have not suffered from any material disruption of our normal business operations as a result of labour disputes or strikes. The remuneration payable to our employees includes salaries, discretionary bonuses and commission.

Benefits

As required by the employment laws in Hong Kong, our Group participates in a provident fund scheme registered under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for all our eligible employees in Hong Kong. We contribute 5% of our employees' relevant income per month as required under the ordinance subject to a maximum of HK\$1,250 per employee. Contributions from us are 100% vested in each employee immediately but, subject to limited exceptions, all benefits derived from the mandatory contributions must be preserved until the employee reaches the retirement age of 65 or ceases employment and the employee declares not to become employed or self-employed within the foreseeable future. We also provide medical insurance and labour insurance for each of our Hong Kong staff.

In the PRC, in accordance with relevant national and local labour and social welfare laws and regulations, we are required to pay in respect of our employees in the PRC various social insurance including basic pension insurance, basic medical insurance, unemployment insurance, occupational injury insurance, hospital insurance and insurance for maternity leave.

Compensation

The aggregate amounts of remuneration of our Directors for the three years ended 30 June 2013 were approximately HK\$3.6 million, HK\$3.5 million and HK\$6.4 million respectively. Details of the arrangement for remuneration are set out in Note 10 to the Accountants' report in Appendix I to this prospectus. Under such arrangement and pursuant to our Directors' service agreements and letters of appointment referred to in the paragraph headed "Further information about Directors and Shareholders – 12. Directors – (b) Particulars of Directors' service contracts" in Appendix IV to this prospectus, the aggregate amount of directors' fee and other emoluments payable to our Directors for the year ending 30 June 2014 is estimated to be approximately HK\$7.6 million, excluding any discretionary bonuses.

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Our Directors and senior management receive compensation in the form of salaries, benefits in kind and/or discretionary bonuses relating to the performance of our Group. We also reimburse them for expenses which are necessarily and reasonably incurred for providing services to us or executing their functions in relation to our operations. We regularly review and determine the remuneration and compensation packages of our Directors and senior management.

After Listing, the remuneration committee of our Company will make recommendations to our Board on the overall remuneration policy and structure relating to all Directors and senior management with reference to salaries paid by comparable companies, time commitment and responsibilities of our Directors and performance of our Group.

During the Track Record Period, no remuneration was paid by our Company to, or received by, our Directors as an inducement to join or upon joining our Company.

BOARD COMMITTEES

Audit committee

Our Company established an audit committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules pursuant to a resolution of our Directors passed on 18 October 2013. The primary duties of our audit committee are mainly to make recommendations to our Board on the appointment and removal of the external auditor, review the financial statements and material advice in respect of financial reporting and oversee the internal control procedures of our Company. At present, our audit committee comprises Mr. Chu Kwok Man, Mr. Leung Hung Kee and Mr. Yeung Wai Keung, all being independent non-executive Directors. Mr. Leung Hung Kee is the chairman of our audit committee.

Remuneration committee

Our Company established a remuneration committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph B.1 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules pursuant to a resolution of our Directors passed on 18 October 2013. The primary functions of our remuneration committee are to make recommendation to our Board on the overall remuneration policy and structure relating to all Directors and senior management of our Group and ensure none of our Directors determine their own remuneration. At present, our remuneration committee comprises Mr. Chu Kwok Man, Mr. Leung Hung Kee, all being our independent non-executive Directors and Mr. Lee, our chairman, chief executive officer and our executive Director. Mr. Chu Kwok Man is the chairman of our remuneration committee.

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Nomination committee

Our Company established a nomination committee on 18 October 2013 with written terms of reference in compliance with and paragraph A.5 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules. The primary functions of our nomination committee are to make recommendations to our Board regarding candidates to fill vacancies on our Board. At present, our nomination committee comprises Mr. Chu Kwok Man, Mr. Yeung Wai Keung, both being our independent non-executive Directors and Mr. Lee, our chairman, chief executive officer and our executive Director. Mr. Lee is the chairman of the nomination committee.

COMPLIANCE ADVISER

In accordance with Rule 3A.19 of the Listing Rules, our Company will appoint Halcyon Capital Limited as our Group's compliance adviser, who will have access to our Company's authorised representatives, executive Directors and other officers at all reasonable times. The compliance adviser will advise our Company on ongoing compliance requirements and other issues under the Listing Rules and other applicable laws and regulations in Hong Kong after the Share Offer. The material terms of the compliance adviser's agreement to be entered into between our Company and the compliance adviser are as follows:

- (i) the compliance adviser's appointment is 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 its financial results for the first full financial year commencing after the Listing Date (the "**Term**");
- (ii) the compliance adviser shall provide our Company with guidance and advice as to compliance with the requirements under the Listing Rules and applicable laws, rules, codes and guidelines in Hong Kong;
- (iii) our Company will indemnify the compliance adviser against all claims, actions, demands, liabilities, proceedings and judgment brought or established against, and all costs, charges and expenses suffered or incurred by the compliance adviser arising from or in connection with such appointment and/or the resignation or termination in relation thereto, unless such losses, liabilities, costs, claims, charges, actions, proceedings, damages, expenses and demands are determined by a final court of jurisdiction to have arisen solely as a result of wilful default or gross negligence on the part of the compliance adviser; and
- (iv) either our Company or Halcyon Capital Limited may terminate the said appointment prior to expiry of the Term in accordance with its terms and conditions.