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## DIRECTORS AND SENIOR MANAGEMENT

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### DIRECTORS

Our Board of Directors is responsible and has general powers for the management and conduct of our business. Our Board of Directors currently consists of seven Directors, including four executive Directors and three independent non-executive Directors. The following table sets forth information regarding members of our Board.

Name	Age	Position	Date of Appointment	Role and Responsibilities	Relationship among Directors
Mr. Ding Peiji	43	Executive Director, chief executive officer and chairman of the Board	March 15, 2013	Overall corporate strategies, planning and business development	a brother of both Mr. Ding Peiyuan and Ms. Ding Lizhen
Mr. Ding Peiyuan	40	Executive Director and Chief Operating Officer	December 16, 2013	Formulation and execution of business development strategies	a brother of both Mr. Ding and Ms. Ding Lizhen
Ms. Ding Lizhen	47	Executive Director and Vice President	December 16, 2013	Production management and product development	a sister of both Mr. Ding and Mr. Ding Peiyuan
Mr. Gu Jishi	43	Executive Director and Vice President	December 16, 2013	Brand development, and domestic sales channel and customer management	N/A
Mr. Leung Wai Yip	37	Independent non-executive Director	December 16, 2013	Provide independent opinion and judgment to our Board, in particular with regard to financial aspects of our Company	N/A
Mr. Mei Wenjue	43	Independent non-executive Director	December 16, 2013	Provide independent opinion and judgment to our Board	N/A
Mr. Zhu Wenxin	41	Independent non-executive Director	December 16, 2013	Provide independent opinion and judgment to our Board	N/A

#### *Executive Directors*

**Mr. Ding Peiji** (丁培基), aged 43, is the founder of our Group. He is also the chief executive officer and the chairman of the Board of our Company. He was appointed as an executive Director on March 15, 2013. He concurrently also serves as director of our subsidiaries of Obvious Cheer

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and Red Kids HK, the chairman of board of directors of our subsidiary Red Kids China, and the executive director of our subsidiary Miko Shanghai. Mr. Ding has over 13 years of experience in the apparel and retail industry and is primarily responsible for our overall corporate strategies, planning and business development. Mr. Ding established Red Kids China to engage in production and sales of textile and apparel products in January 2000. Mr. Ding's social undertakings include the vice Chairman for the second term of the Children's Wear Expert Committee of China National Garment Association (中國服裝協會童裝專業委員會) appointed in September 2009, the vice president for the first and second term of the Quanzhou Textile & Garments Commerce Chamber (泉州市紡織服裝商會) appointed in May 2002 and November 2008, respectively, a standing council member for the first term of the Federation of Industry & Commerce of Quanzhou Qingmeng Scientific & Technological Industrial Zone (泉州市清濛科技工業園區工商業聯合會) appointed in August 2002, and a Supervisor of Qingmeng Scientific & Technological Industrial Zone for Honest and Efficient Governance (清濛科技工業區勤政廉政監督員) appointed in July 2002. Mr. Ding completed the Advanced Management Programme by China Europe International Business School (中歐國際工商學院) in 2010.

Mr. Ding is the brother of each of Mr. Ding Peiyuan and Ms. Ding Lizhen, both of whom are our executive Directors.

**Mr. Ding Peiyuan** (丁培源), aged 40, was appointed as an executive Director and chief operating officer on December 16, 2013. He is also the vice general manager of our subsidiary Red Kids China. Mr. Ding Peiyuan has over 8 years of experience in the production and sales of apparel and retail industry and is primarily responsible for the formulation and execution of business development strategies of our Group. Mr. Ding Peiyuan joined our Group in January 2005. From January 2005 to January 2008, Mr. Ding worked as the manager of foreign trade business department of Red Kids China. From January 2008 to February 2009, he served as the director of the business development department of Red Kids China. Since March 2009, he has been the vice general manager of Red Kids China and took charge of its overall business activities. Mr. Ding Peiyuan completed the Advanced Management Programme by China Europe International Business School (中歐國際工商學院) in 2009.

In addition, Mr. Ding Peiyuan and his wife, Ms. She Xuefen (佘雪芬), established Red Kids E-commerce in the PRC in July 2010, to engage in online distribution of our Group's products. In connection with our preparation of the proposed Listing, with a view to avoid any connected transactions between Red Kids E-commerce and our Group and taking into account that neither of Mr. Ding Peiyuan and Ms. She Xuefen nor the Group had sufficient resources or expertise to further expand the online sales business to the desired level, and Mr. Ding Peiyuan and Ms. She Xuefen consider Mr. Ding Mingxiong (丁銘雄) and Mr. She Yuntao (佘雲濤) are better positioned to enhance "redkids" branded products' online sales as they have more online distribution experience. In addition, Mr. Ding Peiyuan and Ms. She Xuefen sold Red Kids E-commerce because they wanted to focus on their other business activities within our Group. Mr. Ding Peiyuan and Ms. She Xuefen entered into an equity transfer agreement dated June 27, 2012 with Mr. Ding Mingxiong and Mr. She Yuntao, both Independent Third Parties based on independent due diligence conducted by the Joint Sponsors, to transfer all of their interests in Red Kids E-commerce for a total consideration of RMB30 million in July 2012, which was determined by reference to the then paid-up registered capital of Red Kids E-commerce and the net asset value of Red Kids E-commerce as of June 30, 2012. The total consideration of RMB30 million was paid in full in cash by Mr. Ding Mingxiong and Mr. She Yuntao, in November 2012 and none of our Group's shareholders and/or Directors (or their respective associates) had financed the payment of such consideration. For further details in relation to Red Kids E-commerce, please refer to the

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paragraph headed “Sales and Distribution — Our Distribution Network — Our Distributors” under the section headed “Business” of the prospectus.

Mr. Ding Mingxiong is a business contact and a personal friend of Mr. Ding, and beneficially owned Yuen Hung at the relevant time, which was the shareholder of Red Kids Light Textile from December 1, 2004 till August 1, 2005. In addition, during the Track Record Period, our Group provided guarantees for Sunsea (Fujian) Garment Co., Ltd. (太陽海 (福建) 製衣有限公司) (“Sunsea Garment”) for loans amounted to RMB90 million, which were subsequently released. Mr. Ding Mingxiong has been a director of Sunsea Garment since 2004, and Mr. Ding Mingxiong was also a controlling shareholder of Yuen Hung at the relevant time, which is a controlling shareholder of Sunsea Garment. Save as disclosed above, there have been no past and there are no present relationships (including business, family, trust or employment relationships) between Mr. Ding Mingxiong and our Company, our subsidiaries, Shareholders, Directors, senior management or any of their respective associates.

There have been no past and there are no present relationships (including business, family, trust or employment relationships) between Mr. She Yuntao and our Company, our subsidiaries, Shareholders, Directors, senior management or any of their respective associates.

Mr. Ding Peiyuan is the brother of Mr. Ding and Ms. Ding Lizhen, both being our executive Directors.

**Ms. Ding Lizhen** (丁麗真), aged 47, was appointed as an executive Director and vice president on December 16, 2013. She is also the vice general manager of our subsidiary Red Kids China. Ms. Ding has over 13 years of experience in the apparel and retail industry and is primarily responsible for the production management and product development of our Group. Ms. Ding joined our Group in January 2000. From January 2000 to December 2003, Ms. Ding served as the manager of the production department of Red Kids China and took charge of our production management and internal control system. She was the manager of the planning department of Red Kids China from January 2004 to December 2006, and was mainly responsible for our product planning. Since January 2007, she has been the vice general manager of Red Kids China. Ms. Ding completed the color and modern design project research organized by China Fashion & Color Association (中國流行色協會) in September 2010.

Ms. Ding Lizhen is the sister of Mr. Ding and Mr. Ding Peiyuan, both of whom are our executive Directors.

**Mr. Gu Jishi** (顧及時), aged 43, was appointed as an executive Director and vice president on December 16, 2013. He is also a vice general manager of our Group. Mr. Gu has approximately 10 years of experience in the apparel and retail industry and is primarily responsible for our brand development, and domestic sales channel and customer management. Before joining our Group, Mr. Gu worked as a manager of business development department and a brand manager for sport products for Pou Sheng International (Holdings) Limited (寶勝國際 (控股) 有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 3813), from 2003 to 2008, and was mainly responsible for the relationship management of key clients. Mr. Gu joined our Group in January 2009 as the vice general manager. Mr. Gu graduated from Sichuan University (四川大學) with a major in law in January 2006 through distance learning.

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### *Independent Non-executive Directors*

**Mr. Leung Wai Yip** (梁偉業), aged 37, was appointed as an independent non-executive Director of our Company on December 16, 2013. Mr. Leung held positions of staff accountant, senior accountant and manager of the assurance and advisory business services department of Ernst & Young from March 2000 to August 2005. Mr. Leung then worked as an internal auditor of the Swire Group since September 2005. From June 2007 to November 2010, Mr. Leung served as the financial controller and company secretary of Tiangong International Company Limited (天工國際有限公司), a company listed on the Stock Exchange (stock code: 826). Currently, Mr. Leung serves as the chief financial officer and company secretary of Chaowei Power Holdings Limited (超威動力控股有限公司), a company listed on the Stock Exchange (stock code: 951) since December 2010. Mr. Leung obtained a bachelor's degree in commerce from the University of Alberta, Canada in June 1998 and a master degree of business administration from the Hong Kong University of Science and Technology in November 2010. Mr. Leung is a member of the American Institute of Certified Public Accountants, and an associate member of the Hong Kong Institute of Certified Public Accountants.

**Mr. Mei Wenjue** (梅文珏), aged 43, was appointed as an independent non-executive Director of our Company on December 16, 2013. Mr. Mei served as a manager of safety management system office, the secretary of safety committee and safety information manager of China Southern Airline Company Limited (中國南方航空股份有限公司, "CSA"), a company listed on both the Stock Exchange (stock code: 1055) and the Shanghai Stock Exchange (stock code: 600029) and the deputy representative of CSA in the safety security and quality functional executives of Skyteam (天合聯盟). He has been an independent non-executive director of Country Garden Holdings Company Limited (碧桂園控股有限公司), a company listed on the Stock Exchange (stock code: 2007) since May 2013. Mr. Mei also serves as the chief representative of Shenzhen Office of China Europe International Business School (中歐國際工商學院深圳代表處). Mr. Mei graduated from Sun Yat-Sen University (中山大學) with bachelor's degree in English language and literature and a master degree in public administration, and from School of Management of Cranfield University in United Kingdom with a master's degree in business administration.

**Mr. Zhu Wenxin** (祝文欣), aged 41, was appointed as an independent non-executive Director of our Company on December 16, 2013. Mr. Zhu has held the position of the chairman of the board of directors System of Expert Consultancy Group (中研國際時尚品牌管理諮詢集團) since 1999. Currently, Mr. Zhu also serves as an independent Director of Zuoan Fashion Limited (左岸服飾有限公司), a company listed on the New York Stock Exchange (stock symbol: ZA) and a clothing industry senior consultant of Alibaba (China) Network Technology Co., Ltd. (阿里巴巴(中國)網路技術有限公司). Mr. Zhu graduated from Urumqi Vocational University (烏魯木齊職業大學) in July 1994 with major in business economics. Mr. Zhu is also a member of first term of China National Garment Association Market Expert Committee (中國服裝協會第一屆市場專家委員會), a honorary professor of Zhongyuan Textile Management Training Center (中原紡織管理培訓中心) appointed by Zhengzhou Industry & Commerce Garment Chamber (鄭州市工商聯服裝業商會), and a distinguished professor of the Asia Pacific International Institute, Zhongyuan Institute of Technology (中原工學院亞太國際學院).

Each of our Directors confirms that he or she does not have any competing business with our Group. Moreover, pursuant to their respective service agreements, our executive Directors will not at any time during their terms of service with our Group without the prior written consent of the Board be or become a director of any company (other than our Company or any other member of our Group) or be engaged, concerned or interested directly or indirectly in any other business, trade or occupation.

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Except as disclosed herein, to the best of the knowledge, information and belief of our Directors, having made all reasonable enquiries, there are no other matters relating to the appointment of Directors that need to be brought to the attention of the Shareholders, nor is there any information relating to our Directors that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, including matters relating to directorships held by Directors in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this prospectus.

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Role and Responsibility</u>
Mr. Ng Cheuk Him	38	Chief financial officer and joint company secretary	Overall financial management and company secretarial affairs
Ms. Ding Wanwan	39	Head of the production center	Supply chain management
Ms. Chong Pui Shan	34	Design director	Overall design and development of products
Mr. Wu Chentong	39	Finance manager	Corporate financial management

### SENIOR MANAGEMENT

**Mr. Ng Cheuk Him** (吳卓謙), aged 38, is the chief financial officer of our Group and was appointed a joint company secretary of our Company on December 16, 2013. He joined our Group in August 2013 and is primarily responsible for our overall financial management and company secretarial affairs. From April 2000 to May 2004, he worked as an audit manager in Ernst & Young. From August 2005 to April 2007, Mr. Ng joined China Ting Group Holding Limited (華鼎集團控股有限公司), a company listed on the main board of the Stock Exchange (stock code: 3398), and served as a senior financial manager. From June 2007 to January 2009, he held a senior position in BNP Paris Capital (Asia Pacific) Limited. From March 2009 to August 2013, Mr. Ng had also held the position of the chief financial officer and since April 2009, he was appointed as company secretary for China Sunshine Paper Holdings Company Limited (中國陽光紙業控股有限公司), a company listed on the main board of the Stock Exchange (stock code: 2002). Mr. Ng has an extensive working experience in corporate financial management, accounting and auditing. Mr. Ng obtained a degree of arts in accountancy from The Hong Kong Polytechnic University in 1997. Mr. Ng is an associate member of the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Chartered Secretaries.

**Ms. Ding Wanwan** (丁皖皖), aged 39, is the head of the production center of our Group and is primarily responsible for our supply chain management. She joined our Group in March 2000 and served as a production department manager from May 2004 to December 2005, mainly responsible for the production management and the establishment, execution and improvement of internal control system regarding production. During January 2006 to October 2008, she worked as a manager of the planning department and was responsible for the planning of our products portfolio and product quality control. She completed the training program for senior manager by Executive Development Program Center, School of Management, Xiamen University (廈門大學管理學院高層管理培訓中心) in June 2012.

**Ms. Chong Pui Shan** (莊佩珊), aged 34, is the design director of our Group. Ms. Chong has approximately 11 years of experience in the design and development of apparel, footwear and accessories, and is primarily responsible for the overall design and development of the products of our Group. Ms. Chong joined our Group in June 2012. Prior to joining our Group, she worked in ABSO Production Company Ltd. as a freelance designer for approximately 3 years. During April 2005 to June 2008, she worked as a fashion designer in Laws Fashion Group Limited (羅氏時裝集團有限公司). She then worked as department manager in Yishion Group Co., Ltd.

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(以純集團有限公司) from February 2009 to February 2012. Ms. Chong obtained a higher diploma in fashion and clothing from The Hong Kong Polytechnic University in July 2002.

**Mr. Wu Chentong** (伍臣通), aged 39, is a finance manager of our Group. Mr. Wu has over 15 years of experience in financial management and is primarily responsible for corporate financial management. He joined our Group in September 2011 and served as a finance manager. He served as a finance manager in Dapai (China) Co., Ltd. (達派(中國)有限公司) from October 2005 to September 2011. Mr. Wu graduated from Sanming Vocational University\* (三明職業大學) in July 1998 with a major in accounting. He was qualified as a Medium Level Accountant (中級會計師) in the PRC in May 2005.

### JOINT COMPANY SECRETARIES

**Mr. Ng Cheuk Him** (吳卓謙), please refer to the paragraph headed “Senior Management” above for his biographical details.

**Ms. Lu Yanping** (盧燕萍), aged 25, was appointed as one of the joint company secretaries of our company on December 16, 2013. Ms. Lu joined our Group in July 2010 and has assumed the position of secretary to the chairman of the board of directors of Red Kids China since then. She is mainly responsible for providing assistance to Mr. Ding, in the discharge of his duties and responsibilities as chairman of the Board, including coordination of board meeting and preparation of board minutes. Ms. Lu graduated from Quanzhou Institute of Technology (泉州理工職業學院) in June 2011 with a major in international trade and practice.

### MANAGEMENT PRESENCE IN HONG KONG

Rule 8.12 of the Listing Rules requires that a new applicant applying for a primary listing on the Stock Exchange must have a sufficient management presence in Hong Kong. This normally means that at least two of its executive directors must be ordinarily resident in Hong Kong. Since our principal business operations are conducted in the PRC, members of our senior management team (other than Mr. Ng Cheuk Him, one of our joint company secretaries and the chief financial officer of our Group, who is ordinarily resident in Hong Kong) are and will therefore be expected to continue to be based in the PRC. Further, none of our execution Directors are expected to be based in Hong Kong upon the Listing. Accordingly, we have applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirement under Rule 8.12 of the Listing Rules. For details, please see the paragraph headed “Management presence” under the section headed “Waiver from strict compliance with the Listing Rules” in this prospectus.

### REMUNERATION POLICY

Our Directors and senior management receive compensation in the form of salaries, benefits in kind and discretionary bonuses related to the performance of our Company. 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 package of our Directors and senior management, by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities of our Directors and the performance of our Company.

After the Listing, our Directors and senior management may also receive options to be granted under the Share Option Scheme.

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### DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION DURING THE TRACK RECORD PERIOD

For the years ended December 31, 2010, 2011 and 2012, the aggregate remuneration paid and benefits in kind granted to our Directors by us and our subsidiaries was approximately RMB1.0 million, RMB1.5 million and RMB1.6 million, respectively.

Save as disclosed in this prospectus, no other emoluments have been paid, or are payable, by us to our Directors in respect of the years ended December 31, 2010, 2011 and 2012.

Under the arrangements currently in force, we estimate that the aggregate remuneration payable to, and benefits in kind receivable by, our Directors (excluding discretionary bonus and share-based payment compensation granted under the Pre-IPO Share Option Scheme) for the year ending December 31, 2013 will be approximately RMB2.6 million.

During the Track Record Period, no remuneration was paid by us to, or received by, our Directors as an inducement to join or upon joining us or as compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any remuneration during the Track Record Period.

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

### BOARD COMMITTEES

#### *Audit Committee*

We have established an audit committee pursuant to a resolution of our Directors passed on December 16, 2013 in compliance with Rule 3.21 of and paragraph C.3 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The primary duties of the audit committee are to assist our Board in providing an independent view of the effectiveness of our financial reporting process, internal control and risk management systems, oversee the audit process and perform other duties and responsibilities as assigned by our Board. At present, the audit committee of our Company consists of three independent non-executive Directors, being Mr. Mei Wenjue, Mr. Leung Wai Yip and Mr. Zhu Wenxin, and Mr. Leung Wai Yip is the chairman of the audit committee.

#### *Remuneration Committee*

We have established a remuneration committee on December 16, 2013 with written terms of reference in compliance with Rule 3.25 of and paragraph B.1 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The primary duties of the remuneration committee are to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objects and make recommendations to the Board on the remuneration package of individual executive Director and senior management. The remuneration committee consists of three members, namely Mr. Mei Wenjue, Mr. Zhu Wenxin and Mr. Ding Peiyuan, and Mr. Mei Wenjue is the chairman of the remuneration committee.

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### *Nomination Committee*

We have established a nomination committee on December 16, 2013 with written terms of reference in compliance with paragraph A.5 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The primary function of the nomination committee is to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive. The nomination committee consists of three members, comprising Mr. Zhu Wenxin, Mr. Leung Wai Yip and Mr. Gu Jishi, and Mr. Zhu Wenxin is the chairman of the nomination committee.

### **COMPLIANCE ADVISER**

Our Company will appoint RHB OSK Capital Hong Kong Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance adviser will advise our Company on the following matters:

- (a) the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (c) where our Company proposes to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where its business activities, developments or results deviate from any forecast, estimate, or other information in this prospectus; and
- (d) where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the Shares of our Company.

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

### **COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE**

As of the Latest Practicable Date, Mr. Ding, a Controlling Shareholder, is the chairman of our Board and is our chief executive officer. Taking into account the current scale of our operations and our management structure, we consider that entrusting Mr. Ding to perform both the functions of the chairman of our Board and the chief executive officer of our Company is appropriate.

We consider that, upon the Listing, we will be in compliance with all code provisions of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, except for code provision A.2.1, which provides that, among other things, the role of chairman of the board and the chief executive officer of a listed issuer shall be separate and shall not be performed by the same individual.



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As Mr. Ding is both the chief executive officer and the chairman of the Board of our Company, our Company is in deviation from code provision A.2.1. We consider that vesting the roles of both chairman and chief executive officer in the same person in Mr. Ding has the benefit of ensuring consistent leadership within our Group and enables more effective and efficient overall strategic planning for our Group. The Board believes that the balance of power and authority for the present arrangement will not be impaired and is adequately ensured by current Board composition and structure taking into account the background and experience of our Directors and the number of independent non-executive Directors on the Board.