
DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

The table below shows certain information in respect of members of our Board and Senior management:

SUMMARISED INFORMATION OF OUR DIRECTORS AND SENIOR MANAGEMENT

Directors

Name	Age	Date of joining our Group	Existing Position	Roles and Responsibilities	Date of Appointment as Director	Relationship with our Directors and/or senior managers
Mr. Lu Yuguang (盧煜光)	48	24 February 2003	Chairman and executive Director	Formulates overall management plans and oversees our strategic business development; the chairman of our nomination committee and a member of our remuneration committee	14 June 2013	Mr. Wu's brother-in-law
Mr. Zhang Haitao (張海濤)	44	24 February 2003	Chief executive officer and executive Director	Formulates and executes overall corporate directions and business strategies	14 June 2013	Spouse of Ms. Zheng Tingting, a member of our senior management team
Mr. Wu Shaolun (吳少倫)	49	24 February 2003	Executive Director	Responsible for our Group's infrastructure and the general management of Dongguan BPT and Dongguan NHE	14 June 2013	Mr. Lu's brother-in-law
Mr. Cheung Yat Ming (張一鳴)	45	8 May 2014	Independent non-executive Director	Performs roles as an independent non-executive Director; a member of our audit, remuneration and nomination committees	8 May 2014	N/A
Mr. Ding Baoshan (丁寶山)	51	8 May 2014	Independent non-executive Director	Performs roles as an independent non-executive Director; the chairman of our remuneration committee and a member of our audit and nomination committees	8 May 2014	N/A
Mr. Sai Chun Yu (余振宇)	33	8 May 2014	Independent non-executive Director	Performs roles as an independent non-executive Director; the chairman of our audit committee	8 May 2014	N/A

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Name	Age	Date of joining our Group	Existing Position	Roles and Responsibilities	Date of Appointment as senior manager	Relationship with our Directors and/or senior managers
Senior Management						
Mr. Chan Yiu Sing (陳耀星)	35	30 September 2013	Chief financial officer and company secretary of our Group	Ensures and maintains standards of corporate governance and overall financial management	17 January 2014	N/A
Ms. Zheng Tingting (鄭婷婷)	39	26 December 2006	Vice-president (marketing) of our Group	Develops and implements overall sales and marketing strategies	26 December 2008	Spouse of Mr. Zhang
Mr. Cao Guangjin (曹光瑾)	36	23 May 2006	Vice-president (production) of Dongguan BPT	Plans, directs and coordinates effective development and production of our products in Dongguan BPT	30 March 2009	N/A
Mr. He Zhongpin (何仲聘)	43	16 May 2010	Vice-president (production) of Dongguan NHE	Plans, directs and coordinates effective development and production of our products in Dongguan NHE	16 May 2010	N/A
Mr. Shi Jiangzhi (石蔣志)	36	31 March 2004	Vice-president (research and development) of our Group	Leads efforts to develop innovative technologies in support of our Group's strategic research and development plans	21 April 2011	N/A
Mr. Xu Jie (徐傑)	36	8 May 2007	Vice-president (human resources) of Dongguan BPT	Oversees the development and implementation of human resources policies programmes	1 December 2008	N/A

BOARD OF DIRECTORS

Our Board currently consists of six Directors, comprising three executive Directors and three independent non-executive Directors. Our Board of Directors is responsible and has general powers for the management and conduct of our business.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Executive Directors

Mr. LU Yuguang (盧煜光), aged 48, is the chairman of our Company. He was appointed as a Director on 14 June 2013 and re-designated as an executive Director on 21 January 2014. Mr. Lu has approximately 19 years of experience in the textile industry and he formulates overall management plans and oversees the strategic business development of our Group. He is currently the legal representative and the chairman of Dongguan NHE and the chairman of the board of Dongguan BPT. Mr. Lu first started to engage in the textile industry in August 1994 when he was a chairman of Dongguan Runda, a company which was engaged in the manufacturing, production and sale of elastic webbing and throughout the years, Mr. Lu has been an active entrepreneur in Dongguan City and Guangdong Province. He has been a committee member of the Chinese People's Political Consultative Conference of the Dongguan Municipal (東莞市政協委員) since December 2011 and a member of the High-tech Enterprises Association in Dongguan City (東莞市高新技術企業協會) since July 2009. In July 2009, Mr. Lu was awarded with the "Chinese Enterprise Management Innovation Achievement Award" (中國企業管理創新成就獎) by the China Academy of Management Science (中國管理科學研究院). Mr. Lu is Mr. Wu's brother-in-law.

Mr. ZHANG Haitao (張海濤), aged 44, is the chief executive officer of our Group. He was appointed as a Director on 14 June 2013 and re-designated as an executive Director on 21 January 2014. He is currently a director and the general manager of Dongguan BPT and Dongguan NHE. Mr. Zhang formulates and executes overall corporate directions and business strategies of our Group. He has approximately 18 years of experience in the textile industry. Mr. Zhang has worked in our Group since February 2003 and held the position of general manager of Dongguan BPT. Prior to working in our Group, Mr. Zhang worked for Pioneer Elastic Fabric (China) Company Limited (明新彈性織物(中國)有限公司) as the business manager between March 1995 and March 1998. Between January 1998 and April 1999, and later from July 2001 to May 2010, Mr. Zhang was the general manager of Dongguan Runda. Mr. Zhang has been a director of the Guangdong Textiles Association (廣東省紡織協會) since November 2009 and an individual life member of the Hong Kong General Chamber of Textiles Limited (香港紡織商會) since September 2013. Mr. Zhang completed a fashion technology course at the Beijing Institute of Fashion Technology (北京服裝學院) in July 1992 and further obtained a master's degree in software systems at the University of St. Thomas in the United States in May 2001. Mr. Zhang is the spouse of Ms. Zheng Tingting, a member of our senior management team.

Mr. WU Shaolun (吳少倫), aged 49, is an executive Director. He was appointed as a Director on 14 June 2013 and re-designated as an executive Director on 21 January 2014. He is currently a director and the deputy general manager of Dongguan BPT and Dongguan NHE. Mr. Wu is principally responsible for our Group's infrastructure and the general management of Dongguan BPT and Dongguan NHE. He has over 18 years of experience in the textile industry. Prior to joining our Group, Mr. Wu worked in Dongguan Runda as the deputy general manager from April 1995 to May 2010. Since February 2003, Mr. Wu has been the deputy general manager of Dongguan BPT. In addition, he has been the deputy general manager of Dongguan NHE since 2010. Mr. Wu has been a member of the High-tech Enterprises Association in Dongguan City (東莞市高新技術企業協會) since July 2009 and a director of the Dongguan City Association of Enterprises with Foreign Investment (東莞市外商投資企業協會) since November 2013. Mr. Wu is Mr. Lu's brother-in-law.

Independent Non-Executive Directors

Mr. CHEUNG Yat Ming (張一鳴), aged 45, was appointed as an independent non-executive Director on 8 May 2014. Mr. Cheung has extensive experience in the fields of investment, real

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

estate and property market research, corporate finance and auditing. Prior to joining our Group, Mr. Cheung was a staff accountant and semi-senior accountant at Arthur Andersen & Co. in Hong Kong and China from August 1991. In August 1994, Mr. Cheung joined Citicorp Commercial Finance (HK) Limited as an administration and accounting manager and was promoted with Citibank's corporate title of assistant vice-president in September 1996. In October 1997, he joined Salomon Brothers Hong Kong Limited as an equity research associate. Mr. Cheung joined Donaldson, Lufkin & Jenrette as a research associate in its equity department in May 1999. In November 2000, Mr. Cheung joined HSBC Markets (Asia) Limited as its head of Hong Kong and China property research. In 2005, Mr. Cheung joined Cohen & Steers Asia Limited as an executive director and a vice-president in its investment research department and was promoted in January 2007 as a senior vice-president and Asia Pacific chief investment officer. In June 2009, Mr. Cheung joined DBS Vickers (Hong Kong) Limited as its head of research. From August 2011 to June 2013, Mr. Cheung worked as the chief investment officer of Neutron Greater China Equity Long/Short Fund as managed by Neutron INV Partners Limited. Since June 2013, Mr. Cheung has been the executive director, chief executive officer and responsible officer of New Century Asset Management Limited, which is the manager of New Century Real Estate Investment Trust, a REIT listed on the Stock Exchange (Stock Code: 1275). Since March 2014, Mr. Cheung has also taken up the position as an independent non-executive director of Springland International Holdings Limited, a company listed on the Stock Exchange (Stock Code: 1700). Mr. Cheung is licensed by the SFC to carry out Type 9 (asset management) regulated activity. He became a certified public accountant of the Hong Kong Institute of Certified Public Accountants in January 1995, a fellow of the Association of Chartered Certified Accountants in September 1999 and a chartered accountant of the Institute of Chartered Accountants in England and Wales in September 2007. Further in June 2010, Mr. Cheung received the Outstanding Chinese Business Leader Award (中華傑出商業領袖獎) from the HongQi (紅旗畫刊) and China Report (中國報道). Mr. Cheung graduated from the Hong Kong Polytechnic University with a bachelor's degree in accountancy in November 1991.

Mr. Cheung was appointed as a director of Neutron Greater China Equity Long/Short Fund, an exempted limited company incorporated in the Cayman Islands on 11 June 2010 to conduct securities investment business. The company had ceased to trade and was not in operation, had no assets, nor liabilities to creditors, shareholders or any other third party at the time when the directors of the company, one of whom was Mr. Cheung, and the shareholders of the company believed that it was for the best interests of the company to be struck off from the register of companies in the Cayman Islands. The company was subsequently struck off from the register on 31 December 2013. Mr. Cheung was also a director of Neutron Capital Management Ltd., an exempted limited company incorporated in the Cayman Islands on 11 June 2010 to conduct securities investment business. The company had ceased to trade and was not in operation, it also had no assets, nor liabilities to creditors, shareholders or any other third party at the time when the directors of the company, one of whom was Mr. Cheung, and the shareholders of the company believed that it was for the best interests of the company to be struck off from the register of companies in the Cayman Islands. The company was subsequently struck off from the register on 31 December 2013.

Mr. DING Baoshan (丁寶山), aged 51, was appointed as an independent non-executive Director on 8 May 2014. Prior to joining our Group, Mr. Ding was an executive director of Denway Motors Limited, which was initially listed on the Stock Exchange but was delisted in 2010 upon its privatisation, from 2000 to 2007. Starting from July 2000, Mr. Ding also worked as the chief economist and the deputy general manager of Guangzhou Automobile Industry Group

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Company Limited (廣州汽車工業集團有限公司), managing various departments until October 2007. Since 2008, he was the general manager of Beijing Shenshi Huaxuan Investment Company Limited (北京盛世華軒投資有限公司). Starting from May 2011, he has been an independent director of Qinghai Huading Industrial Company Limited (青海華鼎實業股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600243). Mr. Ding has also taken up the position as the chairman and an executive director of Pizu Group Holdings Limited, a company listed on the Stock Exchange (Stock Code: 8053) since December 2012. Mr. Ding graduated from the Beijing Iron and Steel Institute (北京鋼鐵學院) with a bachelor's degree in mining machinery in July 1985. In June 1988, Mr. Ding completed a master's degree in engineering at Beijing University of Science and Technology (北京科技大學) in the PRC. Mr. Ding graduated from the China Social Science Institute (中國社會科學院) with a doctorate degree in philosophy in economics in July 1991.

Mr. SAI Chun Yu (余振宇), aged 33, was appointed as an independent non-executive Director on 8 May 2014. Mr. Sai has over 10 years of experience in audit, accounting, taxation and business consultancy. Prior to joining our Group, Mr. Sai worked at Ting Ho Kwan & Chan Certified Public Accountants from August 2002 to February 2006. Later in March 2006, Mr. Sai worked at KPMG as an assistant manager. Mr. Sai has been the managing partner of CCS & Company, Certified Public Accountants since March 2008. Since March 2012, Mr. Sai has been an independent non-executive director of Yueshou Environmental Holdings Limited, a company listed on the Stock Exchange (Stock Code: 1191). In February 2006, Mr. Sai was admitted as a member of the Association of Chartered Certified Accountants. In September 2007, Mr. Sai became a certified public accountant of the Hong Kong Institute of Certified Public Accountants and was later registered as a certified public accountant (practising) in February 2008 with the same institute. Mr. Sai graduated from the Chinese University of Hong Kong with a bachelor's degree in business administration in December 2002.

Save as disclosed in this prospectus, each of our Directors has confirmed that (i) he has no other interests in our Shares within the meaning of Part XV of the SFO, (ii) he is independent from, and is not related to, any other Directors, members of senior management, substantial Shareholders or Controlling Shareholders, (iii) he has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years, and (iv) there is no other information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders in connection with his appointment as a Director.

SENIOR MANAGEMENT

Mr. CHAN Yiu Sing (陳耀星), aged 35, is the chief financial officer and company secretary of our Group. Mr. Chan is responsible for ensuring and maintaining the standards of corporate governance of our Group. Mr. Chan has over eight years of experience in audit, investment, accounting and finance. He joined an international audit firm in February 2006 and was a manager of such audit firm until May 2012 prior to joining our Group in September 2013. Mr. Chan graduated from the University of New South Wales in Australia with a master's degree in commerce in June 2005 and a bachelor's degree in accounting and finance in October 2003. He has been a member of the Hong Kong Institute of Certified Public Accountants since September 2009.

Ms. ZHENG Tingting (鄭婷婷), aged 39, is the vice-president (marketing) of our Group and is responsible for developing and implementing the overall sales and marketing strategies of our Group. Prior to joining our Group, Ms. Cheng joined the Guangzhou office of Parker Pen (Shanghai) Limited as a sourcing specialist in January 2004. In December 2006, Ms. Zheng joined

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Dongguan Runda and worked as the vice president when she left in May 2010 and she has since joined Dongguan NHE in the same capacity. Also, starting from December 2006, Ms. Zheng worked as a sales manager in Dongguan BPT and since December 2008, she has been promoted as the vice-president (marketing) of our Group. Ms. Zheng graduated from the English department of the Xi'an Translation College (西安翻譯培訓學院) in the PRC in June 1996. Ms. Zheng is the spouse of Mr. Zhang.

Mr. CAO Guangjin (曹光瑾), aged 36, is the vice-president (production) of Dongguan BPT and he is responsible for planning, directing and coordinating the effective production of our products in Dongguan BPT. Prior to joining our Group, Mr. Cao worked at Pacific (Panyu) Textiles Ltd. (互太(番禺)紡織有限公司) between August 1999 and December 2002. In May 2006, Mr. Cao joined Dongguan BPT as the laboratory manager and since March 2009, he has worked as the vice-president (production). Mr. Cao obtained a degree in dyeing and finishing engineering at the Wuhan Institute of Textiles (now known as Wuhan Textile University) (武漢紡織工學院(現名武漢紡織大學)) in the PRC in July 1999.

Mr. HE Zhongpin (何仲聘), aged 43, is the vice-president (production) of Dongguan NHE and he is responsible for planning, directing and coordinating the effective development and production of our products in Dongguan NHE. Prior to joining our Group, Mr. He worked as a technician in Pioneer Elastic (China) Limited (明新彈性織物(中國)有限公司) between April 1996 and October 1998. In October 1998, Mr. He joined Dongguan Runda and left in March 2006. He later rejoined Dongguan Runda in July 2006 and was transferred to Dongguan NHE as the vice-president (production) in May 2010. Mr. He completed a four-year course in manufacturing of silk at the Chengdu Institute of Textiles Industry (成都紡織工業學校) in the PRC in July 1991.

Mr. SHI Jiangzhi (石蔣志), aged 36, is the vice-president (research and development) of our Group and he is responsible for leading the efforts to develop innovative technologies in support of our Group's strategic research and development plans. Prior to joining our Group, Mr. Shi worked in various departments of Dongguan Runda between March 2001 and March 2004. Then immediately afterwards, Mr. Shi joined our Group as a supervisor of the planning department and worked as a manager and supervisor in various departments in Dongguan BPT between 2004 and 2011. Since April 2011, he has been promoted as the vice-president (research and development). Mr. Shi was granted a certificate in computer application by the Hunan College of Textiles 湖南紡織高等專科學校 (now known as Hunan Institute of Engineering) (現湖南工程學院) in the PRC in June 1998 and was granted a certificate for completing a 3 year course in textile engineering in June 1999 from the same Hunan College of Textiles and was further awarded a certificate in electrical maintenance by the Labour Bureau in Xiangtan City (湘潭市勞動局) in June 1999.

Mr. XU Jie (徐傑), aged 36, is the vice-president (human resources) of Dongguan BPT and he is responsible for overseeing the development and implementation of human resources policies programmes of our Group. Prior to joining our Group, Mr. Xu worked in Foshan Nanhai Mattel Precision Die-casting Limited (佛山市南海美泰精密壓鑄有限公司) between March 1999 and August 2002. In May 2007, Mr. Xu joined Dongguan BPT and took up the position as the project manager and was then promoted as the vice-president (human resources) in December 2008. Mr. Xu was recognised as a qualified construction project management engineer by the Human Resources Department in Dongguan City (東莞市人力資源局) in February 2011 and an Outstanding Youth in Dongguan City (東莞市優秀青年) in July 2011. He was also named as the Outstanding Member of Enterprise Technological Work in Dongguan (東莞市企業科技工作優秀會員) in January 2011. Mr. Xu completed a 3 year course in industrial and civil construction (工業與民用建築) at the Guangdong University of Industry (廣東工業大學) in June 1999.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

COMPANY SECRETARY

Mr. CHAN Yiu Sing (陳耀星), aged 35, was appointed as the company secretary of our Company on 17 January 2014. Please refer to the paragraph above headed “— Senior Management” in this section for further information of Mr. Chan.

BOARD COMMITTEES

Our Company established an audit committee, a remuneration committee and a nomination committee on 8 May 2014 in compliance with Rules 3.21 and 3.22 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of our audit committee are to review and supervise our financial reporting process and internal control system and to provide advice and comments to our Board. Our remuneration committee is responsible to review and determine the terms of remuneration packages, bonuses and other compensation payable to our Directors and the senior management personnel of our Group. Our nomination committee is responsible to make recommendations to our Board regarding the candidates for directorship, either to fill vacancies or to appoint additional Directors.

<u>Name of Director</u>	<u>Audit Committee</u>	<u>Remuneration Committee</u>	<u>Nomination Committee</u>
Executive Directors			
Mr. Lu Yuguang	—	M	C
Mr. Zhang Haitao	—	—	—
Mr. Wu Shaolun	—	—	—
Independent non-executive Directors			
Mr. Cheung Yat Ming	M	M	M
Mr. Ding Baoshan	M	C	M
Mr. Sai Chun Yu	C	—	—

Notes:

“C” represents chairman of the relevant Board committee

“M” represents member of the relevant Board committee

MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, we must have a sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must ordinarily reside in Hong Kong. Given that our business and operations are primarily located, managed and conducted in the PRC and none of the executive Directors ordinarily reside in Hong Kong, we do not, and for the foreseeable future will not, have two executive Directors residing in Hong Kong. Accordingly, we have applied to the Stock Exchange for a waiver from compliance with the requirements under Rule 8.12 of the Listing Rules. For further details, please refer to the section headed “Waivers from Strict Compliance with the Listing Rules” in this prospectus.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

For the years ended 31 December 2011, 2012 and 2013, the aggregate amount of remuneration, including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses which were paid to our Directors were HK\$10.7 million, HK\$9.3 million and HK\$9.3 million, respectively. Under the arrangements currently in force, we estimate the aggregate remuneration, excluding discretionary bonuses,

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

payable to our Directors for the year ending 31 December 2014 to be approximately HK\$8.8 million.

For the years ended 31 December 2011, 2012 and 2013, the aggregate amount of remuneration, including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses which were paid to our senior management were HK\$2.5 million, HK\$2.7 million and HK\$4.6 million, respectively.

The aggregate amount of remuneration including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses which were paid by our Group to our five highest paid individuals for the years ended 31 December 2011, 2012 and 2013 was approximately HK\$11.9 million, HK\$10.6 million and HK\$11.1 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 during the Track Record Period. Further, none of our Directors waived any remuneration during the same period.

Further details of the terms of the above service agreements are set out in the section headed “Statutory and General Information – C. Further information about our Directors and substantial Shareholders – 1. Directors – (b) Particulars of service contracts” in Appendix V to this prospectus.

PRE-IPO SHARE OPTION SCHEME AND THE SHARE OPTION SCHEME

Our Company has conditionally adopted the Pre-IPO Share Option Scheme and the Share Option Scheme. The principal terms of the Pre-IPO Share Option Scheme and the Share Option Scheme are summarised in the section headed “Statutory and General Information — D. Pre-IPO Share Option Scheme and the Share Option Scheme” in Appendix V to this prospectus.

COMPLIANCE ADVISER

In accordance with Rule 3A.19 of the Listing Rules, our Company has appointed CCBI as our compliance adviser, who will have access to our authorised representatives, executive Directors and other officers at all reasonable times.

The compliance adviser will advise us on on-going compliance requirements and other issues under the Listing Rules and other applicable laws and regulations in Hong Kong after the Global Offering. The material terms of the compliance adviser’s agreement to be entered into between our Company and the compliance adviser are as follows:

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

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

- (c) our Company shall consult with and, if necessary, seek advice from CCBI on a timely basis in the following circumstances:
 - (i) before the publication of any regulatory announcement, circular or financial report;
 - (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
 - (iii) where our Company proposes to use the proceeds of the Listing in a manner different from that detailed in this prospectus or where the business activities, developments or results of our Group deviate from any forecast, estimate, or other information in this prospectus;
 - (iv) where the Stock Exchange makes an inquiry of the listed issuer under Rule 13.10 of the Listing Rules;
- (d) our Company has agreed to indemnify CCBI for certain actions against it and losses incurred by it arising out of or in connection with the performance by CCBI of its duties under the agreement; and
- (e) our Company may terminate the appointment of CCBI as its compliance adviser only if its work is of an unacceptable standard as determined under the Listing Rules and the relevant laws and regulations or if there is a material dispute (which cannot be resolved within 30 days) over fees payable to it as permitted by Rule 3A.26 of the Listing Rules. CCBI will have the right to resign or terminate its appointment by service of a 30-day notice to our Company if our Company materially breaches the agreement.