

## DIRECTORS AND SENIOR MANAGEMENT

### GENERAL

The following table sets forth information regarding our Directors and members of our senior management:

#### Executive Directors

Name	Age	Position	Role and responsibility	Date of appointment	Date of joining our Group	Relationship with other Director(s) and/or Senior Management
Mr. Lee Wai Sang (李偉生)	[52]	chairman, chief executive officer and executive Director	overall business, operations and strategic planning of our Group	March 18, 2016	April 21, 1999	Spouse of Ms. Leung and brother-in-law of Mr. Leung Pak Yin
Mr. Lau King Lok (劉敬樂)	[51]	chief financial officer, executive Director and company secretary	overall management of financial and human resources and administration of our Group	March 18, 2016	January 1, 2016	—
Mr. Leung Pak Yin (梁伯然)	[42]	executive Director and project director (business development)	business development of our Group	March 18, 2016	September 13, 2006	Brother-in-law of Mr. Lee and brother of Ms. Leung
Mr. Lai Hon Lam Carman (賴漢林)	[53]	executive Director and financial controller	accounting and administration of our Group	March 18, 2016	June 30, 2004	—

#### Independent non-executive Directors

Name	Age	Position	Role and responsibility	Date of appointment	Date of joining our Group
Mr. So Chi Hang (蘇智恒)	[49]	independent non-executive Director	supervising and providing independent judgment to our Board	[●]	[●]
Mr. Lau Lap Yan John (劉立人)	[54]	independent non-executive Director	supervising and providing independent judgment to our Board	[●]	[●]
Mr. Heng Ching Kuen, Franklin (幸正權)	[49]	independent non-executive Director	supervising and providing independent judgment to our Board	[●]	[●]

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### Senior management

Name	Age	Position	Role and responsibility	Date of joining our Group	Relationship with other Director(s) and/or Senior Management
Ms. Leung Mo Shan, Jackie (梁慕珊)	[49]	executive assistant	provision of administrative support to the executive management team in daily operations	November 1, 2015	Spouse of Mr. Lee and sister of Mr. Leung Pak Yin
Mr. Tsang Kam Hung (曾錦鴻)	[50]	project director (design)	supervision of a design team and quality assurance	May 3, 2011	—
Mr. Cheong Ka Wang (張嘉宏)	[36]	project director (project management)	overseeing the project team including budget, timing and quality control	July 1, 2015	—

### DIRECTORS

Our Board of Directors currently consists of seven Directors, comprised of four executive Directors and three independent non-executive Directors. Save as disclosed below, there are no other matters concerning each of the Directors’ appointment that need to be brought to the attention of the Shareholders and the [REDACTED] and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the [REDACTED].

#### Executive Directors

**Mr. Lee Wai Sang** (李偉生), aged [52], is the chairman, chief executive officer and an executive Director of our Group. Mr. Lee is responsible for managing the overall business operations and strategic planning of our Group. Mr. Lee has over 25 years of experience in the interior design industry and is one of the founders of our Group. Prior to establishing our Group in 1999, from 1997 to 1999, Mr. Lee was the director of Cross Design Limited where he was responsible for overseeing the interior design work streams and overall operations of the company. From 1992 to 1994, Mr. Lee served as a senior interior designer of Bowden Dewar McFadzean Limited, responsible for the interior design of office premises. Between 1989 and 1991, Mr. Lee was as an architect designer of Michael H.K. Wong Architects Inc., responsible for the interior design of buildings.

In addition to his professional experience in the industry, Mr. Lee was also keen to share his expertise with the next-generation interior designers. Mr. Lee was the guest speaker of the design department of Vocational Training Council to present the topic on “Professional Practice — Tender Document” and “Professional Practice — Project Management” on January 19 and March 20, 2001, respectively. From September 2004 to August 2005, Mr. Lee served as the external examiner for the higher diploma in interior & environment design course, the higher diploma in interior design course, and the certificate in design studies course of the Vocational Training Council. From October 2000 to January 2001, Mr. Lee was a visiting lecturer (part-time) of the School of Design of the Hong Kong Polytechnic University.

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Mr. Lee obtained his master of arts degree in design from the Hong Kong Polytechnic University in December 1999 and received a bachelor's degree in interior design from the University of Manitoba in May 1989. In addition, Mr. Lee has been a certified holder of the National Council for Interior Design Qualification in North America since April 1994, a professional member of the American Society of Interior Designers in the United States since March 1995, a professional member of the International Interior Design Association in the United States since 1995, a member of the Interior Designer of Canada in Canada since 1995 and a registered interior designer and member of the Association of Registered Interior Designers of Ontario in Canada since September 1989.

Mr. Lee is not and has not been a director of any other listed company in Hong Kong or overseas in the past three years.

**Mr. Lau King Lok** (劉敬樂), aged [51], is the chief financial officer and an executive Director of our Group. Mr. Lau is responsible for the overall management of financial, human resources and administration of our Group. Mr. Lau has over 25 years of experience in the accounting, auditing and corporate finance fields. Prior to joining our Group, from October 2010 to December 2015, Mr. Lau served as the executive director of Cypress Group of companies, where he was responsible for the group's daily operation. From December 1994 to August 2010, Mr. Lau served as the group finance and administration manager, and subsequently as the chief financial officer of the North Asia segment of the DTZ Debenham Tie Leung Limited (formerly known as C Y Leung and Company), where he was responsible for the company's finance and treasury functions. From September 1990 to July 1994, Mr. Lau was the division manager of accounts and administration department of P&O Travel Limited, where he was responsible for the company's accounting and administration matters.

Mr. Lau received a master's degree in business administration from the University of South Australia in December 2011. Mr. Lau has been an associate member of the Institute of Chartered Accountants in England and Wales since February 2005. Mr. Lau is also an associate member of the Taxation Institute of Hong Kong since August 1998 and a certified tax adviser since January 2013. Mr. Lau has been an associate member of the Hong Kong Society of Accountants since February 1993 and a fellow member since May 2000.

Mr. Lau is not and has not been a director of any other listed company in Hong Kong or overseas in the past three years.

**Mr. Leung Pak Yin** (梁伯然), aged [42], is a project director (business development) and an executive Director of our Group. Mr. Leung is responsible for client liaison and business development of our Group. Mr. Leung has over 17 years of experience in sales and business development. Prior to joining our Group, from 2004 to 2006, Mr. Leung served as an account manager of Wharf T&T Limited, where he was responsible for the company's customers' relations and sales management. Between 2001 and 2002, Mr. Leung was the business development manager of Magically Asia Limited, where he was responsible for developing strategy and tactical plans to drive the business, managing customer and partner relationships, handling sales project and facilitating new product development. From 1998 to 1999, Mr. Leung was an account manager of New World Telephone Limited, where he was responsible for the management of sales and customers relations.

Mr. Leung received a bachelor of science degree from the University of Science and Technology in November 1996.

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Mr. Leung is not and has not been a director of any other listed company in Hong Kong or overseas in the past three years.

**Mr. Lai Hon Lam Carman** (賴漢林), aged [53], is an executive Director and the financial controller of our Group. Mr. Lai is responsible for monitoring the overall performance of the finance department in producing our Group’s financial statements, managing our Group’s cash position, responsible for all our Group secretarial documents and filing, overseeing the audit and tax issues and contributing to management team’s decisions regarding financial strategy. Mr. Lai has over 25 years of experience in accounting and finance. Prior to joining our Group in June 2004, from June 1998 to December 2002, Mr. Lai served as an accountant (re-titled from revenue accountant on September 1, 1999) of Sunday O/B Mandarin Communications Limited, where he was responsible for revenue and inventory functions at the finance department. From August 1994 to June 1998, Mr. Lai was employed by Daimler-Benz Purchasing Coordination Hong Kong Limited, a wholly-owned subsidiary of Daimler-Benz AG, where his last position was an accountant and was responsible for all financial functions of the company.

Mr. Lai obtained a bachelor of arts degree from University of Prince Edward Island (Canada) in May 1987 and a Master’s degree in Practising Accounting from Monash University in November 2006. He is a chartered professional accountant member of the Chartered Professional Accountants of British Columbia, Canada since June 2015, an associate of the Chartered Institute of Management Accountants since November 2011, a full member of Certified Practising Accountants of Australia since September 2010, an associate of the Hong Kong Institute of Company Secretaries since September 2000 and an associate of the Institute of Chartered Secretaries and Administrators since September 2000.

Mr. Lai is not and has not been a director of any other listed company in Hong Kong or overseas in the past three years.

### Independent non-executive Directors

**Mr. So Chi Hang** (蘇智恒), aged [49], is an independent non-executive Director. Mr. So is responsible for supervising and providing independent judgment to our Board. Mr. So has over 25 years of experience in finance with exposure in Hong Kong, the PRC, Australia, Taiwan and Japan. Since October 2015, Mr. So has been the vice president of project management of BSN Medical KK in Japan, where he was responsible for guiding and monitoring the work of local outsourced accounting service provider. Mr. So served as a business analyst consultant of STL Corp., Ltd from May 2011 to December 2013, where he provided independent consultation service in developing and monitoring the execution of business strategies. He served as an associate director of KCS Management & Consultancy (China) Co., Ltd from November 2008 to March 2011 and KCS Limited from September 2007 to November 2008, where he supervised the account servicing teams of the Corporate Accounting Division. Mr. So held various positions while he was with ACNielsen (China) Ltd from October 1997 to April 2007 where his last position was the director of finance, where he was responsible for the management of all finance and accounting operations. He also served as an divisional accountant of the AFS Freight Management Group in Australia from July 1993 to April 1997 where he was responsible for accounting and taxation matters for the group’s non-Australian companies, including Hong Kong and Shanghai Papua New Guinea, New Zealand and the US. From April 1991 to June 1993, Mr. So served as an

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accountant of AIA Capital Corporation Limited. Before that, he served as the group accountant of Desh Group from June 1990 till 1991. Mr. So started his career as an auditor of Coopers & Lybrand from January 1989 to June 1990.

Mr. So obtained a bachelor of commerce degree from the University of Queensland in Australia in August 1988. He has been a certified practising accountant of Australian Society of CPAs since October 1993.

Mr. So is not and has not been a director of any other listed company in Hong Kong or overseas in the past three years.

**Mr. Lau Lap Yan John** (劉立人), aged [54], is an independent non-executive Director. Mr. Lau is responsible for supervising and providing independent judgment to our Board. Mr. Lau has over 20 years of experience in architecture. From July 2012 to August 2013, he was the deputy development and project director of Grandland Management Limited. He also served as a senior manager of project development department of Hang Lung (Administration) Ltd. from May 2011 to September 2011. Before that, he was a project manager of Hutchison Whampoa Properties Limited from August 2005 to May 2011. He was a resident project manager — Shenzhen of Hutchison Whampoa Properties Limited from May 2000 to October 2001. Mr. Lau was the project manager of China Overseas Land & Investment Ltd. from May 1997 to May 2000 and Henderson (China) Investment Co., Ltd. from July 1994 to May 1997. Before that, he served as a project architect of Wong & Ouyang from September 1993 to July 1994. Mr. Lau started his career as an assistant architect of Leigh & Orange Ltd. from May 1988 to April 1992 and served as a project architect between April 1992 and March 1993.

Mr. Lau obtained a master's degree of architecture and a bachelor's degree of environmental studies from the University of Manitoba in Canada in May 1988 and October 1985. Mr. Lau is a member of the Hong Kong Institute of Architects since September 1992. He is also a registered architect of the Architects Registration Board under Architects Registration Ordinance (Cap 408) since October 1992 and authorized person under section 3 of the Building Ordinance (Cap 123) since August 1992.

Mr. Lau is not and has not been a director of any other listed company in Hong Kong or overseas in the past three years.

**Mr. Heng Ching Kuen, Franklin** (幸正權), aged [51], is an independent non-executive Director. Mr. Heng is responsible for supervising and providing independent judgement to our Board. Mr. Heng has over 17 years of experience in banking and finance. Mr. Heng has been an independent non-executive Director of Tse Sui Luen Jewellery (International) Limited (stock code: 417) from November 2008 to December 2015. Since June 2011, Mr. Heng is the managing partner and responsible officer of Springboard Capital Limited. Prior to that, Mr. Heng was the managing director of The Royal Bank of Scotland Plc, Hong Kong from May 2006 to October 2008. He was a director of HSBC Securities (Asia) Limited and held senior positions of other HSBC Group Companies from June 1999 to April 2006. He has held senior positions in several major private financial institutions in Hong Kong and had been registered with the Hong Kong Monetary Authority as an executive officer and the SFC as a responsible officer, carrying out various regulated activities.

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Mr. Heng obtained a bachelor of arts and subsequently a master of arts in June 1988 and March 1992 respectively from the University of Cambridge. He has been a fellow member of The Institute of Chartered Accountants in England and Wales since December 2009 and The Hong Kong Institute of Directors since July 2009, and a member of The Hong Kong Institute of Certified Public Accountants since July 1998.

Save as disclosed above, Mr. Heng is not and has not been a director of any other listed company in Hong Kong or overseas in the past three years.

### SENIOR MANAGEMENT

The senior management team of our Group, in addition to the executive Directors listed above, is listed as follows:

**Ms. Leung Mo Shan, Jackie** (梁慕珊), aged [49], has been an executive assistant of the Group since January 2016, where she is responsible for the provision of overall administrative support to the executive management team in daily operations including arranging and coordinating meetings, facilitating communications between executive team and all staff. Ms. Leung has over 25 years of experience in finance. Prior to joining our Group, Ms. Leung served as the director of finance of NW Project Management Limited from May 2010 to October 2015. From June 2006 to May 2010, Ms. Leung was employed by New World Hotel Management Limited, where her last position was director of finance. From August 1997 to May 2006, Ms. Leung was employed by Renaissance Harbour View Hotel, where her last position was the director of finance. From November 1990 to August 1997, Ms. Leung was employed by New World Hotels International Limited, where her last position was assistant financial controller.

Ms. Leung obtained a post-experience certificate in accountancy from Hong Kong Polytechnic University in 1994 through part-time learning. She has been a member and a fellow of the Association of Chartered Certified Accountants since May 1998 and June 2003, respectively and a certified public accountant of the Hong Kong Institute of Certified Public Accountants since July 1998.

Ms. Leung is not and has not been a director of any other listed company in Hong Kong or overseas in the past three years.

**Mr. Tsang Kam Hung** (曾錦鴻), aged [50], is a design project director and has joined the Group since May 2011. Mr. Tsang is responsible for the supervision of a design and creative team in Hong Kong and monitoring the quality assurance of the products produced by factories in the PRC. He also serves at the frontline to liaise with the clients identifying their needs, give immediate solutions, consultations and alternatives in order to provide the right answers that meet the client expectations. Prior to joining our Group, Mr. Tsang began his career as a designer at AJM Design Group Ltd. from April 1988 to January 1991. Mr. Tsang has over 25 years of experience in the interior design industry, including serving in the in-house design team of the corporate real estate department of Standard Chartered Bank (HK) Limited from February 1998 to May 2008. From November 2009 to February 2011, Mr. Tsang was the contract staff in branch management of channel management of Bank of China (Hong Kong) Limited.

Mr. Tsang obtained a bachelor's degree of fine arts in interior design from the Pratt Institute in the United States in February 1995.

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Mr. Tsang is not and has not been a director of any other listed company in Hong Kong or overseas in the past three years.

**Mr. Cheong Ka Wang** (張嘉宏), aged [36], is a project director — project management of the Group since January 2016 and has joined the Group as a senior project manager in July 2015. Mr. Cheong is responsible to lead the project consultancy and construction team for overall management in execution, control and completion of specific projects and ensuring consistency with Company’s strategy, commitment and goals. Prior to joining our Group, Mr. Cheong served as a director and project manager of Paperspace Interiors Ltd. from 2011 to June 2015. From September 2006 to September 2011, Mr. Cheong served as a project coordinator of Crosstec Interior. Before that, Mr. Cheong was a senior project coordinator and assistant designer of Benson Construction & Engineering Co. Ltd. from October 2005 to September 2006. From July 2004 to October 2005, he served as a site foreman of Bo Wing Construction Engineering Co. Ltd.

Mr. Cheong graduated from British Columbia Institute of Technology in Canada with a management certificate of interior design in June 2003.

Mr. Cheong is not and has not been a director of any other listed company in Hong Kong or overseas in the past three years.

### COMPANY SECRETARY

Mr. Lau King Lok was appointed as our company secretary on March 23, 2015. For his biographic details, please see the section headed “— Executive Directors”.

### BOARD COMMITTEES

#### Audit committee

The Company has established an audit committee on [●] with written terms of reference in compliance with the Code of Corporate Governance Practices as set out in Appendix 14 to the [REDACTED]. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control systems of our Group.

The audit committee comprises Mr. So Chi Hang, Mr. Lau Lap Yan, John and Mr. Heng Ching Kuen, Franklin. Mr. So Chi Hang has been appointed as the chairman of the audit committee.

#### Remuneration committee

The Company has established a remuneration committee on [●] with written terms of reference as suggested under the Code of Corporate Governance Practices set out in Appendix 14 to the [REDACTED]. The primary functions of the remuneration committee include determining the policies in relation to human resources management, reviewing the Company’s remuneration policies and determining remuneration packages for Directors and senior management members of the Company.

The remuneration committee comprises Mr. So Chi Hang, Mr. Lee Wai Sang and Mr. Heng Ching Kuen, Franklin. Mr. So Chi Hang has been appointed as the chairman of the remuneration committee.



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### **Nomination committee**

The Company has established a nomination committee on [●] with written terms of reference as suggested under the Code of Corporate Governance Practices set out in Appendix 14 to the [REDACTED]. The primary functions of the nomination committee include making recommendations to the Board regarding candidates to fill vacancies on the Board.

The nomination committee comprises Mr. Lee Wai Sang, Mr. So Chi Hang and Mr. Heng Ching Kuen, Franklin. Mr. Lee Wai Sang has been appointed as the chairman of the nomination committee.

### **Risk management committee**

The Company has established a risk management committee on [●]. The primary functions of the risk management committee include reviewing our Company’s risk management policies and standards and monitoring our Company’s exposure to sanctions law risks. The risk management committee comprises Mr. Heng Ching Kuen Franklin, Mr. So Chi Hang and Mr. Lau King Lok. Mr. Heng Ching Kuen Franklin has been appointed as the chairman of the risk management committee.

## **COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT**

Our Directors and senior management receive compensation in the form of salaries, benefits in kind and discretionary bonuses relating to the performance of the 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.

For each of the three years ended June 30, 2013, 2014 and 2015, and the six months ended December 31, 2015, the aggregate amount of salaries and other allowances and benefits in kind paid by us to our Directors was HK\$1.9 million, HK\$2.3 million, HK\$3.4 million and HK\$1.5 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 or payable by the Company to our five highest paid individuals for each of the years ended June 30, 2013, 2014 and 2015 was approximately HK\$2.9 million, HK\$3.5 million and HK\$4.7 million, respectively.

No remuneration was paid by the Company to the Directors or the five highest paid individuals as an inducement to join or upon joining our Company or as a compensation for loss of office in respect of the years ended June 30, 2013, 2014 and 2015. Further, none of our Directors had waived any remuneration during the same period.

Under the arrangements currently in force, we estimate the aggregate remuneration, excluding discretionary bonuses, payable to our Directors for the year ending June 30, 2016 shall be no more than HK\$5.9 million.

Each of our executive Directors has entered into a service contract with the Company dated [●] and the Company has also entered into letters of appointment with each of our non-executive Directors and independent non-executive Directors. Further details of the terms of the above service contracts and letters of appointment are set out in Appendix IV “Statutory and General Information — Further Information about Substantial Shareholders, Directors and Experts” to this document.



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### **COMPLIANCE ADVISOR**

We have appointed Kingsway Capital Limited as our compliance advisor pursuant to Rule 3A.19 of the [REDACTED]. Pursuant to Rule 3A.23 of the [REDACTED], the compliance advisor will advise us in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- where we propose to use the net proceeds of the [REDACTED] in a manner different from that detailed in this document or where our business activities, developments or results deviate from any forecast, estimate or other information in this document; and
- where the [REDACTED] makes an inquiry of us regarding unusual movements in the price or trading volume of our Shares.

The terms of the appointment shall commence on the [REDACTED] and end on the date which we distribute our annual report of our financial results for the first full financial year commencing after the [REDACTED] and such appointment may be subject to extension by mutual agreement.

### **SHARE OPTION SCHEME**

The Company [has conditionally adopted] the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set out in the paragraph headed “Statutory and General Information — Share Option Scheme” in Appendix IV to this document.

### **CODE ON CORPORATE GOVERNANCE PRACTICES**

We consider that having Mr. Lee acting as both our chairman and our chief executive officer will provide a strong and consistent leadership to us and allow for more effective planning and management of our Group. Pursuant to A.2.1 of Appendix 14 of the [REDACTED], the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. However, in view of Mr. Lee’s extensive experience in the industry, personal profile and critical role in our Group and its historical development, we consider that it is beneficial to the business prospects of our Group that Mr. Lee continues to act as both our chairman and our executive officer upon [REDACTED].

Save as disclosed above, our Directors consider that, as of the Latest Practicable Date, our Company [has fully complied] with the applicable code provisions as set out in the Code of Corporate Governance Practices as contained in Appendix 14 to the [REDACTED] from the [REDACTED].