

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

### DIRECTORS

#### Executive Directors

*Mr. Garry SIU*, aged 41, is the chairman of the Company and presently responsible for the Group's corporate, strategy planning and marketing functions. He has over 15 years experience in garment and fashion industry in Hong Kong and the US particularly import and export rules and regulations. He is the founder of the Group's marketing and compliance monitoring services in 1998. Prior to joining the Group in May 1987, he was an executive of a finance company for one and a half years. Mr. Siu obtained a bachelor degree of economics from the University of Regina, Canada in 1985. He is the younger brother of Mr. Shamson Zeall and an uncle of Mr. Edmund Siu. He was appointed as an executive Director on 3rd July, 2002.

*Mr. Edmund SIU*, aged 30, is an executive Director responsible for the Group's compliance monitoring, accounting and corporate finance matters. He is also the company secretary of the Group. Mr. Siu obtained a bachelor degree of commerce in accounting from the University of Canberra, Australia in 1995. He has been an associate member of both the Institute of Chartered Accountants in Australia and the Hong Kong Society of Accountants since 1998. Prior to joining the Group in May 1999, he was a senior associate with an international accounting firm and a local public accounting firm for five years. During his time with the accounting firms, he has experience in both external and internal audit work. Mr. Siu is the nephew of both Mr. Garry Siu and Mr. Shamson Zeall. He was appointed as an executive Director on 3rd July, 2002.

*Mr. Edvon SZE*, aged 33, is an executive Director responsible for assisting Mr. Garry Siu in the marketing functions of the Group. Mr. Sze obtained a bachelor degree of commerce in accounting from the University of Canberra, Australia in 1995. He has also been an associate member of CPA Australia since 1994. He has six years of experience in finance, accounting and administration. Prior to joining the Group in May 2002, he was a finance and operations manager of an office furniture trading company. He was appointed as an executive Director on 3rd July, 2002.

#### Independent Non-executive Directors

*Mr. POON Kuai Cheong*, aged 35, is an independent non-executive Director. Mr. Poon is an independent non-executive director of Fu Cheong International Holdings Limited, the issued shares of which are listed on the Stock Exchange and the chief accountant of a leather trading company. He obtained a bachelor degree of commerce from Curtin University of Technology, Australia in 1998. He has been a fellow of the Association of Chartered Certified Accountants, the United Kingdom and an associate member of the Hong Kong Society of Accountants since 2001 and 1996 respectively. He has over 12 years of accounting experience. He was appointed as a non-executive Director on 1st October, 2002.

*Miss LO Wing Yan, Emmy*, aged 30, is an independent non-executive Director. Ms. Lo is the accounting manager of PacificNet Inc., a company listed on the NASDAQ stock exchange in the US. Ms. Lo has been an associate member of the Hong Kong Society of Accountants since 2001. She has over six years of experience in auditing, accounting and financial management. She was appointed as a non-executive Director on 1st October, 2002.

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### AUDIT COMMITTEE

On 22nd October, 2002, the Company established an audit committee with written terms of reference in compliance with the Code of Best Practice as set out in Appendix 14 to the Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group.

The audit committee comprises the two independent non-executive Directors.

### SENIOR MANAGEMENT

*Mr. Shamson ZEALL*, aged 50, is the legal compliance consultant of the Group. Mr. Zeall holds a bachelor's degree of social science from the Chinese University of Hong Kong. He was admitted as a solicitor of the Supreme Court of Hong Kong in May 1981 and was appointed as a China-Appointed Attesting Officer in June 1995. Mr. Zeall is now practising in his sole proprietorship of Shamson Zeall & Co., Solicitors Hong Kong. He joined the Group in May 1987 as the consultant responsible for administration and legal compliance. He is the elder brother of Mr. Garry Siu and an uncle of Mr. Edmund Siu.

*Miss SIU So Ha, Melisa*, aged 45, is the senior business development manager of the Group. She is responsible for carrying out compliance monitoring engagements and factory visits in the PRC. She is also responsible for liaison and maintenance of business relationships with the US Buyers. She holds a bachelor degree of business administration from the San Francisco State University. Prior to joining the Group in March 1992, she was the accounting trainee of a public accounting firm in the US for one year. She is the elder sister of Mr. Garry Siu.

### CONSULTANTS TO THE GROUP

*Mr. Ned NOVOSEL*, aged 48, is one of the business development consultants of the Group. He is responsible for liaison and maintenance of business relationships with the US Buyers. Prior to joining the Group in September 1998, Mr. Novosel was the marketing manager of an Australian marketing consulting company for over 25 years.

*Mr. Mark Ian WEST*, aged 46, is one of the business development consultants of the Group. He is responsible for liaison and maintenance of business relationships with the US Buyers. Prior to joining the Group in September 1998, Mr. West was the marketing manager of an Australian general merchandise trading company for over three years.

*Mr. Robert LIM*, aged 47, is one of the business development consultants of the Group. He is responsible for liaison and maintenance of business relationships with the US Buyers. Prior to joining the Group in April 2000, he was the marketing manager of an Australian health food products company for over 10 years.

*Miss Rhonda Gay MAIDEN*, aged 53, is one of the business development consultants of the Group. She is responsible for liaison and maintenance of business relationships with the US Buyers. She holds a bachelor degree of business administration from the University of Technology, Sydney. Prior to joining the Group in September 2001, she was the merchandiser of an Australian fashion trading company for five years. She has over 20 years of experience in the textile industry.

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### STAFF AND CONSULTANTS

As at the Latest Practicable Date, the Group had a total of 10 employees and four consultants engaged in the following areas:

	Hong Kong (staff)	Australia (consultants)	Total
Marketing ( <i>Note</i> )	–	4	4
Compliance monitoring	4	–	4
Accounting	3	–	3
Administration and sale support	3	–	3
Total	<u>10</u>	<u>4</u>	<u>14</u>

*Note:* The Group engages four Australian marketing professionals as business development consultants, each for an initial term of three years with an annual remuneration package (professional fees plus allowances) of approximately \$400,000 to solicit new buyers in the US and maintain good business relationships with its existing buyers on an intermittent travelling basis to the US. The four marketing professionals are not full-time employees of the Group and there are no provisions set out in the engagement letters with those consultants that they have to work exclusively for the Group.

The Group has a defined contribution retirement benefits scheme for its qualified employees which is registered under the Occupational Retirement Scheme Ordinance (Chapter 426 of the Laws of Hong Kong) and exempted from the provisions of the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). The assets of the scheme are held separately from those of the Group in funds under the control of an independent professional trustee.

The Group has never experienced any material labour disputes or shortages. The Directors consider the Group's relationship with its employees to be good.

### INSURANCE COVERAGE

As the Directors believe that the Group's business operations have to rely on certain key management members, including Mr. Garry Siu, Mr. Edmund Siu and Mr. Shamson Zeall, the Group has taken out insurance coverage for these key management and employees with effect from October 2002.

### SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme under which eligible participants may be granted options which entitle them to subscribe for Shares. Further details of the Share Option Scheme are set out in the paragraph headed "Share Option Scheme" in Appendix 6 to this prospectus. The Directors believe that the Share Option Scheme will assist the Group in its recruitment and retention of high calibre executives and employees.