

DIRECTORS, SENIOR MANAGEMENT AND STAFF

DIRECTORS

Executive Directors

Mr. CHONG Kam Chau (莊金洲先生), aged 61, the founder, Chairman of the Board and President of the Group and is responsible for the strategic planning and overall development of the Group. He is a member of the Political Consultative Conference of Shanxi Province (山西省政協委員), a director of China Poverty Alleviation and Development Association (中國扶貧開發協會常務理事), the Vice-President of Shanxi Association of Overseas Liaison (山西省海外聯誼會副會長), the director of the Hong Kong Chinese People's Political Consultative Conference (Provincial) Members Association (港區省級政協委員聯誼會常務理事), the Permanent Honorary President of the Eastern District Industries & Commerce Association (香港東區工商業聯會永遠名譽會長). Mr. Chong is a part time professor of Shanxi University of Finance and Economics (山西財經大學). Mr. Chong was the 16th and 17th term committee member, the vice chairman of the 18th term of HKCPMA. Before founding the Group, he has already engaged in the business of paper products in [Hong Kong by running small paper products shops with several other partners]. [After founding the Group, Mr. Chong has been responsible for overseeing the Group's development strategy and financial performance, procurement and sales, marketing of the Group,] [making him have over 20 years experience in the operation and management of companies engaging in manufacturing and/or trading of corrugated paper products in Hong Kong and the PRC.] Mr. Chong is the father of Mr. Chong Wa Pan, Mr. Chong Wa Ching and Mr. Chong Wa Lam, all of whom are executive Directors. Ms. Chan Po Chai, one of the senior management of the Group, is the elder sister of Mrs. Chong Chan Po Ting, the wife of Mr. Chong.]

[Mr. CHONG Wa Pan (莊華彬先生), aged 36, the eldest son of Mr. Chong and is the Managing Director of the Group. He joined the Group in December 1991 and is responsible for the Group's overall management. Mr. Chong Wa Pan obtained a post-graduate certificate in June 2002 and a professional certificate in March 2006 both in Enterprise Management from Shanxi University of Finance and Economics (山西財經大學). Mr. Chong Wa Pan is a member of the Political Consultative Conference of Jiangxi Province (江西省政協委員), the honorary-president of Taiyuan City Association of Overseas Liaison (太原市海外聯誼會名譽會長), a director of the Shanxi Association of Overseas Liaison (山西省海外聯誼會理事), a director of the Jiangxi Association of Overseas Liaison (江西省海外聯誼會理事), an executive director of Neimenggu Association of Overseas Liaison (內蒙古海外聯誼會常務理事), and the vice president of the Eastern District Industries & Commerce Association (香港東區工商業聯會副會長). [Mr. Chong Wa Pan has over 15 years experience in the [daily operation of the Group and sales and marketing] of corrugated paper products in Hong Kong and the PRC, which are gained within the Group.]]

[Mr. YIU Ho Chi Stephen (姚好智先生), aged 46, is the Chief Financial Officer and Company Secretary of the Group. He joined the Group in June 2002 and is responsible for the financial management of the Group. Mr. Yiu holds a diploma in Accounting from Hong Kong Shue Yan College, a Bachelor's degree in Law from Peking University and a Master degree in Business from Curtin University in Australia. Mr. Yiu is a member of American Institute of Certified Public Accountant, a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a Certified Information Systems Auditor. Mr.

DIRECTORS, SENIOR MANAGEMENT AND STAFF

Yiu has over 20 years of experience in auditing, accounting and finance gained from international public accounting firm, multinational corporations and listed companies in Hong Kong. [Prior to joining the Group, Mr. Yiu served as an audit staff in Spicer and Oppenheim (now known as Deloitte Touche Tohmatsu after merging) for over two years. During the period from August 1989 to February 1995, Mr. Yiu served for the Sino Land Group (which has three listed companies in Hong Kong) and was responsible for internal audit and treasury functions. Mr. Yiu served for Far East Regional Office of Polaroid Corporation (a company which was listed in the United States) and was responsible for accounting and treasury functions for the period from February 1995 to July 1996. Mr. Yiu served as the group financial controller of Freight Links Express Holdings (Hong Kong) Limited (a company listed in Hong Kong now known as Neo-China Land Group (Holdings) Limited) for the period from July 1996 to March 2000 and also served as the financial controller of a company, which is principally engaged in manufacturing and trading of toys for another two years.]]

[Mr. **CHONG Wa Ching** (莊華清先生), aged 31, the second son of Mr. Chong. Mr. Chong Wa Ching is the general manager of the Third Production Plant. He joined the Group in August 2000 and is responsible for the management of the Group's offset printing operations including the strategic planning and control of the procurement and logistic activities. Mr. Chong Wa Ching holds a bachelor degree in Information Technology from Swinburne University of Technology in Australia. Mr. Chong Wa Ching was a director of Yan Chai Hospital of the 36th and 37th term (2003-2005) board of directors and is a honorary director of Yan Chai Hospital.]

[Mr. **CHONG Wa Lam** (莊華琳先生), aged 29, is the youngest son of Mr. Chong. He joined the group in April 2002 and is responsible for the Group's sales and marketing activities including sales development and product development of the Group. Mr. Chong Wa Lam obtained a post-graduate certificate in June 2002 and a professional certificate in March 2006 both in Enterprise Management from Shanxi University of Finance and Economics (山西財經大學). He is a member of the Political Consultative Conference of Nanchang City Jiangxi Province (江西省南昌市政協委員), [●], a vice chairman of Guangdong Huidong Association of Foreign Investment Enterprises (廣東惠東外商企業投資協會副會長) and a director of the HKCPMA.]

Independent non-executive Directors

[Mr. **CHAU On Ta Yuen** (周安達源), aged 61, was appointed as an independent non-executive Director in [●] 2009. He graduated from Xiamen University, majoring in Chinese language and literature. Mr. Chau is currently the chairman of the board of directors of Wonson International Holdings Limited which is listed on the Main Board of the Stock Exchange. He is the independent non-executive director of Wonderful World Holdings Limited and Everpride Biopharmaceutical Company Limited, which are listed on the Main Board and the Growth Enterprise Market of the Stock Exchange respectively. During the period from March 2000 to November 2006, Mr. Chau had been an executive director and vice-chairman of Everbest Energy Holdings Limited (now known as Dynamic Energy Holdings Limited), which is listed on the Main Board of the Stock Exchange. The principal activities of the subsidiaries of Everbest Energy Holdings Limited consisted of the generation and sale of electricity through the operation of a coal-fired electricity power

DIRECTORS, SENIOR MANAGEMENT AND STAFF

plant located in Fujian Province, the PRC. He is currently the managing director of Wealthy Sea Group (H.K.) Limited. He has been appointed as director of Joycheers Holdings Limited in 1996 and Everbest Water Treatment Development Company Limited in 2002, which is engaged in the trading and construction business and water treatment development respectively. He is a member of the Chinese People Political Consultative Conference of the People Republic of China and the vice chairman of Hong Kong Federation of Fujian Associations.]

[**Ms. TSUI Pui Man** (徐珮文女士), aged 51, was appointed as an independent non-executive Director in [●] 2009. She is a practising lawyer in Hong Kong. Ms. Tsui holds a Bachelor's degree in Arts and a Bachelor's degree in Law from the University of Hong Kong. Ms. Tsui is a qualified solicitor in Hong Kong (admitted in 1988), England and Wales, Australia and Singapore. She is also a Notary Public and a China-Appointed Attesting Officer. Ms. Tsui was a member of Disciplinary Panel of Hong Kong Certified Public Accountants. She is a member of Political Consultative Conference of Shanxi Province (山西省政協委員) and a council member of Association for the Promotion of Peaceful National Reunification of China (中國和平統一促進會理事).]

[**Mr. LAW Tze Lun** (羅子璘先生), aged 36, was appointed as an independent non-executive Director in [●] 2009. He is a partner of Law Tze Lun Certified Public Accountants in Hong Kong. Mr. Law holds a Bachelor's degree in Commerce Accounting from the Curtin University of Technology in Australia. He is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of CPA Australia. Mr. Law has over [15] years of experience in auditing, accounting and finance gained from various accounting firms in Hong Kong.]

SENIOR MANAGEMENT

Mr. CHU Lok Fung Barry (朱樂峰先生), aged 38, is the Chief Accountant of the Group. Mr. Chu joined the Group in August 2003 and is responsible for the financial and accounting management and secretarial affairs of the Group. Mr. Chu holds a Master of Science in Accountancy degree from the Hong Kong Polytechnic University and a Bachelor's degree in Business from Monash University in Australia. He is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of CPA Australia. Mr. Chu has over 10 years of experience of auditing, financial and accounting gained from international accounting firms and listed companies. [Prior to joining the Group in September 2003, Mr. Chu served as a management trainee in Midas Printing Limited, its holding company is a company listed on the Main Board of the Stock Exchange, in March 1996 for more than a year and was responsible for group budgeting and management reports. Starting from May 1997, Mr. Chu served as an auditor in two audit firms in Hong Kong for another five years, during which he was responsible for various statutory and special audit assignments.]

Mr. PUN Tsz Kwong (潘子光先生), aged 46, is the deputy general manager of the Group. He joined the Group in April 2007 and is responsible for the planning and coordination of productions between various plants within the Group and in charge of the offset printing operations of the Group. He holds a Master of Science in Management of Manufacture from Coventry University. Before joining the Group, Mr. Pun has more than 18

DIRECTORS, SENIOR MANAGEMENT AND STAFF

years experience in manufacturing industries management involved production, material control, procurement and logistics. Prior to joining the Group, Mr. Pun served as project coordinator and product and material control supervisor in companies in the garment, windsurfing and yacht sails industry for nearly two years and was responsible for purchasing and production and material control with various production capacity. Mr. Pun then worked in a company engaged in manufacturing and responsible for, sourcing, material planning, purchasing and industrial engineering for more than 12 years. He served as the plant manager and assisted to set up a factory in Beijing from 2003 to 2005 and had held the capacity of director of material before joining the Group.

Mr. YEOH Keng Gut, aged 40, is the plant manager of Come Sure Shenzhen. He joined the Group in June 2007 and is responsible for overall plants operation of Come Sure Shenzhen. He holds a Bachelor's degree in Applied Science (Engineering) from University of Toronto in Canada. Before joining the Group, Mr. Yeoh served as an automation engineer at Litronix Malaysia (Sdn.) Bhd. (now known as OSRAM Opto Semiconductors (Malaysia) Sdn Bhd), a company in the electronics industry for nearly two years. He then joined Federal Packages Sdn. Bhd., a company engaged in the manufacturing of corrugated board boxes and multi-wall paper bags as an assistant production manager and production manager for more than two years and was responsible for the daily operation of carton division, ensured the quality of the product according to the specification of the customers and prepared production data for management review. He then served as a general manager at Wah Sang Paper Products (Shenzhen) Co., Ltd., a company engaged in the manufacturing of various kinds of packaging products including corrugated paperboard and paper box with different specifications in Shenzhen for nearly six years and was responsible for the technical aspects of machinery and computer. After that, he served as a director at Eiko Paper and Printing Company Limited, a company in the packaging industry, for more than two years. Mr. Yeoh has more than 12 years experience in the packaging industry involved in production, planning and customer services.

Ms. LAU Yin Chuen (劉燕邨女士), aged 55, is the group purchasing manager of the Group. She joined the Group in March 2000 and is responsible for the overall logistic management of raw materials purchasing of the Group. Ms. Lau holds a [Diploma in Economics] from the [Beijing Technology and Business University] (北京工商大學, formerly known as 北京商學院 and 輕工業學院) in Beijing, the PRC. Before joining the Group, Ms. Lau has over 12 years of experience in finance and accounting of which approximately 4 years gained from a company which involved in the manufacturing and/or trading of electronic consumer products.

Mr. CHONG Wa Nam (莊華楠先生), aged 38, is the supervisor (監事) of Come Sure Shenzhen. Mr. Chong Wa Nam joined the Group since 1992 and is responsible for monitoring the management and operations of Come Sure Shenzhen to ensure the Group is in compliance with the PRC Company Laws and other legal regulations. Mr. Chong Wa Nam holds a professional certificate in Enterprise Management from Shanxi University of Finance and Economics (山西財經大學). Mr. Chong Wa Nam has more than 15 years of experience in the packaging industry involved in production, logistics, customer services and administration gained within the Group.

DIRECTORS, SENIOR MANAGEMENT AND STAFF

Ms. CHAN Po Chai (陳寶釵女士), aged [59], the elder sister of Mrs. Chong Chan Po Ting, is the sales administration manager of the Group and the director of Come Sure Macau. She joined the Group in 1990 and is responsible for the sales administration and customer services. Ms. Chan has more than 18 years of experience in the packaging industry involved in logistic, credit control, customer services and sales gained within the Group.

COMPANY SECRETARY

[Mr. Yiu Ho Chi Stephen, *CISA, CPA*]

DIRECTORS' REMUNERATION

The Directors received remunerations from the Group during the Track Record Period. The total remunerations paid to the Directors for the three years ended 31 March 2008 and the six months ended 30 September 2008 were approximately HK\$3.0 million, HK\$3.8 million, HK\$3.2 million and HK\$1.6 million respectively. Under the arrangements currently in force, the aggregate emoluments payable by the Group to the Directors (including the independent non-executive Directors) for the year ending 31 March 2009 will be approximately [HK\$3.9 million.]

[Each of the executive Directors has entered into a service contract with the Company. Each of the executive Directors shall be entitled to a basic salary and a discretionary bonus to be determined by the Board with reference to the operating results of the Group provided that the aggregate amount of discretionary bonuses payable to all executive Directors in respect of any financial year of the Group shall not exceed 10% of the audited consolidated net profits of the Group after taxation and minority interests but before extraordinary items for the relevant financial year]. Further details of which are set out in the paragraph headed "Further information about substantial shareholders directors and experts" in Appendix VI to this document.]

AUDIT COMMITTEE

The Company established an audit committee in compliance with the code provisions of the Code of Corporate Governance Practices as set out in Appendix 14 to the [●] on [5 February 2009]. [It consists of three independent non-executive Directors, namely Mr. Law Tze Lun, Ms. Tsui Pui Man and Mr. Chau On Ta Yuen. Mr. Law Tze Lun is the chairman of the audit committee.] The primary duties of the audit committee are to review and supervise the financial reporting process and the Group's internal control system, to review the Company's annual report and accounts and half-yearly reports and to provide advice and comments thereon to the Board. In addition, the audit committee will consider any significant and unusual items that are, or may need to be, reflected in such reports and accounts and must give due consideration to any matters that have been raised by the Company's compliance officer and external auditors.

DIRECTORS, SENIOR MANAGEMENT AND STAFF

REMUNERATION COMMITTEE

[The remuneration committee consists of three independent non-executive Directors and one executive Director, namely Ms. Tsui Pui Man, Mr. Law Tze Lun, Mr. Chau On Ta Yuen and Mr. Chong Wa Pan. Ms. Tsui Pui Man is the chairman of the remuneration committee.] The primary duties of the committee are to formulate and recommend to the Board on the Group's policy and structure for all remuneration of the Directors and senior management of the Group, establish a formal and transparent procedure for developing policy on remuneration, determine specific remuneration packages of the employees (including that of the executive Directors) in the manner specified in its terms of reference, review approving performance-based remuneration, and review and recommend to the Shareholders as to the fairness and reasonableness of the terms of any Director's service agreement which is subject to the prior approval of the Shareholders in general meeting.

NOMINATION COMMITTEE

The Company established a nomination committee on [5 February 2009] with written terms of reference. The nomination committee is mainly responsible for making recommendations to the Board on the appointment of Directors and the management of the Board's succession. The nomination committee will ensure that only candidates with capability and relevant experience will be appointed as future Directors and assess the independence of independent non-executive Directors. [The nomination committee consists of three independent non-executive Directors and one executive Director, namely Ms. Tsui Pui Man, Mr. Chau On Ta Yuen, Mr. Law Tze Lun and Mr. Chong Wa Pan. Ms. Tsui Pui Man is the chairman of the nomination committee.] Under its terms of reference, the nomination committee shall meet at least [twice] a year.

DIRECTORS, SENIOR MANAGEMENT AND STAFF

EMPLOYEES

Number of employees

The following table set out a breakdown of the employees of the Group[#] by functions and geographical locations as at the Latest Practicable Date:

	PRC	Hong Kong	Macau	Total
Management	[6]	[4]	[4]	[14]
Finance and administration	[61]	[8]	[6]	[75]
Production	[460]	[1]	[–]	[461]
Sales and marketing	[26]	[5]	[–]	[31]
Design and development	[17]	[–]	[–]	[17]
Quality control	[34]	[–]	[–]	[34]
Logistics	[85]	[2]	[–]	[87]
	[689]	[20]	[10]	[719]

Relationship with employees

The Directors consider that the Group maintains a good working relationship with its employees. The Group has not experienced any major difficulties in recruiting and retaining suitable employees.

Remuneration and training

The Group offers a remuneration and benefit package to its employees. Such package includes participation in provident fund and medical schemes. Apart from regular on-the-job training, the Group will engage professional parties to provide training to its staff. Among others, Come Sure Shenzhen invited Shanxi University of Finance and Economics University Modern Hotel Management Research Institute (山西財經大學現代酒店管理研究所) in July 2006 to set up a one-year training program for its staff in respect of enterprise management, human resources management, sales management, strategic management, production management, economic and contract regulations, fundamental accounting, enterprise strategic planning, business negotiation and public relationships. These programmes aim to ensure that staff can obtain updated job related knowledge and enhance quality of their work.

[#] Labour of the Processing Partner are not employees of the Group and therefore are not included in the table above.

DIRECTORS, SENIOR MANAGEMENT AND STAFF

Pension scheme

In the PRC, the Group contributes to a state-managed retirement plan for its PRC employees as determined by the local PRC government. Contributions to the schemes by the Group and its employees are determined based on certain percentages of employee's basic salaries.

In Hong Kong, the Group has set up a retirement scheme in accordance with the mandatory provident fund requirements prescribed by the Mandatory Provident Fund Schemes Ordinance, Chapter 485 of the Laws of Hong Kong. All Hong Kong based employees and the Group are required to contribute 5% of their respective monthly wages (up to a maximum contribution of HK\$1,000 by each of the employee and the Group) on a monthly basis to the fund.

In Macau, under the social security scheme of Macau, Macau subsidiaries are required to contribute MOP30 each month for each local employee.

The Directors confirm, save as disclosed in the section headed "Business" in this document, that the Group has complied with the relevant mandatory requirements in relation to insurance during the Track Record Period.

SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme which will enable the Company to grant options to selected participants as incentives or rewards for their contributions to the Group. The principal terms of this scheme are summarised in the paragraph headed "Share Option Scheme" in Appendix [VI] to this document.