
DIRECTORS, SENIOR MANAGEMENT AND STAFF

BOARD OF DIRECTORS

Executive Directors

Mr. Sung Kai Hing (宋啟慶先生), aged [52], is an executive Director, the chairman and the chief executive officer of the Company and one of the Founders. Mr. Sung was appointed as a Director on 20 April 2004. He is primarily responsible for the overall strategic planning and business development of the Group as well as overseeing the daily operations of the Group. Prior to the establishment of the Group, Mr. Sung started the business of electronic products trading as a sole proprietor in the [early] 1980s. At the suggestion of and with the assistance from Mr. Cheung, Mr. Sung started to engage in the trading of certain furniture products and in around [mid-1980s], a partnership was established by Mr. Sung, Mr. Cheung and Mr. Chan for the trading of furniture products. In September 1993, Mr. Sung, Mr. Cheung and Mr. Chan established Dongguan Rich which marked the commencement of the business of the Group. Mr. Sung was a director of Dongguan Rich from September 1993 until its dissolution and a director of Shenzhen Dahao from December 1995 until its dissolution. The dissolutions of Dongguan Rich and Shenzhen Dahao did not result in any liability or obligation imposed against Mr. Sung. Mr. Sung was a director of Omnicorp Limited from June 2005 to January 2007. Mr. Sung has been appointed as a part-time instructor [with specialisation in business operation, strategic planning and supply chain management] at 南京林業大學 (Nanjing Forestry University) and 中南林業科技大學 (Central South University of Forestry and Technology) (formerly known as 中南林學院 (Central South Forestry University)) since June 2004 and November 2004 respectively. Mr. Sung has over [15] years of experience in the furniture industry.

Mr. Cheung Kong Cheung (張港璋先生), aged [47], is an executive Director and one of the Founders. Mr. Cheung was appointed as a Director on 20 April 2004. He is responsible for the administration and human resources management of the Group as well as overall management relating to the construction of the new production facilities of the Group in the PRC. In the early [1980s], Mr. Cheung was the [sales representative] of a furniture trading company. In around [mid-1980s], Mr. Cheung, Mr. Sung and Mr. Chan formed a partnership to carry on the business of trading of furniture products. In September 1993, Mr. Sung, Mr. Cheung and Mr. Chan established Dongguan Rich which marked the commencement of the business of the Group. Mr. Cheung was a director of Dongguan Rich from September 1993 until its dissolution and a director of Shenzhen Dahao from December 1995 until its dissolution. The dissolution did not result in any liability or obligation imposed on Mr. Cheung. Since 2005, he has been a [director] of Dongguan Super Furniture. He has been appointed as a part-time instructor [with specialisation in international trade and trading of home furniture] at 南京林業大學 (Nanjing Forestry University) and 中南林業科技大學 (Central South University of Forestry and Technology) (formerly known as 中南林學院 (Central South Forestry University)) since June 2004 and November 2004 respectively. Mr. Cheung has over [15] years of experience in the furniture industry.

DIRECTORS, SENIOR MANAGEMENT AND STAFF

Non-executive Director

Mr. Fang Yan Zau, Alexander (方仁宙先生), aged 38, is a non-executive Director and was appointed as a Director on 28 July 2006. He has over [10] years of experience in business development. Mr. Fang was engaged in business development in GET Manufacturing, Inc. from 1996 to 2000. Mr. Fang has been a director of eGarden Ventures Hong Kong Limited, which is principally engaged in investment holding since August 2000. Mr. Fang has been a director of Pandatel AG which is a listed public company at Frankfurt Stock Exchange and principally engaged in the provision of [telecommunication related services] since January 2006. He obtained a master of business administration degree in general management from J. L. Kellogg School of Management, Northwestern University in June 2004 and a bachelor of science degree in accounting from University of Southern California in December 1993. Mr. Fang is the son of Mr. Fang Shin who is the Controlling Shareholder.

Independent non-executive Directors

Mr. Sun Jian (孫堅先生), aged [44], was appointed as an independent non-executive Director on 1 July 2007. He has over 10 years of experience in retail businesses and is a director and the chief executive officer of Home Inns & Hotel Management, Inc., a company which is principally engaged in the hotel industry with its shares listed on the National Association of Securities Dealers Automated Quotation System in the U.S.. Mr. Sun obtained a bachelor's degree in hygiene management from 上海醫科大學 (Shanghai Medical University) (subsequently renamed as 復旦大學上海醫學院 (Shanghai Medical College of Fudan University)) in July 1987. [He is the vice president of 中國連鎖經營協會 (China Chain Store & Franchise Association) which was established in 1997. 中國連鎖經營協會 (China Chain Store & Franchise Association) participates in a number of areas including, among others, assisting in policy making and provision of professional trainings and industry information and data to its members in the retailing and franchising industry.]

Ms. Shao Hanqing (邵漢青女士), aged [71], was appointed as an independent non-executive Director on [29 May 2009]. She is a part-time professor and a mentor to the doctorate candidates of the economics faculty of 中國人民大學 (Renmin University of China). Ms. Shao was a vice-chairlady of 中國人民政治協商會議廣東省深圳市委員會 (Shenzhen Committee of Chinese People's Political Consultative Conference) from April 1997 to May 2000 and was elected as a fellow in the World Academy of Productivity Science by World Confederation of Productivity Science in 2006. Ms. Shao was appointed as an independent director of 方大集團股份有限公司 (China Fangda Group Co., Ltd.), a company listed on 深圳證券交易所 (the Shenzhen Stock Exchange) with principal businesses in the development, design, manufacture and sale of construction materials as well as energy saving and environmental protection products from March 2001 to March 2002, April 2002 to April 2005, May 2005 to April 2007 and from June 2008 to present. She is the president of 深圳市安全生產與安全文化協會 (Shenzhen Work Safety and Safety Culture Council) which was established in July 2006 with the support from 深圳市安全生產監督管理局 (the Administration of Work Safety of Shenzhen Municipality) and 深圳市民政局 (the Home Department of the People's Government of Shenzhen Municipality), under the supervision of 深圳市安全生產監督管理局

DIRECTORS, SENIOR MANAGEMENT AND STAFF

(Administration of Work Safety of Shenzhen Municipality). The purpose of 深圳市安全生產與安全文化協會 (the Shenzhen Work Safety and Safety Culture Council) is to improve awareness of safety issues, promote work safety and establish safety culture. Ms. Shao obtained a bachelor’s degree of national economic planning from 中國人民大學 (Renmin University of China) in 1964.

Mr. Kong Hing Ki (江興琪先生), aged 38, was appointed as an independent non-executive Director on [29 May 2009]. He has over [10] years of experience in accounting, auditing and finance, gained from international accountancy and commercial firms [including PricewaterhouseCoopers from 1997 to 2001, KPMG in 2002, MIC Cyberworks from 2003 to 2004 and Serial Microelectronics (HK) Limited from 2004 to present]. He is a financial controller of a company whose ultimate holding company is listed on the main board of the Singapore Stock Exchange, and which is [principally engaged in the distribution of electronic and semi-conductor components]. Mr. Kong obtained a bachelor’s degree of commerce from Australian National University in April 1994 and a master of business administration degree from Deakin University in August 2005. He has been a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia since February 2005 and April 1997 respectively.

Details of the proposed length of service of each of the Directors with the Company and the emoluments of the Directors are set out in the paragraph headed “Further information about Directors, management staff and substantial shareholders – Particulars of service contracts and letters of appointment” in Appendix V to this document. The emoluments of each Director are determined by the Board with reference to his/her previous experience and prevailing market practices.

As at the Latest Practicable Date, save as disclosed in the section headed “Further information about Directors, management staff and substantial shareholders – Disclosure of interests or short position of Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporation” in Appendix V to this document, each of the Directors did not have any interest in the Shares within the meaning of Part XV of the SFO.

During the Track Record Period, the Group has inadvertently failed to comply with certain laws, rules and regulations of the PRC and Hong Kong (details of the non-compliance incidents are set out in the paragraph headed “Compliance and litigation” in the section headed “Business” in this document). Among the non-compliance incidents, Hing Lee Furniture failed to apply for business registration under the Business Registration Ordinance and, as a result, the secretary, manager or any director of Hing Lee Furniture (which include the Founders) may be liable to a maximum punishment of a fine of HK\$5,000 and imprisonment for 1 year if they are found guilty. Based on the verbal enquiry by the legal advisers of the Company with an officer of the Business Registration Office, if a company volunteered to make a late application for business registration, there would not be any penalty but the company would be required to pay the business registration fees for the past years. According to such officer, no one had been sentenced to imprisonment as a result of failure to obtain business registration so far. Up

DIRECTORS, SENIOR MANAGEMENT AND STAFF

to the Latest Practicable Date, the Group had [not been prosecuted nor received any notice of prosecution with respect to such non-compliance incident.] Hing Lee Furniture submitted the application on 13 October 2008 and business registration certificates have already been issued to Hing Lee Furniture. Save as disclosed above, as at the Latest Practicable Date, there was no other information which was required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

SENIOR MANAGEMENT

Mr. Huang Wei Ye (黃偉業先生), aged [54], is one of the Founders. He joined the Group in 1995 and is the head of the Group's design and development department, as well as the production department, and is responsible for overseeing the design, development and manufacture of the Group's furniture products. Mr. Huang has over [20] years of experience in the furniture industry. [Prior to joining the Group, he was the production manager of Dahao Furniture from 1989 to 1995.] Mr. Huang was a director of Shenzhen Dahao from [December] 1995 until its dissolution. The dissolution of Shenzhen Dahao did not result in any liability or obligation imposed against Mr. Huang.

Mr. Huang is currently the Chairman of SFTA which is a non-profit organisation established in 1986 and has over 500 members from furniture, wood panel, iron ware, paints and accessories industries. The Directors believe that with Mr. Huang, a Founder of the Group, serving as Chairman of SFTA, would help to enhance the visibility of the Group in the furniture industry. Mr. Huang has been appointed as a part-time instructor [with specialisation in product design, production strategies and industry trend analysis] at 南京林業大學 (Nanjing Forestry University) and 中南林業科技大學 (Central South University of Forestry and Technology) (formerly known as 中南林學院 (Central South Forestry University)) since 2003. He obtained a master of business administration degree from 北京大學 (Peking University) in July 2007.

Mr. Chan Kwok Kin (陳國堅先生), aged [51], is one of the Founders. Being the head of the sales and marketing department, as well as the procurement department of the Group, he is responsible for formulating the Group's sales and marketing strategies and procurement policies and overseeing the Group's sales and marketing activities. Mr. Chan has over [15] years of experience in the furniture industry. Mr. Chan was a director of Dongguan Rich from September 1993 until its dissolution and, a director of Shenzhen Dahao from December 1995 until its dissolution [and was responsible for sales and marketing activities]. The dissolutions of Dongguan Rich and Shenzhen Dahao did not result in any liability or obligation imposed against Mr. Chan. He was appointed as a part-time instructor [with specialisation in sales and marketing strategies and brand development] at 南京林業大學 (Nanjing Forestry University) and 中南林業科技大學 (Central South University of Forestry and Technology) (formerly known as 中南林學院 (Central South Forestry University)) since 2004.

DIRECTORS, SENIOR MANAGEMENT AND STAFF

Mr. Wu Guo Long (吳國龍先生), aged [35], is the vice design and development manager of the Group. Since January 2008, he has been appointed as the general manager of Shenzhen Xingli. Mr. Wu joined the Group in 1996 after graduation from the university and has over 10 years of experience in the furniture industry. He obtained a bachelor's degree in interior and furniture design in 1996 from 中南林學院 (Central South Forestry University) (subsequently renamed as 中南林業科技大學 (Central South University of Forestry and Technology) in 2005).

Mr. Li Xin Min (李新民先生), aged [38], is the production manager of the Group and the head of the production department of the Group's factories in the PRC. He is responsible for overseeing the production operations at all the Group's factories in the PRC. Mr. Li joined the Group in 1997 and has over 10 years of experience in furniture industry. He obtained a diploma in interior and furniture design in June 1998 from [中南林學院 (Central South University of Forestry and Technology)] (subsequently renamed as 中南林業科技大學 (Central South University of Forestry and Technology) in 2005).

Ms. Wang Xie Zhi (王謝之女士), aged [32], is the chief officer of the management division of the Group, and is responsible for the human resources and administrative affairs of the Group. She has over 10 years of experience in human resources management. Prior to joining the Group, Ms. Wang worked with 深圳市金鵬集團公司 (Shenzhen Jinpeng Group Limited) in relation to human resources management and administration from October 1997 to May 2003. Ms. Wang joined the Group in October 2003. She obtained a diploma in accounting from 江西財經大學 (Jiangxi University of Finance & Economics) in 1999.

Ms. Bian Juan (卞娟女士), aged [31], is the procurement manager of the Group, and is responsible for overall procurement activities of the Group. She obtained her bachelor's degree in interior and furniture design in June 2000 from 南京林業大學 (Nanjing Forestry University). Ms. Bian furthered her study at 南京林業大學 (Nanjing Forestry University) from September 2000 to June 2003 and obtained her master of [engineering] degree with specialty in wood science and technology in July 2003. After obtaining her master's degree, Ms. Bian joined the Group in July 2003.

Mr. Huang Jia Guo (黃家國先生), aged [35], is the sales manager for the modern furniture series of the Group, and is responsible for the overall sales and marketing activities of modern furniture products. Mr. Huang joined the Group in 1997. He obtained a diploma in Chinese language from 湖南大學 (Hunan University) in June 1994.

Ms. Bo Lin (薄琳女士), aged [45], is the sales manager for the classic furniture series of the Group, and is responsible for the overall sales and marketing activities of classic furniture products. Ms. Bo joined the Group in 1997 and has over [10] years of experience in sales and marketing of furniture products in the PRC. She obtained a bachelor's degree in industrial electric automation from 遼寧廣播電視大學 (Lianing Radio and TV University) in July 1989.

DIRECTORS, SENIOR MANAGEMENT AND STAFF

Mr. Pu Cai Jun (蒲采君先生), aged [47], is the financial controller of the Group. He is responsible for all financial and accounting matters in respect of the PRC subsidiaries of the Group. Mr. Pu joined the Group in 2002 and has over 10 years of experience in financial controlling. He was the finance manager of Dahao Furniture during the period from 1985 to 2002. He obtained a bachelor's degree in accounting from 湖南財經學院 (Hunan Finance and Economics Institute) in July 1991.

CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

Mr. Wong Kit Wai (黃杰偉先生), aged [39], is the chief financial officer and the company secretary of the Group. He is responsible for supervising the Group's financial management and overseeing the company secretarial and compliance affairs of the Group. Mr. Wong joined the Group in January 2007 as a full-time employee and has over 8 years of experience in accounting and finance. Prior to joining the Group, Mr. Wong was the chief financial officer of Royale Furniture Holdings Limited, whose issued shares are listed on the Main Board, during the period from December 2004 to December 2006. He worked for an international accounting firm in 1997 and then for two private companies as an accountant during the period from June 1998 to April 2001. He subsequently worked as a finance manager in a company, which was engaged in manufacture and sales of electronic components, from May 2001 to November 2003. He obtained a master of business administration degree from Deakin University, Australia in September 2003 and a bachelor of commerce degree from The University of New South Wales in June 1996. He has been a fellow member of Hong Kong Institute of Certified Public Accountants and a member of CPA Australia since January 2007 and June 1999 respectively. Besides, Mr. Wong has also been an associate member of the Hong Kong Institute of Chartered Secretaries and an associate member of The Institute of Chartered Secretaries and Administrators, the United Kingdom since October 2006. Mr. Wong is an ordinary resident of Hong Kong.

[Save as disclosed, none of the above persons has any directorship in any listed companies in the last three years, and none of them has any family relationship with the Directors and the Controlling Shareholder.]

DIRECTORS, SENIOR MANAGEMENT AND STAFF

EMPLOYEES

As at the Latest Practicable Date, the Group employed [1,157] full-time employees in the PRC and non-PRC regions. The following table sets forth the breakdown of the Group’s employees by division and function:

Divisions	Number of employees			Hong Kong
	PRC			
	Shenzhen Xingli Zundian	Shenzhen Xingli	Dongguan Super Furniture	
Finance and accounting Management and administration	[9]	[18]	[6]	[3]
Sales and marketing	[64]	[97]	[35]	[2]
Production/warehouse	[25]	[26]	[3]	[1]
Procurement	[333]	[307]	[103]	[-]
Product design and development	[4]	[8]	[2]	[-]
Quality assurance	[28]	[14]	[1]	[-]
Project management	[9]	[10]	[4]	[-]
	[37]	[8]	[-]	[-]
Total	[509]	[488]	[154]	[6]

Training and safety

The Group places strong emphasis on the training and personal development of employees. Annual internal and external training programs are provided to employees in several areas such as production safety, software application, corporate value, product knowledge, technical skills and personal development. The internal training courses are conducted by senior staff of the Group. The Group has also planned to provide its design and development staff with in-house training by senior designers in relation to product knowledge, to invite renowned furniture design and development experts to act as its consultants and conduct professional courses covering use of materials, color and latest product development and technology. In addition, the Group intends to send its designers to participate in furniture trade fairs in the PRC and abroad to gain firsthand knowledge of international furniture trend and development. The Group also nominates selected senior management members to attend external courses and university programs.

DIRECTORS, SENIOR MANAGEMENT AND STAFF

Salaries and social welfare contributions

Salaries

The Group conducts regular salary survey to maintain its competitiveness in the labour market. Salary package adjustments are generally based on industry benchmarks, inflation and individual performance.

Social welfare contributions

According to the relevant Hong Kong laws, rules and regulations, the Group contributes to a mandatory provident fund in compliance with the Mandatory Provident Fund Scheme Ordinance (Chapter 485 of the Laws of Hong Kong) in respect of its staff in Hong Kong. The Group is responsible for making a contribution of 5% of the salary of the employees (up to a maximum of HK\$1,000 in respect of each employee) on a monthly basis to the fund.

According to the relevant laws, rules and regulations of the PRC, Dongguan Super Furniture is required to make the employee social insurance contributions equivalent to 14.5% of the salaries paid to its employees. During the Track Record Period, Dongguan Super Furniture did not strictly follow the relevant requirements in making full contributions for the employee social insurances. For further details, please refer to the sub-paragraph headed "The Group has records of non-compliance in respect of employee social insurance and housing provident fund contributions in the PRC" in the section headed "Risk factors" and the paragraph headed "Compliance and litigation" in the section headed "Business" in this document. In order to meet the requirements under the relevant laws, rules and regulations in the PRC, Dongguan Super Furniture has commenced making the required contributions for the employee social insurances since 1 January 2009.

With respect to the employee social insurance contributions for the employees of Shenzhen Xingli and Shenzhen Xingli Zundian, the PRC Legal Advisers have been given to understand from the relevant local authority that both Shenzhen Xingli and Shenzhen Xingli Zundian are required to make contributions equivalent to [18]% of the [basic] salaries paid to the employees with Shenzhen registered household and [11]% of the [basic] salaries paid to the employees without Shenzhen registered household. The PRC Legal Advisers have further advised that both Shenzhen Xingli and Shenzhen Xingli Zundian are required to make the work-related injury insurance contributions of RMB[7.5] per employee per month. During the Track Record Period, Shenzhen Xingli and Shenzhen Xingli Zundian has followed the relevant requirements in making full contributions for the employee social insurances.

With respect of housing [provident] fund contributions, each of Shenzhen Xingli, Shenzhen Xingli Zundian and Dongguan Super Furniture is required to make housing [provident] fund contributions equivalent to 13%, 13% and 5% respectively of the salaries paid to their employees. During the Track Record Period, Shenzhen Xingli, Shenzhen Xingli Zundian and Dongguan Super Furniture did not strictly follow the relevant requirements in making full contributions for the housing [provident] funds. For further details, please refer to

DIRECTORS, SENIOR MANAGEMENT AND STAFF

the sub-paragraph headed “The Group has records of non-compliance in respect of employee social insurance and housing provident fund contributions in the PRC” in the section headed “Risk factors” and the paragraph headed “Compliance and litigation” in the section headed “Business” in this document. In order to comply with requirements under the relevant laws, rules and regulations in the PRC, each of Shenzhen Xingli and Shenzhen Xingli Zundian has commenced making the required contribution for the housing provident fund from 1 March 2009 and Dongguan Super Furniture has commenced making the required contributions for the housing provident funds from 1 January 2009.

PRC labour contract law

中華人民共和國勞動合同法 (PRC Labour Contract Law), which took effective on 1 January 2008, stipulates certain requirements in respect to human resources management including, among others things, signing labour contracts with employees, dissolving labour contracts, paying remuneration and economical compensation as well as the employee social insurances. In addition, 中華人民共和國勞動合同法 (PRC Labour Contract Law) requires employers to provide remuneration packages which are not lower than the respective local minimum standards.

Prior to 中華人民共和國勞動合同法 (PRC Labour Contract Law) becoming effective on 1 January 2008, the Group had already implemented measures for the human resources management which included (i) signing a written employment contract with every employee; and (ii) establishing a remuneration system to ensure compliance with the local minimum salary standards. The Directors consider that the implementation of 中華人民共和國勞動合同法 (PRC Labour Contract Law) has not given rise to any material impact on the operations and businesses of the Group.

[As advised by PRC Legal Advisers, save as disclosed under sub-paragraph headed “The Group has records of non-compliance in respect of employee social insurance and housing provident fund contributions in the PRC” in the section headed “Risk factors” and the paragraph headed “Compliance and litigation” in the section headed “Business” in this document, the Group had complied with all requirements of the human resources management under 中華人民共和國勞動合同法 (PRC Labour Contract Law) during the Track Record Period.]

Save as disclosed under sub-paragraph headed “The Group has records of non-compliance in respect of employee social insurance and housing provident fund contributions in the PRC” in the section headed “Risk factors” and the paragraph headed “Compliance and litigation” in the section headed “Business” in this document, the Directors confirmed that the Group had complied with the relevant labour and social welfare laws, rules and regulations in all jurisdictions where the Group operates and that the Group had made the relevant contributions in respect of its employees in accordance with the relevant laws, rules and regulations.

The employees of the Group are not unionised. The relationship between the management and staff has been good and is expected to continue in the future. There have not been any labour disputes or work stoppages which have disrupted the operations of the Group.

DIRECTORS, SENIOR MANAGEMENT AND STAFF

AUDIT COMMITTEE

The Company established an audit committee on [●] with written terms of reference which are in line with the code provisions of the Code on Corporate Governance Practices 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 currently has three members comprising Mr. Sun Jian, Ms. Shao Hanqing and Mr. Kong Hing Ki, all being the independent non-executive Directors. Mr. Kong Hing Ki is the chairman of the audit committee.

REMUNERATION COMMITTEE

The Company established a remuneration committee on [●] with written terms of reference which are in line with the code provisions of the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules. The remuneration committee shall make recommendations to the Board on, among other matters, the Company's policy and structure for the remuneration of all Directors and the senior management of the Group and shall be delegated by the Board the responsibility to determine on behalf of the Board the specific remuneration packages for all Directors and the senior management of the Group. It has three members comprising Mr. Sun Jian, Ms. Shao Hanqing and Mr. Kong Hing Ki, all being independent non-executive Directors. The chairman of the remuneration committee is Mr. Sun Jian.

NOMINATION COMMITTEE

The Company established a nomination committee on [●] with written terms of reference which are in line with paragraph A.4.5 of the Code on Corporate Governance Practice set out in Appendix 14 to the Listing Rules. The nomination committee shall make recommendations to the Board on appointment of Directors and succession planning for Directors. It has five members comprising Mr. Sung, Mr. Cheung, Mr. Sun Jian, Ms. Shao Hanqing and Mr. Kong Hing Ki. The chairman of the nomination committee is Ms. Shao Hanqing.

DIRECTORS' REMUNERATION

Executive Directors

Each of the executive Directors has entered into a service contract with the Company on [●] for a term of three years commencing from [●] and until terminated by not less than three months' prior notice in writing served by either party on the other. The aggregate annual basic salary (excluding the bonus mentioned below) of all the executive Directors is HK\$[2,000,000] and the salary of each executive Director is subject to annual review with such increment (if any) at such rate to be determined by the remuneration committee of the Company and approved by a majority in number of the members of the Board (excluding the Director whose salary is under review) and the relevant executive Director shall abstain from voting and shall not be counted in the quorum in respect of the proposed resolution regarding the increment.

DIRECTORS, SENIOR MANAGEMENT AND STAFF

Pursuant to the terms of the service contracts entered into between each executive Director and the Company, the annual salary of each executive Director is HK\$[1,000,000]. [Moreover, each of the executive Directors may be entitled to a discretionary bonus determined and approved by the Board provided that the aggregate amount of such bonus payable in each financial year to all the executive Directors shall not exceed [5]% of the audited consolidated net profit of the Group (before taxation but after minority interests and the taxation attributable to the minority interests).

Non-executive Director and independent non-executive Directors

Each of the non-executive Director and the independent non-executive Directors has entered into a letter of appointment with the Company for a period of [2] years commencing from [●] subject to the provisions of retirement and rotation of Directors under the Bye-Laws.

Pursuant to the terms of the letters of appointment entered into between the non-executive Director and each of the independent non-executive Directors on the one part and the Company on the other part, the annual director's fee payable to each of them is HK\$100,000 and none of them is entitled to any bonus.

For the three years ended 31 December 2008, the aggregate of the remuneration paid to the Directors amounted to approximately HK\$3,138,000, HK\$7,712,000 and HK\$[5,448,000] respectively.

During the Track Record Period, the remuneration of the Directors was determined with reference to their respective experience, responsibilities with the Group and general market conditions. Any discretionary bonus is linked to the performance of the Group and of the individual Director. The Company intends to continue its remuneration policy after [●], subject to the review by, and the recommendations of, the remuneration committee of the Company.

SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme which, in the opinion of the Directors, will provide incentive or reward for the contribution of eligible participants to the growth of the Group and to provide the Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the eligible participants. The principal terms of the Share Option Scheme are summarised in the paragraph headed "Share Option Scheme" in Appendix [V] to this document.