
DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

DIRECTORS

The Board consists of eight members, of whom three are independent non-executive Directors. The table below sets forth certain information of our Directors:

Name	Age	Position
Mr. CHAN William	35	Chairman and executive Director
Mr. NG Tak Kwan	55	Executive Director and Chief Executive Officer
Mr. LEUNG Kai Ming	55	Executive Director and Chief Operating Officer
Mr. WONG Kim Hung, Patrick	55	Executive Director
Mr. YIP Chun Kwok	35	Executive Director
Mr. TO King Yan, Adam	49	Independent non-executive Director
Mr. WONG Hoi Ki	55	Independent non-executive Director
Mr. WONG Kwok Wai, Albert	50	Independent non-executive Director

Executive Directors

Mr. CHAN William was designated as our executive Director on 29 May 2009 and is also a director of each of Sundart Holdings, Sundart Products, Sundart Development, Sundart Investments, Sundart International, Sundart (Middle East), Sundart Timber, Sundart (Macau) and Sundart (Beijing). He is primarily responsible for overall strategies, planning and business development of our Group. Mr. Chan graduated from the University of La Verne, California of the United States with a bachelor of business administration degree in 2000 and a master of business administrative degree in 2002. Mr. Chan joined us in March 2008 and did not have any fitting-out related experience at that time. Mr. Chan was an executive director of Success Universe Group Limited (formerly known as Macau Success Limited) (a company whose shares are listed and traded on the Main Board of the Stock Exchange) during June 2004 to September 2006. Mr. Chan is an executive director for certain companies which are in various businesses including the management of a golf driving range and manufacturing and installation of exterior signage. He was a director of the Tung Wah Group of Hospitals (2003/2004) a director of Yan Chai Hospital (35th Term Board of Directors (2002/2003)) and a committee member of the Central and Sai Ying Poon Area Committee of Home Affairs Department of Hong Kong Government for the two years ended 31 March 2006. Mr. Chan will allocate approximately 95% of his time and resources to our Group's business.

Mr. NG Tak Kwan is one of the founders of our Group's business. Mr. Ng was designated as our executive Director on 29 May 2009 and is also a director of each of Sundart Holdings, Sundart Products, Sundart Development, Sundart Investments, Sundart International, Sundart (Middle East), Sundart Timber, Sundart (Macau) and Sundart (Beijing). Mr. Ng is responsible for overseeing our fitting-out projects in Hong Kong, Macau and the PRC. Mr. Ng graduated from the University of Calgary with a bachelor of science degree in civil engineering in 1978 and the Asia International Open University (Macau) with a master of business administration degree in 1995. Mr. Ng will allocate substantially all of his time and resources to our Group's business.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Mr. LEUNG Kai Ming is one of the founders of our Group's business. Mr. Leung left our Group in July 2006 and then ran DSTP on his own. Before Mr. Leung left our Group in 2006, he was the chief executive officer of DSTP and mainly responsible for overseeing and managing the manufacturing business of timber products. He re-joined us in April 2009 and was designated as our executive Director on 29 May 2009. He is also a director of each of Sundart Holdings, Sundart Products, Sundart Development, Sundart International, Sundart (Middle East) and Sundart Interior. Mr. Leung is mainly responsible for overseeing our technical and engineering activities, our sourcing and distribution of materials business and our business development to and/or our fitting-out projects in the Middle East. Mr. Leung graduated from the Hong Kong Polytechnic with an ordinary certificate in electrical engineering in 1974. He is the inventor of each of the patents set out in the section headed "Further information about our business – Intellectual property rights" in this Appendix VI in this prospectus. Mr. Leung will allocate approximately 90% of his time and resources to our Group's business.

Mr. WONG Kim Hung, Patrick was designated as our executive Director on 29 May 2009 and is also a director of each of Sundart Holdings, Sundart Products, Sundart Development, Sundart Investments, Sundart International, Sundart (Middle East), Sundart Timber, Sundart (Macau) and Sundart (Beijing). Mr. Wong joined us in 2002 and is responsible for overseeing our human resources and the financial, banking and administrative activities of our Group. Prior to joining us, Mr. Wong had worked in the Hong Kong offices of some international banks including Sanwa Bank (now known as the Bank of Tokyo-Mitsubishi UFJ, Limited) and the Bank of America for about 20 years. His last position was an assistant general manager at the Hong Kong branch of Sanwa Bank (now known as the Bank of Tokyo-Mitsubishi UFJ, Limited). Mr. Wong will allocate substantially all of his time and resources to our Group's business.

Mr. YIP Chun Kwok is also our financial controller and the company secretary of our Company. Mr. Yip was appointed as our executive Director on 3 August 2009 and is responsible for overseeing the compliance matters and accounting activities of our Group. He graduated from the University of Hong Kong with a bachelor of business administration degree in 1996. He is a fellow of the Association of Chartered Certified Accountants, an associate of the Hong Kong Institute of Certified Public Accountants, a member of each of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators and a CFA charterholder of the CFA Institute. Prior to joining us in April 2008, Mr. Yip had worked as accountant for some sizeable CPA firms in Hong Kong and in-house accountant for a public listed company. He is currently a part-time practising director of a CPA firm in Hong Kong. Mr. Yip will allocate approximately 95% of his time and resources to our Group's business.

Independent Non-executive Directors

Mr. TO King Yan, Adam was appointed as an independent non-executive Director on 3 August 2009. Mr. To graduated from the University of London with a bachelor of laws degree in 1983. Mr. To has been a practising solicitor of the High Court of Hong Kong since 1986. In addition, he is also qualified to practice law in England and Wales and Australia and is a China Appointed Attesting Officer. He is currently a partner of K.B.Chau & Co., a firm of solicitors in Hong Kong with his practice focusing on conveyancing and litigation.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Mr. WONG Hoi Ki was appointed as an independent non-executive Director on 3 August 2009. He is a registered professional surveyor (general practice) and has been practising in the surveying profession for over 25 years. Mr Wong is a fellow of the Hong Kong Institute of Surveyors and a member of the Royal Institution of Chartered Surveyors. He is the founder and at present the managing director of Memfus Wong Surveyors Limited, an estate surveying firm in Hong Kong. Over the years, he has served the profession by working on the general council of the Hong Kong Institute of Surveyors as honorary secretary and honorary treasurer.

Mr. WONG Kwok Wai, Albert was appointed as an independent non-executive Director on 3 August 2009. Mr. Wong is a fellow of each of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He was also a former president of the Hong Kong Association of Accounting Technicians. He is currently the managing partner of Chu & Chu, a firm of certified public accountants in Hong Kong with his practice focusing on assurance services as well as management advisory services.

Each of the independent non-executive Directors confirms that he will allocate sufficient time and resources to our Group's business.

SENIOR MANAGEMENT

Mr. CHAN Yok Fai, Freddy, aged 43, is the general manager of our China division. Mr. Chan first joined us in 2001 and left in 2006 as an assistant general manager. He re-joined us in April 2008 as the general manager of our China division and is responsible for our Group's business development in the PRC. Mr. Chan graduated from the Hong Kong Baptist College (now known as Hong Kong Baptist University) with a bachelor of business administration degree in 1991. After graduation, Mr. Chan has been serving sales and marketing positions in the building and construction related field. With about 20 years of experience, Mr. Chan has focused on business development of interior decoration projects.

Mr. CHUNG Tsz Lung, Jimmy, aged 49, is our assistant general manager and a director of Sundart Interior. Mr. Chung joined us in 2000 and is now responsible for our projects in the Middle East. Mr. Chung completed a program in architectural drafting at the Centennial College of Applied Arts and Technology of Toronto, Canada in 1990. He is a member of the Chartered Institute of Building of the United Kingdom. Prior to joining us, Mr. Chung has been worked as quantity surveyor, contracts manager, assistant maintenance supervisor and project manager for various companies in Hong Kong and Canada.

Mr. CHAN Hak Man, aged 54, is one of our senior project managers. Mr. Chan joined us in 2007, at which time he was in charge of our fitting-out projects in Macau. Due to the expansion of our PRC business, Mr. Chan is now seconded to the PRC and managing our projects in Shanghai. Prior to joining us, Mr. Chan has been serving in the building and construction related field for over 20 years.

Mr. TAM King Cheung, Raymond, aged 52, is one of our senior project managers. Mr. Tam first joined us in 1990 and left in 1997 and re-joined us in 2000. He had accumulated over 15 years of experience in project management with main focus in interior

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

fitting out projects. Mr. Tam has gained relevant experience in various types of premises including residential, hotel, commercial complex, apartment, etc. in Hong Kong, Shenzhen and Guangzhou. He was awarded as one of our best performing staff in 2008 for his excellent performance in project management.

Mr. CHIU Yeuk Ho, aged 49, is one of our senior project managers. Mr. Chiu joined us in 2004 and was promoted to the position of senior project manager in 2009. Mr. Chiu graduated from the University of Alberta of Canada with a bachelor of science degree in geography surveying. Prior to joining us, Mr. Chiu has been serving as estimator, assistant engineer, and project coordinator in other companies in Hong Kong and Canada for over 20 years and has headed various projects like constructions, civil works as well as interior fitting-out works.

Mr. CHAN Tze Chiu, aged 46, is one of our senior project managers. Mr. Chan joined us in 2008 and is responsible for our local fitting-out projects. He graduated from the Hua Chiao University (China) in 1987 with a bachelor of engineering degree in civil engineering. After graduation, Mr. Chan began his career in the interior fitting-out field has gained rich project experience from the PRC, Hong Kong and Macau. Prior to joining us, he has been working as project manager for other engineering companies.

Mr. CHAN Chung Ming, aged 41, is our design manager. Mr. Chan joined us in 2000 and was promoted to the position of design manager in 2007. Mr. Chan graduated from the City University of Hong Kong in 1996 with a higher diploma in architectural studies. After graduation, he has been working for various and participating in interior design and drawing of different fitting-out projects. With over 12 years of experience, Mr. Chan has very rich experience in interior design and drawing for various types of buildings.

Mr. LAU Mong Yu, Alex, aged 46, is our purchasing manager. Mr. Lau joined us in August 2003 and was promoted to the position of purchasing manager in January 2008. He is in charge of our purchasing department whose primary duty is to coordinates all of our purchasing activities. With over 15 years of experience in the procurement field, Mr. Lau is experienced in procuring professional timer products and building and decoration related materials, vendor sourcing, price negotiation and vendor performance analysis. He was awarded as one of our best performing staff in 2008.

Mr. NG Chi Hang, aged 33, is our quantity surveying manager. Mr. Ng joined us in 2005 and has undertaken quantity surveying and project management for various projects in both Hong Kong and Macau. Before joining us, Mr. Ng has been working in the quantity surveying field with professional recognition. He graduated from the University of Hong Kong with a bachelor of science degree in surveying in 1998 and from the Hong Kong Polytechnic University in 2004 with a master of science degree in construction and real estate. Mr. Ng is a registered professional surveyor and a member of each of the Hong Kong Institute of Surveyors and the Royal Institution of Chartered Surveyors.

Mr. BOO Kai Ming, Richard, aged 48, is our technical manager. Mr. Boo first joined us in 2001 and left in 2006. He re-joined us in 2009 and is responsible for providing technical support to our project team and research and development of timber products and pre-fabrication and installation technique. Mr. Boo graduated from the University of Reading

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

in 1992 with a bachelor of science degree in estate management and from the Hong Kong Polytechnic University in 2002 with a master of science degree in project management. He is a member of the Chartered Institute of Building from the United Kingdom. Prior to joining us, Mr. Boo has been working in various companies and has extensive project management experience from different aspects like property development, interior design, building maintenance, etc.

Mr. WONG Hing Fai, aged 55, is our mechanical & electrical manager. Mr. Wong joined us in 2007 as mechanical & electrical manager of Sundart (Macau). Prior to joining us, Mr. Wong has had over 30 years of experience in design, contract administration and construction management as contractor and consulting electrical and mechanical engineer in the construction industry in Hong Kong and the United Kingdom. Mr. Wong graduated from the University of Hong Kong with a bachelor of science in engineering degree in 1981 and from the University of Paisley with a master of science degree in quality management in 1997. He is a member of each of the Hong Kong Institution of Engineers, the Institution of Electrical Engineers, the Chartered Institution of Building Services Engineers, the Institution of Electronic and Radio Engineers and the Institute of Quality Assurance.

Mr. HO Sai Leung, aged 42, is our marketing manager. Mr. Ho joined us in 1995 as a marketing officer and was promoted to assistant marketing manager in 2005 and marketing manager in 2009. Mr. Ho is in charge of our sales and marketing department and responsible for coordinating sales and marketing and tendering activities, building up corporate image, and handling customer enquiries of our Group. He graduated from the Hong Kong Baptist College (now known as Hong Kong Baptist University) in 1991 with a bachelor of business administration degree. Before joining us, Mr. Ho has been serving in the sales and marketing division of some television/audio and plastic products companies.

Ms. CHUI Muk Heung, aged 40, is our chief accountant. Ms. Chui joined us in 2003 as a senior accountant and was promoted to chief accountant in 2007. She is an associate of the Hong Kong Institute of Certified Public Accountants and a member of the Association of Chartered Certified Accountants. Prior to joining us, Ms. Chui has been working as accounting professional in various companies including construction firm and accounting consultancy firm for over 12 years.

Ms. YIU Yuen Ngo, Fion, aged 39, is our human resources and administration manager, who joined us in 2005 and was promoted to human resources and administration manager in April 2008. Ms. Yiu graduated from the Ryerson Polytechnic University of Toronto, Canada in 1994 with a bachelor of business management degree. Prior to joining us, Ms. Yiu has been working in the administration department and serving as management professional in different companies for over 10 years.

COMPANY SECRETARY

Mr. YIP Chun Kwok, aged 35, is the company secretary of our Company. Please refer to the section headed “Directors, senior management and employees – Directors” for the personal profile of Mr. Yip.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

DIRECTORS' REMUNERATION

We reimburse our Directors for expenses which are necessarily and reasonably incurred for providing services to us or executing their functions in relation to our operations. Our executive Directors are also our employees and receive, in their capacity as our employees, compensation in the form of salaries and other allowances and benefits in kind.

During the Track Record Period, the aggregate amount of salaries and other allowances and benefits in kind paid to our Directors was approximately HK\$2.3 million, HK\$2.1 million and HK\$4.0 million, respectively.

Under the arrangements currently in force, we estimate the aggregate remuneration, excluding discretionary bonuses, payable to our Directors for the year ended 31 March 2010 to be approximately HK\$5.8 million.

Further details of the terms of the above service agreements are set out in the section headed "Further information about our Directors and substantial Shareholders – Directors – Particulars of service agreements" in Appendix VI to this prospectus.

BOARD COMMITTEES

Audit Committee

Our Company established an audit committee on 3 August 2009 in compliance with Rules 3.21 and 3.22 and Appendix 14 to the Listing Rules. The primary duties of our audit committee will be to review and supervise our financial reporting process and internal control system and to provide advice and comments to the Board. Our audit committee consists of three members who are all independent non-executive Directors and Mr. Wong Kwok Wai, Albert was appointed as the chairman of our audit committee.

Remuneration Committee

Our Company established a remuneration committee on 3 August 2009 in compliance with the Code of Corporate Governance Practices set out in Appendix 14 of the Listing Rules. Our remuneration committee comprises three members, namely, Mr. Chan, Mr. Wong Hoi Ki and Mr. Wong Kwok Wai, Albert. Our remuneration committee considers and recommends to the Board the remuneration and other benefits paid to our Directors. The remuneration of our Directors is subject to regular monitoring by our remuneration committee to ensure that the levels of their remuneration and compensation are appropriate.

Nomination Committee

Our Company established a nomination committee on 3 August 2009 in compliance with the Code of Corporate Governance Practices set out in Appendix 14 of the Listing Rules. Our nomination committee comprises three members, namely, Mr. Chan, Mr. Wong Hoi Ki and Mr. Wong Kwok Wai, Albert. Our nomination committee considers and recommends to the Board on the appointment of executive Directors and senior management staff.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

COMPLIANCE ADVISER

It is expected that our Company will appoint ICBCI as its compliance adviser upon the Listing in compliance with Rule 3A.19 of the Listing Rules by entering into a compliance adviser's agreement with ICBCI, the material terms of which are summarised as follows:

- (a) our Company will appoint ICBCI 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) ICBCI 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;
- (c) our Company shall consult with and, if necessary, seek advice from ICBCI 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 our Company under Rule 13.10 of the Listing Rules;
- (d) our Company will indemnify ICBCI for certain actions against it and losses incurred by it arising out of or in connection with the performance by ICBCI of its duties under the agreement; and
- (e) our Company may terminate the appointment of ICBCI 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. ICBCI will have the right to resign or terminate its appointment by service of a three-month notice to our Company if our Company materially breaches the agreement.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

EMPLOYEES

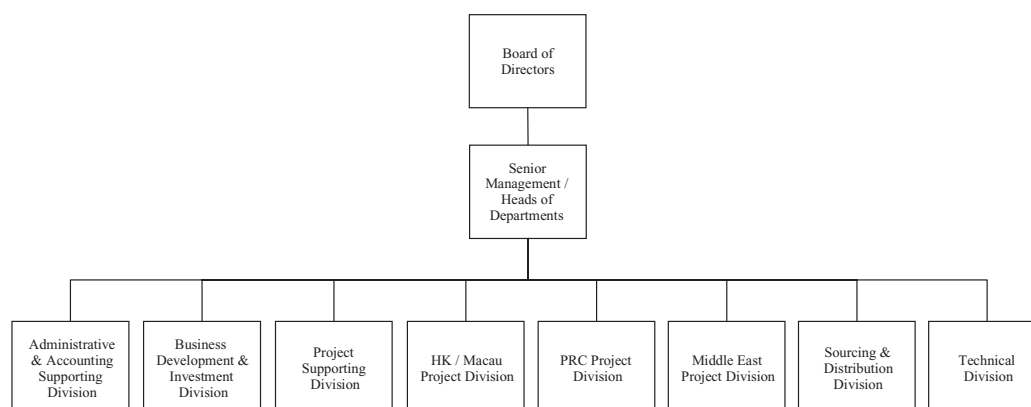
Overview

As at 30 June 2009, we had 257 full-time employees. An analysis by function as at 30 June 2009 is as follows:

	Number of employees			
	Hong Kong	Macau	PRC	Total
Executive Directors	5	–	–	5
Project Team	89	41	18	148
Quantity Surveying	19	2	4	25
Design and Drawing	15	1	4	20
Purchasing	5	–	1	6
Marketing	3	–	–	3
Furnishing	6	–	–	6
Trading and distribution	6	–	–	6
Administration and Human Resources	10	8	6	24
Finance & Account	10	–	4	14
	<u>168</u>	<u>52</u>	<u>37</u>	<u>257</u>
Total:	<u>168</u>	<u>52</u>	<u>37</u>	<u>257</u>

MANAGEMENT STRUCTURE

The following chart set forth our management structure:



Professionals

As at the Latest Practicable Date, 63 members of our staff have either received tertiary education or above or professional qualifications such as professional engineer, builder, surveyor, accountant and company secretary.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Relationship with employees

Our Directors consider that we maintain good working relationships with our employees. We have not experienced any strikes, work stoppages or material labour disputes which affected our operations.

Staff benefits

In Hong Kong, we operate a defined contribution retirement benefits scheme (“**MPF Scheme**”) under the Mandatory Provident Fund Scheme Ordinance (Chapter 485 of the Laws of Hong Kong) for all of our employees in Hong Kong who join us after the commencement of this Ordinance. Contributions are made based on a percentage of the employees’ basic salaries and are charged to our profit and loss account as they become payable in accordance with the rules of the MPF Scheme. Our contributions as employer vest fully with the employees when we contribute to the scheme in accordance with the rules of the MPF Scheme. We contribute the lower of HK\$1,000 or 5% of the relevant monthly salary to the MPF Scheme, a contribution matched by employees.

In China, we participate in the relevant social insurance contribution plans organised by the relevant local governmental bodies in Beijing and Shanghai. In accordance with relevant PRC laws, the member of our Group in China is required to pay its relevant employees a monthly social insurance premium covering pension insurance, medical insurance, unemployment insurance, personal injury and maternity (where applicable). We are also required by the relevant PRC regulations to register with the competent housing provident fund management centre and make contributions to the housing provident funds for our employees. Contributions to the housing provident funds have been made by us in compliance with the relevant PRC regulations.

In Macau, we have participated and contributed to the mandatory social security funds and have purchased compulsory industrial accident insurance for our Macau employees in accordance with the relevant applicable legislation.

Share Option Scheme

Our Directors (including independent non-executive Directors) and employees are entitled to participate in the Share Option Scheme. The principal terms of the Share Option Scheme are summarised in the section headed “Share Option Scheme” in Appendix VI to this prospectus.