
DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Our board of Directors is responsible and has general powers for the management and conduct of our business. The table below shows certain information in respect of members of the board of Directors of our Company:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Alfred Chan	62	Chairman and executive Director
Edward Tan	66	Executive Director
Tony Lau	57	Executive Director
Randolph Yu	31	Independent non-executive Director
Ainsley Tai	32	Independent non-executive Director
Li Chang Qing	41	Independent non-executive Director

Executive Directors

Chan, Kai Tai Alfred, 62, is an executive Director and the Chairman of our Company and was appointed on March 28, 2007. Alfred Chan is in charge of corporate strategy and planning and the overall development of our Company. Alfred Chan has over twenty years of experience in the management of department stores and the retailing of fashion brands both in North America and Asia, including the PRC. Alfred Chan graduated from McGill University in Canada with a Bachelor of Science degree in Physics in June 1970 and a Masters degree in Electrical Engineering in Fall, 1972. Alfred Chan is also the Chief Executive Officer and an executive director of PDL, a company listed on the Stock Exchange, and a director of PIEL. Alfred Chan was formerly a director of Etac Sales Limited. In March 1994, Royal Bank of Canada (“RBC”) petitioned for the liquidation of Etac Sales Limited due to its inability to repay loans made to it by RBC. Alfred Chan had ceased to be an executive director of Etac Sales Limited ten months prior to its liquidation.

Tan, Han Kiat Edward, 66, is an executive Director of our Company and was appointed on March 28, 2007 and is responsible for overseeing the general strategic implementation and development of our Company. Edward Tan has more than 30 years of experience in the textile, garment and trading business and has extensive experience in carrying out business in both Canada and the PRC. Edward Tan is a former director of the Canada-China Business Council in Canada. Edward Tan is the brother of Alfred Chan. Edward Tan is also an executive director of PDL. Edward Tan was also formerly a director of Etac Sales Limited. In March 1994, RBC petitioned for the liquidation of Etac Sales Limited due to its inability to repay loans made to it by RBC. Edward Tan had ceased to be an executive director of Etac Sales Limited ten months prior to its liquidation.

Lau, Kim Yip Tony, 57, is an executive Director and the President of our Company and was appointed on November 24, 2009 and is responsible for the overall daily business operations, with particular emphasis on brand recruitment and brand building of the network. He is also involved in the development of new projects. Mr. Lau has also been the President of PCD Stores since July 2006. Mr. Lau attended the Ryerson Polytechnical Institute in Toronto, Canada in 1974. Mr. Lau has over twenty years of experience in the textiles and apparel business. Prior to

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joining PCD Stores Group, he worked for the Glorious Sun Group from 1989 to 1993 and 2000 to 2003 to support their US business and Quicksilver venture, and he was Assistant General Manager in CFS International Inc. from 1984 to 1989, assisting Alfred Chan's Canadian trading operations.

Independent Non-Executive Directors

Yu, Randolph, 31, is an independent non-executive Director of our Company and was appointed on November 24, 2009. Mr. Yu is currently Managing Director and Founding Partner of Aegis Capital Ltd., an asset management firm based in Hong Kong. Mr. Yu has extensive experience in corporate finance, mergers and acquisitions, corporate restructuring, and alternative investments from prior positions as a Special Advisor to JANA Partners (Asia) Ltd. (May 2008 to January 2009) and with Citibank N.A. (September 2001 to February 2004), where Mr. Yu worked as an Assistant Manager with the Singapore Branch (August 2001 to September 2002) and as a Senior Assistant Manager with the Taipei Branch (September 2002 to February 2004). Mr. Yu also has extensive experience in corporate strategy, operations, and general management from his prior position as a Consultant with the Monitor Group (September 2006 to January 2008). Mr. Yu graduated from The Wharton School of Business of the University of Pennsylvania with a Master's of Business Administration on May 15, 2006. Mr. Yu does not hold, and has not within the past three years held, any directorships in other public companies securities of which are listed.

Tai, Ainsley, 32, is an independent non-executive Director of our Company and was appointed on November 24, 2009. Mr. Tai has been Vice President of Finance and Corporate Strategy for Erie Enterprises Corporation since August 8, 2007. Mr. Tai has extensive experience in corporate strategy, operations, and general management through prior positions with Oliver Wyman, Inc. (from March 1999 to June 2004 but took a leave of absence from December 2002 to November 2003) and Salesforce.com (from September 2006 to July 2007). Mr. Tai obtained his Master's of Business Administration from the Wharton School of Business of the University of Pennsylvania on May 15, 2006. Mr. Tai does not hold, and has not within the past three years held, any directorships in other public companies securities of which are listed.

Li Chang Qing, 41, is an independent non-executive Director of our Company and was appointed on November 24, 2009. Mr. Li is also the Chairman of the audit committee. Mr. Li has been the Vice Director of the Master's of Business Administration center at Xiamen University since May 31, 2006. Mr. Li has been a professor of accounting at Xiamen University since August 1, 2005 and teaches coursework on financing and managerial accounting as well as classes on analysis of financial reports and financial accounting of managers. Mr. Li has researched and published papers in the field of Corporate Finance. Mr. Li obtained his doctorate degree in management studies from Xiamen University on September 23, 1999. He was also a visiting scholar at Harvard University (from January 15 to 25 2006). He is an accountant in the People's Republic of China and has been registered with the Chinese Institute of Certified Public Accountants since March 18, 2002. Mr. Li, through his qualification as a registered accountant and the above described academic experience, has extensive experience in relation to the review and analysis of audited financial statements. Mr. Li is currently an independent non-executive director in Fuyao Group Glass Industries Co., Ltd. (福耀玻璃工業集團股份有限公司) and Xiamen C&D Inc. (廈門建發股份有限公司). Within the past three years, he was also an

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independent non-executive director in Fujian Furi Electronics Co., Ltd. (福建福日電子股份有限公司), Zhangzhou Pien Tze Huang Pharmaceutical Co., Ltd. (漳州片仔癀股份有限公司) and Fujian Septwolves Industry co., Ltd. (福建七匹狼實業股份有限公司) until June 2009, August 2008 and July 2007, respectively. With the exception of Fujian Septwolves Industry co., Ltd., which is currently listed on the Shenzhen Stock Exchange, all the above companies are currently listed on the Shanghai Stock Exchange.

SENIOR MANAGEMENT

Laurence Danon, 53, is the Senior Advisor to our Group and was appointed on July 26, 2007. Mme. Danon has been a member of the Executive Board of Groupe LCF Rothschild since September 1, 2007. Mme. Danon was the Chairwoman and Chief Executive Officer of Printemps Department Store Paris in France from 2001 to January 2007 and helped manage the transition of the French department store group into its current luxury fashion focus. Prior to her position at Printemps Department Store Paris, Mme Danon was Chief Executive Officer of Bostik Findley Adhesives, a wholly-owned subsidiary of Total Fina Elf group. She has been the Chairwoman of the New Generations Commission, at Medef, the French employer's association since August 1, 2007 and is a member of the boards of Diageo Plc., and Experian Plc., both listed on the London Stock Exchange and Plastic Omnium SA, listed on the Paris Stock Exchange. Mme. Danon graduated in Corps de Mines at Ecole Nationale Supérieure des Mines de Paris in July 11, 1984. Mme. Danon does not hold, and has not within the past three years held, any directorships in other public companies securities of which are listed.

Tan, Henry, 33, joined the Group on June 1, 2007 and has been responsible for strategic planning and development, acquisitions, investor relations, and other operations improvement. He was then appointed as Vice President of the Corporate Development on January 1, 2008, and continues to hold the same responsibilities. Prior to joining us in June 1, 2007, he was a Case Team Leader with Bain & Company (Hong Kong), serving major corporations in Asia Pacific, across a wide array of industries, including telecommunications, consumer products and private equity funds. He obtained a Bachelor of Arts degree from Cornell University on May 30, 1999 and a Master's of Business Administration from the Sloan School of Management of the Massachusetts Institute of Technology on June 4, 2004. Mr. Tan does not hold, and has not within the past three years held, any directorships in other public companies securities of which are listed.

Dong Gang, 35, is the Financial Controller of our Group and was appointed on February 1, 2005. Mr. Dong is responsible for the finance and accounting department of our Group. He graduated in July 1996 from Zhejiang Economic College, specializing in Accounting. Mr. Dong does not hold, and has not within the past three years held, any directorships in other public companies securities of which are listed.

Zhu Jian Ke, 52, is the Vice President of Audit and Financial Control of our Company and was appointed on April 1, 2009, prior to which he held the position of vice manager in our Group's internal audit department since 1999. He graduated in July 1986 from Guangxi Radio and Television University (廣西廣播電視大學) specializing in operation and management of industrial enterprises. Mr. Zhu is an accountant in the PRC and has been registered with the Chinese Institute of Certified Public Accountants since July 31, 1992. Prior to joining us in 1999, Mr. Zhu

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was internal control manager at PDL Group. From 1993 to 1998, Mr. Zhu had assumed finance related roles at different companies, including Linfen Textile Factory (臨汾紡織廠). Mr. Zhu does not hold, and has not within the past three years held, any directorships in other public companies securities of which are listed.

Li Lee, 37, is the Director of Government Affairs of our Group and was appointed on April 1, 2009. Ms. Li is responsible for handling government matters. Prior to being appointed as Director of Government Affairs of our Group, Ms. Li worked under the legal department of the PDL Group from December 2005 to March 2009. Ms. Li graduated from Xiamen University with a bachelor’s degree in law on July 1, 2002. Ms. Li does not hold, and has not within the past three years held, any directorships in other public companies securities of which are listed.

Liu Qinhu, 46, is the Vice President of Acquisitions of our Group and was appointed on April 1, 2009. Mr. Liu graduated from Lujiang University (淞江大學) in July 1984, specializing in Economics. Mr. Liu is responsible for identifying and evaluating potential targets in the PRC and leading our overall acquisitions program. Prior to his appointment as Vice President of Acquisitions, he was the Director of Government Affairs of our Group from January 1, 2004 to March 31, 2009. He had experience working in the government sector, serving as an official in Xiamen Foreign Investment Enterprise Management Bureau. Mr. Liu does not hold, and has not within the past three years held, any directorships in other public companies securities of which are listed.

Lin Keqin, 38, is the Director of Human Resources of our Group and was appointed on January 1, 2004. Ms. Lin graduated from Hefei Union University (合肥聯合大學) in July 1992, specializing in Economics. Ms. Lin is responsible for coordinating our Group’s recruiting activities, assessing and determining appropriate compensation and incentive systems. Ms. Lin has been with our Group for over ten years. Ms. Lin does not hold, and has not within the past three years held, any directorships in other public companies securities of which are listed.

Stephen Doe, 43, is the General Manager for Operations of our Group and was appointed on January 1, 2004. Mr. Doe graduated from the University of Western Ontario, Canada in June 1989 in Bachelor of Arts. Mr. Doe worked for PIEL from 1992 to 1996 as Vice President of Operations. Mr. Doe is also the nephew-in-law of Alfred Chan and Edward Tan. Mr. Doe does not hold, and has not within the past three years held, any directorships in other public companies securities of which are listed.

Company Secretary

Su, Shaohua Charlotte, 33, was appointed as our Company Secretary on November 24, 2009. She has been a member of the Hong Kong Institute of Certified Public Accountant since March 30, 2009 and a member of the Chinese Institute of Certified Public Accountant since January 2002. Prior to being appointed as our Company Secretary, Ms. Su worked as an audit assistant from September 1999 to August 2005, and as a senior manager from September 2005 to April 2009 respectively in the audit department of Pan-China (Xiamen) Certified Public Accountants. Ms. Su graduated in July 1999 from Xiamen University with a bachelor’s degree of economics in auditing, and further obtained a master’s degree in MPAcc Master of Professional Accounting in September 2007 from Xiamen University. She is the wife of Dong Gang, the Financial Controller of our Group.

DIRECTORS AND SENIOR MANAGEMENT

RELATIONSHIP AMONG DIRECTORS AND SENIOR MANAGEMENT

Save for the relationship among Alfred Chan, Edward Tan and Stephen Doe and the relationship between Dong Gang and Charlotte Su, there are no other relationship among the Directors and senior management of our Group.

BOARD COMMITTEES

Audit Committee

Li Chang Qing (Chair)

Ainsley Tai

Randolph Yu

Our Company established an audit committee on November 24, 2009 with written terms of reference in compliance with the Listing Rules. The primary duties of the audit committee are, among other things, to review and supervise the financial reporting process and internal control systems of our Company.

Remuneration Committee and Policy

Ainsley Tai (Chair)

Li Chang Qing

Alfred Chan

Our Company established a remuneration committee on November 24, 2009. The primary duties of the remuneration committee are to evaluate and make recommendations to our Board regarding the compensation of our Directors. In addition, the remuneration committee conducts reviews of the performance, and determines the compensation structure of our senior management.

Alfred Chan and Edward Tan will not receive any directors emoluments. Instead, as ultimate Controlling Shareholders of our Company, they will solely derive financial gains from future dividend payments of our Company and the appreciation in the value of the Shares.

Tony Lau, as an executive Director of our Company, will be paid a salary at a level which is commensurate with his experience and competitive within the department store industry. He will also receive a bonus based on the performance of our Group, at a rate in sole discretion of the Remuneration Committee.

For the independent non-executive Directors, they will receive approximately US\$1,000 for each half-day meeting and approximately US\$1,500 for each whole-day meeting attended. In addition, they will be paid a special engagement fee for any special projects that they may undertake on the instruction of the Board.

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Past Remuneration of our Directors

No emolument were paid to the Directors listed in the Directors and Senior Management section during the Track Record Period by our Group for the following reasons:

- Alfred Chan and Edward Tan were the only Directors of our Company during the Track Record Period and they are also the Controlling Shareholders of our Company.
- Tony Lau was only appointed as a Director of our Company after the Track Record Period on November 24, 2009. Further details in relation to the emoluments paid to Tony Lau for his service as an employee of our Group are set out in the paragraph headed “Employee Benefits Expense” in Appendix I to this document.
- The other independent non-executive Directors have also only been appointed shortly before the date of this document, and therefore did not receive any emoluments during the Track Record Period.

Our Company confirms that no amount was paid to any Directors by the private group (including PDL) of the Controlling Shareholders on behalf of our Group during the Track Record Period.

We estimate that we will pay remuneration, including benefits and contributions, of approximately RMB320,000 to our Directors in respect of the year ending December 31, 2009 according to present arrangements.

COMPLIANCE ADVISER

The Company has appointed Evolution Watterson Securities Limited as its compliance adviser. The compliance adviser will advise our Company in the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated; and
- (c) where the Stock Exchange makes an inquiry regarding unusual movements in the price or trading volume of the Shares.