
DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

DIRECTORS

Our board of Directors consists of 9 Directors, of whom 5 are executive Directors, 1 are non-executive Director and 3 are INEDs. The functions and duties conferred on the Board include: convening shareholders' meetings and reporting their work to the shareholders' meetings, implementing the resolutions of the shareholders' meetings, determining the Company's business plans and investment plans, formulating the Company's annual budget and final accounts, formulating the Company's proposals for dividend and bonus distributions and for the increase or reduction of registered capital as well as exercising other powers, functions and duties as conferred by the Articles of Association.

The following table sets out certain information concerning the Directors.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Shao Ten-Po	59	executive Director
Tseng Chung-Cheng	62	executive Director
Liao Chin-Yi	62	executive Director
Hu Chin-Shu	41	executive Director
Liao Min-Chiang	35	executive Director
Wang Shih-Ting	33	non-executive Director
Lu Chien-An	36	INED
Chang Chuan-Fang	63	INED
Chen Fang-Kun	55	INED

Executive Directors

Mr. Shao Ten-Po ("Mr. Shao"), aged 59, is an executive Director, the chairman and a founder of our Group. Mr. Shao was appointed as an executive Director on 14 July 2009. Mr. Shao is responsible for the formulation of the overall corporate direction and business strategies of the Group. He joined us as the director in October 1993. Prior to joining our Group, he worked as chairman of Nam Liong Enterprise Company Limited and Tien Jiang Enterprise Co., Ltd. Mr. Shao is a founder of Nam Liong Enterprise Company Limited and has been director since 1973. He has over 35 years of experience in the textile industry. Mr. Shao is also the directors of Hong Liong Textile (an investment holding company), Tai Wan Hong Liong Textile Co., Ltd. (a yarns, industrial fabrics and machineries trading company), Nam Liong Enterprise Company Limited (EPS, self-adhesive patches manufacturing), Tien Jiang Enterprise Co., Ltd. (multi-layer laminated materials manufacturing), Tiong Liong Industrial Co., Ltd. (functional shoe materials manufacturing), U-Long Prosperity Co., Ltd. (flat weaving factory).

Mr. Tseng Chung-Cheng ("Mr. Tseng"), aged 62, is an executive Director and a founder of our Group. Mr. Tseng was appointed as an executive Director on 27 November 2009. Mr. Tseng is responsible for the management of the branded leisure clothing segment of our Group and the formulation of the overall corporate direction and business strategies of the Group. He joined us as a director in October 1993. Before joining our Group, he worked as the director of Castle Securities Broker Inc. (大府城證券投資顧問股份有限公司) from 1989 to 2005. Prior to that, he worked for Kuan Hwa Dyeing & Knitting Co., Ltd. (冠華染織股份有限公司) for 29 years and had worked as their factory head, general manager, and director. Mr. Tseng has over 29 years of experience in the textile industry. He obtained a Bachelor of Arts Degree in Industrial Management from Taiwan Tamsui

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Institute of Business Administration in June 1969. Mr. Tseng is also directors of Hong Liong Textile Co., Ltd. (investment company), Tai Wan Hong Liong Textile Company Ltd. (a yarns, industrial fabrics and machineries trading company), Kuan Hwa Dyeing & Knitting Co., Ltd. (冠華染織股份有限公司) (textile and dyeing processing), Great Wall Securities Co., Ltd. (securities investment company), Yoho Landis Beach Resort Kenti (resort hotel), and 志誠投資公司 (Zhicheng Investment Co. Ltd.) (securities investment company).

Mr. Liao Chin-Yi (“*Mr. Liao*”), aged 62, is an executive Director and the chief executive officer and a founder of our Group. Mr. Liao was appointed as an executive Director on 27 November 2009. Mr. Liao is responsible for overall sales and marketing, production of our products and the formulation of the overall corporate direction and business strategies of the Group. He joined our Group as the general manager in October 1993. Prior to joining our Group, Mr. Liao worked as the assistant manager of the business department of Taiwan Can Corporation (台灣製罐股份有限公司) from January 1990 to September 1993. Mr. Liao has over 16 years of experience in the textile industry. He obtained a Bachelor of Science Degree in Mechanical Engineering from Taiwan National Taipei University of Technology in June 1969. Mr. Liao is also directors of Hong Liong Textile Co., Ltd. (investment holding company), Tai Wan Hong Liong Textile Co., Ltd. (a yarns, industrial fabrics and machineries trading company), and Lucky Dragon Industries Limited (investment holding company).

Ms. Hu Chin-Shu (“*Ms. Hu*”), aged 41, is an executive Director. Ms. Hu was appointed as an executive Director on 27 November 2009. She has adopted and implemented a number of strategic plans to expand and promote the business of our Group. She joined us as the manager of the finance department since May 1995 and has worked as the assistant to director in the general manager office since November 2004. Ms. Hu has over 14 years of experience in the textile industry. Ms. Hu is also directors of Poly Luck Enterprise Limited (trading company), Keytrack Development Inc. (investment holding company), Vicko Enterprises Ltd. (trading company). Ms. Hu holds a Master of Management degree from National Cheng Kung University, Taiwan achieved in June 2006 and had participated in an advanced programme of excellent corporate operation and management offered by Tsinghua University, China for a year from May 2008 to May 2009.

Ms. Liao Min-Chiang (“*Ms. Liao*”), aged 35, is an executive Director, responsible for the human resources and internal control. Ms. Liao was appointed as an executive Director on 27 November 2009. She joined us in December 1997 and had worked as an executive of the general manager office until December 2005. From December 2005 to June 2009, Ms. Liao had worked as the assistant manager of the human resources department and internal control department. In July 2009, she was promoted as the manager of both departments. Ms. Liao is also directors of Poly Luck Enterprise Limited (trading company), Sun Vision Company Corp. (trading company) and Sun Moon Star Enterprises Limited (日月星企業有限公司) (trading company). Ms. Liao completed a Master of Management degree program from James Cook University, Australia in May 2006. Mr. Liao is the daughter of our executive Director, Mr. Liao Chin-Yi.

Despite the executive Directors ordinarily reside in Taiwan, each executive Director travels frequently to and from the PRC for the performance and discharge of his/her duties as an executive Director and the management of the Group.

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During the Track Record Period, each of Mr. Shao, Mr. Hsu Chieh-Jung (“Mr. Hsu”), Mr. Liao and Mr. Tseng acted in the capacity of both a director and a founder of the Group and they have chosen to receive dividend income in lieu of directors’ remuneration. In addition, there were no contracts which set out the amount of remuneration in place between these directors and the Company. As such, all these directors either did not receive any emoluments or received a low remuneration during the Track Record Period and there was no arrangement under which the director waived or agreed to waive any remuneration during the same period.

As advised by the Directors, Mr. Hsu, aged 62, will not be appointed as a Director. Mr. Hsu, for the reasons of health and age, has expressed his desire to pursue other endeavors unrelated to the business of the Group.

Non-executive Directors

Ms. Wang Shih-Ting (“Ms. Wang”), aged 33, is a non-executive Director. Ms. Wang was appointed as a non-executive Director on 27 November 2009. Ms. Wang is also the head of the International Trade Department of Nam Liong Enterprise Company Limited. Ms. Wang has over ten years of experience in the textile industry. She was graduated in the Royal Conservatory of Music in July 1998 with a Bachelor of Music degree.

Independent Non-executive Directors

Mr. Lu Chien-An (“Mr. Lu”), aged 36, is an INED. Mr. Lu was appointed as an INED on 27 November 2009. Mr. Lu is currently the assistant manager of 東南亞投資顧問公司 (Southeast Asia Investment Consultant Company). Besides, he is also the assistant manager of the valuation department of China Intangible Asset Appraisal Co., Ltd. Mr. Lu graduated from National Chengchi University in July 2008, with a Master of Operation Management and is currently a doctoral student of Shanghai University of Finance and Economics. He is a certified valuation analyst.

Mr. Chang Chuan-Fang (“Mr. Chang”), aged 63, is an INED. Mr. Chang was appointed as an INED on 27 November 2009. Mr. Chang has senior management experience in the financial industry. He currently serves as a consultant to the chairman of Waterland Securities Co., Ltd. and the chairperson of Shenzhen Changcheng Investment Holding Co. Ltd. Prior to that, he had been the general manager of Great Wall Securities Co. Ltd. from 2005 until 2009. From 1988 to 2005, he had been the general manager of Castle Securities Broker Inc., 華碩證券公司 (Hua Shuo Securities Company), 中興證券公司 (Zhong Xing Securities Company), and 台中證券公司 (Tai Zhong Securities Company). Mr. Chang graduated from Tamkang University of Taiwan in 1974, with a Bachelor of Business degree.

Mr. Chen Fang-Kun (“Mr. Chen”), aged 55, is an INED. Mr. Chen was appointed as an INED on 27 November 2009. Mr. Chen is currently the general manager of 聯壹科技公司 (Lian Yi Technology Company) (“Lian Yi”) in Taiwan. Since 2002, Mr. Chen has worked as the general manager of Lian Yi and was responsible for overseeing overall strategy planning, investment decisions, business operations, financial management and internal control of Lian Yi. Mr. Chen had over 15 years of extensive experience in accounting, finance and internal controls related experience. Prior to joining Lian Yi, Mr. Chen had been the assistant manager of Tong Lung Metal Industry Co., Ltd (“Tong Lung”) in August 1982, he was responsible for accounting, reporting, financial and treasury management. In July 1994, Mr. Chen was being promoted to senior manager of the finance department of Tong Lung and was responsible for oversees of accounting, reporting, financial management and internal controls of Tong

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Lung. Mr. Chen was also the chief officer of the listing of Tong Lung in Taiwan in 1994. From August 1994 to June 1996, Mr. Chen had been the senior manager of the management department of Tong Lung. From July 1996 to April 1999, Mr. Chen had been the vice general manager of domestic investment department, management department and investment department of Tong Lung responsible for conducting analysis, management and control of domestic and foreign investment plans. From April 1999 to August 2001, Mr. Chen had been the General Manager and consultant of Tong Lung. Mr. Chen graduated from National Cheng Kung University in Taiwan in 1979, with a Bachelor of Accounting degree.

As of the Latest Practicable Date, save as disclosed under the section headed “C. Further information about Directors and substantial shareholders” in Appendix VII to this prospectus, the Directors do not have any interest or short positions in the shares or underlying shares in the Company within the meaning of Part XV of the SFO.

Please refer to the section headed “C. Further information about Directors and substantial shareholders” in Appendix VII to this prospectus for the amount of the Directors’ emoluments and the basis of determining such emoluments.

Save as disclosed above, there is no other information in respect of the Directors to be disclosed pursuant to rules 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

SENIOR MANAGEMENT

Mr. Kuo Juing-Shou (“Mr. Kuo”), aged 58, is the vice general manager, responsible for our fabrics related business. Mr. Kuo has over ten years of experience in the textile industry. Prior to joining the Group in December 1998, he was the general manager of Wan Hui Company (萬輝公司) and Wamin Automatic Machinery Co., Ltd..

Mr. Yeh Fu-Ti (“Mr. Yeh”), aged 52, is the assistant manager, responsible for managing the manufacture department. Mr. Yeh has over 28 years of experience in the textile industry. Prior to joining the Group in October 2006, he was the chief engineer of Jing Sheng Dyeing and Finishing Company (精盛染整公司). Mr. Yeh completed a diploma program on textiles at Vanung University (萬能技術學院) in October 2004.

Mr. Tseng Shiu-Lin (“Mr. Tseng”), aged 35, is the assistant manager of the procurement department of our Group. He joined our Group in July 2003 and had worked as the head of internal control department until March 2005. From July 2006 to October 2008, Mr. Tseng returned to our Group in November 2008 and has worked as the assistant manager of the procurement department since then. He completed an Master of Business Administration degree program in Saint John’s University, New York, in January 2003. Mr. Tseng Shu-Lin is the son of our executive Director, Mr. Tseng Chung-Cheng.

Mr. Chen Min (“Mr. Chen”), aged 36, is a general manager, responsible for the casual apparel business of our Group. He has over seven years of experience in the apparel industry. Mr. Chen has been working for Shishi Maigen since January 2002. He joined our Group in May 2008 after the acquisition of Shishi Maigen by our Group.

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COMPANY SECRETARY

Ms. Ko Ming Wai (高明慧), aged 30, is the company secretary of our Company. Ms. Ko is responsible for the company secretarial functions and reviewing and supervising our Group's overall internal control systems and provides advice to the Board and audit committee. Ms. Ko is employed on a full-time basis and she is ordinarily resident in Hong Kong as required under Rule 8.17 of the Listing Rules. Ms. Ko joined our Group in October 2009 and is responsible for overseeing matters related to control and compliance of our Group. Prior joining our Group, Ms. Ko worked as manager of PricewaterhouseCoopers. Ms. Ko had over 8 years of experience in auditing and accounting. In 2001, Ms. Ko graduated from the The Chinese University of Hong Kong with a Bachelor degree in Business Administration. She has been a member of Hong Kong Institute of Certified Public Accountant since 2005.

CORPORATE GOVERNANCE

We have put in place our corporate governance structure with a view to creating shareholder value. Our Board of Directors, which includes three INEDs out of a total nine Directors, is responsible for setting strategic, management and financial objectives and ensuring that the interests of our shareholders, including those of minority shareholders, are protected. Our Board of Directors has established an audit committee, a remuneration committee and a nomination committee.

AUDIT COMMITTEE

We have established an audit committee in compliance with the Code of Corporate Governance Practices as set out in Appendix 14 of the Listing Rules. The primary duties of the audit committee will be to make recommendations to the Board on the appointment of and removal of auditors, to review and supervise our financial reporting process and internal control system and provide advice and comments to the Board. The audit committee is also empowered to review and report to the Board on the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget. The audit committee consists of four members, namely Mr. Chang Chuan-Fang, Mr. Chen Fang-Kun and Mr. Lu Chien-An, our INEDs, and Ms. Wang Shih Ting, our non-executive Director. The chairman of the audit committee is Mr. Chen Fang-Kun.

REMUNERATION COMMITTEE

We have set up a remuneration committee (the "Remuneration Committee") which consists of three members, namely Mr. Chen Fang-Kun and Mr. Chang Chuan-Fang, our INEDs and Mr. Shao Ten-Po, our executive Director. The chairman of the committee is Mr. Chang Chuan-Fang, an INED. The Remuneration Committee considers and recommends to our Board of Directors the remuneration and other benefits paid by the Company to the Directors and the senior management of the Company. The remuneration of all the Directors and the senior management is subject to regular monitoring by the Remuneration Committee to ensure that the levels of their remuneration and compensation are appropriate.

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NOMINATION COMMITTEE

We have established a nomination committee 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. Lu Chien-An, Mr. Chang Chuan-Fang and Mr. Shao Ten-Po. Our nomination committee considers and recommends to the Board on the appointment of executive Directors and senior management staff. The chairman of the committee is Mr. Lu Chien-An.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

During the Track Record Period, each of Mr. Shao Ten-Po, Mr. Hsu Chieh-Jung, Mr. Liao Chin-Yi and Mr. Tseng Chung-Cheng acted in the capacity of both a director and a founder of the Group and they have chosen to receive dividend income in lieu of directors' remuneration. All these directors agreed to waive any emoluments in full or receive a low remuneration during the Track Record Period.

Our senior management receive compensation in the form of salaries, benefits in kind and/or discretionary bonuses relating to the performance of the Group. We also reimburse them for expenses which are necessarily and reasonably incurred for providing services to us or executing their functions in relation to our operations.

Upon and after Listing, our Remuneration Committee will review and determine the remuneration and compensation packages of our Directors and senior management with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of our Group and the compensation package of our Directors and senior management will be in the form of salaries, benefits in kind and/or discretionary bonuses relating to the performance of the Group, as well as options to be granted under the Share Option Scheme.

Under the arrangements currently in force, the aggregate amount of directors' fees and other emoluments payable to the Directors for the year ending 31 December 2009 is estimated to be approximately HK\$3.0 million, excluding any discretionary bonuses.

COMPLIANCE ADVISER

We have appointed Mega Capital as our compliance advisor upon listing of our Shares on the Stock Exchange in compliance with Rule 3A.19 of the Listing Rules. We have entered into a compliance advisor's agreement with Mega Capital that contains the following material terms:

- we have appointed Mega Capital as our compliance advisor 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 we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date, or until the agreement is terminated, whichever is earlier;
- Mega Capital will provide us with services, including guidance and advice as to compliance with the requirements under the Listing Rules and applicable laws, rules, codes and guidelines;

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- we have agreed to indemnify Mega Capital for certain actions against it and losses incurred by it arising out of or in connection with the performance by Mega Capital of its duties under the agreement; and
- we may terminate the appointment of Mega Capital as our compliance advisor 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. Mega Capital will have the right to resign or terminate its appointment by service of a 14 days notice to us if we materially breach the agreement.