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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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### DIRECTORS

Our Board is responsible and has general powers for the management and conduct of our business. The following table sets forth the information regarding members of the Board:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Mr. Wong Lee Man (王利民先生)	41	Chairman and executive Director
Ms. Fong Sut Sam (馮雪心女士)	41	Executive Director and Chief Executive Officer
Mr. Mak Kwong Yiu (麥光耀先生)	35	Executive Director and Chief Financial Officer
Mrs. Fu Kwong Wing Ting, Francine (傅鄺穎婷女士)	41	Independent non-executive Director
Dr. Wu Ka Chee, Davy (胡家慈博士)	41	Independent non-executive Director
Mr. Ma Yiu Ho, Peter (馬遙豪先生)	45	Independent non-executive Director

### EXECUTIVE DIRECTORS

**Mr. Wong Lee Man** (王利民先生), aged 41, was appointed as an executive Director and Chairman of our Company on 12 March 2010. He is the chief executive and chief strategic officer of CFS, non-executive director and chairman of CFG, and is responsible for the overall management and strategic development of our Group. Mr. Wong joined our Group in November 1998. He graduated from The Hong Kong Polytechnic University (formerly known as the Hong Kong Polytechnic) with a higher diploma in Building Technology and Management in November 1990. He has joined the financial services industry for 20 years and has gained all-round experience through working for both international and local financial companies in Hong Kong including The New Zealand Insurance Life (Bermuda) Ltd., Top Glory Insurance Company (Bermuda) Ltd. and National Panafund Ltd. He earned the designation of Fellow, Life Management Institute from the Life Office Management Association, Inc. in September 1995. Mr. Wong is the honorary secretary of the Independent Financial Advisors Association Limited in Hong Kong.

**Ms. Fong Sut Sam** (馮雪心女士), aged 41, was appointed as an executive Director on 12 March 2010. She has also been the chief executive officer, acting chief operating officer and an executive director of CFS and a non-executive director of CFG. She manages the overall strategic development and the operation of our Group. Ms. Fong joined our Group in November 1998 and has led various functions, including the consultancy force, corporate communications, sales and marketing, training and operation. Her exceptional achievements in the financial industry and contribution to the community earned her the title of “Benchmark Most Extraordinary Women in Finance 2009” from the Benchmark magazine. Ms. Fong graduated from the South Bank University in London in June 1992 with a Bachelor of Science degree. In December 2002, she graduated with a Master’s Degree in Business Administration from the Chinese University of Hong Kong and was placed on the Dean’s List. Ms. Fong has also been appointed as a Member of the Appeal Board under the Betting Duty Ordinance (Chapter 108 of the Laws of Hong Kong) from 10 March 2010 to 31 March 2012 and as a panel member of the Appeal Board (Amusement Game Centres) under the Amusement Game Centres Ordinance (Chapter 435 of the Laws of Hong Kong) from 30 May 2010 to 29 May 2012.

**Mr. Mak Kwong Yiu** (麥光耀先生), aged 35, was appointed as an executive Director on 16 March 2010. He joined our Group in May 2002 as the chief financial officer and is responsible for the accounting and finance functions of our Group. He is also an executive director of CFS. Mr. Mak graduated from the Hong Kong University of Science and Technology with a Bachelor of Business Administration degree in Finance in November 1996 and a Master of Business Administration degree in November 2004. He earned the Chartered Financial Analyst designation in September 2000. He has

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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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been a Certified Public Accountant in the United States since May 2002 and a member of the Hong Kong Institute of Certified Public Accountants since May 2003. Mr. Mak is currently an executive director of Computech Holdings Limited, whose shares are listed on the Growth Enterprise Market of the Stock Exchange. He was appointed in March 2008 as an independent non-executive director of AcrossAsia Limited, whose shares are listed on the Growth Enterprise Market of the Stock Exchange and resigned in May 2010 due to his other business commitment.

Notwithstanding that Mr. Mak is the sole executive director of Computech Holdings Limited, given its relative small size of operations, Mr. Mak considers our Group's business to be his principal focus and has devoted more than 80% of his time to his duties as a director of CFS in the Track Record Period and will continue to allocate a similar proportion of his time to our Group after the Listing.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mrs. Fu Kwong Wing Ting, Francine** (傅鄭穎婷女士), aged 41, was appointed as an independent non-executive Director on 16 March 2010. Mrs. Fu attained her master degree from Oxford University in the United Kingdom in Politics, Philosophy and Economics in June 1994 and has been holding the CFP designation since October 2001. Mrs. Fu is the managing principal and owner of a business consulting firm, Coram Advisory Services (HK) Limited, set up in 2008 to provide advisory service to business based in Hong Kong. Before setting up her own practice, she was the chief marketing officer of AXA China Region Insurance Company Limited, one of the top three long term insurers in Hong Kong, from January 2006 to June 2008. She has been in the financial services industry for over 15 years with various leading financial services companies and is currently the President of the IFPHK. She has previously been a member of the Advisory Committee on Applied Mathematics for the Hong Kong Polytechnic University, a full member of the committee on Investment-Linked Assurance and Pooled Retirement Funds, an alternate member of the same committee, a member of the Investor Education Advisory Committee of the Hong Kong Securities and Futures Commission from April 2006 to March 2008 and a member of the Award Council of the Hong Kong Award for Young People from February 1994 to January 2002. Mrs. Fu is currently a board member of Li Po Chun United World College (Hong Kong), Limited (since 1991), United World Colleges Hong Kong Committee Limited (since 2008), and a member of the Banking and Finance Industry Training Board of the Vocational Training Council of Hong Kong (since 2009).

**Dr. Wu Ka Chee, Davy** (胡家慈博士), aged 41, was appointed as an independent non-executive director on 16 March 2010. Dr. Wu has been a senior lecturer of the Department of Accountancy and Law at the Hong Kong Baptist University since September 2009. He attained a doctorate degree in law in December 2003, a postgraduate certificate in law in June 1994 and a bachelor degree in law in November 1993, all from the University of Hong Kong. He was formerly a PC-Law examiner for the practising certificate examinations of the Hong Kong Institute of Certified Public Accountants. He is a co-author of the Guide to Corporate Governance for Subvented Organisations, which was published by the Hong Kong Government in May 2010. He is also a member of the Advisory Group on Share Capital, Distribution of Profits and Assets and Charges Provisions for the rewrite of the Companies Ordinance.

**Mr. Ma Yiu Ho, Peter** (馬遙豪先生), aged 45, was appointed as an independent non-executive Director on 16 March 2010. Mr. Ma is currently the financial controller of The Hong Kong Parkview Group Ltd., shares of which are listed on the Main Board. He has been a member of the Hong Kong Institute of Certified Public Accountants since February 1990 and a fellow member of the Association

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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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of Chartered Certified Accountants (UK) since April 1994. Mr. Ma obtained a Master of Business Administration Degree from the Hong Kong University of Science and Technology in November 1995. He has over 20 years' experience in the finance and accounting field and worked as the financial controller, qualified accountant and authorised representative of VODone Limited, shares of which are listed on the Main Board, chief financial officer of Superior Fastening Technology Limited, a Singapore listed company. Mr. Ma also worked for Standard Chartered Equitor Trustee HK Limited from June 1988 to September 1992 with his last position being the assistant manager of the institutional trust department. He has been employed as an examiner for the Hong Kong government's audit department from September 1986 to June 1988.

Details of our Directors' emoluments (whether covered by service contracts or not), the basis of determining our Directors' emoluments and the proposed length of service as stated in service contracts are set out under the paragraph headed "Particulars of Directors' service contracts" in Appendix V to this prospectus.

Save as disclosed in this prospectus, each of our Directors confirm that he/she (i) did not hold any directorships in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with our Company or other members of our Group; and (iii) does not have any relationships with any directors, senior management or substantial or controlling shareholders of our Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed in this prospectus, each of our Directors is not aware of any other matters that need to be brought to the attention of the holders of securities of our Company nor is there any information to be disclosed by our Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

### BOARD COMMITTEES

#### Audit committee

Our Company established an audit committee on 23 June 2010 with written terms of reference in compliance with Rules 3.21, 3.22 and 3.23 of the Listing Rules. The primary duties of the audit committee are mainly to make recommendation to the Board on the appointment and removal of external auditor; review the financial statements and material advice in respect of financial reporting; and oversee internal control procedures of our Company. The audit committee consists of three members, namely Mrs. Fu Kwong Wing Ting, Francine, Dr. Wu Ka Chee, Davy and Mr. Ma Yiu Ho, Peter. Mr. Ma Yiu Ho, Peter is the chairman of the audit committee.

#### Remuneration committee

Our Company established a remuneration committee on 23 June 2010 with written terms of reference in compliance with paragraph B1.1 of the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules. The primary duties of the remuneration committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of our Group; review performance based remuneration; and ensure none of our Directors determine their own remuneration. The remuneration committee consists of three members, namely Mrs. Fu Kwong Wing Ting, Francine, Dr. Wu Ka Chee, Davy and Mr. Wong. Mrs. Fu Kwong Wing Ting, Francine is the chairman of the remuneration committee.

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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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### **Nomination committee**

We established a nomination committee on 23 June 2010. Written terms of reference in compliance with paragraph A4.4 of the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules have been adopted. The primary function of the nomination committee is to make recommendations to the Board regarding candidates to fill vacancies on the Board. The nomination committee consists of three members, namely Mrs. Fu Kwong Wing Ting, Francine, Dr. Wu Ka Chee, Davy and Ms. Fong. Mrs. Fu Kwong Wing Ting, Francine is the chairman of the nomination committee.

### **Compliance committee**

We established a compliance committee on 23 June 2010. The primary function of the compliance committee is to make recommendations to the Board regarding regulatory and compliance matters relating to our Group. The compliance committee consists of four members, namely Mrs. Fu Kwong Wing Ting, Francine, Dr. Wu Ka Chee, Davy, Ms. Fong and Mr. Mak. Dr. Wu Ka Chee, Davy is the chairman of the compliance committee.

### **SENIOR MANAGEMENT**

**Mr. Chan Tsz Kin, Ernest**, aged 45, is responsible for the product development and product research of our Group. He is an executive director and the chief commercial officer of CFS. Mr. Chan joined our Group in 1992 and has about 18 years of experience in the banking and financial industry. Prior to joining our Group, he has been working in Standard Chartered Bank (Hong Kong) Limited from August 1990 to November 1991 with his last position being a branch sales and service manager. He graduated with a Bachelor Degree in Arts from the York University in Canada in November 1987.

**Mr. Shin Kin Man**, aged 34, is an executive director and the chief distribution officer of CFS and responsible for developing the sales team and providing financial planning and wealth management services to customers of our Group. Mr. Shin has been with our Group since February 1999 and was one of the Consultants. He graduated with a Bachelor Degree of Social Sciences in China Studies (Sociology) from the Hong Kong Baptist University in December 1998.

### **COMPLIANCE OFFICER**

**Mr. Wang Pui Wang**, aged 35, is a solicitor admitted in Hong Kong since 2001. Mr. Wang is the director of legal and compliance department of CFS who is responsible for advising on legal matters and supervising compliance function of our Group. He obtained his Bachelor of Laws degree in December 1997 and Post-graduate Certificate in Laws in June 1999 from the University of Hong Kong. He has practised as a solicitor in Hong Kong since September 2001. Mr. Wang joined our Group in July 2007. Mr. Wang received training as a trainee solicitor at Messrs. Cheung, Tong & Rosa, solicitors during 1999 to 2001. After admission as a solicitor, he continued to serve as an associate solicitor with the same firm from 2001 onwards and admitted to partnership of the same firm in 2003. During his time of private practice, apart from advising extensively on commercial transactions and civil litigation matters, Mr. Wang advised clients of securities and insurance industry and dealt with cases involving commercial crime as well as investigations conducted by such regulatory authorities involving SFC and Hong Kong Federation of Insurers. Mr. Wang also handled cases in the Insider Dealing Tribunal.

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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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### STAFF AND CONSULTANTS

#### Overview of number of members of our Group

The number of staff (including the executive Directors and trainees) of our Group and the Consultants as at the Latest Practicable Date was as follows:

	<u>As at the Latest Practicable Date</u>
Administration department .....	14
Business intelligence and reporting department .....	4
Business processing department .....	7
Client servicing department .....	7
Company secretary department .....	1
Consultancy administration department .....	40
Consultancy development department .....	3
Corporate communications department .....	3
Customer experience department .....	1
Executive management office .....	2
Finance and accounts department .....	10
Human resources department .....	4
Information technology department .....	8
Legal and compliance department .....	4
Management .....	5
Procurement department .....	2
Product department .....	4
System development and management department .....	4
Trainee (unlicensed under PIBA) .....	119
Training department .....	3
<i>Total number of staff</i> .....	<u>245</u>
<i>Total number of Consultants</i> .....	<u>1,023</u>
<i>Total number of staff and Consultants</i> .....	<u><u>1,268</u></u>

#### Relationship with staff

Our Group recognises the importance of training to our staff. Apart from on-the-job training, our Group regularly provides external training for our staff to enhance technical or product knowledge. Our Group has not experienced any significant problems with our staff or disruption to our operations due to labour disputes nor has our Group experienced any difficulties in the recruitment and retention of experienced staff. Our Directors believe that our Group has a good working relationship with our staff. Our Group also participates in the MPF as required under the relevant Hong Kong laws and regulations. In addition, our Group maintains medical and work related insurance schemes for our staff.

#### Relationship with the Consultants

We consider the highly skilled and experienced Consultants to be a key factor in our business success. Our future success will be dependent on our ability to attract, retain and motivate highly skilled and experienced Consultants. The Consultants are contracted with CFS and our Group has not experienced any significant problems with them or disruption to our operations due to disputes between our Group and the Consultants. Our Directors believe that our Group has developed a good cooperation relationship and trust with the Consultants.

**COMPANY SECRETARY**

Mr. Chow Kim Hang, aged 37, was appointed as the company secretary and the authorised representative of our Company under Rule 3.05 of the Listing Rules on 16 March 2010. Mr. Chow is a partner of Tsun & Partners, Solicitors, a corporate and commercial law firm in Hong Kong. He is a practicing solicitor in Hong Kong and a member of The Law Society of Hong Kong.

**COMPLIANCE ADVISER**

In accordance with Rule 3A.19 of the Listing Rules, our Company has appointed Quam Capital as the compliance adviser, who will have access to all relevant records and information relating to our Company that it may reasonably require to properly perform its duties. The material terms of the compliance adviser's agreement entered into between our Company and the compliance adviser are as follows:

- (i) the compliance adviser's appointment for a period commencing on the Listing Date and up to and including the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of the despatch of our annual report for the first full financial year commencing after the Listing Date, i.e. 31 December 2011, or until the agreement is terminated, whichever is earlier;
- (ii) the compliance adviser shall provide our Company with guidance and advice as to compliance with the Listing Rules and all other applicable laws, rules, codes and guidelines;
- (iii) our Company agrees to indemnify and holds the compliance adviser (for itself and on trust for the compliance adviser's affiliates, its and their respective directors, officers, agents and employees and each other person, if any, controlling the compliance adviser or any of its affiliates) harmless from and against any and all losses, claims, damages or liabilities, incurred by the compliance adviser in relation with the services provided to our Company, save to the extent that any such loss, claim, damage or liability arises as a direct result of the wilful default or gross negligence of the compliance adviser; and
- (iv) our Company shall have the right, subject to thirty (30) days' written notice to terminate the role of the compliance adviser under the agreement only if the compliance adviser's work is of an unacceptable standard or if there is a material dispute (which cannot be resolved within thirty (30) days) over fees payable by our Company to the compliance adviser. The compliance adviser shall have the right to resign or terminate its appointment as a compliance adviser under the agreement if our Company fails to perform our responsibilities as described in the agreement at any time by giving not less than thirty (30) days' written notice to our Company.