

## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

### DIRECTORS

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

Name	Age	Position
Mr. CHAN Yuk Ming	42	Chairman and executive Director
Mr. CHEN Yunan	41	Executive Director
Mr. CHEN Minwen	34	Executive Director
Mr. FONG Wo, Felix	60	Independent non-executive Director
Dr. KO Wing Man	53	Independent non-executive Director
Mr. Kwok Chi Sun, Vincent	48	Independent non-executive Director

### Executive Directors

**Mr. CHAN Yuk Ming**, aged 42, is the chairman and one of the executive Directors and is the brother of Mr. Chen Yunan and Mr. Chen Minwen. Mr. Chan was designated as an executive Director and the chairman of the Board on 18 July 2008 and is also a director of each of Sunsonic, Richwood, Evergreen International, Evergreen Asia, Master (HK), Evergreen Guangdong and the general manager of VEDS. He is primarily responsible for our overall strategies, planning and business development. Mr. Chan graduated from City Polytechnic of Hong Kong (now known as City University of Hong Kong) with a Degree of Bachelor of Arts in Public and Social Administration in 1993. Mr. Chan acquired Evergreen Asia (which was formerly known as Hanbon (Hong Kong) Limited) in 1998 after he left his post of administration officer in Shun Hing Electronic Trading Co., Ltd. Mr. Chan will allocate substantially all of his time and resources to our business.

**Mr. CHEN Yunan**, aged 41, is one of the executive Directors and is the brother of Mr. Chan and Mr. Chen Minwen. Mr. Chen was designated as an executive Director on 12 February 2010 and is also a director of each of Evergreen Guangdong, Guangzhou Changyue and Guangzhou Changzhuxing. He is primarily responsible for our general management and production planning. Mr. Chen has been studying part time Executive Master of Business Administration (EMBA) at the Lingnan (University) College, Sun Yat-Sen University since 2009. Mr. Chen was involved in the business operations of Evergreen Guangdong of which he is currently the general manager. Mr. Chen will allocate substantially all of his time and resources to our business.

**Mr. CHEN Minwen**, aged 34, is one of the executive Directors and is the brother of Mr. Chan and Mr. Chen Yunan. Mr. Chen was designated as an executive Director on 12 February 2010 and is also a director of each of Evergreen Guangdong, Guangzhou Changyue and Guangzhou Changzhuxing. He is primarily responsible for our sales and marketing promotion and public relations and activities. Mr. Chen was appointed as director of Evergreen Guangdong. Mr. Chen will allocate substantially all of his time and resources to our business.

**Independent Non-executive Directors**

**Mr. FONG Wo, Felix, BBS, JP**, aged 60, was appointed as an independent non-executive Director of the Company on 8 October 2010. Mr. Fong was the founding partner of Arculli Fong & Ng (now renamed as King & Wood) and is a consultant of King & Wood. Mr. Fong received his engineering degree in Canada in 1974 and his law degree from Osgoode Hall Law School in Toronto in 1978.

Mr. Fong is a member of the law societies of Hong Kong and England, and had been honorary legal counsels of a number of non-profit organizations in Hong Kong such as The Chinese Manufacturers' Association of Hong Kong.

Mr. Fong is currently one of the China-appointed Attesting Officers in Hong Kong appointed by the Ministry of Justice of China. Mr. Fong undertook a number of community and social roles, such as the former Chairman of the Chinese Canadian Association of Hong Kong, Chairman of the Advisory Council on Food and Environmental Hygiene, chairman of the Liquor Licensing Board, a member of the Hong Kong Town Planning Board and a member of the Hong Kong Film Development Council. He is also a director of the Hong Kong Basic Law Institute Limited, a member of Guangdong Provincial Committee of Chinese People's Political Consultative Conference and a director of China Overseas Friendship Association. In the area of education, Mr. Fong is a founding member and the first director of the Canadian International School of Hong Kong, and an advisor to the Faculty of Business of University of Victoria in Canada.

Currently, Mr. Fong is an independent non-executive director of a number of listed companies, namely Kingway Brewery Holdings Limited and SPG Land (Holdings) Limited, whose stocks are listed on the Hong Kong Stock Exchange, and also China Oilfield Services Limited, whose shares are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange.

Mr. Fong is a Justice of Peace and was awarded a Bronze Bauhinia Star by the Government of Hong Kong in recognition of his public service.

**Dr. KO Wing Man, BBS, JP**, aged 53, was appointed as an independent non-executive Director of the Company on 8 October 2010. Dr. Ko was formerly the Director (Professional Services and Human Resources) of the Hospital Authority. He obtained his Bachelor of Medicine and Bachelor of Surgery degree from the University of Hong Kong and is a fellow of the Royal College of Surgeons of Edinburgh, the Hong Kong Academy of Medicine in the speciality of Orthopaedic Surgery, and the Hong Kong College of Orthopaedic Surgeons. Dr. Ko also serves as a committee member, advisor and director of a number of public services organizations.

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Currently, Dr. Ko is a director of Hong Kong Red Cross and is the chairman of its Health & Care Service Management Committee. He is also the chairman of The Hong Kong Anti-Cancer Society and ECO Foundation. He currently serves as a council member in Hong Kong Baptist University, and had been the president of the Hong Kong Association for Integration of Chinese-Western Medicine. He also holds memberships in the Election Committee of HKSAR, Medical Subsector and Land and Development Advisory Committee. Dr. Ko had also served as a member of the Commission on Strategic Development, HKSAR.

Currently, Dr. Ko is also an independent non-executive director of Asia Financial Holdings Ltd., a company whose shares are listed on the Hong Kong Stock Exchange and he is also an independent non-executive director of Asia Insurance Company, Limited.

Dr. Ko is a Justice of Peace and was awarded a Bronze Bauhinia Star by the Government of Hong Kong in recognition of his public service.

**Mr. KWOK Chi Sun, Vincent**, aged 48, was appointed as an independent non-executive Director of the Company on 8 October 2010. Mr. KWOK is the sole proprietor of Vincent Kwok & Co., Certified Public Accountants. He holds a Bachelor's Degree in Economics from University of Sydney. Mr. Kwok is a Certified Public Accountant (Practising) and a member of both the Hong Kong Institute of Certified Public Accountants and Institute of Chartered Accountants in Australia. Mr. Kwok has more than 23 years of experience in auditing, due diligence review and being the tax representative for tax filing and investigation cases for numerous companies. Mr. Kwok was previously employed by Price Waterhouse (now known as PricewaterhouseCoopers) from 1989 to 1995 as its senior audit manager and was also employed by Hopewell Holdings Limited from 1995 to 1996 and Cathay Pacific Airways Limited from 1996 to 1997 as their internal audit manager.

Currently, Mr. Kwok is also an independent non-executive director and chairman of the audit committee of the following listed companies in Hong Kong, namely, Palmpay China (Holdings) Limited, China Digital Licensing (Group) Limited, Emperor Capital Group Limited, Magnificent Estates Limited, Shun Ho Resources Holdings Limited and Shun Ho Technology Holdings Limited.

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

Save as disclosed, none of the Directors is interested in any business, apart from the Group's business, which competes or is likely to compete with the Group's business as at the Latest Practicable Date.

### SENIOR MANAGEMENT

**Mr. LI Chi Fai**, aged 44, is the chief financial officer of the Group. He joined the Group in July 2010 and is responsible for the Group's financial reporting, financial management and investor relations. Mr. Li holds a Bachelor of Economics Degree from Monash University, Australia. He is a member of the Hong Kong Institute of Certified

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Public Accountants and Australian Society of Certified Practising Accountants. He has more than 10 years of experience in financial auditing and accounting. Prior to joining the Group, Mr. Li had been the chief financial officer and company secretary of listed companies including China Kangda Food Company Limited and First Natural Foods Holdings Limited.

**Mr. CHEN Hong**, aged 38, is the general vice manager of Guangzhou Changyue. Mr. Chen joined us in January 2010. Mr. Chen graduated from Beijing Union University with a bachelor of textile engineering degree in 1995 and Capital University of Economics and Business with a master of business administration degree in 2001. Mr. Chen has been engaged in the garment industry for about 15 years and has experience in production, purchasing, merchandising planning and management of sales operation. Prior to joining us, he had worked in the sales and marketing department in various companies such as Beijing Snow Lotus garment manufacturing company, Beijing TM trading Co., Ltd, and Beijing VICUTU garments Co., Ltd.

**Ms. ZENG Shu Juan**, aged 37, is our financial controller (PRC). She joined us in September 2008. Ms. Zeng graduated from Hunan College of Finance and Economics with a bachelor of finance degree in 1993 and a bachelor of accounting degree in 1995 and holds a master's degree in business administration awarded by the Open University of Hong Kong in 2005. She is a member of the Association of International Accountants and the Association of Registered Chartered Analysts. Ms. Zeng has experience in financial and accounting management, as well as ERP of private enterprises. She has about 16 years of experience in the financial affairs management and had worked in various private enterprises such as Foshan City Nanhai China Resources Ying Tu Arts & Crafts Ltd., Lange science and technology limited company, NanHai Wei Hong Model Produce Ltd., Modern furniture factory of Wugang City and Park green station of Wugang City before joining us.

**Mr. YANG Qing**, aged 40, is the manager of our finance department in the PRC. Mr. Yang joined us in April 2000. He graduated from the College of Trade and Finance in Anhui after passing the relevant professional examinations in accounting in 1996 and was awarded a professional qualification in accounting by the Ministry of Finance of the PRC in 2004. He has about 20 years of experience in the field of accounting and finance with experience in handling finance, accounting and taxation matters and in operating the finance-related software products and computerized systems.

**Ms. CHEN Yan Xia**, aged 29, is the assistant to our general manager. She joined us in May 2000 and was transferred to the current position in 2006. She assists the directors in managing our Retail Stores and distributors and is frequently involved in the liaison with department stores in the PRC. She has about 10 years of experience in terminal store sales and management. She is a daughter of a cousin of the Chan Brothers.

**Ms. ZHANG Qiao Ling**, aged 35, is our purchasing deputy manager. Ms. Zhang joined us in March 2001 as the head of the development department and was formally transferred to the purchasing department and promoted to the position of purchasing manager in 2007. Ms. Zhang graduated with fashion design qualifications from Jianxi Garments Institute in 1997. She has over 8 years of experience in clothing design including the process of clothing production and management.

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**Mr. LIU Shao Qing**, aged 35, is our chief designer. Mr. Liu joined us in February 2004 as a designer and was promoted to chief designer in 2006. He graduated with qualifications in fashion design in 2000, and has been engaging in the fashion industry for over 6 years. He has over 6 years of experience in the processes of design, pattern-making, garment production and has related working experience.

### JOINT COMPANY SECRETARIES

**Ms. KWOK Yu Ching**, aged 45, has been a joint company secretary of the Company since 8 October 2010. She is a Director of Corporate Services Division of Tricor Services Limited. Ms. Kwok, Chartered Secretary, is an Associate of both The Hong Kong Institute of Chartered Secretaries (“HKICS”) and The Institute of Chartered Secretaries and Administrators (“ICSA”). She is also a holder of Practitioner’s Endorsement Certificate of HKICS. Ms. Kwok has been providing professional services to companies listed on the Hong Kong Stock Exchange for over 20 years. She is a company secretary of Wynn Macau, Limited. Prior to joining Tricor Services Limited in 2002, Ms. Kwok was the Senior Manager of Company Secretarial Services of Tengis Limited in Hong Kong, which was a wholly-owned service company of Ernst & Young at the time.

**Ms. CHAN Sau Ling**, aged 40, has been a joint company secretary of the Company since 8 October 2010. She is a Manager of Corporate Services Division of Tricor Services Limited. Ms. Chan, Chartered Secretary, is an Associate of both HKICS and ICSA. She is also a holder of Practitioner’s Endorsement Certificate of HKICS. Ms. Chan has been providing professional services to companies listed on the Hong Kong Stock Exchange for over 10 years. Prior to joining Tricor Services Limited in 2002, Ms. Chan worked in the Company Secretarial Services at Tengis Limited in Hong Kong.

### DIRECTORS’ REMUNERATION

We reimburse the Directors for expenses which are necessarily and reasonably incurred for providing services to the Company or executing their functions in relation to its operations. The executive Directors are also employees and receive, in their capacity as 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 the Directors was about RMB581,000, RMB894,000, RMB1,013,000 and RMB542,000, respectively.

Under the arrangements currently in force, we estimate the aggregate remuneration, excluding management bonuses, payable to the Directors for the year ending 31 December 2010 to be about HK\$1.7 million.

Each of the executive Directors is entitled to a year end bonus of such amount to be determined by the remuneration committee.

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Further details of the terms of the above service agreements are set out in the section headed “Disclosure of Interests — Particulars of service agreements” in Appendix VI to this prospectus.

### BOARD COMMITTEES

#### Audit Committee

The Company established the Audit Committee on 8 October 2010 in compliance with Rules 3.21 and 3.22 and Appendix 14 to the Listing Rules. The primary duties of the Audit Committee are to review and supervise the Company’s financial reporting process and internal control system and to provide advice and comments to the Board. The Audit Committee consists of three members who are all independent non-executive Directors and Mr. Kwok Chi Sun, Vincent was appointed as the chairman of the Audit Committee.

#### Remuneration Committee

The Company established a remuneration committee on 8 October 2010 in compliance with the Code on Corporate Governance Practices set out in Appendix 14 of the Listing Rules. The remuneration committee comprises three members, namely, Mr. Fong Wo, Felix, Dr. Ko Wing Man and Mr. Kwok Chi Sun, Vincent. The remuneration committee considers and recommends to the Board the remuneration and other benefits paid to the Directors. The remuneration of the Directors is subject to regular monitoring by the remuneration committee to ensure that the levels of their remuneration and compensation are appropriate.

#### Nomination Committee

The Company established a nomination committee on 8 October 2010 in compliance with the Code on Corporate Governance Practices set out in Appendix 14 of the Listing Rules. The nomination committee comprises three members, namely, Mr. Fong Wo, Felix, Dr. Ko Wing Man and Mr. Kwok Chi Sun, Vincent. The nomination committee considers and recommends to the Board on the appointment of executive Directors and senior management staff.

### COMPLIANCE ADVISOR

It is expected that the Company will appoint Piper Jaffray Asia as its compliance advisor upon the Listing in compliance with Rule 3A.19 of the Listing Rules to provide advisory services to the Company by entering into a compliance advisor’s agreement with Piper Jaffray Asia, the material terms of which are summarized as follows:

- (a) the Company will appoint Piper Jaffray Asia as its 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 the Company complies with Rule 13.46 of the Listing Rules in respect of the financial results for our first full financial year commencing after the Listing Date, or until the agreement is terminated, whichever is earlier;

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- (b) Piper Jaffray Asia shall provide the 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) the Company shall consult with and, if necessary, seek advice from Piper Jaffray Asia 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 the Company proposes to use the proceeds of the Listing in a manner different from that detailed in this prospectus or where our business activities, developments or results deviate from any forecast, estimate, or other information in this prospectus; and
  - (iv) where the Hong Kong Stock Exchange makes an inquiry of the Company under Rule 13.10 of the Listing Rules;
- (d) the Company will indemnify Piper Jaffray Asia for certain actions against it and losses incurred by it arising out of or in connection with the performance by Piper Jaffray Asia of its duties under the agreement; and
- (e) the Company will have the right, without compensation (except for amounts accrued and due prior to termination), to terminate the appointment of Piper Jaffray Asia as its compliance advisor if its work is of an unacceptable standard or if there is a material dispute (which cannot be resolved within 30 days) over fees payable by the Company to it as permitted by Rule 3A.26 of the Listing Rules. Pursuant to the terms of the agreement, Piper Jaffray Asia will have the right to resign or terminate its appointment without compensation by service of a one-month written notice to the Company.

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### EMPLOYEES

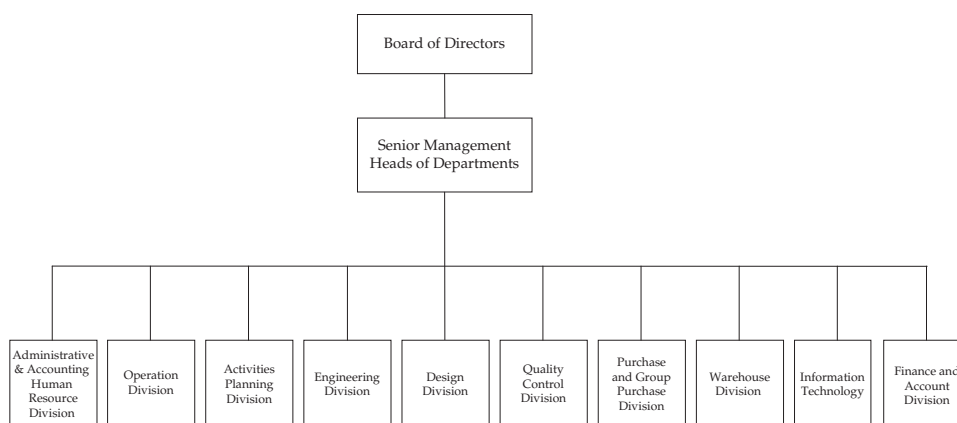
#### Overview

As at 31 December 2009, the Company had 533 full-time employees. An analysis by function as at 31 December 2009 is as follows:

	Number of Employees		Total
	Hong Kong	PRC	
Executive Directors	3	–	3
Administration and Human Resources	2	15	17
Operation	4	29	33
Activities Planning	–	4	4
Engineering	–	6	6
Design	–	13	13
Quality Control	–	10	10
Purchasing	–	6	6
Warehouse	–	32	32
Information Technology	–	4	4
Finance & Account	1	19	20
Factory	–	68	68
Retail Stores	14	303	317
	24	509	533
Total:	24	509	533

### MANAGEMENT STRUCTURE

The following chart sets forth our simplified management structure:





**Relationship with employees**

The Directors consider us to have maintained good working relationships with our employees. We have not experienced any strikes, work stoppages or material labor 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 joined 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 to be matched by employees.

In China, we participate in the relevant social insurance contribution plans organized by the relevant local governmental bodies in Guangzhou. In accordance with relevant PRC laws, the members of the Group in China are required to pay their relevant employees a monthly social insurance premium covering pension insurance, medical insurance, unemployment insurance, personal injury and maternity (where applicable).

**Share Option Scheme**

The 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 summarized in the section headed “Share Option Scheme” in Appendix VI to this prospectus.