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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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### DIRECTORS

The Board comprises five executive Directors, two non-executive Directors, three independent non-executive Directors. The Group has entered into a service agreement with each of the executive Directors and a letter of appointment with each of the non-executive Directors and independent non-executive Directors.

The following table sets out certain information relating to our Directors:

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Date of Appointment as Director</b>
Mr. Wong Shik Ho Tony	52	Chief Executive Officer Executive Director <i>(Responsible for the overall strategic management and corporate development of the Group)</i>	1 April 2010
Mr. Wong Fong Pak	62	Executive Vice President Executive Director <i>(Responsible for managing the Group's materials management function and sales and business development function of the Group's EMS business)</i>	1 April 2010
Mr. Leung Wah Kan	52	Chief Operation Officer Executive Director <i>(Responsible for the strategic management of the Group's manufacturing operations in China and the product design and development engineering activities of the Group)</i>	1 April 2010
Mr. Ho Nai Nap	56	Executive Director <i>(General manager and managing director of ASK Group)</i>	24 January 2011

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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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Name	Age	Position	Date of Appointment as Director
Mr. Man Wai Hung	46	Executive Director <i>(Managing director of Manli Group)</i>	24 January 2011
Mrs. Ho Wong Mary Mee-Tak	62	Non-executive Director	24 January 2011
Mr. Chiu Wing Yui	47	Non-executive Director	24 January 2011
Mr. Ip Shing Hing	56	Independent non-executive Director	24 January 2011
Mr. Lai Kin Jerome	62	Independent non-executive Director	24 January 2011
Mr. Cheung Ying Sheung	58	Independent non-executive Director	24 January 2011

### Executive Directors

**Mr. WONG Shik Ho Tony (王錫豪)**, aged 52, was appointed as *Executive Director and Chief Executive Officer* on 1 April 2010 and was a co-founder of the Group in May 1997. Mr. Wong is responsible for the overall strategic management and corporate development of the Group. He directly oversees the Group's finance and administration functions as well as the sales and marketing functions of the Group's video graphics cards, motherboards and notebooks businesses. He also sits on the boards of various companies within the Group. Prior to co-founding the Group in 1997, he worked as a general manager at VTech Computers Limited. Mr. Wong was conferred a Bachelor of Science degree in Electronics & Electrical Engineering by the University of Swansea in 1982, South Wales, UK. Mr. Wong was previously a director of TDEK, a company incorporated in Bermuda, whose principal business was the holding of 900,000 shares in PC Partner Holdings. After the distribution by TDEK of its 900,000 shares in PC Partner Holdings to its shareholders pursuant to the Reorganisation, TDEK no longer has any assets or serve any purpose and accordingly, the shareholders submitted relevant documentation to the Registrar of Companies of Bermuda for the Company to be struck off the Register of Companies of Bermuda. TDEK was dissolved in March 2011. No current and past directorship in any listed company was held in the last three years. Mr. Wong is not related to Mrs. HO WONG Mary Mee-Tak.

**Mr. WONG Fong Pak (王芳柏)**, aged 62, appointed as *Executive Director and Executive Vice President* on 1 April 2010 and a co-founder of the Group in May 1997. Mr. Wong is responsible for managing the Group's materials management function and sales and business development function of the Group's EMS business. He also sits on the boards of various companies within the Group. Prior to co-founding the Group in 1997, Mr. Wong worked as purchasing manager at VTech Computers Limited. No current and past directorship in any listed company was held in the last three years.

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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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**Mr. LEUNG Wah Kan (梁華根)**, aged 52, appointed as *Executive Director and Chief Operation Officer*, on 1 April 2010 and a co-founder of the Group in May 1997. Mr. Leung is responsible for the strategic management of the Group's manufacturing operations in China and the product design and development engineering activities of the Group. He also sits on the boards of various companies within the Group. Prior to co-founding the Group in 1997, he worked at VTech Computers Limited for more than 14 years, serving in various capacities from a testing engineer to a general manager. Mr. Leung was conferred a Bachelor of Science in Engineering degree in 1981 by the University of Hong Kong. No current and past directorship in any listed company was held in the last three years.

**Mr. HO Nai Nap (何乃立)**, aged 56, appointed as *Executive Director* on 24 January 2011, is the founder of ASK Technology in 1989. Mr. Ho is now the general manager and managing director of ASK Group. He is responsible for the general management, including product, sales, profit and loss of ASK Group. He also sits on the boards of various companies within the Group. Before founding ASK Technology, Mr. Ho worked for Plantronics Inc., Compression Labs Inc., Texas Instruments Hong Kong Ltd. and Telefunken Electronic Far East Ltd. Mr. Ho was conferred a Bachelor of Science in Electrical and Computer Engineering degree in 1980 and a Master of Science degree in 1982 by the Oregon State University. He is a registered Professional Engineer in Electrical Engineering in California, United States. No current and past directorship in any listed company was held in the last three years.

**Mr. MAN Wai Hung (文偉洪)**, aged 46, appointed as *Executive Director* on 24 January 2011, is the co-founder of Manli Technology in 1996. Since 2008, Mr. Man has been the managing director of Manli Group and is in charge of functions of sales and marketing, and business development. He also sits on the boards of various companies within the Group. He was conferred a Bachelor of Arts degree in 1988 by the University of Hong Kong. No current and past directorship in any listed company was held in the last three years. Mr. Man was previously a director of Vandar Global Limited, a wholly-owned subsidiary of Manli Group. For the reason that Manli Group would directly sell products to third party customers in Taiwan, a shareholder's resolution was made on 2 September 2010 by Manli Group to wind up Vandar Global Limited, which was dissolved in June 2011.

### **Non-executive Directors**

**Mrs. HO WONG Mary Mee-Tak (何黃美德)**, aged 62, appointed as *Non-executive Director* on 24 January 2011. Mrs. Ho was the wife of the late Mr. Ho Hin Wun Bosco, a co-founder of the Group. She became a non-executive director of PC Partner Holdings (now a wholly owned subsidiary of the Company) in November 2005. Mrs. Ho also sits on the boards of other companies within the Group. Mrs. Ho completed a three-year program of study in interior design at Ryerson Polytechnical Institute in 1972. No current and past directorship in any listed company was held in the last three years. Mrs. Ho is not related to Mr. WONG Shik Ho Tony.

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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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**Mr. CHIU Wing Yui (招永銳)**, aged 47, has been an alternate director to Mrs. Ho Wong Mary Mee-Tak at PC Partner Holdings since 3 November 2005. Mr. Chiu was appointed as a *non-executive Director* on 24 January 2011. He is also an alternate director of Mrs. Ho Wong Mary Mee-Tak for various companies within the Group. Mr. Chiu was conferred a Bachelor of Science degree in Computer Science in 1993 by the University of Wales. After graduation, Mr. Chiu worked for B.S.C Building Materials Supply Company Limited as a system support supervisor. Mr. Chiu was also conferred a Bachelor of Chinese Medicine degree in 2008 by the Hong Kong Baptist University. He is now a registered Chinese medicine practitioner. No current and past directorship in any listed company was held in the last three years.

### **Independent non-executive Directors**

**Mr. IP Shing Hing J.P. (葉成慶)**, aged 56, was appointed as *Independent non-executive Director* on 24 January 2011, Mr. Ip was conferred a Bachelor of Laws (Hons.) Degree in 1978 by the University of Hong Kong and a Master of Arts degree in Arbitration and Alternative dispute Resolution in 2005 by the City University of Hong Kong. He is a solicitor, notary public, Hong Kong SAR and China-Appointed Attesting Officer, and Justice of the Peace, and has been a practicing solicitor in Hong Kong for more than 20 years. He is currently serving as an independent non-executive director on the board of Far East Hotels and Entertainment Limited and Binhai Investment Company Limited, both being companies listed on the Stock Exchange. He was an independent non-executive director of Quam Limited, a company listed on the Stock Exchange during the period from 18 September 2006 to 11 September 2008. He is enthusiastic in community activities, which include serving as the President of The Law Society of Hong Kong (2002-2004), council member of the Association of China-Appointed Attesting Officers Limited, a committee member and standing committee member of the Hong Kong Chinese General Chamber of Commerce (since 1988), member of Basic Law Promotion Steering Committee, director of Ocean Park Corporation since 10 March 2006, member of Hong Kong Housing Authority and chairman of Appeal Board (Amusement Game Centres) since 30 May 2010.

**Mr. LAI Kin Jerome (黎健)**, aged 62, was appointed as *Independent non-executive Director* on 24 January 2011. Mr. Lai graduated in 1974 from the University of Toronto with a Bachelor of Commerce degree and is a member of the Hong Kong Institute of Certified Public Accountants and a chartered accountant of The Institute of Chartered Accountants of Ontario. Mr. Lai has over 30 years of experience in accounting and management. Mr. Lai is currently a non-executive director of SPG Land (Holdings) Limited, a company listed on the Stock Exchange. He also served as chief financial officer and executive director at SPG Land (Holdings) Limited between 2006 and 2008. Mr. Lai was senior vice president of the finance, treasury and administration functional unit of Hong Kong Exchanges and Clearing Limited between 2000 and 2003; and executive director of the finance and management services division of the Stock Exchange between 1997 and 2000.

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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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**Mr. CHEUNG Ying Sheung (張英相)**, aged 58, was appointed as *Independent non-executive Director* on 24 January 2011. Mr. Cheung graduated from Imperial College of Science and Technology, University of London, UK with a Bachelor of Science (Engineering) degree in 1973 and a Doctor of Philosophy degree in the 1978. He joined the University of Hong Kong (the “University”) in 1980 and is currently Professor in the Department of Electrical and Electronic Engineering and concurrently the Director of Technology Transfer of the University. He has held various other positions at the University, inter alia, the Dean of Faculty of Engineering between 1994 and 2000.

Mr. Cheung was seconded from the University between 2002 and 2004 to the Hong Kong Government as the Policy Advisor of the Innovation and Technology Commission.

Mr. Cheung is a chartered IT professional and fellow of the BCS, Chartered Institute for IT, and a senior member of the Institute of Electrical and Electronics Engineers (“IEEE”). He is also a director of the IEEE Foundation.

Each of the Directors confirms with respect to him/her that under Rule 8.10(2) of the Listing Rules, he/she is not interested in any business apart from the Group’s business, which competes or is likely to compete, either directly or indirectly, with the Group’s business. Save as disclosed in this section headed “5. Further information about Directors, senior management and staff” and in Appendix V to this prospectus, each of the Directors has confirmed that there was no other matter with respect to his/her appointment that needs to be brought to the attention of the Shareholders and there was no other information relating to him/her that is required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules as at the Latest Practicable Date.

### COMPANY SECRETARY AND SENIOR MANAGEMENT

**Ms. LEUNG Sau Fong (梁秀芳)**, is an associate member of The Hong Kong Institute of Chartered Secretaries. Ms. Leung holds an honours degree in law from the University of London, UK and a diploma in Chinese professional laws from the Chinese University of Political Science and Law, PRC.

#### *Sales and marketing*

**Mr. KWONG Kwok Kuen (鄺國權)**, aged 50, is *Director of Sales – EMEAI Region* responsible for the Group’s sales and marketing of motherboards, video graphics cards and consumer electronic products in European regions. Mr. Kwong has extensive experience in electronics industry. Prior to joining the Group in January 2005, he served as executive director of Silver Star Technology Limited and as general manager of the Hong Kong office of Norsk Data International Limited. Mr. Kwong graduated with a Higher Certificate in Electronic Engineering from the Hong Kong Polytechnic University.

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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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**Mr. KONG Chun Kwok, Bruce (江振國)**, aged 51, is *Director of Sales – APAC and NALA Regions* responsible for the Group's channel segment sales and marketing of ZOTAC motherboards and video graphics cards in APAC and NALA regions. Mr. Kong holds a Higher Certificate from Hong Kong Polytechnic University. He joined the Group in April 2005.

**Mr. CHOW Hon Fat (周康發)**, aged 44, is *Director of Program Management – Graphics* responsible for account servicing and program management of the Group's video graphics cards ODM/OEM business. Prior to joining the Group in July 1997, Mr. Chow was a production and material control manager in VTech Computers Limited.

**Mr. WONG Man Fai (黃文輝)**, aged 49, is *Director of Product Department* responsible for product marketing of the ZOTAC video graphics cards of the Group. Mr. Wong has over 20 years' experience in the electronic sector and in the product marketing, logistic, purchasing and inventory control functions. He holds a Higher Certificate in Purchasing and Supply from Hong Kong Baptist University and a Diploma in Management Studies from Hong Kong Polytechnic University and Hong Kong Management Association. He joined the Group in July 2006.

### *Operations*

**Mr. LAI Shui Wah (賴瑞華)**, aged 58, is *General Manager* responsible for the Group's Tian Pei manufacturing operations in China. He joined the Group in September 1997. Mr. Lai has more than 20 years' experience in the electronics and computer industry. Prior to joining the Group in 1997, he has served in VTech Computers Limited, Fairchild Semiconductor (Hong Kong) Limited, Digital Equipment International Limited and Ampex Ferrotec Limited. Mr. Lai holds a Higher Certificate in Mechanical Engineering from Hong Kong Polytechnic University.

**Mr. CHAN Kei Sang, Norman (陳棋生)**, aged 60, is *General Manager* of our operation in China for EMS division. Mr. Chan is responsible for the overall manufacturing operation of the EMS business. Mr. Chan has more than 25 years' experience in the electronics and computer industry. Prior to joining the Group in July 2004, Mr. Chan worked at corporations including Wong's Electronics Company Limited, Everex Systems Inc. and National Semiconductor Hong Kong Limited. Mr. Chan holds a Higher Diploma in Electronic Engineering from the Hong Kong Technical College (now the Hong Kong Polytechnic University) and a certificate in Industrial Engineering from the University of Hong Kong.

**Mr. HUANG Chia Pao (黃嘉寶)**, aged 46, is *Director of Product of Motherboard Business* of the Group who is responsible for the motherboard business of the Group. Mr. Huang joined the Group in August 2009. Prior to that, he held various product development and management positions in computer hardware companies such as Abit



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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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Computer Corp., DFI San Jose and OCZ Technology Group, Inc. in Taiwan and the US. Mr. Huang holds a Bachelor of Business Administration degree from the National Chung Hsing University in Taiwan.

### *Corporate services*

**Mr. WONG Chi Wah (黃志華)**, aged 52, is *Chief Human Resources and Administration Officer*, responsible for the Group's overall human resources, legal, MIS and general administration functions. Before joining the Group in September 2007, Mr. Wong has worked for corporations including Motorola Semiconductors Hong Kong Limited, Elec & Eltek Company Limited and the Wharf (Holdings) Limited. He holds a Bachelor of Social Science degree from the Chinese University of Hong Kong and a Master of Science degree in Engineering Business Management from the University of Warwick in the UK.

**Mr. LAU Ka Lai, Gary (劉家禮)**, aged 41, is *Chief Financial Officer*, responsible for overall financial and accounting matters of the Group. He joined the Group in October 2010. He is a member of American Institute of Certified Public Accountants. Mr. Lau graduated from the University of Windsor, Canada, with a Bachelor of Commerce degree and the University of Western Ontario, Canada, with a Bachelor of Science degree. He also holds a Master of Business Administration and a Master in Business Systems. Prior to joining the Group, he has had over 15 years experiences in financial and accounting management and held management positions for sizable and international companies including Rolex (Hong Kong) Limited, Johnson Electric International Limited, Linyi Shansong Biological Products Company Limited, Oracle Systems Hong Kong Limited, e2e Business Solutions Limited and Deloitte Touche Tohmatsu.

### DIRECTORS' REMUNERATION

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

For the three years ended 31 December 2010 and in the six months ended 30 June 2011, the aggregate amount of salaries and other allowances and benefits in kind paid to the Directors was approximately HK\$12,262,000, HK\$16,758,000, HK\$14,651,000 and HK\$6,455,000, respectively.

Under the arrangement currently in force, the Company estimates the aggregate remuneration, excluding discretionary bonuses, payable to our Directors for the year ending 31 December 2011 to be approximately HK\$13 million.

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## **DIRECTORS, SENIOR MANAGEMENT AND STAFF**

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Further details of the terms of the above service agreements are set out in the section headed “5. Further information about Directors, senior management and staff — 5.3 Directors’ service contracts and remuneration — (a) Directors’ service contracts” in Appendix V to this prospectus.

### **AUDIT COMMITTEE**

The Company established an audit committee on 21 December 2011 in compliance with Rules 3.21 and 3.22 and the Code of Corporate Governance Practices set out in Appendix 14 to the Listing Rules. The primary duties of the audit committee will be to review and supervise our financial reporting process and internal control system of the Company and to provide advice and comments to the Board. The audit committee consists of three members who are all independent non-executive Directors, namely, Mr. Lai Kin Jerome, Mr. Ip Shing Hing and Mr. Cheung Ying Sheung, and Mr. Lai Kin Jerome was appointed as the chairman of the audit committee.

### **REMUNERATION COMMITTEE**

The Company established a remuneration committee on 21 December 2011 in compliance with the Code of Corporate Governance Practices set out in Appendix 14 of the Listing Rules. The remuneration committee comprises four members, namely, Mr. Ip Shing Hing, Mr. Lai Kin Jerome, Mr. Cheung Ying Sheung and Mr. Wong Shik Ho Tony, and Mr. Ip Shing Hing was appointed as the chairman of the remuneration committee. 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 21 December 2011 in compliance with the Code of Corporate Governance Practices set out in Appendix 14 of the Listing Rules. The nomination committee comprises four members, namely, Mr. Ip Shing Hing, Mr. Lai Kin Jerome, Mr. Cheung Ying Sheung and Mr. Wong Shik Ho Tony, and Mr. Ip Shing Hing was appointed as the chairman of the nomination committee. The nomination committee considers and recommends to the Board on the appointment of executive Directors and senior management staff.



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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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### COMPLIANCE ADVISER

It is expected that the Company will appoint WAG Worldsec 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 WAG Worldsec, the expected material terms of which are summarized as follows:

- (a) the Company will appoint WAG Worldsec as 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 of despatch of the annual report of the Company containing its financial results for the Company's first full financial year commencing after the Listing Date;
- (b) WAG Worldsec shall provide the Company with services, including guidance and advice as to compliance with the Listing Rules and applicable laws, rules, codes and guidelines;
- (c) the Company must consult with and, seek advice from WAG Worldsec 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 Offering in a manner different from that detailed in this prospectus or where the business activities, developments or results of the Company deviate from any forecast, estimate, or other information in this prospectus;
  - iv. where the Stock Exchange or the SFC or any other regulatory authority makes an inquiry of the Group in relation to matters, including but not limited to unusual movement in prices or trading volume of its listed securities and disclosure of price sensitive information;
- (d) the Company will indemnify WAG Worldsec for certain actions and claims against it and losses incurred by it which relate to or arise, directly or indirectly, by reason of the appointment referred to in the agreement.

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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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### EMPLOYEES

#### Overview

As at 31 October 2011, the Group had 5,694 full-time employees. An analysis by function as at 31 October 2011 is as follows:

	<b>Number of Employees</b>
Production	3,249
Engineering	342
Quality control	1,121
Research and development	177
Management and administration	362
Sales and marketing	76
Materials and logistics	367
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Total	<u>5,694</u>

#### Relationship with employees

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

In order to enhance the morale and productivity of the employees, employees are remunerated based on their performance, experience and prevailing industry practices. Compensation policies and packages of management staff and functional heads are being reviewed on a yearly basis. In addition to basic salary, performance-related salary may also be awarded to employees based on internal performance evaluation.

#### Staff benefits

In Hong Kong, the Group 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 the Group’s 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 the Group’s profit and loss account as they become payable in accordance with the rules of the MPF Scheme. The Group’s contributions as employer vest fully with the employees when the Group contribute to the scheme in accordance with the rules of the MPF Scheme. The Group 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.

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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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The Group's PRC subsidiaries participate in the relevant Social Insurance schemes and housing provident fund scheme. For details, please refer to the section headed "Regulations — Laws, regulations and regulative documents related to labour, Social Insurance and housing provident fund" in this prospectus.

### **Pre-IPO Share Option Scheme**

The Directors (including non-executive Directors), employees and consultants to the Group are entitled to participate in the Pre-IPO Share Option Scheme. The principal terms of the Pre-IPO Share Option Scheme are summarized in the paragraph headed "Summary of the terms of the Pre-IPO Share Option Scheme" in the section headed "6. Pre-IPO Share Option Scheme" in Appendix V to this prospectus.