

## DIRECTORS AND SENIOR MANAGEMENT

### DIRECTORS

Our Board consists of six Directors, comprising two executive Directors, one non-executive Director and three independent non-executive Directors. The following table sets forth certain information in respect of our Directors:

Name	Age	Date of joining our Group	Date of appointment as Director	Position and principal responsibilities	Relationship with other Directors and senior management
<b>Executive Directors</b>					
Mr. WONG Yiu Hung Gary (黃耀雄)	59	23 February 2004 (left in February 2008 and re-joined in December 2013)	3 December 2015	Chief executive officer, executive Director, the chairman of the executive committee and a member of the remuneration committee of the Company; responsible for strategic planning and the overall management and supervision of operations of our Group	Nil
Mr. TANG Ho Hong (鄧灝康)	28	6 January 2011	3 December 2015	Executive Director, a member of the nomination and executive committees of the Company; responsible for the overall management and supervision of operations of our Group	Nil
<b>Non-executive Director</b>					
Mr. CHAN Chun Hong (陳振康)	51	10 March 1997	23 December 2015	Non-executive chairman, the chairman of the nomination committee and a member of the remuneration committee of the Company; responsible for formulating overall strategies and the overall corporate development of our Group	Nil
<b>Independent non-executive Directors</b>					
Mr. LI Wing Sum Steven (李永森)	59	[●]	[●]	Independent non-executive Director, the chairman of the audit committee and a member of the remuneration and nomination committees of the Company; responsible for supervising the management of our Company	Nil
Mr. SUNG Tze Wah (宋梓華)	69	[●]	[●]	Independent non-executive Director and a member of the remuneration, audit and nomination committees of the Company; responsible for supervising the management of our Company	Nil
Sr. Dr. LEUNG Tony Ka Tung (梁家棟)	66	[●]	[●]	Independent non-executive Director, the chairman of the remuneration committee and a member of the audit and nomination committees of the Company; responsible for supervising the management of our Company	Nil

## DIRECTORS AND SENIOR MANAGEMENT

### Executive Directors

**Mr. Wong Yiu Hung Gary (黃耀雄)**, aged 59, is our chief executive officer and executive Director. He is appointed as an authorised representative, the chairman of the executive committee and a member of the remuneration committee of the Company. Mr. Wong is primarily responsible for strategic planning and the overall management and supervision of operations of our Group. He also serves as a director of most of the subsidiaries of our Group.

Mr. Wong joined WOG in February 2004 as the general manager of the property department (sales and marketing) until February 2008. He subsequently acted as a director of Easy One Financial Group Limited (formerly known as PNG Resources Holdings Limited), a company listed on the Main Board during February 2008 to July 2015, where he was responsible for property development and sales and marketing in the PRC. Mr. Wong then re-joined the Group in December 2013 as the director (sales and marketing) of the property development department. He has over 30 years of experience in property development, leasing, sales and marketing. He plays a strategic role on property acquisition, investment and development in both commercial and residential properties, especially in Hong Kong property market. Prior to joining WOG, Mr. Wong held various senior positions in reputable and sizeable property developers.

Mr. Wong was a director of the companies below, which were deregistered or struck off as these companies ceased to carry on business. As confirmed by Mr. Wong, each of these companies was dormant at the time when they were dissolved and so far as he was aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against him.

Name of company	Place of incorporation	Nature of business	Means of dissolution	Date of dissolution	Reason for dissolution
Caltex Investment Limited	Hong Kong	Investment holding	Deregistration	22 March 2013	Dormant
Keytech Investment Limited	Hong Kong	Investment holding	Deregistration	8 February 2013	Dormant
Lucky Century Limited	Hong Kong	Investment holding	Deregistration	19 April 2013	Dormant
Pascal International Limited	Hong Kong	Property holding	Strike-off	21 March 2003	Dormant
Pearly Concept Limited	Hong Kong	Property holding	Deregistration	8 April 2004	Dormant
Rich Fine Limited	Hong Kong	Investment holding	Deregistration	28 December 2012	Dormant
Superial Management Limited	Hong Kong	Provision of consultancy services	Deregistration	22 December 2000	Dormant
Supermix Investment Limited	Hong Kong	Investment holding	Deregistration	28 December 2012	Dormant

## DIRECTORS AND SENIOR MANAGEMENT

**Mr. Tang Ho Hong (鄧灝康)**, aged 28, is our executive Director. He is appointed as a member of the executive committee and the nomination committee of the Company. Mr. Tang is primarily responsible for the overall management and supervision of operations of our Group, including but not limited to overseeing property sales and leasing, asset management and investment, and strategic planning on long and short term development.

Mr. Tang has over 5 years of experience in property and land matters. He joined WOG in January 2011 where he focused on property acquisition in Hong Kong and acquired his experience in the property development, management and investment businesses through his responsibilities in his role as assistant general manager. Mr. Tang graduated from The University of Washington with a degree of Bachelor of Arts in Business Administration in December 2010.

Mr. Tang is a member of the Henan Provincial Committee of The Chinese People’s Political Consultative Conference.

### Non-executive Director

**Mr. Chan Chun Hong (陳振康)**, aged 51, is the non-executive chairman of our Group. He is appointed as an authorised representative, the chairman of the nomination committee and a member of the remuneration committee of the Company. He is primarily responsible for formulating overall strategies and the overall corporate development of our Group. Mr. Chan graduated from the Hong Kong Polytechnic University with a degree of Bachelor of Arts in Accountancy in November 1997. He was admitted as a fellow of The Chartered Association of Certified Accountants in November 1994 and an associate of the Hong Kong Institute of Certified Public Accountants in February 1990.

Mr. Chan joined WOG in March 1997 as an executive director and was re-designated as the managing director of WOG in September 2005. He is also the managing director of Wai Yuen Tong Medicine Holdings Limited, the managing director and the chairman of Easy One Financial Group Limited (formerly known as PNG Resources Holdings Limited) and the chief executive officer and the chairman of China Agri-Products Exchange Limited, all of which are companies listed on the Main Board. Furthermore, Mr. Chan also acted as an independent non-executive director of Shanghai Prime Machinery Company Limited, a company listed on the Main Board for the period from 22 November 2005 to 27 June 2014.

On 13 December 2001, Mr. Chan as an executive director of WOG at that time, received a private reprimand from the Stock Exchange in relation to WOG’s failure to disclose promptly its advancement of an interest-bearing loan in the sum of HK\$125,697,637 to an independent third party, in breach of paragraphs 2(1) and 3.2.1 of Practice Note 19 to the Listing Rules then applicable and the directors’ undertaking as set out in form B in Appendix 5 to the Listing Rules. Having considered that (i) the relevant breach was inadvertent; (ii) WOG promptly disclosed the advancement of such loan to the Stock Exchange and the general public as soon as it realised that it had failed to do so in accordance with Practice Note 19; and (iii) WOG and its executive directors had not been unreasonable in relying on the professional advice of the legal advisers, the Stock Exchange was satisfied that a private reprimand of WOG’s and Mr. Chan’s conduct (and other executive directors’) was appropriate.

## DIRECTORS AND SENIOR MANAGEMENT

Mr. Chan was a director of the companies below, which were deregistered or struck off or, the business registration of which were cancelled as these companies ceased to carry on business. As confirmed by Mr. Chan, each of these companies was dormant at the time when they were dissolved and so far as he was aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against him.

Name of company	Place of incorporation	Nature of business	Means of dissolution	Date of dissolution/ cancellation of business registration	Reason for dissolution/ cancellation of business registration
Asia Richly Investment Limited	Hong Kong	Property holding	Deregistration	17 February 2012	Dormant
Caltex Investment Limited	Hong Kong	Investment holding	Deregistration	22 March 2013	Dormant
Excel Hero Investment Limited	Hong Kong	Property holding	Deregistration	17 February 2012	Dormant
Gold Riches Developments Limited	British Virgin Islands	Property holding	Winding Up (others)	29 May 2000	Dormant
Keytech Investment Limited	Hong Kong	Investment holding	Deregistration	8 February 2013	Dormant
Lucky Century Limited	Hong Kong	Investment holding	Deregistration	19 April 2013	Dormant
Real World Limited	British Virgin Islands	Investment holding	Strike-off	28 January 2003	Dormant
Rich Fine Limited	Hong Kong	Investment holding	Deregistration	28 December 2012	Dormant
Sky Regal Investment Limited	Hong Kong	Property holding	Deregistration	2 March 2012	Dormant
South Global Investment Limited	Hong Kong	Investment holding	Deregistration	28 June 2013	Dormant
Supermix Investment Limited	Hong Kong	Investment holding	Deregistration	28 December 2012	Dormant
Venko Limited	Hong Kong	Investment holding	Deregistration	30 September 2011	Dormant
Whole Winner Investment Limited	Hong Kong	Property holding	Deregistration	17 February 2012	Dormant
憑祥宏進農副產品批發市場有限公司	PRC	Provision of management services	Business registration cancelled	28 July 2014	Dormant
廣州宏安企業管理諮詢有限公司	PRC	Provision of management services	Business registration cancelled	19 August 2014	Dormant
常州中悅房地產開發有限公司	PRC	Provision of management services	Business registration cancelled	31 March 2009	Dormant
常州金億利房地產開發有限公司	PRC	Provision of management services	Business registration cancelled	31 March 2009	Dormant
東莞宏安企業管理諮詢有限公司	PRC	Provision of management services	Business registration cancelled	10 May 2011	Dormant

### Independent non-executive Directors

**Mr. Li Wing Sum Steven (李永森)**, aged 59, is our independent non-executive Director. He is appointed as the chairman of the audit committee and a member of the remuneration and nomination committees of the Company. He was admitted as an associate of The Chartered Association of Certified Accountants in April 1986 and subsequently a fellow member in April 1991. He was also admitted as an associate of the Hong Kong Institute of Certified Public Accountants in May 1986 and subsequently a fellow member in December 1993. He was admitted as a fellow member of the Taxation Institute of

## DIRECTORS AND SENIOR MANAGEMENT

Hong Kong in January 1999 and a member of the Hong Kong Institute of Directors in January 2008. He has over 30 years’ experience in auditing, accounting, taxation, financial management and corporate secretarial.

Mr. Li worked for an international accounting firm and held senior posts as group financial controller in various companies. He was the independent non-executive director of Ruifeng Petroleum Chemical Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange for the period from 1 June 2012 to 5 October 2013. He is also the independent non-executive director of Xinjiang Xinxin Mining Industry Co., Ltd., a company listed on the Main Board since October 2011 and the company secretary respectively of Shanghai Fudan Microelectronics Group Company Limited since July 2000 and China National Culture Group Limited since May 2014, both companies are listed on the Main Board.

Mr. Li was a director of the companies below, which were deregistered or struck off as these companies ceased to carry on business. As confirmed by Mr. Li, each of these companies was dormant at the time when they were dissolved and so far as he was aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against him.

Name of company	Place of incorporation	Nature of business	Means of dissolution	Date of dissolution	Reason for dissolution
Best Elite Investments Limited	Hong Kong	Trading	Deregistration	16 November 2007	Dormant
Bjbb.Com.Hk Limited	Hong Kong	Trading	Deregistration	14 July 2006	Dormant
Dynamic Global Trading Limited	Hong Kong	Trading	Deregistration	16 November 2007	Dormant
Greater China Logistics Limited	Hong Kong	Trading	Deregistration	22 August 2008	Dormant
Kwan Kee Development Limited	Hong Kong	Trading	Strike-off	21 September 2001	Dormant
Smart Guy Technology Limited	Hong Kong	Trading	Deregistration	22 August 2008	Dormant

**Mr. Sung Tze Wah (宋梓華)**, aged 69, is our independent non-executive Director. He is appointed as a member of the remuneration, audit and nomination committees of the Company. He has extensive experience in the surveying sector for over 30 years. Mr. Sung was elected as a professional associate of the Royal Institution of Chartered Surveyors in November 1972, a fellow of The Hong Kong Institute of Surveyors in March 1997, a member of The Singapore Institute of Surveyors and Valuers in April 1989, and was admitted as an associate of The Chartered Institute of Arbitrators in April 1984.

Mr. Sung was appointed as the executive estates officer by the Housing & Development Board of the Singapore government from October 1984 to July 1990. He was then promoted to senior estates officer during the period of August 1990 and March 1992. Mr. Sung established LDS International Group Limited and Lawson David & Sung Surveyors Limited in Hong Kong in 1992 and 1996 respectively and is currently a director of Lawson David & Sung Surveyors Limited.

## DIRECTORS AND SENIOR MANAGEMENT

Mr. Sung was a director of the companies below, which were deregistered or struck off as these companies ceased to carry on business. As confirmed by Mr. Sung, each of these companies was dormant at the time when they were dissolved and so far as he was aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against him.

Name of company	Place of incorporation	Nature of business	Means of dissolution	Date of dissolution	Reason for dissolution
China Links International Holdings Limited	Hong Kong	Investment	Deregistration	10 December 2010	Dormant
China Trade Properties Limited	Hong Kong	Investment	Strike-off	16 May 2003	Dormant
Harvest City Limited	Hong Kong	Provision of surveying services	Deregistration	27 March 2009	Dormant
Lawson Kcg (International) Consultancy Limited	Hong Kong	Consultancy	Deregistration	21 July 2006	Dormant
Pacific Grow Consultants Limited	Hong Kong	Consultancy	Deregistration	4 January 2008	Dormant
Supergreat International Development Limited	Hong Kong	Consultancy	Deregistration	2 February 2001	Dormant
Uni-Expert Development Limited	Hong Kong	Investment	Deregistration	12 October 2012	Dormant
Maxus Enterprise Pte Limited	Singapore	Investment	Strike-off	—	Dormant
Richwise Investment (Singapore) Pte. Limited	Singapore	Provision of services	Strike-off	Dissolved	Dormant
Vincent Sung Surveyor	Singapore	Provision of surveying services	Termination	—	Dormant

**Sr. Dr. Leung Tony Ka Tung (梁家棟)**, aged 66, is our independent non-executive Director. He is appointed as the chairman of the remuneration committee and a member of the audit and nomination committees of the Company. He has nearly 40 years of experience in the property and hotel industry through his prior employments with the Lands Department of the Hong Kong government from January 1977 to June 1978, and from the 1980’s onwards, with various prominent property developers as well as a leading surveyor company in Hong Kong.

In 1994, he founded TL Property Consultants International Limited and he is currently a director of the TL Property Group companies. Dr. Leung is also an independent non-executive director of South China Holdings Company Limited, a company listed on the Main Board and South China Land Limited, a company listed on the Growth Enterprise Market of the Stock Exchange, since December 2012.

Dr. Leung obtained a degree of Doctor of Philosophy in Business Administration from Empresarial University in November 2002 through distance learning, a degree of Master of Science in International Real Estate (with Distinction) from The Hong Kong Polytechnic University in November 2004, and a degree of Bachelor of Social Science (Hons) in Economics and Business Administration from Chung Chi College of The Chinese University of Hong Kong in December 1976.

## DIRECTORS AND SENIOR MANAGEMENT

Dr. Leung was registered as a professional surveyor (GP/PD/PFM) in Hong Kong respectively in January 2006 (GP) and April 2014 (PD and PFM). He was also admitted as a fellow member of The Hong Kong Institute of Surveyors in February 2012, a fellow member of The Royal Institution of Chartered Surveyors in June 2008 and a fellow member of Hong Kong Institute of Real Estate Administrators in November 1985. He is currently a member of Supervisory Board and a member of Nominating Committee of the Hong Kong Housing Society and a member of Appeal Tribunal Panel of HKSAR.

Dr. Leung was a director of the companies below, which were deregistered or struck off, or the business registration of which were cancelled as these companies ceased to carry on business. As confirmed by Dr. Leung, each of these companies was dormant at the time when they were dissolved and so far as he was aware, the dissolution of these companies has not resulted in any liability or obligation being imposed against him.

Name of Company	Place of incorporation	Nature of business	Means of dissolution	Date of dissolution/ cancellation of business registration	Reason for dissolution/ cancellation of business registration
China Nation Enterprises Limited	Hong Kong	Property developer	Deregistration	2 September 2005	Dormant
Enken Properties Limited	Hong Kong	Property developer	Strike-off	12 April 2002	Dormant
Global Surveyors Company Limited	Hong Kong	Property related consultancy works	Strike-off	5 August 2005	Dormant
Joymate Development Limited	Hong Kong	Property developer	Deregistration	2 September 2005	Dormant
Lason Properties Limited	Hong Kong	Property developer	Strike-off	12 April 2002	Dormant
Supermate Investment Limited	Hong Kong	Property developer	Deregistration	15 July 2005	Dormant
TL Architects And Engineers Limited	Hong Kong	Engineering and architectural services	Strike-off	15 March 2002	Dormant
TL Construction And Engineering Limited	Hong Kong	Construction and engineering contracting	Strike-off	15 March 2002	Dormant
TL Property Consultants Limited	Hong Kong	Provision of property related consultancy services	Deregistration	26 March 2004	Dormant
United Property Management Limited	Hong Kong	Provision of property related management services	Strike-off	18 October 2002	Dormant
上海錦明房業有限公司	PRC	Property developer	Business registration cancelled	15 August 2007	Dormant
湖南菱雲房地產開發有限公司	PRC	Property developer	Business registration cancelled	—	Dormant

Save as disclosed in the section headed “Statutory and General Information” in Appendix V to this [REDACTED], none of our Directors has any existing or proposed service contract with our Company or any of its subsidiaries other than contracts expiring or determinable by the relevant member of our Group within one year without payment of compensation (other than statutory compensation).



## DIRECTORS AND SENIOR MANAGEMENT

Save as disclosed in the section headed “Statutory and General Information” in Appendix V to this [REDACTED] and above, each of our Directors has no interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, each of our Directors has not been a director of any other publicly listed company during the three years preceding the date of this [REDACTED].

Save as disclosed in this [REDACTED], none of our Directors has any relationship with any other Directors, senior management of our Company or substantial shareholders or Controlling Shareholder.

To the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no information relating to our Directors that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matters concerning any Director that need to be brought to the attention of the Shareholders.

### SENIOR MANAGEMENT

Our senior management consists of the employees listed in the following table:

Name	Age	Date of joining our Group	Position and principal responsibilities	Relationship with other Directors and senior management
Yeung Yiu Man (楊耀民)	54	16 March 2011	Director of the quantity surveying division; responsible for the supervision of cost and quality of construction projects	Nil
Chow Ka Lok, Ruby (周嘉樂)	45	17 February 2014	Project director of Hong Kong property development division; responsible for the management of development projects	Nil
Ching Tak Won, Teresa (程德韻)	33	3 September 2008	General manager; responsible for the sales and marketing of our Group	Nil
Ip Shu Pui (葉樹培)	49	9 May 2005	Legal counsel; responsible for the legal matters of our Group	Nil
Wong Chin Han (黃靜嫻)	42	18 August 2008	Financial controller and Company Secretary; responsible for the financial and secretarial matters of our Group	Nil

**Mr. Yeung Yiu Man (楊耀民)**, aged 54, is the director of the quantity surveying division of our Group. Mr. Yeung is responsible for managing various property and infra-structure developments of the Group and its subsidiaries, and has overall responsibility for all aspects of cost and quality control of construction works. Mr. Yeung obtained a degree of Master of Science in Management from the Hong Kong Polytechnic University in November 1997. He was admitted as a member of the Chartered Institute of Building in May 1992 and elected as a member of the Royal Institute of Chartered Surveyors in November 2008. He possesses a wide spectrum of experience in the property industry and has been



## DIRECTORS AND SENIOR MANAGEMENT

active in property developments for more than 18 years. Prior to joining WOG in March 2011, Mr. Yeung had worked for a major Hong Kong listed property developer for 11 years. He also acted as the director of quantity surveying division of WOG with comprehensive experience in project management, tender procurement and cost control for 4 years.

**Ms. Chow Ka Lok, Ruby** (周嘉樂), aged 45, is the project director of Hong Kong property development division of our Group. Ms. Chow is responsible for overseeing and managing all development projects in Hong Kong. Ms. Chow obtained a degree of Bachelor of Arts with a major in Architecture from the University of California, Berkeley, College of Environmental Design in December 1997 and was admitted as an associate member of The American Institute of Architects in July 2015. She has previously worked in two multi-national architecture firms and a major Hong Kong listed developer for over 17 years and also worked in WOG before her re-designation with extensive construction and project management experience.

**Ms. Ching Tak Won, Teresa** (程德韻), aged 33, is the general manager (sales and marketing) of the Group's property development division. She obtained a degree of Bachelor of Business Administration in Marketing and Management of Organisations from Hong Kong University of Science and Technology in November 2004. She has more than 11 years of experience in sales and marketing in the property industry. Prior to joining our Group, she also acted as the assistant general manager (sales and marketing) of WOG.

**Mr. Ip Shu Pui** (葉樹培), aged 49, is the legal counsel of the Group. Mr. Ip obtained a Bachelor of Laws with Honours Degree from the City University of Hong Kong in November 1993. He has been qualified as a solicitor in Hong Kong since December 1996. Mr. Ip has worked in WOG prior to joining our Group.

## COMPANY SECRETARY

**Ms. Wong Chin Han** (黃靜嫻), aged 42, is the financial controller and company secretary of the Company. Ms. Wong is responsible for the accounting and financial functions, internal control and secretarial affairs of the Group. She graduated from The Hong Kong University of Science & Technology with a degree of Bachelor of Business Administration in Finance in November 1995. She is a member of the American Institute of Certified Public Accountants.

Before joining WOG in 2008, Ms. Wong worked in a reputable international accountancy firm from 1995 to 2000 where she was responsible for conducting audit on listed issuers. After that, Ms. Wong joined Asia2B.com Limited and ENM Holdings Company Limited (a company listed on the Main Board) respectively for the period from 2000 to 2007 where she was in charge of financial management and reporting matters of the companies. Ms. Wong joined WOG in 2008, where she, in addition to financial management and reporting matters, also participated in the preparation of WOG's regulatory announcements and circulars. Ms. Wong was responsible for setting up the internal control system and overseeing a wide range of corporate transactions to ensure compliance with the Listing Rules and Takeovers Code. In her past 10 years of experience, Ms. Wong has regularly attended a wide range of training courses in relation to corporate governance, accounting and financial reporting, the Listing Rules and Hong Kong companies law.

Our Company is satisfied that Ms. Wong has the relevant experience and is therefore capable of discharging the functions of company secretary.

## DIRECTORS AND SENIOR MANAGEMENT

Each of our senior management has not been a director of any other publicly listed company during the three years preceding the date of this [REDACTED].

### BOARD COMMITTEES

The Board has established the following committees: the audit committee, the remuneration committee and the nomination committee. The committees operate in accordance with respective terms of reference established by our Board.

#### Audit Committee

The Company has established the audit committee of the Board on [●] with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of our audit committee include the review and supervision of the Group’s financial reporting system, monitoring the internal control procedures and risk management, review of the Group’s financial information, review of the relationship with the external auditors of the Company, compliance with the relevant laws and regulations and performance of the corporate governance functions delegated by the Board.

Our audit committee consists of all of our independent non-executive Directors and the chairman is Li Wing Sum, Steven, who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules. The members of the audit committee are:

Mr. Li Wing Sum Steven (*Chairman*)

Mr. Sung Tze Wah

Sr. Dr. Leung Tony Ka Tung

#### Remuneration Committee

The Company has established the remuneration committee on [●] with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of the remuneration committee include making recommendations to the Board on the Company’s policy and structure for the remuneration of the Directors and senior management; and reviewing and approving the remuneration packages of all Directors and senior management with reference to corporate goals and objectives resolved by our Board from time to time.

Our remuneration committee consists of five Directors. The members of the remuneration committee are:

Sr. Dr. Leung Tony Ka Tung (*Chairman*)

Mr. Li Wing Sum, Steven

Mr. Sung Tze Wah

Mr. Chan Chun Hong

Mr. Wong Yiu Hung Gary

## DIRECTORS AND SENIOR MANAGEMENT

### Nomination Committee

The Company has established the nomination committee on [●] with written terms of reference in compliance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of the nomination committee include reviewing the structure, size, composition and diversity of our Board, assessing the independence of our independent non-executive Directors, identifying individuals suitably qualified to be a member of the Board and making recommendations to our Board on matters relating to the appointment or re-appointment of Directors.

Our nomination committee consists of five members. The members of the nomination committee are:

Mr. Chan Chun Hong (*Chairman*)

Mr. Li Wing Sum Steven

Mr. Sung Tze Wah

Sr. Dr. Leung Tony Ka Tung

Mr. Tang Ho Hong

### Executive Committee

The Company has established the executive committee on [●] with written terms of reference and it is responsible for the general management of the Group. The primary duties of the executive committee include supervising and making decisions in the day-to-day operations, formulating strategies and development plans of our Group and monitoring their implementation.

Our executive committee consists of two Directors. The members of the executive committee are:

Mr. Wong Yiu Hung Gary (*Chairman*)

Mr. Tang Ho Hong

## COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management receive compensation in the form of salaries, allowances, bonuses and other benefits-in-kind, including our contribution to the pension scheme.

The aggregate sums of approximately HK\$10.2 million, HK\$9.4 million, HK\$17.2 million and HK\$5.9 million were paid to our Directors as remuneration for each of the three financial years ended 31 March 2015 and the six months ended 30 September 2015 (being such part of the remuneration paid by WOG to our Directors which was allocated to our Group as expenses by reference to their involvement in the operations of our Group). Further information in respect of our Directors’ and chief executive’s emoluments and employees’ remuneration is set out in the “Accountants’ Report” in Appendix I to this [REDACTED].

## DIRECTORS AND SENIOR MANAGEMENT

Under the arrangements currently in force, it is estimated that an aggregate of approximately HK\$8.1 million is payable by our Group to our Directors as remuneration (including benefits-in-kind but excluding any discretionary bonus which may be paid to any executive Director) for the financial year ending 31 March 2016.

The aggregate amount of remuneration (including salaries, allowances and benefits-in-kind (where applicable)) paid to our five highest paid individuals by WOG for each of the three financial years ended 31 March 2015 and the six months ended 30 September 2015 was HK\$21.3 million, HK\$32.0 million, HK\$31.3 million and HK\$9.6 million, respectively.

During the Track Record Period, no remuneration was paid to our Directors or the five highest paid individuals as an inducement to join, or upon joining our Group. No compensation was paid to, or receivable by, our Directors or past directors or the five highest paid individuals for the loss of office as director of any member of our Group or any other office in connection with the management of the affairs of any member of our Group. None of our Directors waived any emoluments during the Track Record Period.

Our policy concerning the remuneration of our Directors is that the amount of remuneration is determined on the basis of the relevant Director’s experience and qualifications, responsibility, performance and the time devoted to our business.

Except as disclosed in this [REDACTED], no Director has been paid in cash or shares or otherwise by any person either to induce him to become, or to qualify him as a Director, or otherwise for service rendered by him in connection with the promotion or formation of us.

Information on the service contracts and letters of appointment entered into between the Company and our Directors is set out in the section headed “Statutory and General Information” in Appendix V to this [REDACTED].

### COMPLIANCE ADVISER

The Company has appointed KCF as its compliance adviser pursuant to Rule 3A.19 of the Listing Rules. In compliance with Rule 3A.23 of the Listing Rules, the Company must consult with and, if necessary, seek advice from the compliance adviser on a timely basis in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- where we propose to apply the proceeds of the [REDACTED] in a manner different from that detailed in this [REDACTED] or where our business activities, developments or results deviate from any forecast, estimate or other information in this [REDACTED]; and
- where the Stock Exchange makes an inquiry of us in respect of unusual price movement and trading volume or other issues under Rule 13.10 of the Listing Rules.

The terms of appointment of the compliance adviser will commence on the [REDACTED] Date and end on the date on which the Company distributes its annual report in respect of its financial results for the first full financial year commencing after the [REDACTED] Date.