

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 |
|--|-----|---|---------------------------------|--|---|
| Executive Directors | | | | | |
| 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 |
| Non-executive Director | | | | | |
| Mr. CHAN Chun Hong (陳振康) | 52 | 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 |
| Independent non-executive Directors | | | | | |
| Mr. LI Wing Sum Steven (李永森) | 59 | 17 March 2016 | 17 March 2016 | Independent non-executive Director, the chairman of the audit committee and a member of the remuneration and the nomination committees of the Company; responsible for supervising the management of our Company | Nil |
| Mr. SUNG Tze Wah (宋梓華) | 69 | 17 March 2016 | 17 March 2016 | Independent non-executive Director and a member of the remuneration, the audit and the nomination committees of the Company; responsible for supervising the management of our Company | Nil |
| Sr. Dr. LEUNG Tony Ka Tung (梁家棟) | 66 | 17 March 2016 | 17 March 2016 | Independent non-executive Director, the chairman of the remuneration committee and a member of the audit and the nomination committees of the Company; responsible for supervising the management of our Company | Nil |

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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 graduated from Lingnan College (now known as the Lingnan University) after completing a four-year full-time course in Accounting and Marketing in November 1979.

Mr. Wong’s previous work experience includes:

| Period | Name of company | Position(s) held | Key roles and responsibilities |
|-----------------------------------|---|---|---|
| July 1986 to October 1994 | Chinachem Group | Manager | Site acquisition, product design, sales and marketing, leasing and management of properties |
| January 1995 to December 1997 | Henderson Land Development Co. Ltd. | Joined as a manager in general manager department and was then promoted to deputy general manager in customer services department | Co-ordination of sales and marketing activities and carpark management of Henderson group |
| February 2004 to February 2008 | WOG | General manager of the property development department (sales and marketing) | Responsible for sales and marketing of property development projects |
| February 2008 to July 2015 | Easy One Financial Group Limited (formerly known as PNG Resources Holdings Limited), a company listed on the Main Board | Director | Responsible for property development and sales and marketing in the PRC |

After working as a general manager of WOG’s property development department (sales and marketing) from February 2004 to February 2008, Mr. Wong re-joined the Group in December 2013 as the director (sales and marketing) of the property development department. He has over 30 years of

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experience in property development, leasing, sales and marketing. He plays a strategic role in property acquisition, investment and development in both commercial and residential properties, especially in Hong Kong property market.

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 |

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 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 52, is the non-executive chairman of our Company. 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

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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 by way of an announcement its advancement on 29 November 2000 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. The amount was advanced to an independent third party which was the vendor of a transaction under which a subsidiary of WOG proposed to acquire from it shares in Wai Yuen Tong Medicine Company Limited. The purpose of such advancement of loan was to secure the priority of such subsidiary of WOG in negotiating with the vendor and to carry out due diligence on Wai Yuen Tong Medicine Company Limited. Such loan was treated as a deposit payable by such subsidiary of WOG under a formal sale and purchase agreement entered into with such vendor. 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.

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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 |

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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 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.

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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.

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 Assets Holdings Limited (formerly known as South China Land Limited), a company listed on the Growth Enterprise Market of the Stock Exchange, since December 2012.

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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.

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 Nominating Committee of the Hong Kong Housing Society, a member of Appeal Tribunal Panel of HKSAR and a member of the Planning Sub-committee of the Land and Development Advisory Committee of the Planning Department.

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 | 15 August 2012 | Dormant |

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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).

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 Shareholders.

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) | 34 | 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 |

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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 infrastructure developments of our 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 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 multinational 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 34, is the general manager (sales and marketing) of our Group's property development division. She obtained a degree of Bachelor of Business Administration in Marketing and Management of Organisations from The 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 our 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 worked in WOG prior to joining our Group.

Ms. Wong Chin Han (黃靜嫻), aged 42, is the financial controller and company secretary of our Company. Ms. Wong is responsible for the accounting and financial functions, internal control and secretarial affairs of our Group. She graduated from The Hong Kong University of Science and 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

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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.

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].

COMPANY SECRETARY

Ms. Wong Chin Han (黃靜嫻), aged 42, is the company secretary of our Company. She is also a member of our senior management as the financial controller of our Group. For her biographical details, please refer to the paragraph headed “Senior Management” in this section.

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

BOARD COMMITTEES

The Board has established the following committees: the audit committee, the remuneration committee, the nomination committee and the executive 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 17 March 2016 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 17 March 2016 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

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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

Nomination Committee

The Company has established the nomination committee on 17 March 2016 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 17 March 2016 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

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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 the years ended 31 March 2013, 2014 and 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].

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 the years ended 31 March 2013, 2014 and 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].

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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] 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].