

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

### DIRECTORS

Our Board consists of six executive Directors, one non-executive Director and four independent non-executive Directors. The functions and duties of our Board include convening shareholders’ meetings, reporting on our Board’s work at these meetings, implementing the resolutions passed on these meetings, determining business and investment plans, formulating our annual budget and final accounts, and formulating our proposals for profit distributions and for the increase or reduction of registered capital. In addition, our Board is responsible for exercising other powers, functions and duties in accordance with the Articles.

The following table sets forth certain information with respect to our Directors:

Name	Age	Position in our Group	Date of first joining our Group	Date of appointment as a Director	Main roles and responsibilities
Mr. Choi Hung Nang (蔡鴻能) <sup>Note (1)</sup>	75	Executive Director and Chairman	Co-founder	11 September 2014	Supervising the operations of our Group, planning our business and marketing strategies
Ms. Choi Kwan Li, Glendy (蔡群力) <sup>Note (1)</sup>	44	Executive Director and chief executive officer	Co-founder	11 September 2014	Overseeing the corporate management of our Group and implementing its business and marketing strategies and plans
Mr. Choi Hon Ting, Derek (蔡翰霆) <sup>Note (1)</sup> (formerly known as Choi Kwan Wai, Derek) (蔡群威)	46	Executive Director	Co-founder	11 September 2014	Overseeing the strategic business development of our Group
Mr. Liu Tom Jing-zhi (劉敬之) <sup>Note (2)</sup>	45	Executive Director and chief operating officer	21 August 2006	11 September 2014	Overseeing the operation of manufacturing facilities and implementation of projects
Mr. Lao Kam Chi (劉金枝)	53	Executive Director and general manager (sales and marketing)	15 October 2002	11 September 2014	Managing and implementing sales and marketing strategies
Mr. Yu Ronghua (俞榮華)	49	Executive Director, and general manager (strategy and planning)	27 June 2011	11 September 2014	Overseeing the implementation of business strategies and plans
Mr. Chan Lewis (陳令紘) <sup>Note (3)</sup> (formerly known as Chan Yeung (陳氫))	44	Non-executive Director	15 December 2014	15 December 2014	Participating in the formulation of corporate and business strategies

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Name	Age	Position in our Group	Date of first joining our Group	Date of appointment as a Director	Main roles and responsibilities
Mr. Law Wang Chak, Waltery (羅宏澤)	51	Independent non-executive Director	[●] 2015	[●] 2015	Participating in meetings of the Board to bring an independent perspective and judgment on issues of strategy, performance, accountability, resources, key appointments and standards of conduct and transactions which are material to our Group as and when required; taking the lead where potential conflicts of interest arise
Mr. Li Zongjin (李宗津)	62	Independent non-executive Director	[●] 2015	[●] 2015	
Mr. Lee Wai Yat, Paco (李偉壹)	48	Independent non-executive Director	[●] 2015	[●] 2015	
Mr. Fok Wai Shun, Wilson (霍偉舜)	40	Independent non-executive Director	[●] 2015	[●] 2015	

*Notes:*

- (1) Mr. Choi is the father of Ms. Glendy Choi and Mr. Derek Choi. Ms. Glendy Choi and Mr. Derek Choi are siblings.
- (2) Mr. Liu Tom Jing-zhi is the son-in-law of Mr. Choi’s elder brother.
- (3) Mr. Lewis Chan is the elder brother of Mr. Chan Hak, the sole director of Well Silver.

### Executive Directors

**Mr. Choi Hung Nang (蔡鴻能)**, aged 75, is our co-founder, chairman and executive Director. He is primarily responsible for supervising the operations and planning the business and marketing strategies of our Group. Mr. Choi established our Group in February 1999 and has been the chairman and director of Langfang D&G since June 2011.

Mr. Choi graduated from the Changsha Railway Institute, Hunan Province (currently known as Central South University) with a bachelor’s degree in railway construction in July 1963. In April 2012, he was awarded the outstanding alumni award from Central South University. Since April 2012, Mr. Choi has also been appointed as a guest professor at the Central South University for a term of five years, and as an honorary director of the board of directors of Central South University for a term of four years.

Prior to founding our Group, Mr. Choi had been engaged in the import and distribution of European and American branded specialised engineering equipment in Hong Kong and the PRC for over 12 years. Other major work experience of Mr. Choi includes:

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<u>Name of entity</u>	<u>Principal business activities</u>	<u>Period of service</u>	<u>Position and major responsibilities</u>
Diamond Strong Limited (常剛有限公司)	Investment holding	December 1985 to present	Director, responsible for overseeing investment management decisions
Balama Prima Engineering Co., Ltd (百萊瑪工程有限公司)	Trading of utility installation and agricultural equipment and investment in the renewable energy industry	August 1986 to present	Director, responsible for overseeing the corporate management

Mr. Choi is the father of Ms. Glendy Choi and Mr. Derek Choi and the brother of the father-in-law of Mr. Liu Tom Jing-zhi.

**Ms. Choi Kwan Li, Glendy (蔡群力)**, aged 44, is our executive Director and chief executive officer. She is primarily responsible for overseeing the corporate management of our Group and the overall management and implementation of business and marketing strategies and plans. Ms. Glendy Choi has over 16 years of experience in the trading and manufacturing of specialised engineering equipment. Ms. Glendy Choi was appointed as a director and general manager of Langfang D&G in June 2009. She was also appointed as the legal representative of Langfang D&G in June 2011. She was a director of Shenzhen D&G from November 2010 until its deregistration in September 2014.

Ms. Glendy Choi was awarded a bachelor’s degree in management sciences from the London School of Economics and Political Science in August 1992, and a master of business administration in marketing from the City University, London in November 1993. She is a fellow of certified risk planner of The Institute of Crisis and Risk Management, Hong Kong. In November 2014, Ms. Glendy Choi was admitted as a fellow of The Hong Kong Institute of Directors.

In November 2012, Ms. Glendy Choi was appointed as a vice-president of the China Construction Machinery Industry Association – Road Machinery Branch (中國工程機械工業協會築路機械分會) for a term of 4 years.

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Other major work experience of Ms. Glendy Choi includes:

Name of entity	Principal business activities	Period of service	Position and major responsibilities
Balama Prima Engineering Co., Ltd (百萊瑪工程有限公司)	Trading of utility installation and agricultural equipment and investment in the renewable energy industry	August 1998 to October 1998	Executive director, responsible for the financial management of the Company
		October 1998 to June 2011	Managing director, responsible for overseeing the corporate management of the Company
BW Enterprise Company Limited (百威企業有限公司)	Investment holding	February 2009 to present	Director, responsible for overseeing investment management decisions
Rich Benefit International Limited (萬利國際有限公司)	Investment holding	June 2014 to present	Director, responsible for overseeing investment management decisions
Hong Kong D&G Machinery Company Limited (香港德基機械有限公司)	Investment holding	July 2014 to present	Director, responsible for overseeing investment management decisions

Ms. Glendy Choi is the daughter of Mr. Choi, the sister of Mr. Derek Choi and the cousin-in-law of Mr. Liu Tom Jing-zhi.

**Mr. Choi Hon Ting, Derek (蔡翰霆)** (formerly known as Choi Kwan Wai, Derek (蔡群威)), aged 46, is our executive Director. Mr. Derek Choi has over 23 years of experience in the trading of specialised engineering equipment. He is primarily responsible for overseeing the strategic business development of our Group. Mr. Derek Choi has been appointed as a director of Langfang D&G since June 2011.

Mr. Derek Choi was awarded a bachelor’s degree in agricultural engineering from Purdue University in May 1991. Mr. Derek Choi has been an executive council member of the China New Energy Chamber of Commerce since 2012 and is the chairman of the International Society of Trenchless Technologies. Mr. Derek Choi is a founding member of the China Hong Kong Society of Trenchless Technologies and served as vice-chairman, chairman, and Executive Secretary from 2002 to 2004.

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Other major work experience of Mr. Derek Choi includes:

Name of entity	Principal business activities	Period of service	Position and major responsibilities
Balama Prima Engineering Co., Ltd (百萊瑪工程有限公司)	Trading of utility installation agricultural equipment and investment in the renewable energy industry	December 1991 to present	Executive director, responsible for the overall management of the company
Pure Technologies (China) Limited	Infrastructure condition assessment	May 2010 to present	Managing director, responsible for the overall management of the company
Symbior Energy Ltd. (新必奧能源有限公司)	Energy investment	August 2010 to present	Co-founder and president, responsible for the China business operations of the company
IPE Group Limited (國際精密集團有限公司) (HK stock code: 929)	Manufacture and sale of high precision metal components	June 2004 to present	Independent non-executive Director, responsible for participating in the overall management of the group independently

Mr. Derek Choi is the son of Mr. Choi, the brother of Ms. Glendy Choi and the cousin-in-law of Mr. Liu Tom Jing-zhi.

**Mr. Liu Tom Jing-zhi (劉敬之)**, aged 45, is our executive Director and chief operating officer. He is primarily responsible for overseeing daily operations of manufacturing facilities and the implementation of business strategies and plans of our Group. Mr. Liu has over 11 years of experience in corporate management and business operations. He joined our Group in August 2006 as the director and deputy general manager of Langfang D&G.

In September 1999, Mr. Liu was awarded a graduate diploma in business administration from the University of Technology Sydney. Mr. Liu was recognised as an “Person of Innovation” by the Equipment Management Institute of Hebei Province Innovation Development Committee (河北省工業設備管理創新發展峰會組委會) in June 2012. Since April 2013, Mr. Liu has been appointed as a member of the Sixth Committee of Chinese People’s Political Consultative Conference – Langfang city (中國人民政治協商會議廊坊市第六屆委員會) for a term of 5 years.

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Other major work experience of Mr. Liu includes:

Name of entity	Principal business activities	Period of service	Position and major responsibilities
Balama Prima Engineering Co., Ltd (百萊瑪工程有限公司)	Trading of utility installation and agricultural equipment and investment in the renewable energy industry	May 2003 to August 2003	Assistant to the general manager, responsible for supervising the implementation of business plans and strategies
Oriental Asia Enterprises Limited (東雄企業有限公司)	Investment holding	August 2003 to October 2005	General manager, responsible for the overall management of the Company
D&G Group Limited	Investment holding	October 2005 to July 2006	Deputy general manager, responsible for business management of the international division of the Company
BW Enterprise Company Limited (百威企業有限公司)	Investment holding	November 2007 to present	Director, responsible for overseeing investment management decisions
Zacks Vroom Investment Co., Limited (鴻豐隆投資有限公司)	Investment holding	January 2011 to present	Director, responsible for overseeing investment management decisions

Mr. Liu is the son-in-law of Mr. Choi’s elder brother and the cousin-in-law of Ms. Glendy Choi and Mr. Derek Choi.

**Mr. Lao Kam Chi (劉金枝)**, aged 53, is our executive Director and general manager (sales and marketing). He is primarily responsible for managing and implementing sales and marketing strategies. Mr. Lao has over 27 years of experience in sales and marketing. Mr. Lao joined our Group in October 2002 as the general manager of the sales and marketing team in Beijing D&G. He has been a director of Langfang D&G since June 2011, and the general manager of our sales and marketing centre since August 2009.

In July 1982, Mr. Lao was awarded a bachelor’s degree in engineering from Southwest Jiaotong University (西南交通大學), Chengdu. Mr. Lao has also been appointed as the vice-chairman of the China Highway Construction Machine Branch (中國公路學會築路機械分會) for a term of five years since May 2012.

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Other major work experience of Mr. Lao includes:

Name of entity	Principal business activities	Period of service	Position and major responsibilities
Ministry of Railways Tunnel Engineering Bureau* (鐵道部隧道工程局) (currently known as China Railway Tunnel Group)	Railway and tunnel construction and engineering	September 1983 to March 1988	Assistant engineer, responsible for training of maintenance personnel, equipment procurement and collation of engineering machinery technological data
Balama Prima Engineering Co., Ltd (百萊瑪工程有限公司)	Trading of utility installation and agricultural equipment and investment in the renewable energy industry	May 1988 to January 2007	Sales manager and branch manager, responsible for supervising the implementation of sales strategies and plans
		January 2007 to August 2009	Deputy general manager, responsible for managing the sales and marketing strategies of the Company
Denmike Investment Co., Limited (丹麥投資有限公司)	Investment holding	January 2011 to present	Director, responsible for overseeing investment management decisions

**Mr. Yu Ronghua (俞榮華)**, aged 49, is our executive Director and general manager (strategy and planning). Mr. Yu has over 15 years of experience in corporate finance and management. He is primarily responsible for overseeing the implementation of business strategies and project plans. Since June 2011, Mr. Yu was appointed as a director and the deputy general manager of Langfang D&G.

Mr. Yu obtained his bachelor’s degree in engineering from Shanghai University in July 1997. Mr. Yu joined the Pudong branch of Industrial and Commercial Bank of China, Shanghai where he worked for more than 5 years from August 1997 to December 2002 in business development and management. In May 2008, Mr. Yu obtained a master of business administration from the University of Southern Queensland. In March 2013, Mr. Yu was certified as a qualified independent director and as a qualified board secretary by the Shanghai Stock Exchange.

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Other major work experience of Mr. Yu includes:

Name of entity	Principal business activities	Period of service	Position and major responsibilities
Xin Ling Road branch of Industrial and Commercial Bank of China, Shanghai	Retail banking	March 2003 to February 2005	Branch general manager, responsible for overseeing and managing the daily business operations of the branch
Changshu Xingdao Building Materials Co., Ltd.* (常熟星島新興建材有限公司)	Manufacture of metals and mineral-coated products	March 2005 to September 2009	General manager of the new business division, responsible for business development and corporate restructuring in preparation for Listing
Minmetals Materials (Changshu) Management Co., Ltd. (五礦物產(常熟)管理有限公司)	Manufacture of metals and metal-coated products, operation and management of subsidiaries	September 2009 to December 2010	Deputy general manager, responsible for overseeing the business development and management of the company and its subsidiaries
D&G Group Limited	Investment holding	January 2011 to June 2011	Senior consultant, responsible for corporate restructuring in preparation for Listing

### Non-executive Director

**Mr. Chan Lewis (陳令紘)** (formerly known as Chan Yeung (陳熹)), aged 44, has over 14 years of experience in portfolio management and investment research. Mr. Chan received his bachelor’s degree in economics from the University of Chicago in June 1994 and his master of arts from Columbia University in May 1996. Mr. Chan further obtained his Ph.D. from Harvard University in June 2000.

Mr. Chan was a winner of the Fama-DFA Prize of the Best Papers published in 2003 in the Journal of Financial Economics and is also a research fellow at The China Centre for Financial Research at Tsinghua University. Mr. Chan currently serves as a member of the Admissions, Budgets and Allocations Committee of the Community Chest of Hong Kong.



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He is licensed under the SFO as a responsible officer to carry out Type 4 (Advising on Securities) and Type 9 (Asset Management) regulated activities.

Name of entity	Principal business activities	Period of Service	Position and major responsibilities
Maunakai Capital Partners (Hong Kong) Limited	Asset management	July 2004 to present	Managing partner, responsible for investment and business development
DT Capital Limited (formerly known as Incutech Investments Limited) (HK stock code: 356)	Investment in listed and unlisted securities	July 2014 to present	Executive director, responsible for implementing and developing investment ideas

### Independent Non-executive Directors

**Mr. Law Wang Chak, Waltery (羅宏澤)**, aged 51, was appointed as our independent non-executive Director on [●] 2015. Mr. Law graduated from the University of London with a bachelor’s degree in economics in August 1991 and a masters degree in financial economics in December 1995. Mr. Law is a fellow of both The Chartered Association of Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants. Mr. Law is also an associate of The Institute of Chartered Accountants in England and Wales. Mr. Law has over 27 years of experience in the accounting, financial auditing, corporate financing and corporate restructuring profession. Mr. Law served in various positions such as vice president in finance and chief financial officer in four Hong Kong Main Board listed companies from 1992 to 2004. Prior to that, Mr. Law had worked in the audit division of Coopers & Lybrand, now PricewaterhouseCoopers, from 1987 to 1992.

Other major work experience of Mr. Law includes:

Name of entity	Principal business activities	Period of service	Position and major responsibilities
Nine Dragons Papers (Holdings) Limited (HK stock code: 2689)	Manufacture of linerboard, high performance corrugating medium and certain types of coated duplex board and printing and writing paper	June 2004 to July 2008	Chief financial officer, in charge of supervision of financial matters and investor relations
		August 2008 to October 2008	Non-executive director, participating in the formulation of financial and treasury policies
Profundas Capital Limited	Private equity and fund management services	December 2010 to present	Director, in charge of corporate finance assignments

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Name of entity	Principal business activities	Period of service	Position and major responsibilities
Orient Victory China Holdings Limited (HK stock code: 0265)	Sale of air-tickets and other travel related services and trading and manufacturing of jewellery products	September 2014 to present	Independent non-executive director, participating in the formulation of corporate strategies

**Mr. Li Zongjin (李宗津)**, aged 62 was appointed as our independent non-executive Director on [●] 2015. Mr. Li graduated from Zhejiang University, China with a Bachelor’s degree in structure engineering in 1982. Mr. Li further obtained his master of science in December 1990 and his Ph.D. in December 1993 from Northwestern University, U.S. Mr. Li is a fellow of the American Concrete Institute and was a member of the Hong Kong Institute of Engineers.

Mr. Li has over 25 years of experience in the field of civil and structural engineering and has published 6 books in the area of materials engineering. In August 2008, Mr. Li was appointed as a chief scientist under the National Basic Research Program of China (973 Project). Mr. Li’s research project on geopolymer-based structural materials preparation technology was awarded second prize by the PRC Ministry of Education in January 2010.

Other major work experience of Mr. Li includes:

Name of entity	Principal business activities	Period of service	Position and major responsibilities
Southeast University, Nanjing	Education	November 2006 to October 2013	Adjunct Professor
Hong Kong University of Science and Technology	Education	July 1994 to December 1999 January 2000 to June 2006 January 2003 to December 2007 March 2005 to December 2007 July 2006 to present	Assistant Professor, Department of Civil Engineering Associate Professor, Department of Civil Engineering Associate Dean, School of Engineering Director of the Postgraduate program in Nano-science and Nano-technology Professor, Department of Civil and Environmental Engineering
Brilliant Concept International Group Limited (中衛國際集團有限公司)	Development and trading of civil engineering equipment and materials	March 2002 to present	Director, responsible for the overall management and operations of the company

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**Mr. Lee Wai Yat, Paco (李偉壹)**, aged 48 was appointed as our independent non-executive Director on [●] 2015. Mr. Lee has over 11 years of experience in corporate finance and management. Mr. Lee graduated from Purdue University in May 1991 with a bachelor of science in management. Mr. Lee obtained his master of business administration from the Sasin Graduate Institute of Business Administration (a joint program between the Kellogg School of Management of Northwestern University, the Wharton School of the University of Pennsylvania, and Chulalongkorn University) in Bangkok in March 1993.

Mr. Lee completed the Director Certification Program held by the Thai Institute of Directors in June 2012. In 2014, Mr. Lee was awarded as the 3rd Best CFO in Thailand by FinanceAsia’s annual Best Managed Companies Poll.

Major work experience of Mr. Lee includes:

Name of entity	Principal business activities	Period of service	Position and major responsibilities
Thai Union Frozen Products Public Company Limited (Stock Exchange of Thailand code: TUF)	Producer of seafood and seafood based products	October 2003 to June 2012	Financial controller, responsible for the groups investor relations, fundraising, strategic financial analysis, budgeting and asset valuation
		July 2012 to present	Deputy general manager (investor relations and corporate investment), responsible for the group’s investor relations and fundraising, in charge of corporate investment and governance
Avanti Feeds Limited (listed on the Bombay Stock Exchange and National Stock Exchange of India Limited, ticker: AVANTI)	Producer of shrimp and aqua feed based in India	July 2012 to present	Non-executive director, participating in the formulation of corporate and business strategies
Pakfood Public Company Limited (Stock Exchange of Thailand code: PPC) (delisted in November 2013)	Producer and exporter of frozen shrimp and dim sum based in Thailand	April 2012 to present	Non-executive director, participating in the formulation of corporate and business strategies

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**Mr. Fok Wai Shun, Wilson (霍偉舜)**, aged 40 was appointed as our independent non-executive Director on [●] 2015. Mr. Fok has over 14 years of experience in the fields of corporate finance, accounting and investment banking. Mr. Fok graduated in March 1998 from the University of Melbourne with a double bachelor degrees in commerce and in laws. Mr. Fok was admitted as a solicitor and barrister of the Supreme Court of Victoria, Australia in November 1998 and is a member of both the Hong Kong Institute of Certified Public Accountants and Certified Public Accountants, Australia. From January 2000 to April 2004, Mr. Fok worked in the transaction services and audit divisions at PricewaterhouseCoopers. From April 2004 to April 2010, Mr. Fok served in various positions, including vice-president, at the investment banking division of Piper Jaffray Asia Limited.

Other major work experience of Mr. Fok includes:

<u>Name of entity</u>	<u>Principal business activities</u>	<u>Period of service</u>	<u>Position and major responsibilities</u>
CCB International Capital Limited	Investment banking	April 2010 to August 2014	Executive Director (Corporate Finance), responsible for overseeing and supervising the origination and execution of corporate finance transactions
Challenge Capital Management Limited	Investment banking and asset management	September 2014 to present	Managing Director, responsible for the overall management of the company

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### Disclosure required under Rule 13.51(2) of the Listing Rules

Mr. Choi and Mr. Derek Choi, our executive Directors, and Mr. Lewis Chan, our non-executive Director, were also the directors of the following companies which were incorporated in Hong Kong and were dissolved (other than by a member’s voluntary winding-up). The relevant details are as follows:

Name of Director	Company name	Date of dissolution	Details
Mr. Choi Hung Nang Mr. Choi Hon Ting, Derek	China Media Limited (華夏傳媒有限公司) (“China Media”)	1 December 1998	China Media was a joint venture company primarily engaged in publishing magazines. Due to the breaking down of the joint venture relationship, Mr. Choi and Mr. Derek Choi resigned as directors of China Media on 1 August 1995. Within 12 months after ceasing to act as the directors of China Media, the company commenced creditor’s voluntary winding up proceedings on 10 August 1995. The net liabilities of China Media were HK\$32,595,121.16 at the date of commencement of winding up. As a result of the proceedings, China Media was dissolved on 1 December 1998.
Mr. Lewis Chan	How to HK Limited	25 November 2011	How to HK Limited, which was incorporated in Hong Kong and was dissolved by striking off on 25 November 2011 under section 291 of the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong). How to HK Limited was inactive and had never commenced business.

Each of Mr. Choi, Mr. Derek Choi and Mr. Lewis Chan confirms that the dissolution of the companies mentioned in which he was a director had not resulted in any liability or obligation imposed against him.

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Mr. Choi, Ms. Glendy Choi and Mr. Derek Choi, our executive Directors, were also the directors or legal representatives of the following companies which were incorporated in the PRC and had their business licences revoked. The relevant details are as follows:

Name of Director	Company name	Date of revocation	Reasons for revocation
Mr. Choi Hung Nang (legal representative)	Haikou Yinghua Decoration Engineering Co., Ltd* (海口市英華裝飾工程有限公司) (“Haikou Yinghua”)	15 December 2003	Haikou Yinghua was a sino-foreign cooperative joint venture company between Balama Engineering and Haikou Xiuying Real Estate Development Company* (海口市秀英房地產開發公司). The principal business of Haikou Yinghua was performing certain construction and interior design works. Due to the breaking down of the relationship with Haikou Xiuying Real Estate Development Company, Haikou Yinghua failed to attend annual examination and its business licence was revoked.
Mr. Choi Hung Nang (legal representative and director)	Wuhan Kaichuang Test Device Co., Ltd* (武漢開創測試設備有限公司) (“Wuhan Kaichuang”)	19 May 2002	Wuhan Kaichuang was a sino-foreign equity joint venture company between Balama Engineering and Wuhan Sida Electronic Systems Engineering Company* (武漢思達電氣系統工程公司). The principal business of Wuhan Kaichuang was developing and testing of certain electronic and technological systems. Due to the breaking down of the relationship with Wuhan Sida Electronic Systems Engineering Company, Wuhan Kaichuang failed to attend annual examination and its business licence was revoked.
Mr. Choi Hung Nang (legal representative and director) Ms. Choi Kwan Li, Glendy (director) Mr. Choi Hon Ting, Derek (director)	C&C Technology (Shenzhen) Co., Ltd. (希希科技(深圳)有限公司) (“C&C Technology”)	8 February 2002	C&C Technology was a wholly foreign-owned enterprise. The principal business of C&C Technology was research and development of electrical system equipment and software. C&C Technology failed to attend the annual examination since 1999 due to operational difficulties and its business licence was revoked.

According to the relevant laws and regulations in the PRC, a legal representative of a company whose business licence has been revoked is personally responsible for such revocation and should not be appointed as a director, supervisor or senior management of any company in the PRC for a period of three years from the date of revocation of the business licence.

Each of Mr. Choi, Ms. Glendy Choi and Mr. Derek Choi confirms that, save for the restrictions set out above, the revocation of the relevant business licences had not resulted in any restriction, liability or penalty imposed against him/her. Our PRC Legal Adviser has advised that the appointments of Mr. Choi, Ms. Glendy Choi and Mr. Derek Choi as directors of Langfang D&G are not in violation of any PRC laws and regulations.

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Save as disclosed above, there is no other information relating to our Directors that needs to be disclosed under the requirements under Rule 13.51(2) of the Listing Rules.

Save as disclosed above, none of our Directors:

- (i) held any other positions in our Company or other members of our Group as at the Latest Practicable Date;
- (ii) had any other relationship with any Directors, senior management or Substantial Shareholders or Controlling Shareholders of our Company as at the Latest Practicable Date; and
- (iii) held any other directorships in listed public companies in the three years prior to the Latest Practicable Date.

Except for such interests of the executive Directors in the Shares which are disclosed in “Substantial Shareholders” and “Statutory and General Information – Further information about our Directors – 12. Disclosure of interests” in Appendix IV to this documents, none of our Directors has any interest in the Shares within the meaning of Part XV of the SFO or is a director or an employee of a company which has an interest or short position in the Shares and underlying Shares of our Company.

Each of our Directors has confirmed that none of them is engaged in, or interested in any business (other than our Group) which, directly or indirectly, competes or may compete with our business.

Save as disclosed above, to the best of the knowledge, information and belief of our Directors after having made all reasonable enquiries, there was no other matter with respect to the appointment of our Directors that needs to be brought to the attention of our Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

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### SENIOR MANAGEMENT

The following table sets forth certain information with respect of our senior management (other than those of our executive Directors):

Name	Age	Position	Date of first joining our Group	Main roles and responsibilities
Mr. To Kwong Yeung (杜光揚)	36	Chief financial officer and company secretary	2 January 2015	Overseeing the financial planning and management, internal control, investor relations and company secretarial matters of our Group
Mr. Zhao Xiongzi (趙雄志)	53	Chief technology officer	15 February 2012	Overseeing technical and product research and development

### Senior Management

**Mr. To Kwong Yeung (杜光揚)**, aged 36 is our chief financial officer and company secretary. Mr. To graduated from the University of Hong Kong in November 2000 with a bachelor of business administration in accounting and finance. Mr. To is a fellow of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Group in January 2015, Mr. To worked in various positions, including senior manager, in the assurance and advisory business services department at Ernst & Young from 2000 to 2009. Mr. To has over 14 years of experience in the field of finance and accounting.

Other major work experience of Mr. To includes:

Name of entity	Principal business activities	Period of service	Position and major responsibilities
Boer Power Holdings Limited (HK stock code: 1685)	Design, manufacture and sale of electrical distribution equipment, and provision of electrical distribution systems solution services in the PRC	November 2009 to November 2011	Chief financial officer and company secretary, responsible for financial reporting, financial management, investor relations and company secretarial matters
Evergreen International Holdings Limited (HK stock code: 238)	Trading of menswear clothing and clothing accessories in the PRC	December 2011 to December 2014	Chief financial officer, responsible for financial reporting, financial management and investor relations



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**Mr. Zhao Xiong Zhi (趙雄志)**, aged 53 is our chief technology officer. Mr. Zhao graduated from the Shaanxi Radio and TV University (陝西省廣播電視大學) in August 1983. Mr. Zhao completed his training in mechanical coating techniques conducted by the Ministry of Machinery Industry (機械工業部) in December 1984. In 1994, Mr. Zhao completed the Parker Plant Technical Training Programme and in 2003, Mr. Zhao was approved by the Appraising and Approving Committee for Professional & Technical Competence as a senior engineer. Mr. Zhao joined our Group in February 2012 as the chief engineer and deputy director of the Technology R&D Centre.

Other major work experience of Mr. Zhao includes:

<u>Name of entity</u>	<u>Principal business activities</u>	<u>Period of service</u>	<u>Position and major responsibilities</u>
Ministry of Transport Xian Road Construction Machinery Co., Ltd.* (交通部西安築路機械有限公司)	Road construction and maintenance	April 1986 to April 2004	Deputy Director of the Research and Development Centre, responsible for the development and design of road construction machinery
Shandong Hongda Construction Machinery Group Co., Ltd.* (山東鴻達建工集團)	Manufacturing of construction machinery	April 2004 to February 2012	Assistant to the chief executive officer and director of the Asphalt Mixing Institute, responsible for the development, design and sales of road construction machinery

### COMPANY SECRETARY

**Mr. To Kwong Yeung (杜光揚)** is our company secretary. Please refer to the paragraph headed “Senior Management” in this section of the document for a description of his biography.

### BOARD COMMITTEES

Each of the three board committees has written terms of reference. The committees operate in accordance with the terms of reference established by our Board.

#### Audit committee

We have established an audit committee pursuant to a resolution of our Directors passed on [●] 2015. Our audit committee has written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code and Corporate Governance Report (“CG Code”) as set out in Appendix 14 to the Listing Rules. The primary duties of the audit committee of our Company are mainly to make recommendations to our Board on the appointment and dismissal of the external auditor, review the financial statements and information and provide advice in respect of financial reporting and oversee the internal control procedures of our Company. At present, the audit committee consists of four members: all four independent non-executive Directors, being Mr. Law Wang Chak, Waltery, who will serve as chairman of the committee, Mr. Lee Wai Yat, Paco, Mr. Li Zongjin and Mr. Fok Wai Shun, Wilson.

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### Remuneration committee

We have established a remuneration committee pursuant to a resolution of our Directors passed on [●] 2015. Our Company has written terms of reference in compliance with Rule 3.25 of the Listing Rules and the CG Code. The primary functions of the remuneration committee of our Company are to make recommendation to our Board on the overall remuneration policy and the structure relating to all Directors and senior management of our Group, review performance-based remuneration and ensure none of our Directors determine their own remuneration. At present, the remuneration committee consists of three members: one executive Director, being Ms. Glendy Choi and two independent non-executive Directors, being Mr. Fok Wai Shun, Wilson, who will serve as chairman of the committee, and Mr. Law Wang Chak, Waltery.

### Nomination Committee

We have established a nomination committee pursuant to a resolution of our Directors passed on [●] 2015. Our Company has written terms of reference in compliance with the CG Code. The primary functions of the nomination committee of our Company are to review the structure, size and composition (including the skills, knowledge and experience) of our Board at least annually and make recommendation to our Board on any proposed changes to our Board to complement our Company’s corporate strategy; identify individuals suitably qualified as potential board members and select or make recommendations to our Board on the selection of individuals nominated for directorships; to assess the independence of Independent non-executive Directors; and make recommendations to our Board on the appointment or reappointment of Directors and succession planning of Directors, in particular that of our chairman and the chief executive officer. At present, the nomination committee consists of three members: one executive Director, being Mr. Choi, who will serve as chairman of the committee, and two independent non-executive Directors, being Mr. Li Zongjin and Mr. Lee Wai Yat, Paco.

### REMUNERATION POLICY

Our Directors and senior management receive compensation in the form of salaries, discretionary bonuses, contributions to pension schemes, long-term incentives, housing and other allowances and benefits in kind subject to applicable laws, rules and regulations.

The aggregate amount of remuneration including salaries, allowances and benefits in kind which were paid to our Directors for the two years ended 31 December 2012 and 2013 and the nine months ended 30 September 2014 were approximately RMB1.1 million, RMB1.1 million and RMB0.9 million, respectively.

The aggregate amount of remuneration including salaries, allowances and benefits in kind which were paid to our five highest paid individuals (excluding the Directors amongst the five highest paid individuals) for the two years ended 31 December 2012 and 2013 and the nine months ended 30 September 2014 were approximately RMB1.3 million, RMB1.0 million and RMB0.8 million, respectively.

Our Company regularly reviews and determines the remuneration and compensation packages of our Directors and senior management. After Listing, the remuneration committee of our Company will review and determine the remuneration and compensation packages of our

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Directors and senior management with reference to salaries paid by comparable companies, time commitment and responsibilities of our Directors and performance of our Group. Under such arrangement and pursuant to our Directors’ service contracts and letters of appointment referred to in the paragraph headed “Statutory and General Information – Further information about our Directors – 10. Particulars of service contracts” in Appendix IV to this document, the aggregate amount of remuneration including salaries, allowances and benefits in kind payable to our Directors (excluding any discretionary bonuses) for the year ending 31 December 2015 is estimated to be approximately HK\$5.8 million (equivalent to approximately RMB4.6 million).

During the Track Record Period, no remuneration was paid by our Group to, or received by, our Directors or senior management as an inducement to join or upon joining our Group or as a compensation for loss of office. None of our Directors waived any remuneration during the same period.

### SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme pursuant to which selected participants may be granted options to subscribe for shares as incentives or rewards for their service rendered to our Group and any entity in which any member of our Group holds an equity interest. For details of the Share Option Scheme, please refer to the section headed “Statutory and General Information – Other Information – 16. Share Option Scheme” in Appendix IV to this document.

### COMPLIANCE ADVISER

We have appointed Shenyin Wanguo Capital (H.K.) Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, our Company must consult with and, if necessary, seek advice from the compliance adviser 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 but not limited to share issues and share repurchases;
- (iii) where our Company proposes to use the proceeds of the [REDACTED] in a manner different from that detailed in this document or where our business activities, development or results of our Company deviate from any forecast, estimate, or other information in this document; and
- (iv) where the Stock Exchange makes inquiries of our Company regarding unusual movements in the price or trading volume of Shares, the possible development of a false market in its securities, or any other matters as mentioned under Rule 13.10 of the Listing Rules.

The term of appointment of our compliance adviser will commence on the Listing Date and will end on the date of despatch of our annual report in respect of our financial results for the first full financial year commencing after the Listing Date.