
DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS AND SENIOR MANAGEMENT

Our executive Directors and senior management are involved in the day-to-day management of our business. The following table sets forth certain information in respect of our Directors and senior management:

Name	Age	Position	Key Role	Date of joining our Group	Date of appointment as Director or Senior Management	Relationship with other Director(s) and/or Senior Management
Mr. Leong Hing Loong Rudoff (梁興隆)	47	Executive Director and Chairman	Responsible for overall strategic development and management of our Group	28 March 1996	19 January 2015	Spouse of Ms. Chew
Ms. Chew Christina Mooi Chong (周梅莊)	49	Executive Director and Chief Executive Officer	Oversees the operation of projects of our Group	28 March 1996	24 April 2015	Spouse of Mr. Leong
Mr. Shih Steven Chun Ning (施振寧)	51	Executive Director	Responsible for business development of our Group in the PRC	1 October 2011	24 April 2015	N/A
Mr. Tang Hamilton Ty (唐維鐘)	51	Independent Non-Executive Director	Provides independent advice to the Board	[●] 2015	[●] 2015	N/A
Mr. Lee Frank King-ting (李敬天)	58	Independent Non-Executive Director	Provides independent advice to the Board	[●] 2015	[●] 2015	N/A
Mr. Ho Hin Yip (何衍業)	41	Independent Non-Executive Director	Provides independent advice to the Board	[●] 2015	[●] 2015	N/A

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Name	Age	Position	Key Role	Date of joining our Group	Date of appointment as Director or Senior Management	Relationship with other Director(s) and/or Senior Management
Ms. Chan Kin Yee Paula (陳健怡)	42	Associate director	Project management, coordination with different parties and progress monitoring	24 March 1997	17 February 2005	N/A
Ms. Kho Ngai Wah (許藝華)	39	Associate director	Oversees the strategic activities related to interior design of our Group	6 June 2002	17 February 2005	N/A
Mr. Cheng Chun Shing (鄭鎮昇)	40	Company secretary and chief financial officer	Oversees the overall financial management of our Group and company secretarial matters	6 January 2015	2 February 2015	N/A

Executive Directors

Mr. Leong Hing Loong Rudoff (梁興隆), aged 47, was appointed as our Director on 19 January 2015, and was as re-designated as our executive Director on 24 April 2015. Mr. Leong is one of our founders and is primarily responsible for the overall strategic development, management of our Group and managing client relationship. He is also a member of the remuneration committee. Mr. Leong is the chairman of our Group, a Controlling Shareholder and the spouse of Ms. Chew.

Mr. Leong has over 21 years of experience in architectural design, and interior design and fit out with most of such experience gained in Hong Kong. Prior to the establishment of our Group, Mr. Leong had developed his career in architectural practices in both Australia and Hong Kong. Mr. Leong has worked for our Group for over 19 years since the commencement of business of LCL Architects in 1996. Mr. Leong is also a director of each of SBHL, LCL Design, LCL Interior, LCL Construction, LCL China, LCL Ltd., LCL Decoration, LCL Architects and LCL Deco, all being our subsidiaries.

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Mr. Leong obtained a Bachelor’s degree in Architecture from the University of Western Australia in Australia in December 1989. He has been a member of The Hong Kong Institute of Architects, an Overseas Member Level 1 of the Royal Australian Institute of Architects (formerly known as the Australian Institute of Architects) since April 1992 and a registered architect in Hong Kong since January 1992. He was also a Chartered International Member of the Royal Institute of British Architects from 1992 to 2012. He is also currently an authorised person (architects).

Ms. Chew Christina Mooi Chong (周梅莊), aged 49, was appointed as our Director on 24 April 2015, and was re-designated as our executive Director on 24 April 2015. Ms. Chew is one of our founders and is primarily responsible for overseeing the daily operation of our Group, including generating and guiding design concepts, and supervising the sales department of our Group. Ms. Chew is the Chief Executive Officer of our Group, a Controlling Shareholder and the spouse of Mr. Leong.

Ms. Chew has over 21 years of experience in architectural design, and interior design and fit out with most of such experience gained in Hong Kong. Prior to the establishment of our Group, Ms. Chew had developed her career in architectural practices in Australia and Hong Kong. Ms. Chew has worked for our Group for over 19 years since the commencement of business of LCL Architects in 1996. Ms. Chew is also a director each of SBHL, LCL Design, LCL Interior, LCL Construction, LCL China, LCL Ltd., LCL Decoration, LCL Architects and LCL Deco, all being our subsidiaries.

Ms. Chew obtained a Bachelor’s degree in Applied Science (Architecture) and a Bachelor’s degree in Architecture in February 1988 and February 1990 respectively from Curtin University of Technology (Western Australia). She has been a member of The Hong Kong Institute of Architects since June 1994. She has also been an Overseas Member Level 1 of the Royal Australian Institute of Architects (formerly known as the Australian Institute of Architects) since April 1994, a Chartered International Member of the Royal Institute of British Architects since March 1995, a Registered Architect in Hong Kong and an authorised person (architect) in Hong Kong since January 1995.

Mr. Shih Steven Chun Ning (施振寧), aged 51, was appointed as our Director on 24 April 2015, and was re-designated as our executive Director on 24 April 2015. He is mainly responsible for business development for our Group in the PRC, managing client relationship and exploring new business opportunities. He also coordinates drafting services for our Group.

Mr. Shih has over 10 years of banking experience with a number of investment banks in Hong Kong from 1988 to 1999. Mr. Shih left the banking field in 1999, and invested a majority stake in a listed company that was principally engaged in the telephone handset design and manufacturing in July 1999 which was formerly listed on the Stock Exchange and he became the chairman in September 1999. He later disposed of his shareholding interests of that company in 2000. He is currently a director of each of TM Design and SZ Meike, and a shareholder of TM Design. TM Design and SZ Meike are principally engaged in providing design and fit out work for retail shops and a number of commercial offices, and providing drafting services, respectively. For details of such companies please refer to the section headed “Directors and Senior Management — Potential Competing Interests” below. Mr. Shih joined our Group in 2011 to develop our Group’s business in Hong Kong and the PRC and later provided drafting work service to our Group.

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Mr. Shih obtained his Bachelor’s degree in Science from the University of British Columbia in 1986 and his Master’s degree in Business Administration from the same university in 1988.

Independent Non-Executive Directors

Mr. Tang Hamilton Ty (唐維鐘), aged 51, was appointed as our independent non-executive Director on [●] 2015. Mr. Tang is also a chairman of the remuneration committee and a member of the audit committee and nomination committee.

Mr. Tang has over 16 years of experience in investment. He had been employed by Morgan Stanley Asia Limited as an associate in the investment banking department in February 1993. From February 1994 to March 1995, Mr. Tang had been working in the investment banking arm of Morgan Stanley Asia Limited. Since 2000, Mr. Tang has been the Chief Executive Officer of Simon Murray & Company (Hong Kong) Limited, a company engaged in investment, fund management and investment advisory.

Mr. Tang received his Bachelor’s degree in History and Master’s degree in Business Administration from the Harvard University and Harvard Business School, the United States of America in June 1985 and June 1991, respectively. He also obtained and juris doctorate from the Law School of Harvard University in June 1991. He has been a member of New York State Bar Association since 1992. He was a responsible officer of Landmark Asset Management Limited, a corporation which is licensed to carry on Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO) from January 2008 to October 2010. He resumed the role of responsible officer of Landmark Asset Management Limited in May 2012 and has been in the same position since then.

Mr. Lee Frank King-ting (李敬天), aged 58, was appointed as our independent non-executive Director on [●] 2015. Mr. Lee is also a chairman of the nomination committee and a member of the audit committee and remuneration committee.

Mr. Lee has over 12 years of experience in production, design, test, product management and marketing in the specialised industry of digital telecommunication semiconductors/integrated circuits. He joined Tom Lee Music Company Limited as the Director of Marketing in April 1994. He is currently the president and a director of Tom Lee Music Co., Ltd. in Hong Kong as well as a director of Tom Lee Music Foundation Limited.

Mr. Lee graduated from the Faculty of Electrical Engineering at the University of British Columbia in Canada in May 1979. He was previously a member of the Consumer Council, Chairman of the Board of Trustees of the Hong Kong Jockey Club Music and Dance Fund, Member of the Telecommunications (Competition Provisions) Appeal Board and President of the Rotary Club of Kowloon. At present, he is a member of the Advisory Committee on Arts Development, Vice Chairperson of Hong Kong General Chamber of Commerce Retain & Tourism Committee, a member of the Zhejiang Provincial Committee of the Chinese People’s Political Consultative Conference, an appointed member of the Quality Tourism Services Association Governing Council, a member of the council of the Hong Kong Academy for Performing Arts.

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Mr. Ho Hin Yip (何衍業), aged 41, was appointed as our independent non-executive Director on [●] 2015. He is also a chairman of the audit committee.

Mr. Ho has more than 17 years of financial and auditing experience.

Mr. Ho has been the independent non-executive director of PME Group Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 379), since 21 December 2012. He has also been the independent non-executive director of Xinhua News Media Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 309), since 29 December 2014. Mr. Ho is also currently the Financial Controller and Joint Company Secretary of Dukang Distillers Holdings Limited, a Singapore listed company, where he is responsible for the finance and accounting functions, statutory compliance and corporate governance affairs.

He obtained his Bachelor’s degree in Business Administration from the Chinese University of Hong Kong in December 1997 in Hong Kong. He was admitted as an associate of Hong Kong Institute of Certified Public Accountants in October 2000 and is currently practising as a certificate public accountant. He was also admitted as a fellow of the Association of Chartered Certified Accountants in August 2005.

Save as disclosed below in this section and in the section headed “Statutory and General Information” in Appendix IV to this document, each of our Directors has no interests in the Shares within the meaning of Part XV of the SFO and is independent from and is not related to any other Directors, senior management, and substantial shareholders of our Company. Save as disclosed above, as at the Latest Practicable Date each of our Directors has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this document, and has not been involved in any of the events described under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. Save as disclosed below, there are no other matters concerning each of our Directors’ directorship with our Company that need to be brought to the attention of our Shareholders and the Stock Exchange and there are no other matters in connection with each of our Directors’ appointment which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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SENIOR MANAGEMENT

Our senior management comprises all of our executive Directors, our chief financial officer and company secretary, and the following persons. Our senior management is responsible for the day-to-day management of our business. For biographical detail of our Directors who form part of the senior management, please see the sub-section headed “Directors” above.

Ms. Chan Kin Yee Paula (陳健怡), aged 42, joined our Group in 1997 as the office manager and was promoted to project manager and associate director in 2002 and 2005, respectively. Ms. Chan has been in the same position since then. Ms. Chan is responsible for project management, coordination with different parties and progress monitoring.

Ms. Chan obtained her bachelor’s degree in business administration from Royal Melbourne Institute of Technology in August 2002 through distance learning.

Ms. Kho Ngai Wah (許藝華), aged 39, joined our Group in June 2002 as an interior designer. She was then promoted as the associate director in 2005 and has been in the same position till present. Ms. Kho is responsible for overseeing all the strategic activities related to interior design of our Group.

Ms. Kho has 13 years of experience in interior design.

Ms. Kho received the Diploma in Design (Interior) and the Higher Certificate in Design (Interior) from Lee Wai Lee Technical Institute, currently known as the Hong Kong Institute of Vocational Education, in August 1995 and July 1997, respectively.

COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

Mr. Cheng Chun Shing (鄭鎮昇), aged 40, joined our Group in January 2015 and was appointed as our company secretary and chief financial officer in February 2015. Mr. Cheng is primarily responsible for overseeing the overall financial management of our Group and company secretarial matters.

Mr. Cheng has extensive experience in accounting, auditing, and corporate financial management about 17 years. He has over 12 years of audit experience in international accounting firms.

Mr. Cheng obtained his Bachelor of Arts degree in accountancy from the Hong Kong Polytechnic University in November 1997 in Hong Kong. He was admitted as an associate member of the Hong Kong Institute of Certified Public Accountants in January 2001 and was admitted a fellow member in October 2014. He has also been an associate member of the Institute of Chartered Accountants in England and Wales since January 2008.

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Mr. Cheng was also the company secretary and group financial controller of Sustainable Forest Holdings Limited (永保林業控股有限公司) (stock code: 723), a company listed on the Main Board of the Stock Exchange and is principally engaged in the ownership and management of forest plantation trees, the sale of timber logs, and manufacturing of engineered-wood products, during the periods from September 2012 to September 2014 and November 2011 to December 2014, respectively.

None of our senior management has held any directorship in any listed companies in the three years preceding the Latest Practicable Date.

HUMAN RESOURCES

At as the Latest Practicable Date, we had 18 employees who were directly employed by our Group in Hong Kong.

We recruit our employees from the open market and enter into employment contracts with our employees. We offer remuneration packages which we believe to be competitive to our employees, including salaries and bonuses. We provide a defined contribution to the Mandatory Provident Fund as required under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for our eligible employees in Hong Kong.

We incurred staff costs of approximately HK\$9.4 million, HK\$9.2 million, HK\$9.8 million and HK\$5.1 million for each of the three years ended 30 September 2014 and the five months ended 28 February 2015, respectively. We review the performance of our employees semi-annually or annually and use such results in our salary review and promotional appraisal in order to attract and retain talented employees. In order to promote overall efficiency, employee loyalty and retention, we provide our employees with on-job training and promotion prospects.

REMUNERATION OF DIRECTORS

Each of our executive Directors' service contract has a term of three years commencing from the Listing Date and may be terminated by either party by giving not less than three calendar months' notice in writing. Each of our independent non-executive Directors has entered into a letter of appointment with our Company for a period of three years commencing from the Listing Date and may be terminated by either party by giving at least three months' notice.

The salary of each executive Director after each financial year is subject to adjustment as determined by our Company's remuneration committee and approved by a majority of the members of the Board (excluding our Director whose salary is under review).

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The aggregate emoluments paid and benefits in kind granted by our Group to our Directors during the relevant periods in respect of their service provided to our Group are set out below:

	For the year ended			For the five months	
	30 September			ended	
	2012	2013	2014	2014	2015
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
				(Unaudited)	
Fees	—	—	—	—	—
Other emoluments:					
- Salaries, allowance, bonuses and benefits in kind payment expenses	1,880	2,025	4,228	1,649	2,150
- Pension scheme contributions	<u>26</u>	<u>30</u>	<u>33</u>	<u>12</u>	<u>20</u>
	<u>1,906</u>	<u>2,055</u>	<u>4,261</u>	<u>1,661</u>	<u>2,170</u>

Retirement benefit schemes

All of our Group’s employees in Hong Kong have joined a mandatory provident fund scheme (the “MPF Scheme”). The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Schemes Ordinance, Chapter 485 of the Laws of Hong Kong. Our Group has complied with the relevant laws and regulations, and that relevant contributions have been paid by our Group in accordance with the aforesaid laws and regulations.

Share Option Scheme

Our Company has conditionally adopted the Share Option Scheme on [14 July 2015] under which certain selected classes of participants (including, among others, full-time employees) may be granted options to subscribe for the Shares. The principal terms of the Share Option Scheme are summarised in the paragraph headed “Share Option Scheme” in Appendix IV to this document.

BOARD COMMITTEES

Audit Committee

Our Company has established an audit committee 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 the audit committee are to review and consider the application of the financial reporting and internal control principles of our Company, and to maintain an appropriate relationship with our Company’s auditor.

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The audit committee currently consists of three independent non-executive Directors. The members currently are Mr. Ho Hin Yip, Mr. Tang Hamilton Ty and Mr. Lee Frank King-ting. It is currently chaired by Mr. Ho Hin Yip, an independent non-executive Director.

Remuneration Committee

Our Company has established a remuneration committee 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 are to make recommendations to the Board on our Company’s policy and structure for all directors’ and senior management’s remuneration and on the establishment of a formal and transparent procedure for developing such remuneration policy.

The remuneration committee currently comprises two independent non-executive Directors and one executive Director. The members currently are Mr. Tang Hamilton Ty, Mr. Lee Frank King-ting and Mr. Leong Hing Loong Rudoff. It is currently chaired by Mr. Tang Hamilton Ty, who is an independent non-executive Director.

Nomination Committee

Our Company has established a nomination committee in compliance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of the nomination committee are to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement our Company’s corporate strategy.

The nomination committee currently comprises two independent non-executive Directors and one executive Director. The members currently are Mr. Lee Frank King-ting, Mr. Tang Hamilton Ty and Mr. Leong Hing Loong Rudoff. It is currently chaired by Mr. Lee Frank King-ting, who is an independent non-executive Director.

COMPLIANCE ADVISER

Our Company has appointed Ample Capital Limited as our compliance adviser in compliance with Rule 3A.19 of the Listing Rules. The material terms of the compliance adviser’s agreement that our Company entered into with the compliance adviser are as follows:

1. our compliance adviser’s term of appointment shall be for a period commencing on the Listing Date and ending on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date;
2. our Company may terminate the appointment of the compliance adviser by giving reasonable notice to the compliance adviser. Our Company will exercise such right in compliance with Rule 3A.26 of the Listing Rules. The compliance adviser will have the right to terminate its appointment as compliance adviser under certain specific circumstances and upon notification of the reason of its resignation to the Stock Exchange; and

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3. pursuant to Rule 3A.23 of the Listing Rules, the compliance adviser will advise our Company on the following matters:
- (a) before the publication of any regulatory announcement, circular or financial report;
 - (b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
 - (c) where we propose to use the proceeds of the [REDACTED] in a manner different from that detailed in this document or where our business activities, developments or results deviated from any forecast, estimate, or other information in this document; and
 - (d) where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of our listed securities under to Rule 13.10 of the Listing Rules.

POTENTIAL COMPETING INTERESTS

Set out below are interests of our one of our Directors in businesses which may compete with our business for the purpose of Rule 8.10(2) of the Listing Rules as at the Latest Practicable Date.

Name of director	Name of company	Nature of business	Nature of Interests
Mr. Shih	TM Design	Design and fit out work for retail shops and a number of commercial offices	A shareholder holding 50% and a director
	SZ Meike	Providing drafting service	A legal representative and a director

Mr. Shih is the shareholder of TM Design and has a 50% interest in the issued share capital of TM Design. He is a director but he does not take part in the daily operation of TM Design. TM Design mainly engages in the provision of design and fit out work for retail shops and commercial offices. Given that (i) there were no overlapping of customers between our Group and TM Design; (ii) the Directors consider that TM Design does not possess the relevant experience to carry out design and fit out work for residential property projects, in particular for major property developers, the Directors are of the view that there is no actual competing business between our Group and TM Design. TM Design was one of our five largest suppliers for the year ended 30 September 2014 and had entered into an one-off transaction with our Group during the Track Record Period. Should there be any transaction to be entered into between our Group and TM Design after Listing, the requirements regarding connected transactions of the Listing Rules will be complied with.

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Mr. Shih is also the legal representative and director of SZ Meike, which is principally engaged in the provision of drafting service. The approved business scope of SZ Meike includes interior contracting, decoration, fit out work and lay-out design. As confirmed by Mr. Shih, the actual scope of work of SZ Meike does not entail provision of interior contracting, decoration, fit out work. SZ Meike is one of our top five largest suppliers for the year ended 30 September 2014 and the five months ended 28 February 2015.

After Listing, our Directors (including any Director appointed after listing) will continue to disclose details as required under Rule 8.10(2)(a) of the Listing Rules of any such competing interests (including any interests acquired after Listing) in the Company’s annual report, including any change in details previously disclosed in this document or our annual report.