
DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

DIRECTORS

The Board currently consists of five Directors comprising two executive Directors and three independent non-executive Directors.

During the Track Record Period, the management responsibilities of the Group were vested largely with Mr. Luk who was responsible for the overall corporate development, strategic planning, and all management and administrative affairs of the Group and Mr. Yue who was principally responsible for the financial management and corporate advisory function of the Group. After Listing, the Board will continue to have the responsibility and general powers for the management and conduct of the Group's business.

Members of the Board

The following table presents certain information in respect of the Directors.

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of appointment</u>	<u>Principal responsibilities</u>
Mr. LUK Kee Yan Kelvin (陸紀仁) (Note 1)	30	Director Chairman, chief executive officer and executive Director (Note 2)	4 March 2011 26 September 2011	Overall corporate development and strategic planning
Mr. YUE Kwai Wa Ken (余季華)	47	Director Chief financial officer, executive Director, company secretary and compliance officer	18 March 2011 26 September 2011	Overall business development, financial management and corporate advisory
Mr. CHAN Ka Kit (陳家傑)	37	Independent non-executive Director	26 September 2011	Chairman of the audit committee
Mr. LAM Pak Cheong (林栢昌)	44	Independent non-executive Director	26 September 2011	Chairman of the remuneration committee
Mr. NG Simon (伍世榮)	39	Independent non-executive Director	26 September 2011	Chairman of the nomination committee

Notes:

1. As a succession plan of Mr. Luk, Mr. Yue will be the successor of Mr. Luk as the Company's chairman and chief executive officer, and Mr. Jones will be the successor of Mr. Luk as teamhead.

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2. Mr. Luk is the chairman and chief executive officer of the Company. The Corporate Governance Code A.2.1 as set out in Appendix 15 to the GEM Listing Rules stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Board considers that Mr. Luk is the founder of the Group and he leads the overall corporate development, strategic planning and all management and administrative affairs of the Group and has thorough understanding and experience regarding the business operations of the Group and thus enabling him to make appropriate decisions on a timely manner which are in the interests of the Shareholders as a whole. Considering the present size and the scope of business of the Group, there is no imminent need to separate the roles of the chairman and the chief executive officer. However, the Board will continue to review the effectiveness of the corporate governance structure of the Group in order to assess whether separation of the roles of the chairman and the chief executive officer is necessary. In the event that the Group has new branch or significant increase in number of staff or projects, the Board may consider separating the roles of the chairman and the chief executive officer.

Executive Directors

Mr. LUK, Kee Yan Kelvin (陸紀仁), aged 30, was appointed as an executive Director on 4 March 2011 and was appointed as the chairman and chief executive officer of the Company on 26 September 2011. Mr. Luk is the founder of the Group and leads the overall corporate development and strategic planning of the Group. Mr. Luk graduated from the University of California, Los Angeles with a bachelor degree in mathematics (applied science) and minor in East Asian languages in September 2004. He also obtained a postgraduate diploma in professional accounting in the Hong Kong Polytechnic University in October 2008. Mr. Luk has been conducting asset valuations and advisory work in Australia, Canada, Hong Kong, the PRC, United States and several countries in South East Asia for various projects, including natural resources, plant and machinery, intangible assets, toll road, health products and foodstuffs, coal plant, agricultural property assets, financial services, luxurious consumer goods, pharmaceutical and biotechnology, telecommunication, media and information technology, forestry and real estate investment trust for initial public offering, merger and acquisition, liquidation, litigation and annual accounting. He worked initially as a business analyst and was promoted to a senior analyst in BMI Appraisals Limited, a corporate consulting and financial services company in Hong Kong, from 2004 to 2006. After that, he worked as a senior analyst in the valuation and advisory services department of CB Richard Ellis Limited, a valuation and consulting firm, until 2007. Mr. Luk has approximately 9 years of experience in the natural resources valuation and technical advisory and has experience in a wide variety of commodities including coal, copper, gold, iron, oil, silver and tin in Australia, Indonesia, Mongolia, the Philippines, the PRC, and/or the United States, which involves conducting or supervising a team of professionals to conduct (i) the site visits; (ii) various analyses such as geological background, location and exploration history analysis and laboratory test analysis; (iii) financial modeling and draft report; (iv) preparation of responses to enquires from regulatory bodies, clients and other professional parties; and (v) the peer review of the Group's natural resources related projects based on, among others, the peer review checklists stated in the best practice guidelines and the relevant working papers to ensure that all relevant steps required in the preparation of such reports have been completed and that the reports are prepared in compliance with relevant international recognised standards and/or standards under the requirements of the Main Board Listing Rules or the GEM Listing Rules; and participating as a team member in natural resources related valuation projects by performing data analysis, modeling and drafting relevant valuation reports during his previous employments before founding the Group. Mr. Luk jointly signed off (i) as a peer reviewer for seven Natural Resources Valuation Reports; (ii) as a co-author for two Natural Resources Valuation Reports; and (iii) as a peer reviewer or specialist for four natural resources related valuation reports in compliance with VALMIN

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Code. He has been a member of each of the Australasian Institute of Mining and Metallurgy and the Institute of Business Appraiser since November 2012 and August 2008 respectively. Mr. Luk has never acted as a Competent Person or Competent Evaluator as at the Latest Practicable Date.

Mr. Luk has not held any directorship in any public listed company in the past three years. For Mr. Luk's interest in the Shares within the meaning of Part XV of the SFO, please refer to the sub-paragraph headed "Directors" in the paragraph headed "Further information about Directors, Substantial Shareholders and experts" in Appendix IV to this prospectus. Mr. Luk is the sole director and the sole shareholder of Aperto Investments Limited, a Controlling Shareholder. Save as disclosed above, there are no other matters concerning Mr. Luk which is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(a) to 17.50(2)(x) of the GEM Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders and the Stock Exchange in connection with his appointment as a Director.

Mr. YUE, Kwai Wa Ken (余季華), aged 47, joined the Group as a business consultant in September 2009. In January 2011, Mr. Yue was appointed as the chief executive officer of Roma Appraisals, and on 18 March 2011, he was appointed as the executive Director. On 26 September 2011, Mr. Yue was appointed as the chief financial officer, the company secretary and the compliance officer of the Company. In June 2012, Mr. Yue was appointed as the head of valuation department. Mr. Yue is principally responsible for the overall business development, financial management, corporate advisory and valuation function of the Group. Mr. Yue obtained a Diploma of Technology in Financial Management Accounting Option from the British Columbia Institute of Technology in Canada in June 1989. Mr. Yue also obtained a bachelor degree of science in accounting from Upper Iowa University of the United States in March 2005 by attending classes in Hong Kong conducted at its Hong Kong campus. Mr. Yue has been a member of the American Institute of Certificate Public Accountants since October 2005 and a fellow member of the Colorado State Society of Certified Public Accountants since September 2005. Mr. Yue also completed and obtained the Hong Kong Securities Institute Specialist Certificate in corporate finance and Hong Kong Securities Institute Practising Certificate in corporate finance in September 2004. Mr. Yue is a certified public accountant with approximately 19 years experience in accounting, auditing and corporate finance. He worked initially in the field of audit at an international accounting firm between 1993 and 1997. Between 1998 and 2002, he was the head of the finance department, the head of the compliance department, and the marketing executive (institution) of Guoco Capital Limited (formerly Dao Heng Securities Limited). In 2002, he was appointed as a chief financial officer of a company listed on the GEM. After that, he was a director of a private company which principally engaged in the trading of telecommunication products and also responsible for the functions of accounting and finance of such company between 2004 and 2008.

Mr. Yue has been appointed as an independent non-executive director of China Starch Holdings Limited (Stock Code: 3838) since 5 September 2007. Save as disclosed above, Mr. Yue has not held any directorship in any public listed company in the past three years. For Mr. Yue's interest in the Shares within the meaning of Part XV of the SFO, please refer to the sub-paragraph headed "Directors" in the paragraph headed "Further information about Directors, Substantial Shareholders and experts" in Appendix IV to this prospectus. Save as disclosed above, there are no other matters concerning Mr. Yue which is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(a) to 17.50(2)(x) of the GEM Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders and the Stock Exchange in connection with his appointment as a Director.

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Independent non-executive Directors

Mr. CHAN, Ka Kit (陳家傑), aged 38, was appointed as an independent non-executive Director on 26 September 2011. Mr. Chan obtained his bachelor degree of art in accountancy from the City University of Hong Kong in November 1997. He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants since October 2005. Mr. Chan has over 12 years experience in handling various projects with companies in Hong Kong and the PRC, including accounting and taxation as well as setting up and modifying internal control system of group companies. Mr. Chan was the chief financial officer and company secretary of Sparkle Roll Group Limited (Stock Code: 970) from January 2008 to August 2010 and financial controller of North Asia Resources Holdings Limited (Stock Code: 61) from August 2010 to March 2011. For Mr. Chan's interest in Shares within the meaning of Part XV of the SFO, please refer to the sub-paragraph headed "Directors" in the paragraph headed "Further information about Directors, Substantial Shareholders and experts" in Appendix IV to this prospectus. Save as disclosed above, there are no other matters concerning Mr. Chan which is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(a) to 17.50(2)(x) of the GEM Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders and the Stock Exchange in connection with his appointment as a Director.

Mr. LAM, Pak Cheong (林栢昌), aged 44, was appointed as an independent non-executive Director on 26 September 2011. Mr. Lam obtained a master degree of corporate governance from the Hong Kong Polytechnic University in December 2006. Mr. Lam has experience in corporate development, financial management, mergers and acquisitions, corporate governance, and investor relations. He is an associate member of the Hong Kong Institute of Company Secretaries and the Institute of Chartered Secretaries and Administrators since March 2005. Mr. Lam has been appointed as an executive director and chief executive officer of One Media Group Limited (Stock Code: 426) since 1 April 2011. Currently, he is also the head of finance of Media Chinese International Limited (Stock Code: 685). For Mr. Lam's interest in the Shares within the meaning of Part XV of the SFO, please refer to the sub-paragraph headed "Directors" in the paragraph headed "Further information about Directors, Substantial Shareholders and experts" in Appendix IV to this prospectus. Save as disclosed above, there are no other matters concerning Mr. Lam which is required to be disclosed pursuant to any of the requirements under Rules 17.50(2)(a) to 17.50(2)(x) of the GEM Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders and the Stock Exchange in connection with his appointment as a Director.

Mr. NG, Simon (伍世榮), aged 39, was appointed as an independent non-executive Director on 26 September 2011. Mr. Ng obtained his bachelor degree of arts in honours economics from Wilfrid Laurier University in Canada in May 1996 and his master degree of economics from the University of Hong Kong in December 1997. He has over 14 years of experience in corporate finance, capital markets and principal investments in Hong Kong, Taiwan, the PRC and Korea. Mr. Ng has been specialising in mergers and acquisitions and takeovers. He is currently registered with the SFC as a responsible officer in corporate finance advisory accredited to Hooray Capital Limited since July 2010 and dealing in securities accredited to Hooray Securities Limited since March 2011. Mr. Ng was an executive director of CIL Holdings Limited (Stock Code: 479) from April 2010 to December 2012. For Mr. Ng's interest in the Shares within the meaning of Part XV of the SFO, please refer to the sub-paragraph headed "Directors" in the paragraph headed "Further information about Directors, Substantial Shareholders and experts" in Appendix IV to this prospectus. Save as disclosed above, there are no other matters concerning Mr. Ng which is required to be disclosed pursuant to any of the requirements under Rules

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17.50(2)(a) to 17.50(2)(x) of the GEM Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders and the Stock Exchange in connection with his appointment as a Director.

SENIOR MANAGEMENT

Ms. LUK, Yung Yung Claire (陸蓉蓉), aged 34, was a senior consultant to the Group in December 2008 and became the head of marketing department of the Group in February 2011. She obtained a bachelor degree of fine arts from the Hong Kong Academy for Performing Arts in July 2003 and a master degree of business in marketing from the University of Technology, Sydney in March 2010. Ms. Luk has experience in corporate communications and marketing. Prior to joining the Group, she worked as Head of Communications, Asia with one of the world's largest architecture practice in 2010. From 2006 to 2008 she worked as a wardrobe manager in one of the largest theme parks in Hong Kong. She was responsible for corporate image and coordination in major marketing events. In addition, Ms. Luk also gained experiences in marketing, business development and investor relation activities in previous engagements. Ms. Luk is the sister of Mr. Luk.

Ms. KWAN, Nga Chung (關雅頌), aged 26, joined the Group in August 2009. Ms. Kwan is the head of business valuation, a subdivision of the valuation department of the Group. She obtained a bachelor degree of social sciences from the University of Hong Kong in November 2008 and she further obtained a master degree of finance (investment management) from the Hong Kong Polytechnic University in October 2009. Ms. Kwan began her career in the finance industry by joining the Group as an analyst in 2009. She has built up extensive experiences in conducting valuation and consultancy work in Hong Kong, the PRC and other countries worldwide. Since 2010, Ms. Kwan has been in-charge of a number of valuation and advisory tasks for over eighty companies listed on the Stock Exchange for accounting reference, corporate financing and merger and acquisition purposes. In particular, she was involved in valuations related to the natural resources industry, in which she conducted valuations on mines located in the PRC, Mongolia, Brazil, and Indonesia, with different types of minerals including gold, silver, copper, molybdenum, zinc, lead, vanadium, coal, tin, and manganese. In addition, she also conducted business and intangible assets valuations in a wide array of industries including internet, multimedia, fashion and beauty, gambling, sports, pharmaceutical, oil and gas, food and beverage.

Neither Ms. Luk or Ms. Kwan has held any directorship in any public listed company in the past three years.

COMPANY SECRETARY

Mr. Yue was appointed as the company secretary of the Company on 26 September 2011.

REMUNERATION POLICY

The Directors and senior management receive compensation in the form of salaries in relation to the performance of the Group. The staff are also entitled to business referral fee. The Company also reimburses them for expenses which are necessarily and reasonably incurred for the provision of services to the Company or executing their functions in relation to the business operations. The

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Company regularly reviews and determines the remuneration and compensation packages of its employees pursuant to the employment contracts. After the Listing, the Directors and senior management may also receive options to be granted under the Share Option Scheme.

- (a) The Company's policies concerning remuneration of executive Directors are:
 - (i) the amount of remuneration payable to the executive Directors will be determined on a case by case basis depending on the experience, responsibility, workload and the time devoted to the Group by the relevant Director and reviewed by the remuneration committee of the Company;
 - (ii) non-cash benefits may be provided to the Directors under their remuneration package; and
 - (iii) the executive Directors may be granted, at the discretion of the Board, share options under the Share Option Scheme, as part of the remuneration package.
- (b) Save for the Directors' fees, the share options granted under the Pre-IPO Share Option Scheme and the share options which may be granted under the Share Option Scheme, none of the independent non-executive Directors is expected to receive any other remuneration for holding their offices as an independent non-executive Director.

RETIREMENT BENEFIT SCHEME

The Group participates in the mandatory provident fund for its employees in accordance with the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong). The Group has paid the relevant contributions in accordance with the aforesaid laws and regulations.

RELATIONSHIP WITH STAFF

The Group recognises the importance of a good relationship with its employees. The remuneration payable to the employees includes salaries and allowances. The Group provides insurance coverage in respect of work injury to its employees.

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HUMAN RESOURCES

As at the Latest Practicable Date, the Group had 26 employees, all of whom are located in Hong Kong. The following table sets out the number of employees (including the executive Directors) of the Group as at the dates indicated:

	As at 31 March		As at 31 July	As at the Latest Practicable Date
	2011	2012	2012	
Management office	2	2	2	2
Administrative/finance/human resources department	3	3	3	4
Marketing department	1	2	2	2
Technical department	2	7	7	8
Valuation department	6	8	8	10
Total	14	22	22	26

As at the Latest Practicable Date, all employees of management office, technical department and valuation department, and one of the employees of administrative/finance/human resources department comprised the Group's professional team. The Group considers its experienced employees to be a key factor in the business success. During the Track Record Period, the Group had not experienced any significant difficulties in recruiting its employees, and had not experienced any significant staff turnover or labour disputes. The Group believes that its employee relations are satisfactory in general. The Group believes that the management policies, working environment, career prospects and benefits extended to the employees have contributed to employee retention and the building of good employee relations.

BOARD COMMITTEES

Audit committee

The Company established an audit committee pursuant to a resolution of the Directors passed on 26 September 2011 in compliance with Rule 5.28 of the GEM Listing Rules. Written terms of reference in compliance with paragraph C3.3 of the Code on Corporate Governance Practices as set out in Appendix 15 to the GEM Listing Rules has been adopted. The primary duties of the audit committee are mainly to make recommendations to the Board on the appointment and removal of external auditor; review the financial statements and material advice in respect of financial reporting; and oversee internal control procedures of the Group. At present, the audit committee of the Company consists of three members who are Mr. Chan Ka Kit, Mr. Lam Pak Cheong and Mr. Ng Simon, all of whom of independent non-executive Directors. Mr. Chan Ka Kit is the chairman of the audit committee.

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Remuneration committee

The Company established a remuneration committee on 26 September 2011 with written terms of reference in compliance with paragraph B1.1 of the Code on Corporate Governance Practices as set out in Appendix 15 to the GEM Listing Rules. The primary duties of the remuneration committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group; review performance based remuneration; and ensure none of the Directors determine their own remuneration. The remuneration committee consists of four members who are Mr. Chan Ka Kit, Mr. Lam Pak Cheong, Mr. Ng Simon, the three independent non-executive Directors, and Mr. Luk. Mr. Lam Pak Cheong is the chairman of the remuneration committee.

Nomination committee

The Company established a nomination committee on 26 September 2011 with written terms of reference. The primary duties of the nomination committee are to review the structure, size and composition of the Board on a regular basis; identify individuals suitably qualified to become Board members; assess the independence of the three independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors. The nomination committee consists of four members who are Mr. Chan Ka Kit, Mr. Lam Pak Cheong, Mr. Ng Simon, the three independent non-executive Directors, and Mr. Luk. Mr. Ng Simon is the chairman of the nomination committee.

COMPLIANCE ADVISER

In accordance with Rule 6A.19 of the GEM Listing Rules, the Company has appointed Quam Capital to be the Group's compliance adviser. Pursuant to Rule 6A.23 of the GEM Listing Rules, the compliance adviser will advise the Group the following circumstances:

- (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 the Group proposes to use the proceeds of the Placing in a manner different from that detailed in this prospectus or where the Group's business activities, developments or results deviate from any information in this prospectus; and
- (d) where the Stock Exchange makes an inquiry of the Group regarding unusual movements in the price or trading volume of the Shares or any other matters under Rule 17.11 of the GEM Listing Rules.

The term of the engagement will commence on the Listing Date and end on the date on which the Group distributes its annual report as required under Rule 18.03 of the GEM Listing Rules for the second full financial year commencing after the Listing Date.