

Profiles of Directors and Senior Executive

董事及高級行政人員簡介

EXECUTIVE DIRECTORS

Mr. Matthew CHEONG, Veng-va, aged 51, has been an Executive Director and the Chairman of the Company since March 2006. Mr. Cheong is a chartered engineer. He holds a Bachelor Degree of Science from the University of Toronto, Canada, a Master Degree of Science in Automation Systems and Management and a Doctorate Degree of Engineering both from the City University of Hong Kong. He is also a member of The Hong Kong Institution of Engineers, The Royal Institute of Measurement and Control and The British Computer Society. Mr. Cheong is responsible for the general operations of the Company including information technology, corporate communications, human resources and administration. He has over 24 years of experience in the management and operations. Apart from aforesaid directorship, Mr. Cheong did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, Mr. Cheong does not hold any positions with the Company or its subsidiaries and is not connected and has no relationship with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract entered into between the Company and Mr. Cheong. His length of service is specified and governed by the Articles of Association of the Company under which he should not hold office for a continuous period in excess of 3 years, or past the third annual general meeting, following his appointment or re-election as a director, whichever is longer, without submitting himself for re-election at the annual general meeting and he is eligible for re-election as a director pursuant to the Company's Articles of Association. Mr. Cheong is not entitled to any other emoluments for holding office as an Executive Director except for his entitlement of an annual remuneration of HK\$10,000 determined by the remuneration committee of the Company in July 2009 on a nominal basis without reference to the prevailing market condition.

執行董事

昌榮華先生，51歲，自二零零六年三月起為本公司之執行董事及主席。昌先生為特許工程師。彼持有加拿大多倫多大學理學士學位及香港城市大學自動化系統及管理學碩士學位及工程學博士學位。彼並為香港工程師學會、英國皇家特許計量及控制學會及英國電腦學會會員。昌先生負責本公司一般營運事宜，包括資訊科技、企業傳訊、人力資源及行政管理。彼在企業管理及營運方面累積逾二十四年經驗。除上述董事職務外，昌先生於過去三年內在香港或海外並無擔任任何其他上市公眾公司之董事職務。

除上文所披露者外，昌先生並無擔任本公司或其附屬公司任何職位，且與本公司任何董事、高級管理人員或主要或控股股東概無關連。

本公司與昌先生並無訂立任何服務合約。彼之委任期按本公司之組織章程細則規定而特定。據此，在未獲股東週年大會上膺選連任之情況下，彼出任董事職位之持續期間不得超過三年或在彼之任命或重選連任為董事後超逾三次股東週年大會（兩者以較長期為準），而彼按本公司之組織章程細則符合資格候選連任為董事。昌先生除每年享有由本公司薪酬委員會於二零零九年七月非按當時市況而釐定之10,000港元之名義酬金外，並無就擔任執行董事而享有任何其他酬金。

Profiles of Directors and Senior Executive

董事及高級行政人員簡介

EXECUTIVE DIRECTORS (cont'd)

Ms. Teresa POON, Mun-chie, aged 39, has been an Executive Director and the Chief Executive Officer of the Company since March 2006. Ms. Poon holds a Bachelor Degree of Arts in Architectural Studies and a Master Degree of Architecture from The University of Hong Kong. She is a member of The Hong Kong Institute of Architects. Ms. Poon is a registered architect in Hong Kong and an authorised person under the List of Architects of the Building Authority. She has over 14 years of experience in the management and development of property projects. Apart from aforesaid directorship, Ms. Poon did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, Ms. Poon does not hold any positions with the Company or its subsidiaries and is not connected and has no relationship with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract entered into between the Company and Ms. Poon. Her length of service is specified and governed by the Articles of Association of the Company under which she should not hold office for a continuous period in excess of 3 years, or past the third annual general meeting, following her appointment or re-election as a director, whichever is longer, without submitting herself for re-election at the annual general meeting and she is eligible for re-election as a director pursuant to the Company's Articles of Association. Ms. Poon is not entitled to any other emoluments for holding office as an Executive Director except for her entitlement of an annual remuneration of HK\$10,000 determined by the remuneration committee of the Company in July 2009 on a nominal basis without reference to the prevailing market condition.

執行董事 (續)

潘敏慈小姐，39歲，自二零零六年三月起為本公司之執行董事及行政總裁。潘小姐持有香港大學建築學文學士學位及建築系碩士學位。彼為香港建築師學會會員。潘小姐為香港註冊建築師及建築事務監督認可之建築師名單內之認可人士。彼在物業項目管理及發展方面累積逾十四年經驗。除上述董事職務外，潘小姐於過去三年內在香港或海外並無擔任任何其他上市公司之董事職務。

除上文所披露者外，潘小姐並無擔任本公司或其附屬公司任何職位，且與本公司任何董事、高級管理人員或主要或控股股東概無關連。

本公司與潘小姐並無訂立任何服務合約。彼之委任期按本公司之組織章程細則規定而特定。據此，在未獲股東週年大會上膺選連任之情況下，彼出任董事職位之持續期間不得超過三年或在彼之任命或重選連任為董事後超逾三次股東週年大會（兩者以較長期為準），而彼按本公司之組織章程細則符合資格候選連任為董事。潘小姐除每年享有由本公司薪酬委員會於二零零九年七月非按當時市況而釐定之10,000港元之名義酬金外，並無就擔任執行董事而享有任何其他酬金。

Profiles of Directors and Senior Executive

董事及高級行政人員簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LAI, Yun-hung, aged 58, has been an Independent Non-executive Director and a member of the audit committee and remuneration committee of the Company since December 2006. Mr. Lai is a partner of Lai & Wong, Certified Public Accountants. He has over 30 years of working experience in audit and tax advice in audit firms, with exposure in listed and unlisted companies engaging in various industries including banks, financial institutions, manufacturing and trading companies, travel agencies and solicitors' firms. Mr. Lai is an associate member of The Institute of Chartered Accountants in England and Wales, a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and of the Hong Kong Institute of Certified Public Accountants respectively. He is also an independent non-executive director of Lung Cheong International Holdings Limited, whose shares are listed on The Stock Exchange of Hong Kong Limited. Apart from aforesaid directorships, Mr. Lai did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, Mr. Lai does not hold any positions with the Company or its subsidiaries and is not connected and has no relationship with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract entered into between the Company and Mr. Lai. His length of service is specified and governed by the Articles of Association of the Company under which he should not hold office for a continuous period in excess of 3 years, or past the third annual general meeting, following his appointment or re-election as a director, whichever is longer, without submitting himself for re-election at the annual general meeting, and he is eligible for re-election as a director pursuant to the Company's Articles of Association. Mr. Lai is not entitled to any other emoluments for holding office as an Independent Non-executive Director except for his entitlement of an annual remuneration of HK\$180,000 determined by the board of directors of the Company in July 2009 with reference to the prevailing market condition.

獨立非執行董事

賴恩雄先生，58歲，自二零零六年十二月起為本公司之獨立非執行董事、審核委員會及薪酬委員會成員。賴先生為執業會計師行賴恩雄、黃恩敬會計師行之合夥人。彼於核數公司審核及稅務意見工作中累積逾三十年經驗，具有各行各業之上市及非上市公司（包括銀行、金融機構、製造及貿易公司、旅行社及律師行）之工作經驗。賴先生分別為英格蘭及威爾斯特許會計師公會會員、英國特許公認會計師公會資深會員及香港會計師公會資深會員。彼亦為龍昌國際控股有限公司之獨立非執行董事，該公司之股份於香港聯合交易所有限公司上市。除上述董事職務外，賴先生於過去三年內在港或海外並無擔任任何其他上市公眾公司之董事職務。

除上文所披露者外，賴先生並無擔任本公司或其附屬公司任何職位，且與本公司任何董事、高級管理人員或主要或控股股東概無關連。

本公司與賴先生並無訂立任何服務合約。彼之委任期按本公司之組織章程細則規定而特定。據此，在未獲股東週年大會上膺選連任之情況下，彼出任董事職位之持續期間不得超過三年或在彼之任命或重選連任為董事後超逾三次股東週年大會（兩者以較長期為準），而彼按本公司之組織章程細則符合資格候選連任為董事。賴先生除每年享有由本公司董事會於二零零九年七月按當時市況而釐定之180,000港元之酬金外，並無就擔任獨立非執行董事而享有任何其他酬金。

Profiles of Directors and Senior Executive

董事及高級行政人員簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS (cont'd)

Mr. MOK, Hon-sang, aged 61, has been an Independent Non-executive Director and a member of the audit committee of the Company since September 2004 and a member of the remuneration committee of the Company since June 2005. Mr. Mok is the managing director of Cafe Royce Limited. Mr. Mok has engaged in retailing, financing and property investment and development for over 30 years. Apart from aforesaid directorship, Mr. Mok did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed above, Mr. Mok does not hold any positions with the Company or its subsidiaries and is not connected and has no relationship with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract entered into between the Company and Mr. Mok. His length of service is specified and governed by the Articles of Association of the Company under which he should not hold office for a continuous period in excess of 3 years, or past the third annual general meeting, following his appointment or re-election as a director, whichever is longer, without submitting himself for re-election at the annual general meeting, and he is eligible for re-election as a director pursuant to the Company's Articles of Association. Mr. Mok is not entitled to any other emoluments for holding office as an Independent Non-executive Director except for his entitlement of an annual remuneration of HK\$180,000 determined by the board of directors of the Company in July 2009 with reference to the prevailing market condition.

Mr. WONG, Tik-tung, aged 53, has been an Independent Non-executive Director and the chairman of the audit committee of the Company since September 2004 and the chairman of the remuneration committee of the Company since June 2005. Mr. Wong is the executive director, chief financial officer, member of the remuneration committee, company secretary and authorised representative of Wo Kee Hong (Holdings) Limited, whose shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). As from 30th December, 2009, Mr. Wong was appointed as an independent non-executive director, the chairman of the audit committee and the remuneration committee of China Energy Development Holdings Limited, whose shares are listed on the Stock Exchange. Mr. Wong is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and an associate member (practising) of the Hong Kong Institute of Certified Public Accountants. Apart from aforesaid directorships, Mr. Wong did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years.

獨立非執行董事 (續)

莫漢生先生，61歲，自二零零四年九月起為本公司之獨立非執行董事及審核委員會成員，並於二零零五年六月起為本公司之薪酬委員會成員。莫先生為萊斯咖啡有限公司之董事總經理。莫先生從事零售、財務以及物業投資及發展逾三十年。除上述董事職務外，莫先生於過去三年內在香或海外並無擔任任何其他上市公眾公司之董事職務。

除上文所披露者外，莫先生並無擔任本公司或其附屬公司任何職位，且與本公司任何董事、高級管理人員或主要或控股股東概無關連。

本公司與莫先生並無訂立任何服務合約。彼之委任期按本公司之組織章程細則規定而特定。據此，在未獲股東週年大會上膺選連任之情況下，彼出任董事職位之持續期間不得超過三年或在彼之任命或重選連任為董事後超逾三次股東週年大會（兩者以較長期為準），而彼按本公司之組織章程細則符合資格候選連任為董事。莫先生除每年享有由本公司董事會於二零零九年七月按當時市況而釐定之180,000港元之酬金外，並無就擔任獨立非執行董事而享有任何其他酬金。

汪滌東先生，53歲，自二零零四年九月起為本公司之獨立非執行董事及審核委員會主席，並於二零零五年六月起為本公司之薪酬委員會主席。汪先生為和記行（集團）有限公司之執行董事、財務總監、薪酬委員會之成員、公司秘書及授權代表，該公司之股份於香港聯合交易所有限公司（「聯交所」）上市。於二零零九年十二月三十日起，汪先生獲委任為中國能源開發控股有限公司之獨立非執行董事、審核委員會及薪酬委員會之主席，該公司之股份於聯交所上市。汪先生為英國特許公認會計師公會資深會員及香港會計師公會會員（執業）。除上述董事職務外，汪先生於過去三年內在香或海外並無擔任任何其他上市公眾公司之董事職務。

Profiles of Directors and Senior Executive

董事及高級行政人員簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS (cont'd)

Save as disclosed above, Mr. Wong does not hold any positions with the Company or its subsidiaries and is not connected and has no relationship with any directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract entered into between the Company and Mr. Wong. His length of service is specified and governed by the Articles of Association of the Company under which he should not hold office for a continuous period in excess of 3 years, or past the third annual general meeting, following his appointment or re-election as a director, whichever is longer, without submitting himself for re-election at the annual general meeting, and he is eligible for re-election as a director pursuant to the Company's Articles of Association. Mr. Wong is not entitled to any other emoluments for holding office as an Independent Non-executive Director except for his entitlement of an annual remuneration of HK\$180,000 determined by the board of directors of the Company in July 2009 with reference to the prevailing market condition.

SENIOR EXECUTIVE

Mr. LAM, Kwong-wai, aged 54, joined the Company in 2000 and is the Group Financial Controller and Company Secretary of the Company, Chinese Estates Holdings Limited (the holding company of the Company) and G-Prop (Holdings) Limited (a fellow subsidiary of the Company). Mr. Lam is a Hong Kong Certified Public Accountant (Practising) and holds a Master Degree in Business Administration from the University of Warwick, United Kingdom. He also acts as a director for all subsidiaries of the Company. Mr. Lam has over 32 years of experience in auditing, finance and accounting.

DISCLOSURE OF CHANGE OF INFORMATION OF DIRECTORS UNDER RULES 13.51(2) AND 13.51B(1) OF THE LISTING RULES

Mr. Wong, Tik-tung, an Independent Non-executive Director of the Company, was appointed as the company secretary and authorised representative of Wo Kee Hong (Holdings) Limited ("Wo Kee Hong") on 17th October, 2009. As from 30th December, 2009, Mr. Wong was also appointed as an independent non-executive director, the chairman of the audit committee and the remuneration committee of China Energy Development Holdings Limited ("China Energy"). Both Wo Kee Hong and China Energy are listed companies in Hong Kong.

Save as those changes mentioned in the Profiles of Directors, there is no change of information of each director that is required to be disclosed under Rules 13.51(2) and 13.51B(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, since publication of the 2009 interim report of the Company.

獨立非執行董事（續）

除上文所披露者外，汪先生並無擔任本公司或其附屬公司任何職位，且與本公司任何董事、高級管理人員或主要或控股股東概無關連。

本公司與汪先生並無訂立任何服務合約。彼之委任期按本公司之組織章程細則規定而特定。據此，在未獲股東週年大會上膺選連任之情況下，彼出任董事職位之持續期間不得超過三年或在彼之任命或重選連任為董事後超逾三次股東週年大會（兩者以較長期為準），而彼按本公司之組織章程細則符合資格候選連任為董事。汪先生除每年享有由本公司董事會於二零零九年七月按當時市況而釐定之180,000港元之酬金外，並無就擔任獨立非執行董事而享有任何其他酬金。

高級行政人員

林光蔚先生，54歲，於二零零零年加入本公司，現任本公司、Chinese Estates Holdings Limited（本公司之母公司）及金匡企業有限公司（本公司之同系附屬公司）之集團財務總監及公司秘書。林先生為香港公認會計師（執業），持有英國華威大學工商管理碩士學位。彼亦擔任本公司所有附屬公司之董事。林先生在核數、財務及會計方面累積逾三十二年經驗。

按上市規則第13.51(2)及第 13.51B(1)條規定就董事資料變動之披露

汪滌東先生，本公司之獨立非執行董事，於二零零九年十月十七日起獲委任為和記行（集團）有限公司（「和記行」）之公司秘書及授權代表。於二零零九年十二月三十日起，汪先生亦獲委任為中國能源開發控股有限公司（「中國能源」）之獨立非執行董事、審核委員會及薪酬委員會之主席。和記行及中國能源皆為香港之上市公司。

除「董事簡介」內提及之變動外，自刊發本公司二零零九年中報告書以來，概無按香港聯合交易所有限公司證券上市規則第13.51(2)及第13.51B(1)條規定而需披露每位董事資料之變動。