
DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Our Board consists of nine members, three of which are independent non-executive Directors. The table below shows certain information in respect of our Directors:

Name	Age	Position	Date of appointment	Responsibilities
Ren Guozun (任國尊) (also known as Ren Wen (任文))	38	Chairlady and executive Director	March 21, 2012	Overseeing our Group's overall management and strategy
Sheng Jie (盛杰)	37	Executive Director	March 21, 2012	Coordination of our Board's affair and legal matters
Zhang Han (張哈)	35	Executive Director	June 14, 2013	Our Group's sales and marketing operations and customer management
Jin Haitao (靳海濤)	59	Non-executive Director	June 14, 2013	Our Group's compliance, corporate governance, development and business strategies
Wang Shihong (王世宏)	80	Non-executive Director	June 14, 2013	Our Group's compliance, corporate governance, development and business strategies
Xu Jiongwei (徐炯燁)	38	Non-executive Director	June 14, 2013	Our Group's compliance, corporate governance, development and business strategies
Wei Kevin Cheng (蔚成)	45	Independent non-executive Director	June 14, 2013	Our Group's compliance, corporate governance, development and business strategies
Ip Kwok On Sammy (葉國安)	50	Independent non-executive Director	June 14, 2013	Our Group's compliance, corporate governance, development and business strategies
Jin Guoqiang (金國強)	68	Independent non-executive Director	June 14, 2013	Our Group's compliance, corporate governance, development and business strategies

Executive Directors

Ms. Ren Guozun (任國尊), also known as Ren Wen (任文), aged 38, was appointed the chairlady of the Board and an executive Director on March 21, 2012. Ms. Ren is the founder of our Group and also serves as our president. She has also served as the general manager and president of Beijing Wisdom Media since its establishment. She is responsible for overseeing our Group's overall management and strategy.

In 2001, Ms. Ren founded 北京智美奧成廣告有限公司 (Beijing ZMAC Advertising Co., Ltd.*) ("ZMAC") and served as general manager. Ms. Ren has dedicated to the automobile-related marketing communications and media industry in the PRC since the beginning of her entrepreneurship in 2001 and has

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more than 12 years of experience. Under the leadership of Ms. Ren, the Ultimate One Litre Challenge (全國一升油極限挑戰賽) was organized in 2000 and ZMAC organized events such as National Driving Skills Challenge (全國萬里駕駛技能挑戰賽) in 2001, Commemoration of the 50th Anniversary of Chinese Automobile Industry (中國汽車工業50周年慶典) in 2003, Summit Forum for the Commemoration of the 50th Anniversary of Chinese Automobile Industry (紀念中國汽車工業五十周年高峰論壇) in 2003, Film Breakthrough for the Commemoration of the 50th Anniversary of Chinese Automobile Industry (紀念汽車工業五十周年大型專題片突破) in 2003. Ms. Ren founded the “Highway for Famous Automobiles (名車高速路)” series in 2003. ZMAC also organized the Special Report on International Automobile Exhibition (車展特別報道), Automobile of the Year (年度汽車評選), and National Urban Automobile Fuel Efficiency Extreme Challenge (全國城市汽車節油挑戰賽). She was also the person-in-charge for events such as the Auto Starlight & Green Fashion (車影星光綠色風尚祝福奧運環保公益活動) in 2008. Ms. Ren was a member of the judge panel of the Effie Media Award in 2011 and the executive vice president of nomination committee of the 3rd Forum on Film Editing & Development of Chinese Cinema cum Person of the Cinema Award 2012 (第三屆中國電影發展論壇暨2012電影推動力論壇). Ms. Ren was named “one of the top 100 women of Brand China (品牌中國)” in 2008. Ms. Ren obtained a diploma in journalism from the Beijing Broadcasting Institute (北京廣播學院) (now the Communication University of China (中國傳媒大學)) in January 2000.

Ms. Ren has not been a director of any publicly listed company during the three years preceding the date of this prospectus.

Mr. Sheng Jie (盛杰), aged 37, was appointed an executive Director on March 21, 2012. Mr. Sheng is one of the co-founders of our Group, and has been the vice president of our Group since October 2009. He is responsible for the coordination of our Board’s affairs and overseeing our Group’s legal matters. Mr. Sheng joined ZMAC in April 2002, and served as deputy general manager. After the establishment of Beijing Wisdom Media, he served as general executive manager from January 2007 to September 2009. Mr. Sheng has over 10 years of experience in the marketing communications industry. Mr. Sheng obtained a bachelor’s degree in English language from Shandong University (山東大學) in July 1998 and obtained a diploma in business management from the University of International Business and Economics (對外經濟貿易大學) in July 2009.

Mr. Sheng has not been a director of any publicly listed company during the three years preceding the date of this prospectus.

Mr. Zhang Han (張晗), aged 35, was appointed an executive Director on June 14, 2013. Mr. Zhang is one of the co-founders of our Group and has been the vice president of our Group since October 2009. He is responsible for our Group’s sales and marketing operations and customer management. He served as deputy general manager of ZMAC from August 2003 to December 2006, and deputy general manager of Beijing Wisdom Media from January 2007 to September 2009. Mr. Zhang has over 9 years of experience in the marketing communications industry. Mr. Zhang obtained a diploma in law from Shaanxi Administrative Cadre Institute of Politics and Law (陝西省政法管理幹部學院) (now known as Shaanxi Police Officer Training College (陝西警官學院)) in July 1999 and obtained a diploma in journalism and communication from the Renmin University of China (中國人民大學) in July 2009.

Mr. Zhang has not been a director of any publicly listed company during the three years preceding the date of this prospectus.

Non-executive Directors

Mr. Jin Haitao (靳海濤), aged 59, was appointed a non-executive Director on June 14, 2013. He has been the chairman of Shenzhen Capital Group Co., Ltd (深圳創新投資集團有限公司) since 2004. He is currently a member of the Shenzhen CPPCC, co-president of the Special Committee on Venture Capital Investment of the Investment Association of China (中國投資協會創業投資專門委員會). Mr. Jin served as president of Shenzhen Venture Capital Association (深圳創業投資同業公會) in 2007, president of Shenzhen

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Private Equity Association (深圳私募基金協會) in 2011, specialist in Shenzhen Science and Technology Committee (深圳科技專家委員會) in 2011.

Mr. Jin was recognized as “one of the top ten persons in Chinese Economy in 2009” by CCTV (2009 CCTV中國經濟十大年度人物), the winner of “Excellent Venture Capitalist” in 2011 (2011年優秀創業投資家) at the China Venture Capital Forum, the winner of “China Best Venture Capitalist Pioneer Award” (中國最佳創投人物先鋒獎) in 2011 by the Securities Times, and “China’s Top Venture Capitalists” elected by Forbes in 2011. Mr. Jin obtained a master’s degree of engineering from Huazhong University of Science and Technology (華中理工大學) (now Huazhong University of Science and Technology (華中科技大學)) in December 1996.

Mr. Jin has been a director of Shenzhen Terca Technology Co., Ltd (深圳市特爾佳科技股份有限公司) (Shenzhen Stock Exchange stock code: 002213) since December 2006, a director of JinkoSolar Holding Co., Ltd. (New York Stock Exchange stock code: JKS) since September 2008, a director and the vice chairman of Dongguan Kingsun Optoelectronics Co., Ltd (東莞勤上光電股份有限公司) (Shenzhen Stock Exchange stock code: 002638) since December 2010, and an independent non-executive director of CNC Holdings Limited (formerly known as Tsun Yip Holdings Limited) (Hong Kong Stock Exchange stock code: 08356) since June 2012.

Other than disclosed above, Mr. Jin has not been a director of any publicly listed company during the three years preceding the date of this prospectus.

Mr. Wang Shihong (王世宏), aged 80, was appointed a non-executive Director on June 14, 2013. Mr. Wang has been the honorary chairman of Hwabao Trust Co., Ltd. (華寶信託公司) since July 2002 and the honorary president of China Trustee Association (中國信託業協會) since October 2005. Mr. Wang served as the general manager and director of Shanghai Bao Steel Group Finance Company Limited (上海寶鋼集團財務公司) from September 1992 to December 1998.

Mr. Wang has not been a director of any publicly listed company during the three years preceding the date of this prospectus.

Mr. Xu Jiongwei (徐炯燁), aged 38, was appointed a non-executive Director on June 14, 2013. Prior to joining our Group, Mr. Xu held various positions in China Securities Co., Ltd (中信建投證券股份有限公司), including assistant to general manager from January 2007 to January 2009, investment banking controller and executive director of the investment banking division from February 2009 to January 2011 and subsequently managing director, responsible for the investment banking business since February 2011. Mr. Xu graduated from Fudan University (復旦大學) with a bachelor’s degree in accounting in July 1997.

Mr. Xu has not been a director of any publicly listed company during the three years preceding the date of this prospectus.

Independent non-executive Directors

Mr. Wei Kevin Cheng (蔚成), aged 45, was appointed an independent non-executive Director on June 14, 2013. Mr. Wei has served as the chief financial officer and an executive director of IFM Investments Limited (stock code: CTC), a NYSE listed real estate services company, since December 2007 and November 2008, respectively and an independent non-executive director and chairman of the audit committee of Tibet 5100 Water Resources Holdings Ltd. (stock code: 1115), a HKEx-listed company, since March 2011. From July 2006 to October 2007, Mr. Wei served as the chief financial officer of Solarfun Power Holdings Co., Limited (i.e. Hanwha Solar One Co., Ltd. stock code: HOSL), a NASDAQ listed solar company. From 1999 to 2005, Mr. Wei worked in the internal audit and risk management functions with Asia Pacific regional or global coverage for multinational companies including LG Philips Displays International Ltd. headquartered in Hong Kong in 2003. From 1991 to 1999, Mr. Wei worked with KPMG

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LLP and Deloitte Touche LLP in various audit and consulting roles between United States of America and China. Mr. Wei obtained his Bachelor's degree (cum laude) with a double major in accounting and business administration from Central Washington University in June 1991. He is also a member of American Institute of Certified Public Accountant.

Other than disclosed above, Mr. Wei has not been a director of any publicly listed company during the three years preceding the date of this prospectus.

Mr. Ip Kwok On Sammy (葉國安), aged 50, was appointed an independent non-executive Director on June 14, 2013. Mr. Ip is the administrative director of Westpac LED Lighting, Inc and chief executive officer of Global Link Distribution, Inc. He is also the honored chairman of Hong Kong Small and Medium Enterprises Alliance Association, a member of the Chinese People's Political Consultative Conference of Guiping, Guangxi Province, PRC, a member of International Dark Sky Association and a member of Illuminating Engineering Society. Mr. Ip obtained his MBA from University of Wales, Newport in 2004.

Mr. Ip has not been a director of any publicly listed company during the three years preceding the date of this prospectus.

Mr. Jin Guoqiang (金國強), aged 68, was appointed an independent non-executive Director on June 14, 2013. Mr. Jin has been an independent non-executive director of Beijing Wisdom Media since April 2011. Mr. Jin has been executive vice president and secretary general of the Television Branch of the China Advertising Association (中國廣告協會電視分會) since 2001. Before that, Mr. Jin served as deputy editor-in-chief of the Shaanxi Television Channel (陝西電視台) from 1992 to June 2001. Mr. Jin was appointed an advisor to the Cross Media Institute (泛媒體分賬研究院) in 2011. He has also been an executive officer of the Association of China Commercial Enterprise Management (中國商業企業管理協會市場營銷分會) and a member of its expert committee since December 2009. Mr. Jin was a member of the adjudication panel of the 2010 China Advertising Great-Wall Awards for Advertisers (2010年廣告主長城獎), and a member of the expert's commission of the 17th China International Advertising Festival (中國國際廣告節) in 2010.

Mr. Jin has not been a director of any publicly listed company during the three years preceding the date of this prospectus.

SENIOR MANAGEMENT

Ms. Ren Guozun (任國尊), our chairlady, executive Director and president. For Ms. Ren's biography, please refer to the subsection headed "Directors" above.

Mr. Sheng Jie (盛杰), our executive Director and vice president. For Mr. Sheng's biography, please refer to the subsection headed "Directors" above.

Mr. Zhang Han (張晗), our executive Director and vice president. For Mr. Zhang's biography, please refer to the subsection headed "Directors" above.

Mr. Dominic Leung Oi Kin (梁愷健), aged 38, joined our Group in June 2012. He serves as our chief financial officer and is responsible for financial management of our Group. Mr. Leung is a professional accountant and a member of the CPA Australia. He has more than 15 years of experience in accounting and financial management. Before joining our Group, Mr. Leung worked in PricewaterhouseCoopers as an auditor. From December 2003 to May 2010, Mr. Leung was the financial controller of Jabil Circuit (Shanghai) Company Ltd., a wholly-owned subsidiary of Jabil Circuit, Inc. (NYSE listed stock code: JBL). From November 2010 to May 2012, Mr. Leung was the group financial controller of China NT Pharma Group Company Limited (stock code: 1011), a company listed on the Hong Kong Stock Exchange. Mr. Leung graduated from the University of Adelaide, South Australia in April 1997 with a bachelor's degree in commerce.

Mr. Leung has not been a director of any publicly listed company during the three years preceding the date of this prospectus.

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COMPANY SECRETARY

Mr. Dominic Leung Oi Kin has been appointed as our Company Secretary. Please refer to the paragraph headed “Senior Management” above for a biography of Mr. Leung.

MANAGEMENT PRESENCE IN HONG KONG

Rule 8.12 of the Listing Rules requires that a new applicant applying for a primary listing on the Stock Exchange must have a sufficient management presence in Hong Kong. This normally means that at least two of its executive directors must be ordinarily resident in Hong Kong. Since the principal business operations of our Group are primarily located in the PRC, the senior management members of our Group are and will therefore continue to be based in the PRC. At present, none of our executive Directors are ordinarily resident in Hong Kong. We have applied to the Stock Exchange for, and obtained, a waiver from the strict compliance with the requirement under Rule 8.12. For details of the waiver, please see the paragraph headed “Waiver from Strict Compliance with Rule 8.12 of the Listing Rules” under the section headed “Waiver from Strict Compliance with the Listing Rules” in this prospectus.

AUDIT COMMITTEE

We established an audit committee on June 14, 2013 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Audit Committee are to assist our Board to provide an independent review of the effectiveness of the financial reporting process, internal control and risk management system of our Group, to oversee the audit process and to perform other duties and responsibilities as assigned by our Board. The Audit Committee consists of Mr. Wei Kevin Cheng (chairperson), Mr. Jin Guoqiang and Mr. Wang Shihong.

REMUNERATION COMMITTEE

We established a remuneration committee on June 14, 2013 with written terms of reference in compliance with paragraph B1 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Remuneration Committee include (but without limitation): (i) making recommendations to our Directors on our policy and structure for all remuneration of our Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (ii) determining the terms of the specific remuneration package of each executive Director and senior management; (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by our Directors from time to time; and (iv) considering and approving the grant of share options to eligible participants pursuant to the Share Option Scheme. The Remuneration Committee consists of Mr. Jin Guoqiang (chairperson), Mr. Wei Kevin Cheng and Mr. Sheng Jie.

NOMINATION COMMITTEE

We established a nomination committee on June 14, 2013 with written terms of reference in compliance with paragraph A4.4 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Nomination Committee include, without limitation, reviewing the structure, size and composition of the Board, assessing the independence of independent non-executive Directors and making recommendation to the Board on matters relating to the appointment of Directors. The Nomination Committee consists of Ms. Ren Guozun (chairperson), Mr. Ip Kwok On Sammy and Mr. Jin Guoqiang.

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DIRECTORS' REMUNERATION

Each of the executive Directors has entered into a service agreement with us commencing from June 14, 2013 for a maximum period of three years respectively which may be terminated by either party by serving on the other party a prior written notice of not less than a month expiring not earlier than the end of the first financial year after the Listing Date. Under the service agreements, the executive Directors are entitled to an aggregate annual basic salary of approximately RMB1,458,000 (or its equivalent in other currencies). Each of the executive Directors is also entitled to a discretionary bonus as determined by the Remuneration Committee by reference to the performance of our Group. Particulars of the terms of the above service contracts are set out in the paragraph headed "Particulars of service agreements" in Appendix IV to this prospectus.

The aggregate amount of fees, salaries, bonuses, housing allowances, other allowances, benefits in kind and contributions to pension schemes paid to our Directors by us in respect of the three years ended December 31, 2012 were approximately RMB0.9 million, RMB1.2 million and RMB1.6 million, respectively.

In respect of the three years ended December 31, 2012, no remuneration was paid to our Directors as an inducement to join or upon joining our Group. No compensation was paid to, or receivable by, our Directors or past Directors for each of the three years for the loss of office as director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. None of our Directors waived any emoluments for each of the last three years.

Under the arrangements currently in force, the aggregate amount of remuneration (excluding any discretionary bonus which may be paid) payable by our Group to our Directors for the year ending December 31, 2013 will be approximately RMB1,710,084.

The five highest paid individuals of our Group included three Directors for the three years ended December 31, 2012 who have been included in the aggregate amount of fees, salaries, bonuses, housing allowances, other allowances, benefits in kind and contributions to pension schemes of our Directors above. Excluding such Directors, the aggregate amount of fees, salaries, bonuses, housing allowances, other allowances, benefits in kind and contributions to pension schemes to the remaining two individuals by our Group in respect of the three years ended December 31, 2012 were approximately RMB0.5 million, RMB0.7 million and RMB1.0 million respectively.

In respect of the three years ended December 31, 2012, no remuneration was paid to the five highest paid individuals of our Group as an inducement to join or upon joining our Group. No compensation was paid to or receivable by such individuals for each of the three years for the loss of any office in connection with the management of the affairs of any member of our Group.

Save as disclosed above, no other payments have been paid or are payable in respect of the three years ended December 31, 2012 to our Directors by our Group.

COMPLIANCE ADVISER

We have appointed Somerley Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules to advise us on the following matters in accordance with Rule 3A.23 of the Listing Rules:

1. before the publication of any regulatory announcement, circular or financial report;
2. where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
3. where we propose to use the proceeds of the Listing in a manner different from that detailed in the listing document or where the business activities, developments or results of our Group deviate from any forecast, estimate, or other information in the listing document; and

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4. where the Stock Exchange makes an inquiry of us of unusual movements in the price or trading volume of our listed securities or any other matters in accordance with Rule 13.10 of the Listing Rules.

The appointment is exclusive and shall commence on the Listing Date and end on the date on which we send our financial results as required under Rule 13.46 of the Listing Rules for the first full financial year commencing after the Listing Date.