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## DIRECTORS AND SENIOR MANAGEMENT

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### DIRECTORS

The Board currently consists of nine Directors, comprising three executive Directors, three non-executive Directors and three independent non-executive Directors.

The following table sets forth the names and positions of our Directors:

<u>Name</u>	<u>Position</u>
CHEN Yannan (陳雁南)	Executive Director and Chairman
WU Min (吳敏)	Executive Director and President
MAO Zhuchun (毛竹春)	Executive Director and Chief Financial Officer
ZHUO You (卓有)	Non-Executive Director
ZHANG Cheng (張成)	Non-Executive Director
CAO Jian (曹健)	Non-Executive Director
ZHANG Huaqiao (張化橋)	Independent Non-Executive Director
FENG Ke (馮科)	Independent Non-Executive Director
TSE Yat Hong (謝日康)	Independent Non-Executive Director

### Executive Directors

**Mr. CHEN Yannan (陳雁南)**, aged 63, is the Chairman of our Company and was appointed as an executive Director on 11 November 2011. Mr. Chen is responsible for convening and presiding over the board meetings regularly and making decisions for the key issues of our Company, such as determining the Company's macroscopic development direction, researching into relevant national policies and avoiding the systemic risks in our industry. Mr. Chen joined our Group as an executive director of the PRC Operating Entity on 8 May 2005 and is responsible for overseeing the operations and making the decisions for the key issues of our Group. Throughout the Track Record Period, the PRC Operating Entity has been managed by Mr. Chen. He has also been a director of Wuzhong Jiaye since 2005. Mr. Chen was a director and the Deputy Chairman of the Board of Wuzhong Group from 1992 to 2003, and since 2003, Mr. Chen has been a director of Wuzhong Group, where his responsibilities include attending board meetings regularly and making decisions for the key issues of Wuzhong Group. He was also the General Manager of Wuzhong Group Sales Co., Ltd. (吳中集團銷售公司) from 1997 to 2004. Mr. Chen has approximately 7 years of experience in the short-term financing industry. As at the Latest Practicable Date, Mr. Chen held 10% Shareholding of the Company through BVI Co 3, and held 7.2% and 0.8% of the PRC Operating Entity through Wuzhong Jiaye and Hengyue Consulting, respectively. Mr. Chen graduated from Changshu Advanced Vocational School of Jiangsu Province (江蘇省常熟高等專科學校) majoring in physical chemistry in July 1975. From 11 March 2004 to 16 April 2010, Mr. Chen

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was the Chairman of the Board of Supervisors (監事會) of Jiangsu Wuzhong Industrial Co., Ltd. (江蘇吳中實業股份公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600200) whose primary business is pharmaceutical and real estate and is not in competition with our Group.

**Mr. WU Min (吳敏)**, aged 45, is the President of our Company and was appointed as an executive Director on 17 May 2012. Mr. Wu is responsible for the day-to-day operations and strategic development of our Company. Upon joining our Group in 26 January 2011, Mr. Wu has been the General Manager of the PRC Operating Entity. He possesses approximately 26 years of experience in commercial banking, finance and management. Mr. Wu worked in various positions in the Suzhou branch of the Industrial and Commercial Bank of China from 1985 to 2011, including being the President and Secretary of the Committee of Communist Party of China of the Wuzhong branch between 2005 and 2011. Mr. Wu graduated from Jiangsu Radio and TV University (江蘇廣播電視大學), majoring in finance, in July 1994; from the Party School of the Central Committee of Communist Party of China Correspondence Institute (中共中央黨校函授學院), majoring in executive management, in December 2001 and from the School of Business of Soochow University (蘇州大學商學院) in October 2003, where he completed a postgraduate course in finance. In November 2000, Mr. Wu obtained the Intermediate Economist qualification (中級經濟師任職資格) issued by the Ministry of Personnel of the PRC (中華人民共和國人事部).

**Mr. MAO Zhuchun (毛竹春)**, aged 39, is our chief financial officer and joined our Group when he was appointed as an executive Director. Mr. Mao was appointed as an executive Director on 17 May 2012. Mr. Mao is responsible for the overall financial management and control and accounting of our Company. In July 2003, Mr. Mao became the manager of the Assets Audit Department of Wuzhong Group. From January 2008 to April 2012, he was the chief financial officer of Wuzhong Group, where his responsibilities include overall financial management and control and accounting system of Wuzhong Group and its then subsidiary, the PRC Operating Entity. Prior to joining Wuzhong Group, Mr. Mao was employed as an assistant lecturer at the Economics and Management Department of Jiangnan University from July 1998. Mr. Mao graduated from Shaanxi Institute of Finance and Economics (陝西財經學院) in July 1997 with a bachelor's degree in finance. Mr. Mao passed the examinations for certified public accountants in the PRC and as a professional manager of Shortage of Personnel Training Projects of Suzhou City (蘇州市緊缺人才培訓工程職業經理人崗位資格) in October 2000 and November 2006, respectively. Mr. Mao has been a member of the Chinese Institute of Certified Public Accountants since December 2001.

### Non-executive Directors

**Mr. ZHUO You (卓有)**, aged 44, joined our Group when he was appointed as a non-executive Director on 17 May 2012. Mr. Zhuo is currently the director and Vice President of Wuzhong Group responsible for the strategic investment and overall management of Wuzhong Group. Mr. Zhuo is also Secretary of the Committee of the Communist Party of Wuzhong Group. As at the Latest Practicable Date, Mr. Zhuo held 6% Shareholding of the Company through BVI Co 6, and held 3.6% and 0.4% of the PRC Operating Entity through Wuzhong Jiaye and Hengyue Consulting, respectively. He graduated from Suzhou Vocational University (蘇州市職業大學) in July 1990 where he completed a secretarial course. Mr. Zhuo was a reporter and editor of Suzhou Wuxian Radio Station (蘇州吳縣市廣播電台) from August 1990 to February 1995. Since 1995, he has held various positions including the positions of planning director, manager of the administration and

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management department, office director, assistant general manager and deputy managing director of Wuzhong group and general manager of Suzhou Taihu Construction Investment Company (蘇州太湖建設投資公司), a subsidiary of Wuzhong Group.

**Mr. ZHANG Cheng (張成)**, aged 31, joined our Group when he was appointed as a non-executive Director on 17 May 2012. Mr. Zhang is responsible for the investor relation of our Company. Mr. Zhang graduated from Nanjing University with a bachelor's degree in economics and a master's degree in western economics in June 2002 and June 2005, respectively. Mr. Zhang was the investment manager of the Strategic Investment Department of Wuzhong Group from July 2005 to February 2006. From February 2006 to February 2008, he served as the assistant general manager of Jiangsu Wuzhong Hi-Tech Venture Capital Co., Ltd (江蘇吳中高科創業投資有限公司), a subsidiary of Wuzhong Group, and from February 2008, he became the deputy general manager and from February 2011, he became the general manager of such company. From February 2010, Mr. Zhang also became the deputy general manager of Suzhou Education Investment Company (蘇州教育投資有限公司), a subsidiary of Wuzhong Group, and from February 2011, became the general manager of such company. During his various positions in Wuzhong Group and the two subsidiaries of Wuzhong Group, Mr. Zhang is responsible for the management and development in relation to investment in the bio-pharmaceutical, information technology areas and private education.

**Mr. CAO Jian (曹健)**, aged 36, joined our Group when he was appointed as a non-executive Director on 17 May 2012. From February 2001, Mr. Cao served as the deputy manager, then the manager of the legal department of Wuzhong Group. From 2009 to now, Mr. Cao has been the chief corporation lawyer of Wuzhong Group, where his responsibilities include participating in the due diligence, negotiation and drafting of legal documents for material corporation business activities and the overall management of legal affairs of Wuzhong Group. Mr. Cao graduated from Xuzhou Normal University (徐州師範大學) with a bachelor's degree in law in June 2000 and obtained his qualifications of the PRC Legal Profession and PRC Enterprise Counsel in June 2001 and October 2003, respectively.

### Independent Non-executive Directors

**Mr. ZHANG Huaqiao (張化橋)**, aged 50, joined our Group when he was appointed as an independent non-executive Director on 6 October 2013. Mr. Zhang graduated from the Graduate School of the People's Bank of China (中國人民銀行研究生部) with a master's degree in economics in 1986; and from the Australian National University with a master's degree in economics in January 1991. From July 1986 to January 1989, Mr. Zhang was employed at the People's Bank of China in Beijing and from June 1999 to April 2006, Mr. Zhang worked at the Equities Department of UBS AG, Hong Kong Branch at which he first served as the head of the China research team and later became the co-head of the China research team. From March 2006 to September 2008, Mr. Zhang was the chief operating officer of Shenzhen Investment Limited (深圳控股有限公司), a company listed on the Stock Exchange (Stock Code: 0604.HK). From September 2011 to March 2012, Mr. Zhang was an executive director and the chief executive officer of Man Sang International Limited, a company listed on the main board of the Stock Exchange (Stock Code: 938). Mr. Zhang has been a director of Nanjing Central Emporium (600280 CH) since March 2013. Mr. Zhang is also an independent non-executive director of Fosun International Limited (Stock Code: 656) and Zhongan Real Estate (Stock Code: 672), and a non-executive director of Bower Power (1685 HK) and OCG (stock code: 8325), all companies listed on the Stock Exchange.

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**Mr. FENG Ke (馮科)**, aged 42, joined our Group when he was appointed as an independent non-executive Director on 6 October 2013. Mr. Feng graduated from Guangdong University of Finance (廣東金融學院) majoring in international finance in July 1993; from Guangdong Academy of Social Sciences (廣東省社會科學院) with a master's degree in economics in July 1999; and from Peking University School of Economics (北京大學經濟學院) with a doctor's degree in political economics in July 2002. Mr. Feng has been an associate professor at School of Economics of Peking University from 2010. Mr. Feng was the assistant manager of Golden Eagle Asset Management Co., Ltd (金鷹基金管理有限公司) from November 2002 to January 2006.

Mr. Feng currently holds directorships as follows:

- independent director of Sichuan Guang'an AAA Public Co., Ltd (四川廣安愛眾股份有限公司) (stock code: 600979), a company listed on the Shanghai Stock Exchange, since November 2011;
- independent director of China Great Wall Computers Shenzhen Co. Ltd (中國長城計算機深圳股份有限公司) (stock code: 000066), a company listed on the Shenzhen Stock Exchange, since August 2010;
- independent director of Guangdong Provincial Expressway Development Co., Ltd (廣東省高速公路發展股份有限公司) (stock code: 000429), a company listed on the Shenzhen Stock Exchange, since January 2010;
- independent director of Tande Co., Ltd (天地源股份有限公司) (stock code: 600665), a company listed on the Shanghai Stock Exchange, since December 2009; and
- executive director of Asian Capital Resources (Holdings) Limited (亞洲資產(控股)有限公司), a company listed on the Growth Enterprise Market Board of the Stock Exchange (GEM Board Code: 08025), since October 2008;

**Mr. TSE Yat Hong (謝日康)**, aged 43, joined our Group when he was appointed as an independent non-executive Director of the Company on 6 October 2013. Mr. Tse is a Fellow of the Hong Kong Institute of Certified Public Accountants and a FCPA of CPA Australia. Mr. Tse graduated from Monash University in April 1992 with a bachelor's degree in science. Since June 2000, Mr. Tse has been serving as the chief financial officer of Shenzhen International Holdings Limited (stock code: 00152), a company listed on the Stock Exchange. From August 2000 to March 2008, Mr. Tse was also the company secretary of Shenzhen International Holdings Limited. Mr. Tse served as the joint company secretary of Shenzhen Expressway Company Limited from September 2004 to September 2007. Prior to that, Mr. Tse worked in the audit profession in one of the international accounting firms for years.

Mr. Tse currently has served as a non-executive director of Shenzhen Expressway Company Limited, a company listed on the Stock Exchange (stock code: 00548) and the Shanghai Stock Exchange (stock code: 600548), since January 2009. Mr. Tse has served as an independent non-executive director of Casablanca Group Limited, a company listed on the Stock Exchange (stock code: 02223), since October 2012.

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Save as disclosed herein, there are no other matters in respect of each of our directors that is required to be disclosed pursuant to Rule 13.51(2)(a) to (v) of the Listing Rules and there is no other material matters relating to our directors that need to be brought to the attention of our shareholders.

### SENIOR MANAGEMENT

The following table sets forth the names and positions of our senior management members:

<u>Name</u>	<u>Position</u>
HE Jiong (賀炅)	Chief Risk Officer and Joint Company Secretary
LIU Jindong (劉錦東)	Vice President
ZHANG Chunhua (張春華)	Assistant to the President
LI Qingfeng (李青峰)	Assistant to the President

**Mr. HE Jiong (賀炅)**, aged 40, is the Chief Risk Officer of our Group and is also our joint company secretary. Mr. He is responsible for risk control, asset quality and legal issues, as well as disclosure of information relating to the Company. Mr. He obtained his bachelor's degree from Central South Industrial University (中南工業大學), currently known as Central South University (中南大學), in June 1995, majoring in English, and successfully completed the Canadian Securities Course, provided by the CSI Global Education Inc., in 2004. Mr. He joined our Group on 8 March 2010 when he started working as the manager of the risks control department of the PRC Operating Entity. Prior to joining our Group, Mr. He worked in the international business department of the Zengcheng branch of the Guangdong Development Bank (now known as China Guangfa Bank) from July 1995 to December 1998. From October 2001 to May 2006, Mr. He worked in the Royal Bank of Canada, a company listed on the New York Stock Exchange (Stock Code: NYSE:RY) and Canada Stock Exchange (Stock Code: RY.TO), at which his last position was a customer service representative.

**Mr. LIU Jindong (劉錦東)**, aged 58, is the Vice President of our Group. Mr. Liu is responsible for business development and management of the pawnshops and pawnshop network of our Company. Mr. Liu graduated from Suzhou Textile Industry Bureau Workers University (蘇州市紡工局職工大學) in July 1983, majoring in mechanics. Mr. Liu was the manager of Suzhou Wuzhong Auction Co., Ltd. (蘇州市吳中拍賣行有限公司) from September 1995 to March 1999, which was a subsidiary of Wuzhong Group. Mr Liu joined our Group in 21 December 1999 when he started working as the deputy general manager of the PRC Operating Entity. Mr. Liu is a registered national auctioneer in the PRC and the Vice President of Suzhou Pawnshop Auction and Investment Industry Association (蘇州市典當拍賣投資業商會).

**Ms. ZHANG Chunhua (張春華)**, aged 43, is an Assistant to the President of our Group. Ms. Zhang is responsible for the management of financial operations and internal audit of our Company. Ms. Zhang graduated from Jiangsu Radio and Television University (江蘇廣播電視大學) in October 2002, majoring in accounting. Ms. Zhang joined our Group as a financial manager of Wuzhong Jiaye on 8 May 2005. Ms. Zhang later resigned from Wuzhong Jiaye in December 2009, and from January 2010, she was the chief financial officer of the PRC Operating Entity. Prior to joining our Group,

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Ms. Zhang worked as the financial manager of Suzhou Wuzhong Securities Co. Ltd Suzhou Changzheng Pharmaceutical Factory (江蘇吳中股份有限公司蘇州長征製藥廠) from March 2002 to April 2005.

**Mr. LI Qingfeng (李青峰)**, aged 40, is an Assistant to the President of our Group. Mr. Li is responsible for administration, human resources, information technology and branding and promotion of our Group and possesses more than ten years of experience in administrative management and personnel management practices. He obtained a bachelor's degree in accounting, joint awarded by the Open University of China (中央廣播電視大學) and Beijing Technology and Business University (北京工商大學) in July 2003. Mr. Li joined our Group in 18 April 2005 when he started working as the Office Director of the PRC Operating Entity. Prior to joining our Group, Mr. Li has worked at many different companies including Suzhou Film Circulation and Projection Company (蘇州市電影發行放映公司) where he was the general secretary of the youth league from November 1991 to February 2000; China Ping An Life Insurance Company Ltd., Suzhou branch, where he was the insurance agent from February 2002 to November 2003; and Suzhou Likang Skin Pharmaceutical Development Co., Ltd. (蘇州市力康皮膚藥業發展有限公司), where he was the Office Director and deputy general manager from February 2004 to January 2005.

### MANAGEMENT CONTINUITY

Our management team is a group of senior management led by Mr. Chen Yannan, an executive Director and Chairman of the Company, who joined the Group in May 2005. Mr. Chen Yannan was Deputy Chairman of Wuzhong Group when the PRC Operating Entity was established in 1999. He has been an executive director of the PRC Operating Entity since 2005 and, as such, is responsible for overseeing the operations and making the decisions for the key issues of our Group. Mr. Mao Zhuchun has been with Wuzhong Group since July 2003, and became the chief financial officer of Wuzhong Group in January 2008. As such, Mr. Mao Zhuchun has had certain ultimate supervision responsibilities for the PRC Operating Entity, when it was the subsidiary of Wuzhong Group, and is familiar with the management of the Group. Notwithstanding that Mr. Mao Zhuchun recently formally joined the Company's Board of Directors, he is regarded as having been involved with the Group's management throughout the Track Record Period.

Mr. Chen Yannan is ultimately responsible for the management team, being Mr. Wu Min, Mr. Mao Zhuchun, Mr. Liu Jindong (joined in December 1999), Ms. Zhang Chunhua (joined in May 2005), Mr. Li Qingfeng (joined in April 2005) and Mr. He Jiong (joined in March 2010), the majority of whom had been in place prior to the start of the Track Record Period.

### JOINT COMPANY SECRETARIES

**Mr. HE Jiong (賀炅)**, aged 40, was appointed as a joint company secretary of our Company on 6 October 2013. For details regarding Mr. He's experience, please refer to the paragraphs headed "Senior Management" in this section.

**Miss LEUNG Ching Ching (梁晶晶)**, aged 32, was appointed as a joint company secretary of our Company on 6 October 2013 and serves as a manager of corporate services of Tricor Services Limited. Miss Leung has 9 years of experience in the company secretarial industry, and provided services to clients ranging from private companies to public companies listed on the main board of the Hong Kong Stock Exchange. Miss Leung is a Chartered Secretary and an Associate of both The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong

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Institute of Chartered Secretaries. She graduated from The Chinese University of Hong Kong and received a Master of Arts degree in Professional Accounting and Information System from City University of Hong Kong.

### **AUDIT COMMITTEE**

Our Company established an audit committee with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The audit committee consists of three members, namely Mr. Tse Yat Hong and Mr. Feng Ke, our independent non-executive Directors and Mr. Zhang Cheng, our non-executive director. Mr. Tse Yat Hong has been appointed as the chairman of the audit committee, and is our independent non-executive Director possessing the appropriate professional qualifications. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group, oversee the audit process and perform other duties and responsibilities as assigned by our Board.

### **REMUNERATION COMMITTEE**

Our Company established a remuneration committee with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The remuneration committee has three members, namely Mr. Zhang Huaqiao, Mr. Tse Yat Hong and Mr. Wu Min. Mr. Zhang Huaqiao, our independent non-executive Director, has been appointed as the chairman of the remuneration committee. The primary duties of the remuneration committee are to establish and review the policy and structure of the remuneration for the Directors and senior management and make recommendations on employee benefit arrangement.

### **NOMINATION COMMITTEE**

Our Company established a nomination committee with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The nomination committee consists of two independent non-executive Directors, being Mr. Feng Ke and Mr. Zhang Huaqiao and one executive Director, being Mr. Chen Yannan, who is the chairman of the nomination committee. The primary duties of the nomination committee are to make recommendations to our Board on the appointment and removal of Directors of our Company.

### **COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT**

The aggregate amount of remuneration our Directors have received (including fees, salaries, contributions to pension schemes, discretionary bonuses, housing and other allowances and other benefits in kind) for the year ended 31 December 2011 and 2012 was approximately RMB0.6 million and RMB1.4 million, respectively. We did not pay any remuneration to our directors for the year ended 31 December 2010.

The aggregate amount of fees, salaries, contributions to pension schemes, discretionary bonuses, housing and other allowances and other benefits in kind paid to our five highest paid individuals of our Company, including Directors, during each of the years ended 31 December 2010, 2011 and 2012, was approximately RMB0.9 million, RMB1.3 million and RMB2.0 million, respectively.

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Under the arrangements currently in force, the aggregate amount of remuneration, excluding discretionary bonuses, payable to our Directors for the year ending 31 December 2013 is estimated to be approximately RMB1.4 million.

No remuneration was paid by us to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office in respect of the years ended 31 December 2010, 2011 and 2012. Further, none of our Directors had waived any remuneration during the same periods.

Save as disclosed above, no other payments have been made or are payable in respect of each of the three years ended 31 December 2010, 2011 and 2012 by the Group to the Directors.

Our Board will review and determine the remuneration and compensation packages of our Directors and senior management which, following the Listing, will receive recommendation from the Remuneration Committee which will take into account salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of our Group.