

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

### BOARD OF DIRECTORS

The Board of Directors consists of nine Directors, including four executive Directors, two non-executive Directors and three independent non-executive Directors. According to the Articles of Association, all the Directors shall be elected by the general meeting for a term of three years, and are eligible for re-election upon expiry of their terms. The terms of reference of the Board of Directors includes, but not limited to, convening the general meetings, reporting on the performance of the Board of Directors at the general meeting, implementing the resolutions passed at the general meetings, formulating business plans and investment plans, preparing annual budget and final accounts, preparing proposals on profit distribution and increase or decrease in registered capital as well as performing the other authorities, functions and responsibilities granted by the Articles of Association.

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

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Responsibilities</u>	<u>Date of Appointment</u>
Chen Hongsheng (陳洪生)	63	Chairman and executive Director	Participating in formulating and implementing the Company's corporate and business strategies through board meetings; and responsible for the overall daily operation and management of the Company	December 2010
Li Nan (李南)	57	Vice chairman and executive Director	Participating in formulating and implementing the Company's corporate and business strategies through board meetings; and responsible for the overall daily operation and management of the Company	December 2010
Zhang Zhengao (張振高)	51	Executive Director	Participating in formulating and implementing the Company's corporate and business strategies through board meetings; and responsible for the overall daily operation and management of the Company	December 2010
Jiang Yingchun (蔣迎春)	45	Chief Executive Officer and executive Director	Participating in formulating and implementing the Company's corporate and business strategies through board meetings; and responsible for the overall daily operation and management of the Company	December 2010

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Name	Age	Position	Responsibilities	Date of Appointment
Wang Lin (王林)	50	Non-executive Director	Participating in formulating the Company's general corporate and business strategies through board meetings	March 2013
Zhao Zigao (趙子高)	51	Non-executive Director	Participating in formulating the Company's general corporate and business strategies through board meetings	December 2010
Li Boqian (李伯謙)	77	Independent non-executive Director	Participating in the decision-making of the Company's significant events through board meetings; and advising on issues such as corporate governance, connected transactions, audit and remuneration of the Directors and senior management	December 2013
Li Xiaohui (李曉慧)	46	Independent non-executive Director	Same as above	December 2010
Yip Wai Ming (葉偉明)	48	Independent non-executive Director	Same as above	December 2013

### DIRECTORS

#### Executive Directors

**Mr. Chen Hongsheng** (陳洪生), aged 63, joined the Company in December 2010 and has been the chairman of the Board since then. Mr. Chen was a non-executive Director from December 2010 to September 2013. Mr. Chen became an executive Director of our Company in October 2013. Mr. Chen is primarily responsible for formulating the Company's general corporate and business strategies and making major corporate and operational decisions of the Company through board meetings, and he is also responsible for the overall daily operation and management of our Company. Mr. Chen has held various positions since July 1993, including the chairman of Poly Group from January 2010 to May 2013, the general manager of Poly Group from July 2007 to March 2010, the standing vice general manager of Poly Group from March 1998 to July 2007, and chairman of Poly Culture and Arts from November 1999 to June 2002. Mr. Chen currently serves as the executive director of Poly Property (stock code: 0119.HK) (formerly known as Poly (Hong Kong) Investments Limited) since January 2004, the non-executive director of Poly (Hong Kong) Holdings Limited since November 2003 and a director of Poly Energy Holdings Co., Ltd. since August 2006. Mr. Chen has also been selected as one of the members of the 12th National Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議全國委員會) since February 2013. Mr. Chen received his bachelor's degree in Radio Remote Control & Telemetry from the Beihang University (formerly Beijing Institute of Aeronautics) in December 1975. Mr. Chen received the title of senior economist in August 2000 from Title Reform Leading Group in State Bureau of Metallurgical Industry (國家冶金工業局職稱改革工作領導小組).

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

**Mr. Li Nan** (李南), aged 57, joined the Company in January 2000 and was a director and general manager of our Company from January 2000 to November 2010. Mr. Li has served as the vice chairman of our Company since December 2010. Mr. Li became an executive Director of our Company in October 2013. Mr. Li has also served as a director of Poly Theatre Management and Poly Film since December 2010. Mr. Li is primarily responsible for assisting the chairman of the Board in formulating the Company's general corporate and business strategies and making major corporate and operational decisions of the Company through board meetings, and he is also responsible for the overall daily operation and management of our Company. Mr. Li had held various positions in our Group, including the chairman of Poly Film from March 2008 to June 2010, a director of Poly Art Centre from March 2007 to December 2010, a director of Poly Auction Beijing from July 2005 to December 2010 and the chairman of Poly Theatre Management from October 2003 to December 2010. Mr. Li also served as the deputy head of the China Philharmonic Orchestra from June 2000 to February 2013, a manager of department of art planning of China National Symphony Orchestra from June 1996 to March 1998, the vice manager of department of public relationship of China National Symphony Orchestra from July 1998 to June 2000, cadre of Beijing Fuli Architecture & Construction Co., Ltd. (北京市福利建築工程公司) from September 1985 to September 1991, cadre of the Trade Union of Beijing Landscaping Bureau (北京市園林局) from March 1984 to September 1985, a performer of the Comrades Singing & Dancing Troupe of Beijing Military Region (北京軍區戰友歌舞團) from October 1973 to March 1984. Mr. Li has served as the vice president of Beijing Association for Performances (北京演出協會) since September 2003 and a director of Chinese Musicians Association (中國音樂家協會) since December 2009. He has been the head of China Philharmonic Orchestra since February 2013. Mr. Li graduated from the People's Liberation Army Institute of Arts in Beijing with a bachelor's degree in Chinese Literature in June 2003. He obtained the postgraduate equivalent degree in Economics and Management from the part-time postgraduate class of Capital University of Economics and Business in March 2003. Mr. Li was granted the junior college diploma of violin performance by Beijing Military Region Comrades Chorus in 1998.

**Mr. Zhang Zhengao** (張振高), aged 51, joined the Company in January 2003 and was a non-executive Director from January 2003 to September 2013. Mr. Zhang became an executive Director of our Company in October 2013. Mr. Zhang is primarily responsible for participating in formulating the Company's general corporate and business strategies through board meetings, and he is also responsible for the overall daily operation and management of our Company. Mr. Zhang had held various positions since August 1990, including general manager and director of Continental Mariner Investment Company Limited (新海康航業投資有限公司). Mr. Zhang had also served as the director and general manager of Poly Hong Kong (Investment) Ltd. (保利香港(投資)有限公司) (now known as Poly Estate (Group) Co., Ltd. (保利置業(集團)有限公司), stock code: 0119.HK), head of finance department and chief accountant of Poly Group, chairman of Poly Southern, and chairman of Poly Finance Company Limited. Mr. Zhang is currently a director and general manager of Poly Group, chairman of Poly Energy Holdings Co., Ltd. and a director of Poly Real Estate. Mr. Zhang received his doctorate degree in Political Economics, master's degree in World Economics and bachelor's degree in Political Economics in December 2003, August 1987 and July 1984, respectively, from Wuhan University. Mr. Zhang received the title of senior economist from China International Trust and Investment Corporation in August 1996 and title of senior accountant from China Aviation Industry Second Group Corporation Company (中國航空工業第二集團公司) in September 2005.

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

**Mr. Jiang Yingchun** (蔣迎春), aged 45, joined the Company in December 2001 and was the assistant to general manager from December 2001 to February 2007 and vice general manager from February 2007 to December 2010. Mr. Jiang has served as the Chief Executive Officer and executive Director since November 2010. Mr. Jiang is primarily responsible for participating in formulating and implementing the Company's general corporate and business strategies through board meetings, and responsible for the overall daily operation and management of the Company. Mr. Jiang had held various positions since December 1999, including the chairman of Poly Auction Guangdong from November 2003 to December 2010 and since May 2013, the curator of Poly Art Museum from January 2002 to November 2010 and the assistant curator from December 1999 to December 2001. Prior to joining Poly Group, Mr. Jiang served as a reporter of Beijing Evening News from December 1998 to December 1999, an editor and reporter of China Cultural Relics News Agency (中國文物報社) of the State Administration of Cultural Heritage from July 1989 to May 1999, the chairman of Poly Auction Hong Kong since October 2012, the chairman of Poly Film since December 2010, a director and a general manager of Poly Art Investment since July 2010, the chairman of Poly Art Centre since June 2010, the general manager of Poly Art Centre since March 2007 and the chairman of Poly Auction Beijing since July 2005. Mr. Jiang received his bachelor's degree in History from the Department of Archaeology of Peking University in July 1989. Mr. Jiang received the title of editor from Professional and Technical High Evaluation Committee of Chinese Cultural Relics Press (中國文物報社專業技術高評會) in November 1995. Mr. Jiang has served as representative of the 14th People's Congress of Beijing since November 2012, representative of the 15th People's Congress of Dongcheng District of Beijing since November 2011, standing member of the 3rd Committee of the Youth Federation of the Central Enterprises (中央企業青年聯合會第三屆委員會) since August 2011.

### Non-executive Directors

**Mr. Wang Lin** (王林), aged 50, joined the Company in March 2013 and has been a non-executive Director since then. Mr. Wang is primarily responsible for participating in formulating the Company's general corporate and business strategies through board meetings. Mr. Wang has served as the vice general manager of Poly Group since June 2009, a director of Poly Energy Holdings Limited since November 2010, the chairman of Poly Mining Investment Co., Ltd. since December 2012, chairman of Sino Africa Investment and Development Co., Ltd. (中非投資發展有限公司) since December 2012, a director of Jilin Poly Medium-Testing Co., Ltd. (吉林保利中試有限公司) since June 2008, the vice chairman of Liaoning Poly Special Vehicles Co., Ltd. (遼寧保利特種車輛有限責任公司) since March 2008, a director of Poly International Development Co., Ltd. (保利國際發展有限公司) since March 2012, a director of Poly Mining International Investment Corporation Limited (保利礦業國際投資有限公司) since January 2012, a director of Poly Mining (Asia-Pacific) Investments Co., Ltd. (保利礦業(亞太)投資有限公司) since February 2012. Mr. Wang received the master's degree in English Literature from the People's Liberation Army Nanjing Institute of International Relations in July 1989.

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

**Mr. Zhao Zigao** (趙子高), aged 51, joined the Company in November 2007 and has been a non-executive Director since then. Mr. Zhao is primarily responsible for participating in formulating the Company's general corporate and business strategies through board meetings. Mr. Zhao had held various positions since May 1996, including the deputy head and head of the real estate department of Poly Group from November 2005 to September 2007, a director of Poly Southern and Poly Tourist Investments Co., Ltd. (保利旅遊投資有限責任公司) since December 2001 to April 2004, the head of the general planning department and head of the legal division of the office of Poly Group from January 1999 to December 2001, a project manager of the general planning department of Poly Group from June 1997 to January 1999, a manager of the cooperation & development department of Poly Electronics Co., Ltd. (保利電子公司) and Poly Harbin Company (保利哈爾濱公司) from May 1996 to June 1997. Prior to joining Poly Group, Mr. Zhao had served as a consultant of Huiyi Corporate Management Consultancy Co., Ltd. (慧益企業管理諮詢公司) of Renmin University from February 1993 to April 1996, a teacher of the Economic Administration Department of China University of Petroleum (Beijing) from August 1988 to February 1993. Mr. Zhao has served as the head of the corporate development department of Poly Group since September 2007 and a director of Poly Chemical Industry Holdings Co., Ltd. (保利化工控股有限公司) since December 2012. Mr. Zhao received his master's degree in Economics in January 1992 from Renmin University in Beijing.

### Independent non-executive Directors

**Mr. Li Boqian** (李伯謙), aged 77, joined the Company in December 2013 and has been an independent non-executive Director since then. Mr. Li is responsible for participating in the decision-making of the Company's significant events through board meetings and advising on issues such as corporate governance, connected transactions, audit and remuneration of the Directors and senior management. Mr. Li was a teacher in Archaeology Department of Peking University since 1961 and has been a professor and doctoral tutor of School of Archaeology and Museology of Peking University since 1990 and 1996, respectively. Mr. Li had held various positions in Peking University since 1992, including the head of Archaeology Department, dean of School of Archaeology and Museology, the curator of Sackler Museum of Art & Archaeology of Peking University (北京大學賽克勒考古與藝術博物館), the director of China Archaeology Research Center of Peking University (北京大學中國考古學研究中心) and the director of Aurora Center for the Study of Ancient Civilizations of Peking University (北京大學震旦古代文明研究中心). Mr. Li also served as the managing director of China Archaeology Society (中國考古學會), and the chief scientist and deputy leader of the professional team of The Xia-Shang-Zhou Chronology Project (夏商周斷代工程), a national key project, from 1996 to 2000. Mr. Li obtained his bachelor's degree in Archaeology from Peking University in 1961.

**Ms. Li Xiaohui** (李曉慧), aged 46, joined the Company in December 2010 and has been an independent non-executive Director since then. Ms. Li is responsible for participating in the decision-making of the Company's significant events through board meetings; and advising on issues such as corporate governance, connected transactions, review and remuneration of the Directors and senior management. Ms. Li has served as a professor and doctoral tutor of the

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

School of Accountancy of the Central University of Finance and Economics and a member of the Professional Technology Consultancy Committee of the Association of Registered Accountants of the PRC (中國註冊會計師協會專業技術諮詢委員會) since January 2007. Ms. Li is currently an independent non-executive director in the following listed companies:

- Jiangsu Welle Environmental Co., Ltd. (江蘇維爾利環保科技股份有限公司) (stock code: 300190.SZ)
- Kailuan Energy Chemical Co., Ltd. (開灤能源化工股份有限公司) (stock code: 600997.SH)
- Beijing Orient National Communication Science & Technology Co., Ltd. (北京東方國信科技股份有限公司) (stock code: 300166.SZ)
- Bank of Beijing Co., Ltd. (北京銀行股份有限公司) (stock code: 601169.SH)
- China U-Ton Holdings Limited (中國優通控股有限公司) (stock code: 8232.HK)

Ms. Li also served as an independent non-executive director of China Titans Energy Technology Group Co., Ltd. (中國泰坦能源技術集團有限公司) (stock code: 02188.HK) from November 2009 to May 2013. Mr. Li served as the deputy director of Cangzhou Accounting Firm (滄州會計事務所) from August 1996 to January 1997 and a manager of the foreign affairs department of Cangzhou Accounting Firm (滄州會計事務所) from April 1993 to July 1996. Ms. Li obtained her doctorate degree in Economics from Central University of Finance and Economics in Beijing in July 2001, her master's degree in Economics from Renmin University in Beijing in January 1993, and her bachelor's degree in Economics from Yangzhou Normal College in June 1989.

**Mr. Yip Wai Ming** (葉偉明), aged 48, joined the Company in December 2013 and has been an independent non-executive Director since then. Mr. Yip is currently an independent non-executive director in the following listed companies:

- BBMG Corporation (北京金隅股份有限公司) (stock code: 2009.HK)
- Ju Teng International Holdings Limited (巨騰國際控股有限公司) (stock code: 3336.HK)
- Pax Global Technology Limited (百富環球科技有限公司) (stock code: 0327.HK)
- Far East Horizon Limited (遠東宏信有限公司) (stock code: 3360.HK)

Mr. Yip started his career in Ernst & Young in 1987, and was a senior manager at the time of his departure in 1996. In 1996, Mr. Yip joined ING Bank N.V. and departed there as an associate director in 1998. In 1999, Mr. Yip joined Fulbond Holdings Limited (福邦控股有限公司) as the chief financial officer and worked there until 2001. He served as the vice president

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

of Hi Sun Technology (China) Limited (高陽科技(中國)有限公司) from 2001 to 2003, the chief financial officer of Haier Electronics Group Co., Ltd. (海爾電器集團有限公司) from 2004 to 2009, the deputy general manager of Yuzhou Properties Company Limited (禹洲地產股份有限公司) from February 2010 to September 2010. Mr. Yip is a fellow member of the Association of Chartered Certified Accountants, an associate of the Hong Kong Institute of Certified Public Accountants and a member of the Chinese Institute of Certified Public Accountants. He has over 20 years of experience in accounting and finance. Mr. Yip graduated from the University of Hong Kong with a bachelor's degree in social sciences in 1987. He also obtained a bachelor's degree in law from the University of London in 2001.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the appointment of our Directors and there is no other information relating to our Directors that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules, including directorships in any listed company whose securities are listed on any stock markets in Hong Kong or overseas within the three years immediately preceding the date of this prospectus.

### BOARD OF SUPERVISORS

The Board of Supervisors consists of three members, including an employee Supervisor. According to the Articles of Association, Supervisors are all elected by Shareholders, except for the employee Supervisors. The Supervisors will serve for a term of three years, and are eligible for re-election upon expiry of the term. The terms of reference of the Board of Supervisors include, but not limited to, reviewing and verifying the financial reports, business reports and profit distribution proposals prepared by the Board of Directors, and if in doubt, engaging certified public accountants and auditors to review the financial information of the Company; supervising the financial activities of the Company; monitoring the performance of the Directors, chief executive and the senior management and whether they have violated the laws, regulations and the Articles of Association in performance of their duties; requiring the directors, chief executive and senior management to correct their behaviours which are harmful to the interests of the Company; exercising the other authorities granted to them by the Articles of Association.

The table below provides certain information in respect of the Supervisors.

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Responsibilities</u>	<u>Date of Appointment</u>
Liu Juncai (劉軍才)	48	Chairman of the Board of Supervisors	Presiding over the functions of the Supervisory Committee; supervising the Company's operation and financial activities	December 2010
Liu Jianmin (劉建民)	51	Supervisor	Supervising the Company's operation and financial activities	March 2013
Guo Jianwei (郭建巍)	36	Employee Supervisor	Supervising the Company's operation and financial activities	March 2013

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

### SUPERVISORS

**Mr. Liu Juncai** (劉軍才), aged 48, joined the Company in December 2010 and has been the chairman of the Board of Supervisors since then. Mr. Liu is responsible for presiding over the functions of the supervisory committee and supervising the Company's operation and financial activities. Mr. Liu has held various positions, including a supervisor of Poly Chemical Industry Holdings Co., Ltd. (保利化工控股有限公司) since January 2013, a supervisor of Poly Civil Explosives Technology Group Limited (保利民爆科技集團股份有限公司) since February 2011, the curator of Poly Art Museum since October 2010, a member of the commission for discipline inspection of Poly Group since July 2010, the head of the office of Poly Group since July 2010, supervisor of Poly Real Estate since March 2009, a part-time supervisor of the board of supervisors of the State-owned Enterprises stationed in Poly Group designated by the SASAC since January 2004 and chairman of the trade union (機關工會) of Poly Group since December 2003. Mr. Liu also served as a deputy head of the general affairs department of Poly Group from August 2003 to July 2010, the vice general manager of Poly (Beijing) Real Estate Development Co., Ltd. (保利(北京)房地產開發有限公司) from May 2002 to August 2003, head of human resources (人事主管) from April 1995 to February 1997, the head of the human resources department (人事部主任) from February 1997 to April 1998, assistant to general manager and the head of the office from April 1998 to May 1999, vice general manager from June 1999 to May 2002 of Poly Real Estate Development & Engineering Construction Co., Ltd. (保利房地產開發與工程建築公司). Mr. Liu obtained his master's equivalent degree in Economics and Management from part-time postgraduate class of Capital University of Economics and Business in July 2002, and a junior college diploma from Beijing Chemistry Vocational University in July 1986. Mr. Liu received the title of economist from Professional and Technical Positions Evaluation Committee of Beijing Chemistry Group (北京化工集團中級專業技術職務評審委員會) in December 1992.

**Mr. Liu Jianmin** (劉建民), aged 51, joined the Company in April 2005 and has been a Supervisor since March 2013. Mr. Liu is responsible for supervising the Company's operation and financial activities. Mr. Liu was a vice general manager of our Company from April 2005 to February 2009. Mr. Liu has also been served various positions, including a supervisor of Poly Energy Holdings Limited since January 2013, a director and general manager of Poly Mining Co., Ltd. since January 2010, the vice chairman of Poly Manwang Mining (Chengde) Co., Ltd. (保利滿王礦業(承德)有限公司) since June 2010, the chairman of Wuming Poly Mining Co., Ltd. (武鳴縣保利礦業有限責任公司) since December 2010, the chairman of Fengning Poly Longxin Mining Co., Ltd. (豐寧保利隆欣礦業有限公司) since May 2011, a director of Poly Mining International Investment Corporation Limited since January 2012 and a director of Poly Mining (Asian-Pacific) Investments Co., Ltd. (保利礦業(亞太)投資有限公司) since February 2012. Mr. Liu had served as the general manager of Polystar Digidisc Co., Ltd. from June 1999 to April 2005, a project manager of the general planning department of Poly Group from November 1995 to June 1999 and an officer of Poly Group from March 1994 to November 1995. Mr. Liu obtained his bachelor's degree in Artillery from Shijiazhuang Military Equipment Engineering Institute (石家莊軍械工程學院) in June 1983. Mr. Liu was awarded the title of senior economist from Title Reform Office of China Ocean Aviation Group Company (中國海洋航空集團公司) in August 2003.



---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

**Mr. Guo Jianwei** (郭建巍), aged 36, joined the Company in March 2011 and has been an employee Supervisor since March 2013. Mr. Guo is responsible for supervising the Company's operation and financial activities. Mr. Guo currently serves as the head of the finance department of the Company since May 2013, a supervisor of Poly Auction Beijing since May 2013 and a supervisor of Poly Film since May 2013. Mr. Guo served as the deputy head of the finance department from March 2011 to April 2013, a senior manager of the finance department of Poly Group from July 2005 to February 2011, and worked as member of the Finance Bureau of Beilin District, Suihua City, Heilongjiang Province from December 1999 to September 2003. Mr. Guo obtained his bachelor's degree in Taxation from the Finance and Taxation College of Dongbei University of Finance and Economics in Dalian in July 1999 and his master's degree in Business Administration from the School of Business of Renmin University in Beijing in July 2005. Mr. Guo obtained his qualification of accountant from MOF in May 2001.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the appointment of our Supervisors and there is no other information relating to our Supervisors that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules, including directorships in any listed company whose securities are listed on any stock markets in Hong Kong or overseas within the three years immediately preceding the date of the prospectus.

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

### SENIOR MANAGEMENT

The following table sets out certain information relating to our senior management members:

Name	Age	Position	Responsibility	Date of Appointment
Jiang Yingchun (蔣迎春)	45	Chief Executive Officer	Responsible for the overall daily operation and management of the Company	December 2010
Ren Wei (任偉)	54	Vice President	Assisting the Chief Executive Officer with daily operation and management of the Company and being in charge of the corporate development department, Party-masses relationship department (黨群工作部), human resources and legal affairs management, as well as performance and theatre management business	December 2010
Zhou You (周游)	53	Vice President	Responsible for the administration and logistics management, particularly, external publicity, policy research, public relations, informationization and work safety	December 2010
Liu Debin (柳德彬)	41	Vice President	Responsible for assisting the general manager with cinema investment management business	March 2013
Wang Wei (王蔚)	46	Chief Financial Officer	Responsible for financial management and account management and in charge of the finance department of the Company	April 2013
Chen Peng (陳鵬)	34	Secretary to the Board	Responsible for the organization and preparation work for the Listing and daily business management of the Board of Directors	December 2010

**Mr. Jiang Yingchun** (蔣迎春), please see the subsection headed “– Directors” above.

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

**Mr. Ren Wei** (任偉), aged 54, joined the Company in August 2000 and has been the standing Vice President of the Company since April 2013. Mr. Ren is primarily responsible for assisting the Chief Executive Officer with daily operation and management of the Company. He is in charge of the corporate development department, Party-masses relationship department (黨群工作部), human resources and legal affairs management, as well as performance and theatre management business. He also serves as the general counsel of the Company as well. Mr. Ren has been serving as the chairman of Poly Performing since December 2012, the chairman of Forbidden City Theatre since May 2004, a director of Shanghai Oriental Art Centre since April 2004, director of Poly Auction Hong Kong since October 2012, chairman of Poly Theatre Management since April 2011 and a director of Poly Auction Beijing since December 2010. Mr. Ren had served various positions in our Group, including the vice general manager of the Company from July 2009 to March 2013, the assistant to general manager of the Company from March 2005 to July 2009, the general manager of Poly Theatre Management from October 2003 to April 2011 and a manager of Beijing Poly Theatre from August 2000 to September 2003, a manager of Poly Building Theatre (保利大廈劇院) from December 1992 to August 2000, a manager of Tiandi Plaza Theatre (天地大廈劇院) from December 1990 to November 1992, a manager of China International Culture Exchange Center Plaza (中國國際文化交流中心劇院) from June 1988 to March 1991, and a performer of the Comrade Singing & Dancing Troupe of Beijing Military Region (北京軍區戰友歌舞團) from January 1981 to May 1988. Mr. Ren obtained his master's equivalent degree in Enterprise Management from the part-time postgraduate class of Capital University of Economics and Business in April 2003.

**Mr. Zhou You** (周游), aged 53, joined the Company in 2003 and has been the Vice President of the Company since January 2013. Mr. Zhou is primarily responsible for the administration and logistics management, particularly, external publicity, policy research, public relations, informationization and work safety. Mr. Zhou has also served as director of Poly Theatre Management since December 2010. He served as the general manager of Poly Performing from September 2007 to January 2010, the vice general manager of Oriental Dragon from June 2002 to September 2007, the head of business department of the China Philharmonic Orchestra (中國愛樂樂團) from April 2000 to September 2002, a host for CCTV programmes from November 1998 to March 2001, the chief editor of China Journal in Canada from April 1997 to November 1998, and an editor and reporter of China National Radio from July 1983 to November 1996. Mr. Zhou obtained his bachelor's degree in Literary Editing from Communication University of China (Beijing Broadcasting Institute as its predecessor) in Beijing in July 1983. Mr. Zhou obtained the qualification of editor from China National Radio in November 1991.

**Mr. Liu Debin** (柳德彬), aged 41, joined the Company in March 2011 and has been the Vice President since March 2013. Mr. Liu is primarily responsible for assisting the Chief Executive Officer with cinema investment and management business. Mr. Liu has been serving as general manager and director of Poly Film since March 2008. Mr. Liu had served as an assistant to general manager of the Company from March 2011 to March 2013, the chief accountant and vice general manager of Oriental Dragon from July 2002 to January 2004, and a project manager of Poly Group from January 1997 to July 2002. Mr. Liu obtained his

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

bachelor's degree in Industrial Accounting from the School of Business Administration of Northeastern University in Shenyang in July 1994, and obtained the title of senior economist from Suizhou Appraisal Commission of Senior Positions in Economics (隨州市經濟專業高級職務評審委員會) in August 2006.

**Ms. Wang Wei** (王蔚), aged 46, joined the Company in June 2010 and has been the Chief Financial Officer since April 2013. Ms. Wang had been the head of finance department of the Company from June 2010 to March 2013, employee Supervisor from December 2010 to March 2013 and vice chief accountant from June 2011 to March 2013. Ms. Wang is primarily responsible for financial management and account management and is in charge of the finance department of the Company. Ms. Wang has served as a director of Poly Theatre Management, a director of Poly Auction Beijing, a director of Poly Auction Guangdong and a director of Poly Auction Hong Kong from May 2013. Ms. Wang had also served as a supervisor of Poly Auction Beijing from December 2010 to April 2013, the senior manager of the finance department of Poly Group from August 2002 to June 2010, a clerk of the 47th Representative Office of Supervisory Board of SASAC (國務院國資委監事會第47辦事處) from April 2001 to July 2002, and an accountant of the finance department of Poly Construction & Development Corporation from October 1992 to July 2002. Ms. Wang obtained her bachelor's degree in Technology of Foreign Trade from Department of Economic Management Engineering of Hunan University in Changsha in July 1991. Ms. Wang was awarded the qualification of senior accountant by Professional and Technical Positions Evaluation Committee of China Aviation Industry Second Group Corporation Company in September 2005.

**Mr. Chen Peng** (陳鵬), aged 34, joined the Company in September 2002 and has served as the secretary to the Board since December 2010. Mr. Chen had been the accountant of finance and accounting division of the Company from September 2002 to April 2008, deputy head of finance and accounting division from May 2008 to November 2010 and the head of corporate development department from December 2010 to December 2013. Mr. Chen is primarily responsible for the organization and preparation work for Listing and the daily business management of the Board of Directors. Mr. Chen has served as a supervisor of both Poly Auction Guangdong and the Poly Art Investment since December 2010, a supervisor of Poly Theatre Management from March 2011 to March 2013, and a director of both the Poly Art Centre and Poly Film since May 2013. Prior to joining the Company, Mr. Chen had served as an accountant of finance department of Sino-American Refrigeration Equipment Co., Ltd. (北京市中美制冷設備公司) from July 2001 to August 2002. Mr. Chen obtained his bachelor's degree in Chrematistics from Tianjin University of Science & Technology in June 2001. Mr. Chen obtained the qualification of accountant from MOF in May 2005.

Save as disclosed above, there are no other directorships held by our senior management in any listed company whose securities are listed on any stock markets in Hong Kong or overseas within the three years immediately preceding the date of this prospectus.

### JOINT COMPANY SECRETARIES

**Mr. Chen Peng** (陳鵬) was appointed as a joint company secretary of our Company on July 31, 2013. Mr. Chen has in-depth knowledge and understanding in China's culture industry, and also has substantial experience on corporate governance, operation and management. For biographical details of Mr. Chen, please see the subsection headed “– Senior Management” above.

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

**Ms. Yung Mei Yee** (翁美儀), was appointed as a joint company secretary of our Company in February, 2014. Ms. Yung is a senior manager of KCS Hong Kong Limited and has over 20 years of experience in the company secretarial field. She is currently a joint company secretary of several companies including L'Occitane International S.A. (stock code: 00973.HK), China Galaxy Securities Co., Ltd. (中國銀河證券股份有限公司) (stock code: 06881.HK) and Chongqing Rural Commercial Bank Co., Ltd. (重慶農村商業銀行) (stock code: 03618.HK), all are listed on the Stock Exchange. She has extensive knowledge and experience in dealing with corporate governance, regulatory and compliance affairs of listed companies. Ms. Yung obtained a bachelor's degree of arts in accountancy from City Polytechnic of Hong Kong in November 1993, a master's degree of arts in language and law from City University of Hong Kong in November 2000 and a bachelor's degree of laws from University of London in August 2010. She is a fellow member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in United Kingdom.

### BOARD COMMITTEES

#### Audit Committee

The Audit Committee of the Company consists of three Directors: Ms. Li Xiaohui (independent non-executive Director), Mr. Yip Wai Ming (independent non-executive Director) and Zhao Zigao (non-executive Director). Ms. Li Xiaohui currently serves as the chairlady of the Audit Committee.

The primary responsibilities of the Audit Committee are reviewing and supervising our financial reporting procedures, including proposing on appointing or changing the external auditors; supervising the Company's internal audit system and its implementation; communication between the internal auditors and external auditors; auditing the financial information and its disclosure; reviewing the Company's internal control system and auditing the significant connected transactions; nominating the heads of the internal audit department; other matters that the Board of Directors has authorized it to deal with.

#### Nomination Committee

The Nomination Committee of the Company consists of three Directors: Mr. Li Boqian (independent non-executive Director), Mr. Zhang Zhengao (executive Director) and Ms. Li Xiaohui (independent non-executive Director). Mr. Li Boqian currently serves as the chairman of the Nomination Committee.

The primary responsibilities of the Company's Nomination Committee are preparing the procedures and criteria for determining the candidates for the directors and senior management of the Company and conducting preliminary review on their qualifications and credentials, including proposing to the Board on its size and composition in accordance with the Company's operating results, assets and shareholding structure; reviewing the procedures and criteria for determining the candidates for the directors and general managers of the Company and make proposals to the Board of Directors; looking widely for the qualified candidates for

---

## **DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

---

the directors and general managers; reviewing and making proposals on the candidates for the directors and general managers; reviewing and making proposals on the candidates for the other senior management such as the vice general managers, secretary to the Board of Directors and chief accountant, on which the Board of Directors need to resolve; other matters that the Board of Directors has authorized it to deal with.

### **Remuneration and Assessment Committee**

The Remuneration and Assessment Committee of the Company consists of three Directors: Mr. Yip Wai Ming (independent non-executive Director), Ms. Li Xiaohui (independent non-executive Director) and Mr. Jiang Yingchun (executive Director). Mr. Yip Wai Ming currently serves as the chairman of the Company's Remuneration and Assessment Committee.

The primary responsibilities of the Remuneration and Assessment Committee are formulating the criteria for and conducting assessment on the Directors and senior management as well as determining and reviewing the remuneration policies and plans for the Directors and senior management, including formulating remuneration plans and proposals in accordance with the terms of reference of the Directors and senior management and the importance of their positions as well as the remuneration benchmarks for the relevant positions in the other comparable companies; the remuneration plans and proposals include, but not limited to criteria, procedures and main assessment system for performance assessment, main proposals and regulations on award and punishment; reviewing the performance of the Directors and senior management and conducting annual assessment on their performance and results; supervising the implementation of the remuneration policies of the Company; other matters that the Board of Directors has authorized it to deal with.

### **Art Committee**

The Art Committee of the Company consists of three Directors: Mr. Li Nan (executive Director), Mr. Jiang Yingchun (executive Director) and Mr. Li Boqian (independent non-executive Director). Mr. Li Nan currently serves as the chairman of the Art Committee.

The primary responsibilities of the Art Committee are: conducting research and making proposals on the plans for investments and operation of the Company in culture and arts; conducting research and making proposals on important projects which involve culture and arts and need to be approved by the Board of Directors pursuant to the Articles of Association; conducting research and making proposals on important projects of significant international influence; conducting research and making proposals on the projects for which the management consider necessary to obtain the opinions of the Art Committee; presenting suggestions and proposals directly to the Board of Directors if the Art Committee consider it necessary; other matters that the Board of Directors has authorized it to deal with.

### **Strategy Committee**

The Strategy Committee of the Company consists of five Directors: Mr. Chen Hongsheng (executive Director), Mr. Li Nan (executive Director), Mr. Zhang Zhengao (executive Director), Mr. Wang Lin (non-executive Director) and Mr. Jiang Yingchun (executive Director). Mr. Chen Hongsheng currently serves as the chairman of the Strategy Committee.

---

## **DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

---

The primary responsibilities of the Strategy Committee are: conducting research and making proposals on the long-term development strategies and plans of the Company; conducting research and making proposals on the significant investment and financing plans which need to be approved by the Board of Directors in accordance with the Articles of Association; conducting research and making proposals on the significant projects of capital manipulation and assets operation which need to be approved by the Board of Directors in accordance with the Articles of Association; conducting research and making proposals on the significant matters which affect the development of the Company; monitoring the implementation of the above-mentioned issues; other matters that the Board of Directors has authorized it to deal with.

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

For the three years ended December 31, 2010, 2011 and 2012 and ten months ended October 31, 2013, the aggregate amount of fees, salaries, allowances, discretionary bonus, pension-defined contribution plans and other benefits in kind (if applicable) paid by us to our Directors and Supervisors were approximately RMB1,282,000, RMB1,734,000, RMB1,996,000 and RMB1,766,000, respectively.

Our Directors' and Supervisors' remuneration is determined with reference to salaries paid by comparable companies, their experience, their responsibilities and their performance.

The remuneration and benefits in kind (if applicable) received by the five highest-paid individuals (including Directors and Supervisors) as of December 31, 2010, 2011 and 2012 and October 31, 2013 were RMB3,034,000, RMB3,834,000, RMB4,375,000, and RMB2,943,000, respectively.

During the Track Record Period, no remuneration was paid by us to, or receivable by, our Directors, Supervisors or the five highest-paid individuals as an inducement to join or upon joining the Company. No compensation was paid by us to, or receivable by, our Directors, former Directors, our Supervisors, former Supervisors or the five highest-paid individuals for each of the Track Record Period for the loss of any office in connection with the management of the affairs of any subsidiary of the Company.

None of our Directors or Supervisors waived any remuneration for any of the last three years. Save as disclosed above, no other payments have been paid, or are payable, by us or any of our subsidiaries to our Directors, Supervisors or the five highest-paid individuals during the Track Record Period.

Under the remuneration policy of the Company, the Remuneration and Assessment Committee will consider factors such as salaries paid by comparable companies, tenure, commitment, responsibilities and performance of our Directors, Supervisors and the senior management as the case may be, in assessing the amount of remuneration payable to our Directors, Supervisors and such employees. It is estimated that under the arrangements currently in force, the aggregate remuneration payable to the Directors and Supervisors for the year ending December 31, 2014, is estimated to be approximately RMB1.67 million and RMB0.40 million, respectively.

---

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

---

### COMPLIANCE ADVISOR

We have appointed Shenyin Wanguo Capital (H.K.) Limited as our compliance advisor pursuant to Rules 3A.19 and 19A.05 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, we must consult with and, if necessary, seek advice from its compliance advisor on a timely basis in the following circumstances:

- (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 but not limited to share issues and share repurchases;
- (3) where our Company proposes to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where the business activities, developments or results of operation of our Group deviate from any forecast, estimate, or other information in this prospectus; and
- (4) where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of our Shares.

Pursuant to Rule 19A.06 of the Listing Rules, (1) the compliance advisor will inform our Company on a timely basis of any amendment or supplement to the Listing Rules and any new or amended law, regulation or code in Hong Kong applicable to us. Without limiting the generality of Chapter 3A of the Listing Rules, the compliance advisor will provide advice to us on the continuing requirements under the Listing Rules and applicable laws and regulations; and (2) the compliance advisor will also act as our additional channel of communication with the Stock Exchange in Hong Kong.

The term of appointment of the compliance advisor shall commence on the Listing Date and end on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year commencing after the Listing Date and such appointment may be subject to extension by mutual agreement.