
DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

BOARD OF DIRECTORS

The management of our business is supervised by our Board, which consists of 15 Directors: two executive Directors, eight non-executive Directors and five independent non-executive Directors. Our Directors were all elected by our Shareholders for a term of three years, which is renewable upon re-election and re-appointment. The functions and duties of our Board include, but are not limited to, convening Shareholders' meetings, reporting the Board's work at the Shareholders' meetings, implementing the resolutions passed at the Shareholders' meetings, determining our business plans and investment plans, formulating our annual budget and final accounts, formulating our proposals for profit distributions and for the increase or reduction of registered capital as well as exercising other powers, functions and duties as conferred by the Articles of Association.

Save as disclosed in this prospectus, none of our Directors, Supervisors and members of our senior management has been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus.

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

Members of Our Board

Name	Age	Position	Date of Appointment	Date of Joining the Group
Mr. Zhang Guoxiang . . .	49	Chairman of the Board and Executive Director	March 13, 2013	August 2004
Mr. Lin Feng	41	Executive Director	March 13, 2013	September 2004
Mr. Tu Jianhua	50	Non-executive Director	March 13, 2013	February 2013
Mr. Duan Xiaohua	39	Non-executive Director	June 17, 2013	June 2013
Ms. Liu Jiaoyang	35	Non-executive Director	March 13, 2013	August 2009
Ms. Liu Tingrong	39	Non-executive Director	March 13, 2013	March 2011
Ms. Wang Fangfei	27	Non-executive Director	March 13, 2013	November 2010
Mr. Feng Yongxiang . . .	43	Non-executive Director	March 13, 2013	August 2009
Mr. Zhou Xinyu	42	Non-executive Director	June 17, 2013	June 2013
Mr. Liu Bolin	28	Non-executive Director	June 17, 2013	June 2013
Mr. Bai Qinxian	73	Independent non-executive Director	March 13, 2013	August 2009

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Name	Age	Position	Date of Appointment	Date of Joining the Group
Mr. Deng Zhaoyu	67	Independent non-executive Director	March 13, 2013	August 2009
Mr. Qian Shizheng	61	Independent non-executive Director	June 17, 2013	June 2013
Mr. Ng Leung Sing	64	Independent non-executive Director	June 17, 2013	June 2013
Mr. Yuan Xiaobin	44	Independent non-executive Director	June 17, 2013	June 2013

DIRECTORS

Executive Directors

Mr. Zhang Guoxiang, aged 49, has been the chairman of our Board, the executive Director and president of our Company since March 2013. He joined our Group in August 2004. He has been the chairman of the board of directors and the president of Hanhua Guarantee since August 2009. He served as the president of Hanhua Guarantee Co., Ltd. from August 2004 to to August 2009.

Mr. Zhang has been working in our Group since our establishment in 2004. Mr. Zhang plays a pivotal role in our senior management team. He is highly devoted to the establishment and management of our business operations, commercial decisions and strategic plan of the development of our Group. We believe it is in the best interest of our Group to have him act as the chairman of our Board and the president of our Company at the same time.

Mr. Zhang has been the chairman of the board of supervisors of Loncin Motor Co. Ltd. since October 2010. He also held various positions in China Merchants Bank, a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600036) and the Hong Kong Stock Exchange (Stock Code: 03968), from November 1999 to August 2004, including the deputy governor of Yubei sub-branch of Chongqing Branch and the deputy general manager of the risk management department of Chongqing Branch. He served in various positions in Liaoning Branch of Industrial and Commercial Bank of China, a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 601398) and the Hong Kong Stock Exchange (Stock Code: 01398), from August 1988 to September 1998.

Mr. Zhang obtained his college diploma in finance from Shenyang Television University (瀋陽市廣播電視大學) in July 1992 and his EMBA degree from the Cheung Kong Graduate School of Business in September 2011. He was accredited as a PRC lawyer by Ministry of Justice of the PRC in July 1996 and obtained the intermediate level of financial qualification from Ministry of Human Resources and Social Security of the People's Republic of China in October 1997.

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Mr. Zhang has been the vice president of Chongqing SME Credit Guarantee Association (重慶市中小企業信用擔保協會) since 2005, the vice president of Chongqing New Class Professional Union (重慶市新專聯) since 2008, the expert in auditing and consulting of China Association of Small and Medium Enterprises (中國中小企業協會) since 2008, the vice chairman of the first council of China Micro-Credit Institution Association (中國小額信貸機構聯席會) since 2011 and a member of the executive committee of Chongqing Industrial and Commercial Union (重慶市工商聯) since 2012. He was elected as one of the “Top Ten Economic Figures in Chongqing” (重慶市十大年度經濟人物) in 2008 and 2011. He acted as a member of the third committee of CPPCC of Chongqing from December 2007 to January 2013. He was selected as the Leader for the SME Credit Guarantee Companies in China (中國中小企業信用擔保機構領軍人物) in 2009. He was honored as “New Class-first Top Professional Talent of Chongqing” (新階層•重慶首屆十佳英才) in 2010. He was also elected as the tenth session member of Economy Committee of China Federation of Industry & Commerce (全國工商聯經濟委員會) in November 2010 and honored in Chongqing at the Third Commendation Meeting of Excellent Constructors to Socialism with Chinese Characteristics (重慶市第三屆優秀中國特色社會主義事業建設者) in 2011. He was named as the “Person of the Year in Micro-credit Industry” (中國小額信貸年度人物) in 2011. Mr. Zhang was proposed to be the vice chairman of China Financial Guarantee Association (中國融資擔保協會) (in preparation) in December 2012. He has been a member of fourth committee of CPPCC of Chongqing since 2013.

Mr. Zhang is one of our Controlling Shareholders.

Mr. Lin Feng, aged 41, has been the vice president and the executive Director of our Company since March 2013. He joined our Group in September 2004 and served in various positions, including the chief operating officer, director, vice president and executive president.

Prior to joining the Group, Mr. Lin worked for Chongqing Branch of China Merchants Bank from November 1998 to September 2004 and served as the deputy manager of the fund planning department from February 2004. He worked in the Yubei sub-branch of Chongqing Branch of Industrial and Commercial Bank of China from July 1993 to November 1998.

He is currently the legal representative of Chongqing Association of Micro-credit companies (重慶市小額貸款公司協會).

Mr. Lin obtained his bachelor’s degree in statistics from Chongqing Business College (重慶商學院) (currently known as Chongqing Technology and Business University (重慶工商大學)) in July 1993 and MBA degree from Chongqing University in June 2006. He was accredited as an intermediate statistician by National Bureau of Statistics of China in October 2002. He was also qualified as a security professional by the Securities Association of China (中國證券業協會) in February 2004.

Non-executive Directors

Mr. Tu Jianhua, aged 50, joined our Group in February 2013 and has been as the non-executive Director of the Company since March 2013. He served as the chairman of the board of directors of Hanhua Guarantee Co., Ltd. from February to March 2013.

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Mr. Tu has been the chairman of the board of directors of Loncin Holdings previously, in the period from December 2002 to June 2010 and since February 2013. He has been the director of Loncin Motor Co., Ltd. (隆鑫通用動力股份有限公司) since October 2010, a company whose shares have been listed on the Shanghai Stock Exchange (Stock Code: 603766) since August 2012. Mr. Tu served as the non-executive director of Chongqing Rural Commercial Bank Co., Ltd., a company whose shares are listed on the Hong Kong Stock Exchange (Stock Code: 3618), from June 2008 to December 2011. He served as the chairman of the board of directors of Locin Group since February 1996. He served as the general manager of Chongqing Loncin Gasoline Engine Company (Sino-American Joint Venture) (中美合資重慶隆鑫汽油機公司), a company used to be controlled by Mr. Tu during its existence, from 1995 to 1996, and served as the chairman of Chongqing Loncin Transportation and Machinery Factory (重慶隆鑫交通機械廠), a company used to be controlled by Mr. Tu during its existence, from 1993 to 1995. He served as the chairman of Chongqing Jiulong District Loncin Metal Factory (重慶市九龍坡區隆鑫金屬廠), a company used to be controlled by Mr. Tu during its existence, from 1991 to 1993.

Mr. Tu previously acted as the deputy to the 11th and the 12th National People's Congress, the deputy to the Second and Third Chongqing Municipal People's Congress and the vice president of Chongqing West China Education Promotion Association (重慶西部教育促進會). He currently serves as the deputy to the Fourth Chongqing Municipal People's Congress.

Mr. Tu is the cousin of Ms. Liu Jiaoyang (one of our non-executive Directors).

Mr. Tu is one of our Controlling Shareholders.

Mr. Duan Xiaohua, aged 39, joined the Group in June 2013 as the non-executive Director of the Company.

Prior to joining the Group, Mr. Duan served as the chief financial officer of Loncin Holdings from February 2012 to October 2012, the chief financial officer and director of Shanghai Fenghua Group Co., (上海豐華(集團)股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600615) since October 2012. He worked for Chengdu Fudi Property Co., Ltd. (成都復地置業有限公司) from March 2008 to March 2012 and held various positions, including financial manager, vice financial president and financial president. From June 2007 to February 2008, he worked for Hutchison Whampoa Property (Xi'an) Co., Ltd. (和記黃埔地產(西安)有限公司). He also worked for Chongqing Taiji Industry (Group) Co., Ltd (太極集團有限公司) from July 1998 to May 2007, a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600129).

Mr. Duan obtained his bachelor's degree in accounting from Southwestern University of Finance and Economics in 1998 and obtained his master's degree in business administration from Chongqing University in 2006. Mr. Duan was accredited as an accountant and a certified internal auditor.

Ms. Liu Jiaoyang, aged 35, has been the non-executive Director of the Company since March 2013. She joined the Group in August 2009 and has been a director of Hanhua Guarantee since then with an non-executive role.

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Prior to joining the Group, Ms. Liu served as the general manager of Chongqing Maohua Technology Co., Ltd. (重慶茂華科技有限公司) from October 2003 to August 2009.

Ms. Liu obtained her bachelor's degree in economics from Saint Petersburg State Polytechnical University in Russia in December 2003.

Ms. Liu Jiaoyang is the cousin of Mr. Tu (one of our non-executive Directors).

Ms. Liu Tingrong, aged 39, has been the non-executive Director of the Company since March 2013. She joined the Group in March 2011 and served as a director of Hanhua Guarantee with an non-executive role.

Ms. Liu has been working for Chongqing Taizheng Mining Resources Development Co., Ltd. (重慶泰正礦產資源開發有限公司) since September 1996 and become the assistant to the chairman of board of directors since November 2007.

Ms. Wang Fangfei, aged 27, has been the non-executive Director of the Company since March 2013. She joined the Group in November 2010 and held various position, including the project manager and chief reviewing managers of business management section and general management section of Hanhua Guarantee.

Ms. Wang holds 55% of the equity interests of Chongqing Jiulong Investment Co., Ltd. (重慶九龍投資有限公司), one of the minority shareholders of our Company, and has also been the legal representative of Chongqing Jiulong Investment Co., Ltd. since April 2011.

Ms. Wang obtained her master's degree from Sheffield Hallam University in October 2009, majoring in international business and management. She obtained her junior college degree in business administration from Chongqing University in July 2006.

Mr. Feng Yongxiang, aged 43, has been the non-executive Director of the Company since March 2013. He joined the Group in August 2009 and has been the director of Hanhua Guarantee since then with an non-executive role.

Prior to joining the Group, Mr. Feng has been the general manager of Chongqing Puzhao Hengyi Investment Co., Ltd. (重慶普兆恒益投資有限公司), one of the minority shareholders of our Company, since February 2010. He worked for Chongqing Yayu Business and Commerce Development Co., Ltd. (重慶雅域商貿發展公司) as a deputy general manager from May 2005 to January 2010. He worked as the senior relationship manager of the Chongqing branch of China Minsheng Banking Corp., Ltd., a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600016) and the Hong Kong Stock Exchange (Stock Code: 01988), from July 2003 to May 2005. He served as the senior relationship manager of the Chongqing branch of Shanghai Pudong Development Bank Co., Ltd., a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600000), from March 2000 to July 2003. He worked for Yangjiaping Sub-branch of China Construction Bank Corporation, a company whose shares are listed on the Shanghai Stock Exchange (Stock Code: 601939) and the Hong Kong Stock Exchange (Stock Code: 00939), from July 1991 to February 2000.

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Mr. Zhou Xinyu, aged 42, joined the Group in June 2013 as the non-executive Director of the Company.

Prior to joining the Group, Mr. Zhou has been the assistant to general manager of Hua Rong Securities Company Limited (華融證券股份有限公司) since January 2013. From June 2008 to November 2012, he worked at Guosen Securities Co., Ltd. (國信證券股份有限公司). From January 2008 to May 2008, he served as the deputy general manager of the capital market department of Hua Rong Securities Company Limited (華融證券股份有限公司). He also previously served as the senior deputy manager of the investment department of China Huarong Asset Management Corporation (中國華融資產管理公司).

Mr. Zhou obtained his bachelor's degree in engineering mechanics from Xi'an Jiaotong University in July 1993 and obtained his master's degree in economics (majoring in finance) from Central University of Finance and Economics in March 2001. He obtained his doctorate degree in economics (majoring in domestic economy) from Chinese Academy of Social Sciences in July 2006. Mr. Zhou obtained the qualification of senior economist from the senior assessment committee of China Huarong Asset Management Corporation in December 2006.

Mr. Liu Bolin, aged 28, joined the Group in June 2013 as the non-executive Director of the Company.

Prior to joining the Group, Mr. Liu has been the general manager of Sichuan Hongrun Trading Co., Ltd. (四川泓潤商貿有限公司), one of the minority shareholders of our Company, since March 2013.

Mr. Liu obtained his bachelor's degree in business administration from Shenzhen University in June 2006 and obtained his master's degree in accounting from the State University of New York at Binghamton in December 2008.

Independent Non-Executive Directors

Mr. Bai Qinxian, aged 73, has been the independent non-executive Director of the Company since March 2013. He joined the Group in August 2009 and has been the independent non-executive director of Hanhua Guarantee since then.

Mr. Bai has served in various domestic committees and societies, including the member of the applied economics discipline appraisal group of the Fourth and Fifth Session of Academic Degree Commission of the State Council, the permanent member of China Society for Finance and Banking (中國金融學會), and the permanent member of China International Finance Society (中國國際金融學會). Mr. Bai is currently the professor and the doctoral supervisor in finance and policy finance of Liaoning University and the director of the International Finance Institute of the University (遼寧大學國際金融研究所).

Mr. Bai was accredited as an academic leader of applied economics at the first level and an expert who is eligible to enjoy the special allowance of the State Council.

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Mr. Deng Zhaoyu, aged 67, has been the independent non-executive Director of the Company since March 2013. He joined the Group in August 2009 and has been the independent non-executive director of Hanhua Guarantee since then.

Prior to joining our Group, Mr. Deng held various positions at China People's Insurance Holding Company (中國人保控股公司) (currently known as the People's Insurance (Group) of China Limited), a company whose shares are listed on Hong Kong Stock Exchange (Stock Code: 01339), including the deputy general manager during the period from December 2001 to August 2006. Mr. Deng also served as the chairman of the board of supervisors of PICC Property and Casualty Co., Ltd., a company whose shares are listed on the Hong Kong Stock Exchange (Stock Code: 02328), from July 2003 to October 2006.

Mr. Qian Shizheng, aged 61, joined the Group in June 2013 as the independent non-executive Director of our Company.

Prior to joining our Group, Mr. Qian had served as the deputy director of the Accounting Department of Fudan University. He worked at Shanghai Industrial Holdings Limited, the shares of which are listed on the Hong Kong Stock Exchange (stock code: 363), from January 1998 to April 2012 and held various positions, including deputy chief executive officer and executive director. He also served as the vice-chairman of Haitong Securities Co., Ltd. from July 2007 to July 2010 and from May 2011 to March 2013, the shares of which are listed on both Shanghai Stock Exchange (stock code: 600837) and the Hong Kong Stock Exchange (stock code: 6837), and the director of Shanghai Pudong Development Bank and Shanghai Industrial Urban Development Group Limited, a company whose shares are listed on the Hong Kong Stock Exchange (Stock Code: 00563). He was appointed as the professor of the School of Management of Fudan University and the associate director of the Shanghai-Hong Kong Development Institute of Fudan University. He is also the independent non-executive director of Lonking Holdings Limited, the shares of which are listed on the Hong Kong Stock Exchange (stock code: 3339), Zoomlion Heavy Industry Science & Technology Co., Ltd., the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000157) and the Hong Kong Stock Exchange (stock code: 01157), and Shanghai Yaohua Pilkington Glass Group Co., Ltd., the shares of which are listed on the Shanghai Stock Exchange (stock code: 600819).

Mr. Qian obtained his bachelor's degree in accountancy from Shanghai Institute of Finance and Economics (currently known as Shanghai University of Finance and Economics) in July 1983 and doctor's degree in management science and engineering from Fudan University in July 2001.

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Mr. Ng Leung Sing, aged 64, joined the Group in June 2013 as the independent non-executive Director of the Company.

Mr. Ng is currently the director of Bank of China (Hong Kong) Trustees Limited, the vice chairman of the Chiyu Banking Corporation Limited and the director of the BOCHK Charitable Foundation. He is also an independent non-executive director of MTR Corporation Limited, the shares of which are listed on the Hong Kong Stock Exchange (stock code: 00066) and traded over the counter on NASDAQ in the US (stock code: MTRJY), the independent non-executive director of Smartone Telecommunications Holdings Limited whose shares are listed on Hong Kong Stock Exchange (Stock Code: 00315) and Nine Dragons Paper (Holdings) Limited, the shares of which are listed on the Hong Kong Stock Exchange (stock code: 2689). He has been a member of the board of management of the Chinese Permanent Cemeteries since February 2010.

Mr. Ng had been the member to various boards and committees, including the Hong Kong Deputy to the 10th, 11th and 12th National People's Congress of the PRC, the member of the Legislative Council of the Hong Kong Special Administrative Region, the chairperson of the Banking Industry Training Advisory Committee of the Education Bureau, the honorary president of Chinese Bankers Club, Hong Kong, the honorary advisor of the Hong Kong Chi Tung Association Ltd. and the specialist of the Hong Kong Council for Accreditation of Academic & Vocational Qualifications (Banking).

Mr. Yuan Xiaobin, aged 44, joined the Group in June 2013 as the independent non-executive Director of our Company.

Mr. Yuan has been the member of the standing committee of Chongqing People's Congress since January 2013. He has also been the vice president of Chongqing Friendship Association for Non-Party Intellectuals since September 2012, the vice chairman of the Revolutionary Committee of Chongqing Municipal since July 2012, and the arbitrator of the China International Economic and Trade Arbitration Commission since May 2011. He had been the independent director of Jinke Property Group Co., Ltd., the shares of which are listed on Shenzhen Stock Exchange (stock code: 000656), and has become the special supervisor of Chongqing People's Government since May 2008. He also has been a part-time professor at Southwest University of Politics and Law since December 2006 and the director of Zhonghao Law Firm since 1997. Mr. Yuan had also been a Legislative Assessment Expert from June 2008 to January 2013, a consultant of the Decision Advisory Committee of Chongqing People's Government from December 2008 to December 2010.

Mr. Yuan holds the honorary title of the "Outstanding Specialists with Remarkable Contributions to Chongqing City" awarded by the Chongqing Municipal Party Committee and Chongqing People's Government in September 2009, "Top Ten Outstanding Professionals" awarded by the United Work Front Department in February 2010, "National Outstanding Lawyer" awarded by the Chinese Lawyer's Association in December 2011 and "Chongqing Top Ten Innovative Person of Year 2011" in February 2012.

Mr. Yuan obtained his bachelor's degree in law from Southwest College of Politics and Law (currently known as Southwest University of Politics and Law) in June 1991, and his EMBA degree from Chongqing University in June 2013. Mr. Yuan was accredited as a Class A lawyer by Chongqing Judicial Bureau in January 2010.

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BOARD OF SUPERVISORS

The board of Supervisors of the Company consists of three members. Except for the employee representative Supervisor elected by employees, the Supervisors were elected by our Shareholders for a term of three years, which is renewable upon re-election and re-appointment. The functions and duties of the board of Supervisors include, but are not limited to: reviewing and verifying financial reports, business reports and profit distribution proposals prepared by the Board; and, if in doubt, appointing certified public accountants and practicing auditors to re-examine the Company's financial information; monitoring the financial activities of the Company; supervising the performance of the Directors, the presidents and other senior management members, and monitoring whether they had acted in violation of the laws, regulations and Articles of Association in the performance of their duties; requesting the Directors, the president and senior management members to rectify actions which are harmful for the Company's interests; and exercising other rights authorized to them under the Articles of Association.

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

Name	Age	Position	Date of Appointment	Date of Joining the Group
Mr. Li Ruping	57	Chairman of the Board of Supervisors	March 13, 2013	August 2004
Mr. Zhou Daoxue	49	Supervisor	March 13, 2013	August 2009
Mr. Chen Zhonghua	39	Supervisor (Employee Representative Supervisor)	March 13, 2013	January 2005

Mr. Li Ruping, aged 57, has been the chairman of the board of Supervisors of our Company since March 2013. He joined the Group in August 2004 and served in various positions, including vice president, president and director. He has been the chairman of the board of supervisors of Hanhua Guarantee since August 2009.

Prior to that, he had been holding various positions in Loncin Group and its subsidiaries from October 1998 to August 2004, including the chief accountant of Loncin Holdings and the director of finance department of Chongqing Loncin Industry (Group) Co., Ltd (重慶隆鑫工業(集團)有限公司) and Chongqing Construction Loncin Motorcycle Manufacturing Co., Ltd. (重慶建設隆鑫摩托車製造有限公司).

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Mr. Li obtained his junior college diploma in industrial accountancy from Sichuan Radio and TV University (四川廣播電視大學) in July 1986. Mr. Li is accredited as a senior accountant by Chongqing Municipal People's Government.

Mr. Zhou Daoxue, aged 49, has been the Supervisor of our Company since March 2013. He joined the Group in August 2009 as the supervisor of Hanhua Guarantee.

Prior to joining the Group, Mr. Zhou has been the chairman of the board of directors of Chongqing Yujiang Die-casting Co., Ltd (重慶渝江壓鑄有限公司) since December 1999. Mr. Zhou was the president of Chongqing Yujiang Die-casting Plant (重慶渝江壓鑄廠) from December 1991 to November 1999.

Mr. Chen Zhonghua, aged 39, has been the Supervisor of our Company since March 2013. The appointment of Mr. Chen as Supervisor was approved by the meeting of employee representatives of the Company on March 13, 2013. He joined the Group in January 2005 and held various positions, including the deputy general manager of the strategy development department and general manager of the information and technology department. In addition, he has been the supervisor of Hanhua Guarantee since August 2009, and the standing deputy general manager of Sichuan Micro-credit and deputy general manager of Sichuan Hanhua since January 2013.

Prior to joining the Group, Mr Chen worked for the Chongqing Wanzhou branch of Bank of China as a risk assessment officer of risk management department.

Mr. Chen obtained his junior college degree in finance from Southwestern University of Finance and Economics (西南財經大學) in June 1995. He graduated from Chongqing Technology and Business University (重慶工商大學) in June 2005, majoring in accounting.

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SENIOR MANAGEMENT

Name	Age	Position	Date of Appointment	Date of Joining the Group
Mr. Zhang Guoxiang . . .	49	President	March 13, 2013	August 2004
Mr. Lin Feng	41	Vice President	March 13, 2013	September 2004
Mr. Yan Dong	44	Vice President	March 13, 2013	May 2006
Mr. Wang Dayong	47	Vice President	March 13, 2013	October 2006
Mr. Cui Weilan.	42	Vice President	March 13, 2013	June 2006
Mr. Zhou Xiaochuan . . .	39	Vice President	March 13, 2013	March 2008
Mr. Luo Xiaobo	34	Vice President	March 13, 2013	November 2004
Mr. Ren Weidong	36	Financial Director	March 13, 2013	February 2009
Mr. Liu Ruifeng	48	Risk Director	July 1, 2013	July 2012
Mr. Cheng Xiaoqin	37	Marketing Director	July 1, 2013	December 2004
Mr. Yuan Guoli	44	Marketing Director	July 1, 2013	October 2006
Ms. Wang Qi	42	Marketing Director	July 1, 2010	June 2010
Mr. Li Xuan	40	Sales Director	July 1, 2013	July 2011
Mr. Xu Wei	37	Information & Technology Director	July 1, 2013	July 2012
Mr. Lin Ting	42	Operating Director	July 1, 2013	July 2012
Mr. Jiang Jintang	43	Commercial Director	July 1, 2013	June 2012

For details of Mr. Zhang Guoxiang's biography, see "— Directors."

For details of Mr. Lin Feng's biography, see "— Directors."

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Mr. Yan Dong, aged 44, has been the vice president of the Company since March 2013. He is in charge of the business operations of our subsidiaries in Guangdong Province and Guangxi Province. Mr. Yan joined the Group in May 2006 and held various positions, including deputy general manager of risk management department and vice president.

Prior to joining the Group, Mr. Yan served in various positions in Chongqing Branch of China Merchants Bank Co., Ltd. from October 2000 to April 2006, including the deputy general manager of the corporate banking department. He worked at Chongqing Branch of China Construction Bank Corporation from July 1991 to September 2000.

Mr. Yan obtained his bachelor's degree in engineering from Sichuan Industrial College (四川工業學院) (currently known as Xihua University (西華大學)) in July 1991. He obtained his EMBA degree from Guanghua School of Management of Peking University in January 2013.

Mr. Wang Dayong, aged 47, has been the vice president of the Company since March 2013. He is in charge of the financial marketing headquarter of the Company and the business operations of our subsidiaries in Beijing, Tianjin, Hebei Province and Shandong Province. Mr. Wang joined the Group in October 2006 and held various positions, including chief credit marketing officer and vice president.

Prior to joining the Group, Mr. Wang held various positions in China Securities Co., Ltd. from September 1998, including the general manager of innovation business department of investment banking headquarters. Prior to that, he had worked at the Planning Department of Liaoning Branch of Industrial and Commercial Bank of China Limited from July 1988 to September 1998.

Mr. Wang obtained his master's degree in international finance from the department of international economics of Liaoning University in July 1998. He is currently attending an EMBA program jointly held by National Taiwan University and Fudan University. He is also accredited as a senior economist by the Appraisal and Approval Committee for Professional & Technical Competence of the Industrial and Commercial Bank of China.

Mr. Cui Weilan, aged 42, has been the vice president of the Company since March 2013. He is in charge of the risk management headquarters, human resources headquarters and administrative management headquarters of our Company. Mr. Cui joined the Group in June 2006 and served in various positions, including vice president, chief legal officer and secretary of the board of directors.

Prior to joining the Group, Mr. Cui had been a practicing solicitor of Hebei Jimin Law Firm (河北濟民律師事務所) from 1999 to 2006 and had worked for Hebei Management Cadre College of Political Science and Law (河北政法管理幹部學院) (currently known as Hebei Professional College of Political Science and Law (河北政法職業學院)) from July 1995 to March 2007.

Mr. Cui obtained his bachelor's degree in law from the department of political of Southwest Normal University (currently known as Southwest University (西南大學)) in June 1995. He is also accredited as a practicing solicitor by the Ministry of Justice of the PRC and

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as an associate professor in law by Hebei Title Reform Leadership Committee Bureau (河北職稱改革領導小組辦工室). He completed the postgraduate program in economic law from Chinese Academy of Social Sciences in September 2003 and obtained his MBA degree from China Europe International Business School (中歐國際工商學院) in September 2012.

Mr. Zhou Xiaochuan, aged 39, has been the vice president of our Company since March 2013. He is in charge of the business operations of our subsidiaries in Shanghai, Jiangsu Province and Anhui Province. Mr. Zhou joined the Group in 2008 and held various positions, including chief financial officer. He has also been the vice president of Hanhua Guarantee since January 2013.

From March 1999 to December 2004 and May 2007 to February 2008, he served in various positions in Loncin Group and its subsidiaries, including the deputy general manager of strategy improvement department and the assistant manager of domestic business operation department of Chongqing Loncin Industry (Group) Co., Ltd. (重慶隆鑫工業(集團)有限公司), the assistant to general manager of Hunan Jinlong Guangyang Motorcycle Co., Ltd. (湖南勁隆光陽摩托車有限公司) and the vice president of Chongqing Jinlong Technology Group Co., Ltd. (重慶勁隆科技集團有限公司). He worked for Tibet New Zhufeng Motorcycle Co., Ltd. (西藏新珠峰摩托車有限公司) as the deputy general manager from September 2005 to April 2007.

Mr. Zhou obtained his junior college degree in accounting from Southwestern University of Finance and Economics in June 1995.

Mr. Luo Xiaobo, aged 34, has been the vice president of the Company since March 2013. He is in charge of the business operations of our subsidiaries in Chongqing, Guizhou Province, Hubei Province and Hunan Province. Mr. Luo joined the Group in November 2004 and held various positions, including chief operating officer. He has also been the vice president of Hanhua Guarantee since January 2013.

Prior to joining the Group, Mr. Luo worked for Chongqing Huifeng Property Assets Evaluation Co., Ltd (重慶滙豐房地產土地資產評估有限責任公司) from June 2004 to October 2004 and Chongqing Boma Property Assets Evaluation Co., Ltd. (重慶鉑碼房屋土地評估有限公司) from July 2002 to June 2004.

Mr. Luo obtained his bachelor's degree in mechanical design and manufacturing and business administration from Southwest Agricultural University (西南農業大學) (currently known as Southwest University (西南大學)) in July 2002.

Mr. Ren Weidong, aged 36, has been the financial director and general manager of capital finance department of our Company since March 2013. He is in charge of capital finance headquarters and administrative office of our Company. Mr. Ren joined the Group in February 2009 and had served as the general manager of the finance headquarters of Hanhua Guarantee.

Prior to joining the Group, Mr. Ren served as the manager of financing department of Duke Seals (Chongqing) Ltd. (重慶杜克高壓密封件有限公司) from October 2005 to January 2009. He served in various positions in Loncin Group and its subsidiaries from July 2000 to

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May 2005, including the head of the financial section of Hunan Jinlong Guanyang Motorcycle Co., Ltd (湖南勁隆光陽摩托車有限公司), the chief financial officer of Chongqing Jinlong Technology Group Co., Ltd. (重慶勁隆科技集團有限公司) and the chief financial officer and accountant of Chongqing Jinlong Motorcycle Manufacturing Co., Ltd. (重慶勁隆摩托車製造有限公司).

Mr. Ren obtained his bachelor's degree in auditing from Hangzhou Institute of Electronics and Engineering (杭州電子工業學院) (currently known as Hangzhou Dianzi University (杭州電子科技大學)) in July 1999. He was also accredited as a junior accountant in May 2000 by Ministry of Finance of the People's Republic of China. He was admitted as an affiliated member of The Association of International Accountants in April 2008.

Mr. Liu Ruifeng, aged 48, has been the risk director of the Company since July 2013. Mr. Liu joined the Group in July 2012. He had served as the chief risk officer of Hanhua Guarantee and the general manager of risk management department of our Company.

Prior to joining the Group, Mr. Liu worked for Washington Mutual, Inc., (later acquired by JPMorgan Chase & Co.) from August 2004 to July 2012. During that period, he joined the International Assignment (ECP HOME) Program of JPMorgan Chase & Co. in July 2009 and was seconded in China. During the period from August 1996 to August 2004, Mr. Liu worked for Household Credit Services, Inc. (later acquired by HSBC (U.S.)) as assistant risk manager, the Fruit of the Loom Company as the senior forecast analyst in U.S. and the Provident Company as the senior statistic analyst in U.S.

Mr. Liu obtained his doctorate degree in mathematics from Michigan State University in U.S. in August 1996. Prior to that, he obtained his master's degree in Science and bachelor's degree in Science (majoring in computational mathematics) from Nankai University in June 1990 and July 1987, respectively.

Mr. Cheng Xiaoqin, aged 37, has been the marketing director of the Company since July 2013. He is in charge of the business operations of our subsidiaries in Sichuan Province, Shanxi Province, Gansu Province and Yunnan Province. Mr. Cheng joined the Group in December 2004 and had served as the general manager of risk management department. He had served as the marketing director of Hanhua Guarantee and has been the general manager of Sichuan Micro-credit since January 2013 and the general manager of Sichuan Hanhua since 2012.

Prior to joining the Group, Mr. Cheng worked successively for Chongqing Wanzhou sub-branch and the business department of Chongqing branch of Bank of China from July 2000 to March 2005.

Mr. Cheng obtained his bachelor's degree in currency banking from the Economics and Trade Faculty of Nanjing Agriculture University.

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Mr. Yuan Guoli, aged 44, has been the marketing director of the Company since January 2013. He is in charge of the business operations of our subsidiaries in Liaoning Province, Heilongjiang Province and Jilin Province. Mr. Yuan joined the Group in October 2006 and had served as the marketing director of Hanhua Guarantee and the deputy general manager and general manager of Liaoning Hanhua successively.

Prior to joining the Group, Mr. Yuan worked for the Liaoning office of China Huarong Asset Management Corporation from March 2000 to September 2006. From August 1991 to February 2000, he worked for the industrial credit department and asset risk management department of Liaoning branch of Industrial and Commercial Bank of China Limited.

Mr. Yuan obtained his bachelor's degree in industrial economics from the Department of Industrial Management of Liaoning University in July 1991.

Ms. Wang Qi, aged 42, joined the Group in July 2010 as the marketing director of the Company.

Prior to joining the Group, Ms. Wang served as the senior deputy general manager of Fullerton Investment & Credit Guarantee Co. Ltd. (富登投資信用擔保有限公司) from July 2009 and the deputy general manager of Chengdu Small-enterprise Credit Guarantee Co., Ltd. (成都小企業信用擔保有限公司) from July 2005 to July 2008.

Ms. Wang obtained her junior college degree in accounting from Sichuan University in July 1992 and obtained her bachelor's degree in accounting from Southwestern University of Finance and Economics in June 1999. In June 2006, she obtained her master's degree in business administration from Sichuan University. She was accredited as a certified public accountant in 1996 and obtained the advanced level of speciality in accounting in 2006. She was honored as "Sichuan First Top Ten Experts in Guarantee Industry" in October 2007.

Mr. Li Xuan, aged 40, has been the sales director of our Company since July 2013. He is in charge of the business management headquarters. Mr. Li joined our Group in July 2011 and served as the general manager of Sichuan Micro-credit and general manager of the credit market department of Hanhua Guarantee.

Prior to joining the Group, from April 2001 to June 2011, Mr. Li worked for the Chongqing branch of China Pacific Life Insurance Co., Ltd. whose shares are listed on Hong Kong Stock Exchange (Stock Code: 02601) and Shanghai Stock Exchange (Stock Code: 601601) and served as the manager of information and technology department, chief operating officer, manager of the relationship department, the general manager of the management department of group insurance business and the president of the group insurance business. From January 1999 to April 2001, Mr. Li worked for the subsidiary of China Life Insurance Company whose shares are listed on Hong Kong Stock Exchange (Stock Code: 2628) and Shanghai Stock Exchange (Stock Code: 601628) in Chongqing. Prior to that, Mr. Li worked for Shapingba sub-branch of Chongqing branch of People's Insurance Company of China (renamed as Shapingba sub-branch of Chongqing branch of Zhongbao Life Insurance Company Limited) from September 1997.

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Mr. Li graduated from Southwest Normal University (西南師範大學) (currently known as Southwest University (西南大學)) with a junior college degree in computer application in July 1993. He served as expert, system engineer and database engineer of Microsoft Corporate in the U.S., database engineer of InFormix company and server system expert of IBM company in U.S..

Mr. Xu Wei, aged 37, has been the information and technology director of the Company since July 2013. He is in charge of the information management headquarter and serves as the general manager of the information management headquarter. Mr. Xu joined the Group in July 2012 as the general manager of the information management department of Hanhua Guarantee.

Prior to joining the Group, Mr. Xu worked for China International Capital Corporation Limited from December 2008 to July 2012, IBM Global Services (China) Co. Limited from May 2006 to November 2008, and the People's Insurance Company (Group) of China Limited (中國人壽保險有限公司), currently renamed as PICC Life Insurance Company Limited from July 2005 to May 2006.

Mr. Xu obtained his bachelor's degree in computer science and technology from Shandong University of Technology in July 1999 and obtained his master's degree in computer software and theory from Shandong University in December 2001. In July 2005, he obtained his doctorate degree in computer software and theory from Institute of Software, Chinese Academy of Sciences (中國科學院軟件研究所).

Mr. Lin Ting, aged 42, has been the operating director and general manager of the operating management department of the Company since July 2013. Mr. Lin joined the Group in July 2012 and served as the deputy general manager of credit market department and general manager of operating department of Hanhua Guarantee.

Prior to joining the Group, Mr. Lin worked for JP Morgan Chase & Co. from June 2007 to July 2012 and served as the risk manager in the customer account management department of JPM. During that period, he joined the International Assignment (ECP HOME) Program of JPMorgan Chase & Co. in November 2008 for two years in China. Mr. Lin worked for Royal Bank of Scotland (RBS) from September 2005 to July 2007 and held various management functions in risk management department. He worked for Giant Eagle Inc. from June 1998 to September 2005 and held various analysis positions and management positions.

Mr. Lin obtained his master's degree in MSIA business administration (majoring in operations research) from Carnegie Mellon University in May 1998 and obtained his bachelor's degree in operations research from Statistics Operations department of Fudan University in July 1995.

Mr. Jiang Jintang, aged 43, has been the commercial director of the Company since June 2013. Mr. Jiang joined the Group in June 2012 and served in various positions, including the general manager of the overseas business department and the general manager of financial cooperation headquarters of Hanhua Guarantee.

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Prior to joining the Group, Mr. Jiang served as the operating officer of World Bank Group International Finance Corporation (IFC) since April 2007 for approximately 5 years and served as the business associate of AIG from October 2004 to April 2007. From July 1993 to October 2001, he served in various positions in Chongqing Branch of China Construction Bank Corporation whose shares are listed on Hong Kong Stock Exchange (Stock code: 939), including the chief of credit management committee of operation department.

Mr. Jiang obtained his bachelor's degree in management engineering from Tianjin University in July 1993 and obtained his master's degree in economics (majoring in finance) from Southwestern University of Finance and Economics in January 2000. He obtained his MPA degree from Harvard University in June 2004.

JOINT COMPANY SECRETARIES

Mr. Cui Weilan, is one of the joint company secretaries of the Company. Mr. Cui has a background of legal experience combined with years of experience in the PRC micro financial industry. For details of Mr. Cui's biography, see "— Senior Management."

Ms. Lai Siu Kuen, a manager of the Listing Services Department of KCS Hong Kong Limited, which is a corporate secretarial and accounting service provider in Hong Kong, is our joint company secretary. Ms. Lai has over 15 years of professional and in-house experience in company secretarial field. She holds a Bachelor of Arts degree in Accountancy and is a fellow member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in United Kingdom. She has worked in the corporate services division of KPMG Hong Kong for more than 7 years and subsequently worked for certain Hong Kong Main Board listed companies for more than 8 years. Ms. Lai has extensive knowledge and experience in corporate governance and compliance affairs of listed companies. She is currently the joint company secretary of Jingrui Holdings Limited and Boyaa Interactive International Limited (both companies are listed on the Main Board of the Stock Exchange).

BOARD COMMITTEES

Audit committee

The Audit Committee of the Company consists of three directors: Mr. Qian Shizheng (independent non-executive Director), Ms. Liu Jiaoyang (non-executive Director) and Mr. Yuan Xiaobin (independent non-executive Director). Mr. Qian Shizheng currently serves as the chairman of the Audit Committee of the Company. The Company's Audit Committee is primarily responsible for the communication, supervision and review in connection with the internal and external audit of the Company, including:

- to propose the engagement or removal of external auditor and consider and make recommendations on their salaries, resignation or removal; to discuss with the external auditor the nature and scope of the audit and relevant reporting obligations and review and monitor the external auditor's independence and objectivity of the auditor and the effectiveness of the audit procedures from time to time in accordance with applicable standards;

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- to oversee our internal audit system and its implementation and review our financial and accounting policies and practices;
- to develop and implement policy in relation to the an external auditor and report to the Board on any matters where action or improvement is needed and make recommendations accordingly;
- to be responsible for the communications between the internal auditor and the external auditor ensure the co-ordination between the internal and external auditors and act as the key representative body for overseeing the relations between the Company and the external auditor;
- to monitor our financial information and the disclosure thereof, including the integrity of our financial statements, annual reports and accounts, interim reports and, quarterly reports if prepared for publication and to review significant opinions regarding the financial reporting contained thereof;
- to examine our financial control, internal control and risk management systems and to audit any significant connected transaction, so as to ensure that management has performed its duty to establish an effective internal control system; to research the major investigation findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- to review arrangements our employees can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and
- to establish a whistleblowing policy and system for employees and those who deal with the Company (e.g. customers and suppliers) to raise concerns, in confidence, with the Audit Committee about possible improprieties in any matter related to the Company.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company consists of three directors: Mr. Deng Zhaoyu (independent non-executive Director), Mr. Zhang Guoxiang (chairman and executive Director) and Mr. Bai Qinxian (independent non-executive Director). Mr. Deng Zhaoyu currently serves as the chairman of the Nomination and Remuneration Committee of the Company. The primary responsibilities of the Company's Nomination and Remuneration Committee are to assist the Board in formulating the procedures and criteria for electing and appointing the directors and senior management of the Company, conducting initial assessment of qualifications and background of the potential suitable candidates, review and formulate remuneration plans, performance evaluation system and incentive schemes for

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the directors, supervisors and senior management; make proposals to the Board, and oversee the implementation of the plans or systems, including, among other things:

- to analyze the standards and procedures for selection of directors and senior management appointed by the Board; review at least annually the structure, size and composition of the Board (in respect of skills, knowledge and experience among other things); and make recommendations regarding any proposed changes made to the Board in order to comply with our corporate strategy;
- to review the independence of independent directors;
- to assess and review the candidates for director and senior management to be potentially appointed by the Board, and make recommendations to the Board on plans for appointment, re-appointment and succession of directors;
- to examine the assessment standards for directors and senior management appointed by the Board, conduct the relevant assessments and make recommendations to the Board;
- to consider, formulate and examine the remuneration policies and proposals of directors, supervisors and senior management appointed by the Board through formal and transparent program according to standards including salaries paid by comparable companies, time commitment and responsibilities concerned, and employment terms of other positions within our Company and its subsidiaries, and make recommendations to the Board;
- to make recommendations to the Board on particular remuneration package of executive directors, supervisors and senior management appointed by the Board, including benefits in kind, pension rights and compensation for loss or termination of office or appointment;
- to make recommendations to the Board on the remuneration of non-executive directors and independent directors; and
- to make independent and prudent suggestions on removal of directors.

Strategic Investment Committee

The Strategic Investment Committee of the Company consists of three directors: Mr. Zhang Guoxiang (chairman and executive Director), Mr. Tu Jianhua (non-executive Director) and Mr. Zhou Xinyu (non-executive Director). Mr. Zhang Guoxiang currently serves as the chairman of the Strategic Investment Committee. The primary responsibilities of the Strategic Investment Committee are to examine and advise the Board on our long-term development strategies and major investment decisions, including:

- to study and make recommendations on significant projects investment and financing which is subject to the approval of the Board pursuant to the Articles of Association;

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- to study and make recommendations on major capital operation and asset operation projects which are subject to the approval of the Board pursuant to the Articles of Association;
- to study and make recommendations on major issues affecting our development; and
- to examine the implementation of the above matters.

COMPENSATION OF THE DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND EMPLOYEES

In 2010, 2011, 2012 and the 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 RMB1.1 million, RMB1.6 million, RMB1.5 million and RMB4.0 million, respectively. In addition, we also recognized RMB84.1 million of share-based payment expense during the ten months ended October 31, 2013 in connection with the share incentive plan granted to our Directors and Supervisors. Given that the executive share incentive scheme will last for a continuous eight years starting from January 1, 2013 and that each grantee is entitled to dispose 12.5% of his effective interest each year as disclosed in the “— Share Incentive Scheme” section below, we expect to incur relevant non-cash share based payment on a monthly basis for each of the aforementioned eight years.

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

The total remuneration and benefits in kind (if applicable) received by the top five highest paid individuals (including Directors and Supervisors) in 2010, 2011, 2012 and the ten months ended October 31, 2013 were approximately RMB2.4 million, RMB3.5 million, RMB3.9 million and RMB5.7 million, respectively. In addition, we also recognized RMB93.2 million of share-based payment expense during the ten months ended October 31, 2013 in connection with the share incentive plan granted to our top five highest paid individuals (including Directors and Supervisors).

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 the Track Record Period for the loss of any office in connection with the management of the affairs of any subsidiary of our Company.

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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 our 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 years ended December 31, 2013, is estimated to be approximately RMB4.5 million.

EMPLOYEES

As of October 31, 2013, we had 1,596 full-time employees, who had entered into employment contracts with us. The following tables set forth the breakdown of our employees by business function and educational background as of October 31, 2013:

	Number of employees	% of total
Credit guarantee business	600	37.6
Micro and small loans business	375	23.5
Risk management	279	17.5
Finance and accounting	88	5.5
Information technology	29	1.8
Administration	225	14.1
Total	1,596	100

	Number of employees	% of total
Master's degree or above	154	9.6
Bachelor's degree	1,116	69.9
Junior college graduate and below	326	20.5
Total	1,596	100.0

COMPLIANCE ADVISOR

We have appointed China Galaxy International Securities (Hong Kong) Co., Limited as our compliance advisor, pursuant to Rule 3A.19 and 19A.05 of the Listing Rules. The Company has entered into a compliance agreement with the compliance advisor, the material terms of which are as follows:

- (a) the Company appoints China Galaxy International Securities (Hong Kong) Co., Limited as the compliance advisor for the purpose of Rule 3A.19 and 19A.05 of the Listing Rules for a period commencing on the date of Listing of the Shares on the Stock Exchange and ending on the date on which the Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year after the date of Listing;
- (b) the compliance advisor will provide us certain services, including providing us with guidance and advice as to compliance with the requirements under the Listing Rules and applicable laws, rules, codes and guidelines in Hong Kong, and provide advice to the Company on the continuing requirements under the Listing Rules and applicable laws and regulations;
- (c) the compliance advisor will inform us as soon as reasonably practicable of any amendment or supplement to the Listing Rules announced by the Stock Exchange from time to time and any new or amended law, rule, code and guideline in Hong Kong applicable to us;
- (d) the compliance advisor will act as one of the Company's additional channels of communication with the Stock Exchange, if the Authorized Representatives are expected to be frequently outside Hong Kong;
- (e) the Company undertakes to indemnify the compliance advisor for certain actions against any or all claims and losses which relate to or arise, directly or indirectly, by reason of the appointment of the compliance advisor; and
- (f) the Company shall have the right to terminate the appointment of the compliance advisor only if the work of the compliance advisor is of an unacceptable standard or if there is a material dispute (which cannot be resolved within 30 days) over fees payable by the Company to the compliance advisor.

SHARE INCENTIVE SCHEME

One of our Controlling Shareholders, Huitai, was established on July 15, 2009 with a registered capital of RMB0.5 million. Upon establishment, Zhang Guoxiang, one of the then executive directors of Hanhua Guarantee and one of our executive Directors, and Li Ruping, one of the then supervisors of Hanhua Guarantee and one of our Supervisors, owned 50% and 50% of the equity interests of Huitai, respectively. The registered capital has been fully paid up as of July 15, 2009.

Entrustment and Voting Arrangement

The purpose of establishing Huitai was to provide share incentives to the senior management of our Company (the “Share Incentive Scheme”). Huitai’s source of funding for subscribing shares of our Company came from the then existing shareholders of Hanhua Guarantee (except for Huitai) (together, the “Funding Shareholders”). Pursuant to several agreements and confirmations entered into, among others, Funding Shareholders, Huitai and Loncin Holdings:

- (i) Huitai held the equity interests of Hanhua Guarantee and following completion of the Reorganization, Hanhua Financial, on behalf of the Funding Shareholders until the details of the Share Incentive Scheme had been worked out and implemented; and
- (ii) Since establishment of Huitai in 2009 and before the implementation of the Share Incentive Scheme in 2013, Mr. Tu had the right to determine all significant matters on Huitai, including Huitai’s voting right in respect of all matters of Hanhua Guarantee which are subject to shareholder’s approval. Upon the implementation of the Share Incentive Scheme in 2013 and until the expiration of three years after the completion of the Global Offering, Huitai agreed to follow Loncin Holdings in exercising its voting right in respect of all matters of our Company which are subject to shareholders’ approval. As confirmed by our PRC legal advisors, the above arrangement is valid and enforceable under PRC laws and regulations. The terms of the above arrangement was determined with reference to the prevailing practice applicable in the offering regulatory scheme in PRC which requires a three years lock-up period of shares held by controlling shareholder following an initial public offering in the PRC. The parties thereto mutually consider that the three-year term is reasonable and acceptable and will consider whether to continue such arrangement after the expiration of the three-years term.

As of the Latest Practicable Date, Huitai has an outstanding payables to the Funding Shareholder with an amount of approximately RMB91.87 million (“Payables”).

Implementation of Share Incentive Scheme

In June 2013, 15 Directors, Supervisors and senior management of our Company (details as set forth below) were identified as the grantees of the share incentive scheme (each a “Grantee” and together the “Grantees”). In order to implement the Share Incentive Scheme, the Grantee, Hanhua Financial and Huitai entered into an agreement in relation to the Share Incentive Scheme on June 20, 2013, the principal terms of which are set forth as below:

- (i) Mr. Li Ruping would transfer part of his equity interests in Huitai to the remaining Grantees as incentive shares under the Share Incentive Scheme;
- (ii) each of the Grantees shall assume the liability to repay the outstanding debts of Huitai arising from the Share Incentive Scheme in proportion to their respective equity interests in Huitai;
- (iii) as a condition for obtaining the shares, the Grantees undertook to work within our Group for at least a continuous eight years starting from January 1, 2013 (the

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“Service Period”). Each year, the Grantee is entitled to instruct Huitai to dispose of 12.5% of his effective interests in the Company. Huitai will use the proceeds obtained from such disposal to repurchase and cancel the Grantee’s corresponding equity interests in Huitai, after deducting the related debts of Huitai assumed by such Grantee; and

- (iv) if a Grantee ceases to work within our Group any time before the expiration of the Service Period, such Grantee shall be entitled to instruct Huitai to dispose his effective interests in the Company proportionately. Huitai will use the proceeds obtained from such disposal to repurchase and cancel the Grantee’s corresponding equity interests in Huitai, after deducting the related debts of Huitai assumed by such Grantee. Such Grantee’s remaining effective interests in the Company together with the corresponding debts of Huitai assumed by such Grantee to the Funding Shareholders will be enjoyed and borne by the remaining Grantees in proportion to their then applicable effective interest in Huitai.

Effective Interest Held by Each Grantee

Mr. Li Ruping and the other Grantees entered into an equity transfer agreement on June 20, 2013, pursuant to which Mr. Li Ruping transferred approximately 45.9% of his equity interests in Huitai to the other Grantees at par. The above equity transfer was completed on July 12, 2013. The table set forth below illustrates the shareholding structure of Huitai immediately prior to the Global Offering:

No.	Name	Position in our Company	Percentage of Shareholding in Huitai	Effective Interest in our Company immediately after the Global Offering (assuming Over-Allotment Option is not exercised)	Effective Interest in our Company immediately after the Global Offering (assuming Over-Allotment Option is exercised in full)
			(%)		
1.	Mr. Zhang Guoxiang	Executive Director	62.09	3.80	3.68
2.	Mr. Lin Feng	Executive Director	5.61	0.34	0.33
3.	Mr. Li Ruping	Supervisor	4.05	0.25	0.24
4.	Mr. Yan Dong	Senior Management	4.00	0.24	0.24
5.	Mr. Luo Xiaobo	Senior Management	3.97	0.24	0.24
6.	Mr. Wang Dayong	Senior Management	3.90	0.24	0.23
7.	Mr. Cui Weilan	Senior Management	3.90	0.24	0.23
8.	Mr. Chen Xiaojin	Senior Management	2.99	0.18	0.18
9.	Mr. Yuan Guoli	Senior Management	2.38	0.15	0.14
10.	Mr. Zhou Xiaochuan	Senior Management	2.32	0.14	0.14
11.	Mr. Ren Weidong	Senior Management	1.42	0.09	0.08
12.	Mr. Wang Qi	Senior Management	0.95	0.06	0.06
13.	Mr. Xu Wei ⁽ⁱ⁾	Senior Management	0.85	0.06	0.05
14.	Mr. Li Xuan	Senior Management	0.85	0.06	0.05
15.	Mr. Jiang Jintang	Senior Management	0.74	0.05	0.04

Note:

- (i) On June 20, 2013, Mr. Xu Wei further issued an undertaking in relation to the share incentive scheme, pursuant to which, he undertook that, in addition to the restriction on disposal during the Service Period, he will not dispose any of its equity interests in Huitai, in any form, within the period from January 1, 2013 to January 1, 2015.

MATTERS PERTAINING TO MR. TU MINGHAI

Mr. Tu Minghai was the former non-executive chairman of the Board of Directors of the Company (and its predecessor entities) from August 2011 and up to February 2013 and ceased to hold any position or take up any role in our Group thereafter. Throughout his service with us, Mr. Tu Minghai only assumed a non-executive role. Based on public available information, in February 2013, Mr. Tu Minghai was detained by the Public Security Bureau of Loufan County, Shanxi Province for the investigation of a criminal offence of “concealing work safety accidents” related to a mining project, which has no relationship with our Group and our operations. The Company understands that Mr. Tu Minghai is currently on bail and the case is pending. Further, the Company has received confirmation that Mr. Tu Minghai is not related to Mr. Tu Jianhua and the Directors are of the view that the matters pertaining to Mr. Tu Minghai does not affect the business, operations and suitability for listing of the Company.