
DIRECTORS, SENIOR MANAGEMENT AND STAFF

DIRECTORS

Executive Directors

Mr. Liu Xiaosong (劉曉松), aged 42, an executive Director, the chairman and the chief executive officer of the Company. Mr. Liu graduated from Hunan University in the PRC in 1984, with a Bachelor’s degree in Electrical Engineering. In 1987, Mr. Liu graduated from China Electric Power Research Institute in the PRC with a Master’s degree in Engineering. He has over [15] years of experience in the technology, media and telecommunications industry. He was one of the founders of Tencent Holdings Limited, a company listed on the Stock Exchange. In 2004, Mr. Liu was admitted to the Shenzhen Experts Working Union. Mr. Liu was appointed as the Vice President of the Copyright Union of the Internet Society of China and the Copyright Society of China in August 2007 and September 2007 respectively. He is also the Vice President of the Shenzhen Hi-tech Association. He is a founder of the Group and has been the chief executive officer of the Group since May 2000. He was appointed as a Director on 2 October 2007. Mr. Liu is currently responsible for the overall management and strategic planning of the Group.

Ms. Ho Yip, Betty (何擘), aged 39, is the chief financial officer of the Company and an executive Director. Ms. Ho graduated from the University of Toronto in 1993, with a Bachelor’s degree in Commerce. She was admitted as a member of the American Institute of Certified Public Accountants in 1997 and is a member of the Hong Kong Institute of Certified Public Accountants. Ms. Ho has over 15 years of diversified experiences in corporate finance, private equity, retail and operations. Ms. Ho was a director of Strategic Capital Group (HK) Limited, an e-commerce private equity firm, from 2000 to 2001. She held the position of Vice President of Corporate Development from 2001 to 2007 at Lorenzo Jewelry Limited, a wholly owned subsidiary of LJ International, Inc. (NASDAQ: JADE), was responsible for financial planning, corporate finance, investor relations and matters relating to mergers and acquisitions of the group. She joined the Group in July 2007 as its Chief Financial Officer and was appointed as an executive Director on 9 November 2007. Ms. Ho currently oversees the accounting and financial matters of the Group.

Mr. Lin Yizhong (alias Lin Hai) (林一仲), aged 34, is the chief operations officer of the Company and an executive Director. Mr. Lin graduated from Tsinghua University in the PRC in 1995, with a Bachelor’s degree in Materials, Science and Engineering. Mr. Lin has over [12] years of experience in the technology, media and telecom industry. He joined the Group in August 2000 as its senior manager and was appointed as an executive Director on 9 November 2007. Mr. Lin is currently responsible for the general management, sales and marketing and technological system of the Group.

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Non-executive Directors

Mr. Zhong Xiaolin (鍾曉林), aged 43, is a non-executive Director. Mr. Zhong graduated from Huazhong University of Science and Technology in the PRC in 1986 and 1989, with a Bachelor’s and a Master’s degree in Engineering respectively. He further obtained a degree of Doctor of Philosophy in the area of Robotics and Artificial Intelligence from the Napier University, Edinburgh in the United Kingdom in 1996 and a degree of Master of Business Administration from the University of Western Ontario in 2003. Mr. Zhong is a general partner of KPCB China and a general partner of TDF Capital LLC, an associate of the Financial Investors. He was appointed as a director of A8 Music on 28 November 2005. Mr. Zhong has over eight years of experience in management and operation of technology companies. Mr. Zhong was appointed as a non-executive Director on 9 November 2007.

Mr. Li Wei (厲偉), aged 44, is a non-executive Director. Mr. Li graduated from Peking University in 1985, with a Bachelor’s degree in Science. He further obtained a degree of Master of Economics in 1991 and a degree of Executive Master of Business Administration in 2005 from Peking University. He is currently a director of 深圳市深港產學研創業投資有限公司, a Vice President of each of Shenzhen Venture Capital Association, and Shenzhen Angel Investor Club, and a committee member of 中國科技金融促進會風險投資專業委員會 (Venture Capital Profession Commission of Science and Technology Financial Promotion Association of China). Mr. Li was appointed as a non-executive Director on 9 November 2007. Mr. Li is spouse of Ms. Cui Jingtao, a shareholder of Huadong Feitian.

Independent non-executive Directors

Mr. Hui, Harry Chi (許志偉), aged 44, is an independent non-executive Director. Mr. Hui obtained a Master of Business Administration degree in 1992 from the University of Southern California. Mr. Hui has over [12] years of experience in the media and music industry. He was the Managing Director of Warner/Chappell Music Publishing, Inc., Hong Kong. From 1998 to 2000, Mr. Hui had been the senior vice president/general manager of MTV Asia LDC. From 2002 to 2005, Mr. Hui was the President of the South East Asia division of Universal Music Limited. Since January 2007, Mr. Hui has been the Vice President, Marketing, China Beverages Business Unit of Pepsico International. He was appointed as an independent non-executive Director on 9 November 2007.

Mr. Song Yong Hua (宋永華), aged 44, is an independent non-executive Director. Mr. Song graduated from Sichuan University with a Bachelor’s degree in Engineering in 1984. In 1987 and 1989, Mr. Song obtained a Master’s degree in Electrical Engineering and a degree of Doctor of Engineering from the China Electric Power Research Institute respectively. He further obtained a degree of Doctor of Science from Brunel University in 2002. Mr. Song was a Cheung Kong Scholar (特聘教授) under the Cheung Kong Scholars Program (長江學者獎勵計劃). He was elected as a fellow of the Royal Society for the encouragement of Arts, Manufactures & Commerce in 2001 and the Royal Academy of Engineering in 2004. He is also a fellow of The Institution of Electrical Engineering. Currently, Mr. Song is the

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Professor of Electrical Engineering and the Pro-Vice-Chancellor of the University of Liverpool. He is also the Executive President of Xian Jiaotong Liverpool University, Suzhou, China. He was appointed as an independent non-executive Director on 9 November 2007.

Mr. Chan Yiu Kwong (陳耀光), aged 43, is an independent non-executive Director. Mr. Chan graduated from the University of Hong Kong with a Bachelor's degree in Social Sciences in 1988. He was admitted as a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants in 1999 and 2005 respectively. During June 2004 to July 2006, Mr. Chan served as an independent non-executive director of Shang Hua Holdings Limited, a company listed on the Main Board of the Stock Exchange. During March 2006 to December 2007, Mr. Chan served as an executive director of Hi Sun Technology (China) Limited, a company listed on the Main Board of the Stock Exchange. Mr. Chan is an independent non-executive director of a company listed on the Stock Exchange, namely Biosino Bio-Technology and Science Incorporation. He has over [15] years of experience in auditing, business advisory and corporate management. He was appointed as an independent non-executive Director on 9 November 2007.

Directors' remuneration

For each of the three years ended 31 December 2007, the aggregate of the remuneration paid and benefits in kind granted to the Directors by any member of the Group was approximately RMB[399,000], RMB[677,000] and RMB918,000 respectively. Each of the Directors has entered into a service agreement or an appointment letter with the Company for an initial fixed term of three years commencing from the Listing Date. Under the present arrangement, the aggregate of the Directors' remuneration in cash and in kind for the year ending 31 December 2008 is estimated to be approximately RMB[●].

Further details of the terms of the above service agreements and appointment letters are set out in the paragraph headed "Further information about the Directors" in Appendix V to this prospectus.

AUDIT COMMITTEE

The Company established an audit committee on [●] 2008 with written terms of reference in compliance with the Code of Corporate Governance Practices as set out in Appendix 14 to the Listing Rules. The primary duties of the audit committee are to regularly review and monitor the financial reporting process and internal control system of the Group.

The audit committee has three members who are [Mr. Chan Yiu Kwong], [Mr. Song Yong Hua] and [Mr. Hui, Harry Chi], being the independent non-executive Directors. [Mr. Chan Yiu Kwong] has been appointed as the chairman of the audit committee.

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REMUNERATION COMMITTEE

The Company established a remuneration committee on [●] 2008 with the primary duties of establishing and reviewing the policy and structure of the remuneration for the Directors and senior management.

The remuneration committee has three members who are [Mr. Liu Xiaosong, being an executive Director], and [Mr. Song Yong Hua] and [Mr. Hui, Harry Chi], [being independent non-executive Directors]. [Mr. Liu Xiaosong] has been appointed as the chairman of the remuneration committee.

The remuneration committee makes recommendations regarding the remuneration of directors and senior management by considering several factors, such as, salaries paid by comparable companies, time commitment and responsibilities of the directors and senior management, employment conditions and the desirability of performance-based remuneration. The remuneration committee also reviews and approves remuneration based on performance by reference to corporate goals.

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Mr. Wang Hua (王樺), aged 31, graduated from Sun Yat-Sen University with a Bachelor’s degree in International Economy and Trade in 1999. He started his career in the computer software industry following his graduation from university and joined the telecommunications and value-added services industry in 2003. He joined the Group in May 2006.] Currently, Mr. Wang is the department head of the Wireless Sales Department of the Company and is responsible for the general operation of the sales of wireless services of the Group.

Ms. Xu Xiaohui (徐小惠), aged 38, passed the Tertiary Education Self-learning Examination majoring in Finance (International Finance) in Wuhan University in 1999. She was admitted as a non-practising member of the Hubei Institute of Certified Public Accountants in 2005. She joined the Group in April 2000. Currently, Ms. Xu is the department head of the Finance Department of the Company and is responsible for handling the general financial matters of the Group.

Mr. Lu Zhonggang (呂忠崗), aged 33, graduated from Dalian University of Foreign Languages with a Bachelor’s degree in Arts in 1998. After his graduation, he worked as a news reporter of a television station in the PRC. From 2001 to 2005, he was employed as a department head and a manager of a computer software company where he obtained extensive experience in human resources and management. He joined the Group in November 2005. Currently, Mr. Lu is the department head of the Human Resources Department of the Company and is responsible for the management of the matters regarding human resources, administration and customer services of the Group.

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Mr. Liu Zhenyu (劉振宇), aged 30, graduated from Northeastern University of Qinhuangdao with a Bachelor’s degree in Engineering in 1999. Since his graduation, Mr. Liu has been working in the technology, software and mobile value-added services industry. He joined the Group in 2004. Currently, he is the department head of the Technology Department of the Company and is responsible for, among other matters, the development of the supporting technological systems, upgrading of the wireless value-added services platforms and testing of new products of the Group.

Ms. Gao Keying (高克穎), aged 33, graduated from Zhengzhou University with a Bachelor’s degree in Statistics in 1998 and was awarded as an outstanding graduate in Henan Province by the Henan Education Committee in the same year. Ms. Gao further obtained her Master degree of Corporate Management from Tianjin University of Commerce in 2001. Ms. Gao has [five] years of experience in corporate management. She joined the Group in 2004. Currently, she is the Senior Manager of the Corporate Finance Department of the Company and is responsible for, among other matters, the coordination and management of the corporate matters of the Group.

Mr. Zhao Qingtong (趙慶彤), aged 33, graduated from Yuzhou University with a Bachelor’s degree in Computer Information Management in 1996. Mr. Zhao has 9 years of experience in sales and marketing. He joined the Group in October 2001. Currently, he is the manager of the Sales and Operations department of the Company.

Ms. Cheng Heping (程和平), aged [32], graduated from Zhongnan University of Economics and Law with a Master of Business Administration in 2004. Ms. Cheng has 6 years of experience in sales operations. She joined the Group in 2002. Currently, she is the manager of the Sales and Marketing department of the Company.

QUALIFIED ACCOUNTANT AND COMPANY SECRETARY

Ms. Ho Yip, Betty. She is also an executive Director of the Company. Biographical details of Ms. Ho Yip, Betty are set out in the paragraph headed “Directors” above.

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STAFF

Overview

As at the Latest Practicable Date, the Group employed [258] employees. The following table shows a breakdown of the Group’s employees by function as at that date:

Function	Number of employees
Management	[38]
Product development and support	[42]
Sales and marketing	[104]
Original music production operations	[20]
Information technology and research and development	[54]
Total	<u>[258]</u>

Benefit schemes

The employees of the Group in the PRC are members of a state-managed social welfare scheme operated by the local government of the PRC. Under the scheme, the Group provides retirement, medical, employment injury, unemployment and maternity benefits to its employees in the PRC in accordance with the relevant PRC rules and regulations. The Group is required to contribute a specified percentage of their payroll costs to the social welfare scheme to fund the benefits. The only obligation of the Group with respect to the social welfare scheme is to make the specified contributions. During each of the three years ended 31 December 2007, the Group contributed approximately RMB[2.4] million, RMB[2.7] million and RMB[3.0] million to the scheme respectively. The Company’s legal advisers as to PRC laws confirmed that other than the social welfare scheme, there is no other benefit scheme which the Group needs to comply with during the Track Record Period.

The Group’s relationship with staff

Save as disclosed in the paragraph headed “Legal proceedings” in the section headed “Business” in this prospectus, the Group has not experienced any significant problems with its employees or material disruption to its operations due to labour disputes during the Track Record Period nor has it experienced any difficulties with the recruitment or retention of experienced staff. The Directors believe that the Group maintains a good working relationship with its employees.

Pre-IPO Share Option Scheme and Share Option Scheme

The Group has conditionally approved and adopted the Pre-IPO Share Option Scheme and the Share Option Scheme. A summary of the principal terms of the Pre-IPO Share Option

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Scheme and the Share Option Scheme is set out in the paragraphs headed “Pre-IPO Share Option Scheme” and “Share Option Scheme” in Appendix V to this prospectus.

COMPLIANCE ADVISER

The Company has appointed [●], as its compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance adviser will advise the Company 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 share issues and share repurchase;
- (3) where the Company proposes to use the net proceeds of the Share Offer in a manner different from that detailed in this prospectus or where the business activities, developments or results of the Company deviate from any forecast, estimate, or other information in this prospectus; and
- (4) where the Stock Exchange makes an inquiry of the Company regarding unusual movements in the price or trading volume of the securities of the Company.

The term of the appointment shall commence on the Listing Date and end on the date on which the Company distributes its annual report in respect of its financial results for the first full financial year commencing after the Listing.

Rule 8.12 of the Listing Rules

Pursuant to Rule 8.12 of the Listing Rules, the Company must have a sufficient management presence in Hong Kong. This normally means that at least two Directors must be ordinarily resident in Hong Kong. As the business of the Group was developed by Mr. Liu Xiaosong and other senior management members who are PRC nationals and based in the PRC, the business operations and office premises of the Group are primarily located in the PRC and the Group’s customers are all situated in the PRC, the senior management members of the Group are and will therefore continue to be based in the PRC. At present, executive Director and company secretary of the Company, Ms. Ho Yip, Betty, of the Company is ordinarily resident in Hong Kong but none of the other executive Directors are Hong Kong residents or are based in Hong Kong. The arrangement of the Company is to appoint two authorized representatives namely Ms. Ho Yip, Betty, executive Director and company secretary who is ordinarily resident in Hong Kong, and Mr. Liu Xiaosong, executive Director and chief executive officer, to act as the Company’s principal communication channel with the Stock Exchange and will ensure that they comply with the Listing Rules at all times.

Accordingly, the Company applied to Stock Exchange for, and the [Stock Exchange has granted] a waiver under rule 8.12 of the Listing Rules.