
DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

DIRECTORS

Executive Directors

Mr. Chan Yeung Nam (陳陽南) (formerly known as Chan Yeung Nam (陳洋南)), aged 54, is our Chairman. Mr. Chan is the founder of our Group and was appointed an executive Director on April 21, 2009. He is also the chairman of the board of directors of Daoyue and a director of Good Sign, Bright Regent and Top Talent. Since the establishment of Daoyue, Mr. Chan has been responsible for the overall management, development and planning of our Group. He is also responsible for assessing and analyzing investment opportunities involving other infrastructure projects when they arise. In the future, he is expected to have similar responsibilities with respect to other infrastructure projects our Group may undertake. He graduated from the Sun Yat-Sen University (中山大學) in Chinese in August 1977. He was the director of the General Office of the Department of General Administration of the Shenzhen Municipal People's Government (深圳市人民政府辦公廳) from August 1991 to August 1992. Mr. Chan has more than 10 years' experience in the development, operation and management of highways. He has been the legal representative of Huayu Investment from 1994, which was then principally engaged in construction and real estate projects. In 1998, Huayu Investment started to participate in the Shuiguan Expressway project. Since then, Huayu Investment has been involved in the construction, management and operation of highway projects. From December 19, 2003 to June 29, 2007, Mr. Chan was an executive director of China Agri-Products Exchange Limited (formerly known as China Velocity Group Limited) (stock code: 0149), a company listed on the Main Board.

Mr. Mai Qing Quan (麥慶泉), aged 60, joined our Group in December 2006 and was appointed an executive Director on May 21, 2009. He is also a director of Daoyue. Currently, Mr. Mai is responsible for the communication and coordination between the relevant governmental bodies and our Company. In the future, he is expected to have similar responsibilities with respect to other infrastructure projects our Group may undertake. He graduated from Hunan Normal College (湖南師範學院, currently part of Hunan Normal University (湖南師範大學)) in July 1976. Upon graduation, he worked as a teacher in Hunan No. 6 Engineering Company School (湖南省第六工程公司學校) from 1976 to 1983. Mr. Mai then joined the Education Bureau of the Shenzhen Municipality in September 1984 and had worked in the government and a social organization for an aggregate of approximately 19 years. He was the vice district head of Longgang District in Shenzhen from November 1996 to August 2001, responsible for culture and sports related work. He was appointed as the vice chief officer of Huayu Investment in May 2005, responsible for managing the investment, construction and operation of expressway projects. He had been in charge of the construction and internal and external co-ordination of Shuiguan Expressway Extension Line, Shenzhen Qingping Expressway, Shenzhen Hengping Road and Shenzhen Shahe Road. He had been a member of the 11th National People's Congress, a delegate of the 3rd Committee of the Shenzhen Municipality of the Chinese People's Political Consultative Conference, the president of Shenzhen Social Welfare Fund Association (深圳市社會福利基金會), the honorary chairman of Shenzhen Guiqiao Qiaojuan Entrepreneurs Association (深圳市歸僑僑眷企業家聯合會) and the special inspector of the PRC Ministry of Public Security (中華人民共和國公安部).

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Mr. Chen Kai Shu (陳開樹), aged 48, joined our Group in March 2009 and was appointed an executive Director on May 21, 2009. He is also a director of Good Sign and Daoyue. Since February 1, 2009, Mr. Chen has been responsible for road greening, soil and water preservation and environmental protection in the Sui-Yue Expressway (Hunan Section) project. In the future, he will continue to be responsible for environmental protection related aspects of the Sui-Yue Expressway (Hunan Section) when it commences operation. In addition, he is expected to have similar responsibilities with respect to other infrastructure projects our Group may undertake. He graduated from Beijing Forestry College (北京林學院, currently part of Beijing Forestry University (北京林業大學)) in forestry in July 1982. Mr. Chen has an aggregate of over 16 years of experience in greening and environmental protection. He worked in Shenzhen Garden Head Quarter Company (深圳市園林集團有限公司) from August 1982 to September 1986 responsible for garden greening. He had formerly been the vice director of the management division in Shenzhen Donghu Park (深圳市東湖公園管理部) from September 1986 to October 1992, and the vice director in the management division in Shenzhen Wutongshan Scenery Area (深圳梧桐山風景區管理處) from August 2002 to November 2008. He was responsible for greening, environmental protection, soil and water preservation and construction safety for these two positions. He was also a general manager at the Shenzhen Donghu Greenery Engineering Company (深圳市東湖園林工程公司) responsible for general management from December 1993 to December 2001.

Mr. Fu Jie Pin (符捷頻), aged 42, joined our Group in December 2006 and was appointed an executive Director on May 21, 2009. He is also a director of Daoyue, Good Sign, Bright Regent and Top Talent. Since the establishment of Daoyue, Mr. Fu has been responsible for project investment analysis, commercial negotiation and coordination and investment capital operation. He will continue to be responsible for further financing of the Sui-Yue Expressway (Hunan Section) project as the operation may require and is expected to have similar responsibilities with respect to other infrastructure projects our Group may undertake in the future. He graduated from Sun Yat-Sen University (中山大學) with a bachelor's degree in electronics and information system in July 1989. Mr. Fu was the general manager of Beijing Huayu Anran Medicine Technology Company Limited (北京華昱安然醫藥科技有限公司) from March 2003 to July 2009 and Shenzhen Huayu Trading Development Company Limited (深圳市華昱貿易發展有限公司) from March 2003 to July 2009, responsible for management and business negotiations. He was also the general manager of Shenzhen Huayu Telecommunication Equipment Development Company Limited (深圳市華昱電信設備發展有限公司) from March 1998 to July 2009, responsible for management and maintenance work of expressway electronic toll collection system⁽¹⁾.

Note:

⁽¹⁾ Beijing Huayu Anran Medicine Technology Company Limited has 70% of its equity capital owned by Shenzhen Anrancheng Industry Development Company Limited. Shenzhen Anrancheng Industry Development Company Limited has 8% of its equity capital owned by Shenzhen Huayu Trading Development Company Limited.

Shenzhen Huayu Trading Development Company Limited has 40% of its equity capital owned by Shenzhen Huayu Telecommunication Equipment Development Company Limited and 60% by Ms. Liu Ying for the benefit of Mr. Chan.

Shenzhen Huayu Telecommunication Equipment Development Company Limited has 80% of its equity capital owned by Huayu Investment.

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He worked as the chief financial controller in Huayu Investment from September 2004 to March 2009, responsible for management of finances, capital operation, and investment analysis of projects including Shuiguan Expressway, Shenzhen Qingping Expressway, Shenzhen Eastern Expressway, Shenzhen Hengping Road and Shenzhen Shahe Road. From December 2003 to February 12, 2009, Mr. Fu was an executive director of China Agri-Products Exchange Limited (formerly known as China Velocity Group Limited) (stock code: 0149) which is a company listed on the Main Board.

Mr. Chen Min Yong (陳民勇), aged 40, joined our Group in December 2006 and was appointed an executive Director on May 21, 2009. He is also a director and a vice general manager of Daoyue. Mr. Chen is responsible for project development and the establishment of the toll collection system for the Sui-Yue Expressway (Hunan Section). During the preliminary stage of the Sui-Yue Expressway (Hunan Section) project, he was responsible for the project's coordination and the setting up of the toll collection system. In the future, he will be responsible for overseeing the operation of the toll collection management system when the Sui-Yue Expressway (Hunan Section) commences operation. He graduated from Chongqing Institute of Architectural Engineering (重慶建築工程學院, currently part of Chongqing University (重慶大學)) with a bachelor's degree in engineering major in construction material and product in July 1991. He completed a graduate program at Changsha Communications Institute (長沙交通學院) major in transportation and management in June 2001. Mr. Chen has an aggregate of approximately 11 years of experience in operation and management of highway projects. He worked as an assistant engineer in Beijing Pre-fabricated Concrete Products No.2 Factory (北京市砼制品二廠), before joining Road King Infrastructure Management Limited (路勁基建管理有限公司) as an engineer in June 1994. Mr. Chen was a manager in Shenzhen Airport-Heao Expressway (Eastern Section) Company Limited (深圳機荷高速公路東段有限公司) from October 1997 to October 1999. He was the vice general manager in Shenzhen Qinglong Expressway Company Limited (深圳清龍高速公路有限公司) (formerly known as Shenzhen Longcheng Xing Yuan Industry Company Limited (深圳龍城星源實業有限公司)) from November 1999 to September 2004, responsible for setting up and managing the toll collection system and traffic management for Shuiguan Expressway. He was also the vice chief commander in Shuiguan Expressway Extension Line from January 2002 to September 2004, responsible for construction management and the setting up of the toll system. Between October 2004 and March 2009, Mr. Chen was the vice general manager of the road asset management department in Huayu Investment.

Mr. Zhang Bo Qing (張博慶), aged 45, joined our Group in January 2009 and was appointed an executive Director on May 21, 2009. He is also a vice general manager of Daoyue. Mr. Zhang is responsible for on-site management and project coordination in the Sui-Yue Expressway (Hunan Section) project. In the future, he is expected to have similar responsibilities with respect to other infrastructure projects our Group may undertake. He graduated from a graduate training scheme major in bridges and tunnel engineering from South West Jiaotong University (西南交通大學) in April 1993. Mr. Zhang is a senior civil engineer accredited by Guangdong Province Personnel Bureau (廣東省人事廳) and has approximately 9 years of experience in site management of road construction projects. Prior to joining our Group, Mr. Zhang was a lecturer in Shijiazhuang Railway Institute (石家莊鐵道學院) for approximately 14 years. From September 1999 to May 2002, he worked as a project manager in Shenzhen Roads and Bridges Construction Group Company Limited

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(深圳市路橋建設集團公司), responsible for road construction and alteration of roads and bridges. From August 1999 to December 2008, he worked as the general manager of the project construction department, the mine production department and the Shenzhen Qingping Expressway project in Huayu Investment. He was responsible for the on-site management and project coordination.

Mr. Yue Feng (岳峰) (formerly known as Yue Zong Dai (岳宗岱)), aged 66, joined our Group in May 2009 and was appointed an executive Director on May 21, 2009. Mr. Yue is responsible for liaising with the relevant governmental bodies and third parties in relation to road design. In the future, he is expected to have similar responsibilities with respect to other infrastructure projects our Group may undertake. He graduated from Liaoning College of Communications (遼寧交通學院) in vehicle techniques application and reparation in August 1963 and graduated from the Chinese Communist (Jilin Province) College (中共吉林省委黨校) in a correspondence course in political work in August 1988. Mr. Yue is a senior engineer accredited by the Shenzhen Transport Engineering Personnel High Level Committee of Professional and Technical Qualification (深圳市交通工程技術人員高級專業技術資格評審委員會) on December 25, 1993. He was also the vice secretary level inspector of the Shenzhen Municipal Transportation Bureau (深圳市交通局) responsible for consultation for traffic and road planning from February 2002 to June 2002. From 1996 to 2009, Mr. Yue was the head of Shenzhen Transportation Construction Engineering Expert Group (深圳市交通建設工程專家組), organizing and taking part in evaluation and examination of various transportation construction projects. In February 2002, he was appointed as the president of the Shenzhen Road Association (深圳市公路協會).

Ms. Mao Hui (毛惠), aged 33, joined our Group in December 2006 and was appointed an executive Director on May 21, 2009. Ms. Mao was appointed as the chief financial controller of Daoyue in 2006, responsible for the finances, internal and external coordination and public relations of Daoyue. She graduated from Hunan College of Economics and Finance (湖南財經學院) with a degree in bachelor of economics in financial accounting in July 1998. She then obtained her master's degree in management in accounting from Hunan University (湖南大學) in June 2007. Ms. Mao has gained approximately 10 years of experience in financial management. She held senior positions in the hotel group under Huatian Industrial Holdings Limited (華天實業控股集團有限公司) from July 1998 to July 2004 as accountant, the head of accounting department and finance manager. From July 2004 to December 2006, she worked as the director of the Hunan general office and the chief financial controller in Huayu Investment.

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Independent non-executive Directors

Mr. Sun Xiao Nian (孫小年) (formerly known as Sun Xian Nian (孫曉年)), aged 45, joined our Group in May 2009 and was appointed an independent non-executive Director on May 21, 2009. He obtained his master's degree in automobiles and transport from Jilin University of Technology (吉林工業大學, currently part of Jilin University (吉林大學)) in July 1988 and further obtained his doctor's degree in transportation planning and management from Tongji University (同濟大學) in May 2007. He is a senior engineer of professor's level accredited by the Guangdong Province Personnel Bureau (廣東省人事廳) in March 2003 and a registered consulting engineer accredited by the Ministry of Personnel of the PRC (中華人民共和國人事部) in August 2004. Mr. Sun has taken part in nine research projects in construction planning of road network and road construction feasibility studies. He was formerly the general manager of the Guangdong Province Road Construction Consultation Company (廣東省公路工程諮詢有限公司) from March 2003 to March 2005. Mr. Sun was a member of the 6th China Road Association Standing Committee (中國公路學會第六屆理事會). Currently, he is the vice chief engineer and the head of the technical consultation centre of the China Academy of Transportation Sciences (交通部科學研究院).

Mr. Chu Kin Wang, Peleus (朱健宏), aged 45, joined our Group in May 2009 and was appointed an independent non-executive Director on May 21, 2009. He obtained his master's degree in business administration from the University of Hong Kong in 1998. Mr. Chu was admitted as a Certified Public Accountant of Hong Kong Institute of Certified Public Accountants in January 1993. He was admitted as a fellow of the Association of Chartered Certified Accountants in May 1997, an associate of Hong Kong Institute of Company Secretaries in April 1996 and an associate of the Institute of Chartered Secretaries and Administrators in April 1996. Mr. Chu was previously the executive director of Mastermind Capital Limited (formerly known as Apex Capital Limited) (stock code: 0905) from September 2005 to March 2007. Currently, Mr. Chu has directorships in the following companies. These companies are all listed on the Main Board:

Company	Position
Chinese People Holdings Company Limited (stock code: 0681)	Executive Director
Bright Prosperous Holdings Limited (formerly known as Magnesium Resources Corporation of China Limited) (stock code: 0723)	Independent Non-Executive Director
Eyang Holdings (Group) Company Limited (stock code: 0117)	Independent Non-executive Director, Chairman of the Audit Committee

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Mr. Chu has confirmed that he will not be involved in the daily management of our Group's business. His role in our Group is non-executive in nature and will not require his full-time participation. Having extensive experience in being responsible for different positions as well as skills in time management, Mr. Chu has further confirmed that he will have sufficient time to discharge his duties to our Group.

Mr. Hu Lie Ge (胡列格), aged 56, joined our Group in May 2009 and was appointed an independent non-executive Director on May 21, 2009. He graduated from Changsha Communications Institute (長沙交通學院) in Mathematical Mechanics in 1981. He obtained his master's degree in engineering in Changsha Communications University in 1987 and completed a graduate course in the same year in Probability Theory and Mathematics Statistics at Changsha Railway University (長沙鐵道學院, currently part of Central South University (中南大學)). He has participated in a project called "Planning for the Road Network of Hunan Province (1991-2020)" (湖南省公路網規劃) which was given the 2nd class Technology Advancement Award by the Technology Advancement Award Evaluation Committee of the Hunan Province (湖南省科學技術進步獎評審委員會) in October 1996. He also received the special subsidy by the PRC State Council to recognize his contribution in education in 1997. Mr. Hu was previously Head of the College of Transportation and Communications (交通運輸學院) in Changsha University of Science and Technology (長沙理工大學) in 2004 and 2005. Currently, Mr. Hu is a member of Hunan Province Committee for Facilitation of the Development of the Logistics Industry (湖南省促進物流業發展專家委員會).

Mr Hu has confirmed that he will not be involved in the daily management of our Group's business. His role in our Group is non-executive in nature and will not require his full-time participation. Mr. Hu has further confirmed that his current obligations of giving lectures and research will not have time clashes with his duties to our Group, and hence he will have sufficient time to discharge his duties to our Group.

Save as disclosed, each of our Directors confirms with respect to him or her that: (i) he or she has not held any directorships, current or past, since the beginning of the Track Record Period up to the date of this prospectus in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas; (ii) he or she is not related to any other Director, senior management or substantial or controlling shareholders of our Company; (iii) there is no information to be disclosed for him or her pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; (iv) there are no other matters that need to be brought to the attention of holders of securities of our Company; and (v) all the requirements under Rule 13.51(2) of the Listing Rules have been fulfilled.

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SENIOR MANAGEMENT

Mr. Gan Xian Hui (甘先會), aged 40, joined our Group in January 2008 and was appointed the chief contract budget controller of Daoyue in January, 2008. Since he joined our Group, he has been responsible for controlling contract budget and organization of invitations to tender. He graduated from Xian Institute of Metallurgy and Construction (西安冶金建築學院) (currently known as Xian University of Architecture and Technology (西安建築科技大學)) with a bachelor's degree in engineering major in industrial and civil architecture in July 1993. Mr. Gan has approximately 10 years of experience in the management of construction projects. From July 1993 to July 1994, he worked in the technical division of the Shijiuye Construction Materials Company (十九冶建材公司). From May 1995 to December 2001, Mr. Gan was the on-site engineer responsible for the on-site construction management of the Shuiguan Expressway. From January 2002 to April 2005, he was the construction manager of the Shuiguan Expressway Extension Line, responsible for on-site construction management. From May 2005 to July 2007, he was the general manager of the project management department of the Shahe Road project; and from August 2007 to February 2009, the construction director of the Huayu group.

Mr. Chen Jing An (陳景安), aged 61, joined our Group in January 2008 and was appointed the chief engineer of Daoyue in January 2008. He is responsible for road construction design and technical management. Mr. Chen is a senior engineer major in railway engineering. Mr. Chen was appointed as a technical consultant for railway construction in the Beijing Underground Railway Construction Company (北京市地下鐵道建設公司) in 1993. He was appointed as a senior engineer in the second construction division in the Sixteenth Bureau of the PRC Ministry of Railways (中華人民共和國鐵道部第十六工程局第二工程處) in November 1996. He was the vice chief commander and senior engineer for Shuiguan Expressway from December 1998 to December 2001, responsible for the design and technical management of road construction. He was also the vice chief commander and chief engineer for Shenzhen Qingping Expressway from January 2002 to December 2005. From January 2006 to December 2007, Mr. Chen was the chief engineer of the road construction department in Huayu Investment responsible for project design, construction management and technical management.

Ms. Liu Dan Yi (劉丹宜), aged 49, joined our Group in December 2006 and was appointed the general manager of human resources and administration of Daoyue in January 2007. She is responsible for administration management, human resources management and back-office management. Ms. Liu obtained her master's degree in engineering from Shanghai Jiao Tong University (上海交通大學) in March 1988. From April 1988 to March 2000, Ms. Liu worked as the office manager and the secretary for the board of directors of China (Shenzhen) Education Enterprise Holdings Company Limited (中國(深圳)教育企業股份有限公司). Between March 2000 and December 2007, she worked as the administration director and director of the chief executive officer's office for Huayu Investment.

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COMPANY SECRETARY

Mr. Sin Ka Man (冼家敏), aged 42, joined our Group in February 2009 and was appointed our Company secretary on July 3, 2009. He is ordinarily resident in Hong Kong. He graduated from the University of Hong Kong with a bachelor's degree in social sciences in December 1989. He obtained his master's degree in finance from the University of Strathclyde in the United Kingdom in November 1993 and his master's degree in accounting from Curtin University of Technology in Australia in June 1998. He became an associate member of the Hong Kong Institute of Certified Public Accountants from January 1996, a fellow member of the Association of Chartered Certified Accountants from September 1997 and was admitted as a Certified Practising Accountant of the CPA Australia in December 2000. Mr. Sin has an aggregate of 11 years of professional experience in auditing, accounting and financial management. Mr. Sin trained and worked as an auditor at Ernst & Young (Hong Kong) between 1989 and 1994, before becoming Financial Controller at Super Zone Investments Limited from 1994 to 1996, Stime Watch MFG Co. Ltd. from 1996 to 1999 and Global Tech (Holdings) Ltd. in 2000. Between 2000 and 2002, Mr. Sin worked as Chief Financial Officer at Smart-Player.com Limited in Hong Kong. Mr. Sin acted as the company secretary of the China Agri-Products Exchange Limited (Formerly known as China Velocity Group Limited) (Stock code: 0149) from 2004 to 2009. He was previously an independent non-executive director of Shine Software (Holdings) Limited (stock code: 8270), a company listed on the Growth Enterprise Market ("GEM"), from September 2004 to August 2006. Mr. Sin is an independent non-executive director of each of LeRoi Holdings Limited (stock code: 0221) which is listed on the Main Board, Chinese People Holdings Company Limited (stock code: 0681) which is listed on the Main Board, Xtep International Holdings Limited (stock code: 1368) which is listed on the Main Board and Sino Haijing Holdings Limited (stock code: 8065) which is listed on the GEM of the Stock Exchange. Mr. Sin is a full time employee of our Group and he has confirmed that he will have sufficient time to discharge his duties to our Group.

MANAGEMENT PRESENCE IN HONG KONG

Rule 8.12 of the Listing Rules requires that a new applicant applying for a primary listing on the Stock Exchange must have a sufficient management presence in Hong Kong. This normally means that at least two of its executive directors must be ordinarily resident in Hong Kong. Since our principal business operations are located in China, our Directors and the members of our senior management are and will therefore be expected to continue to be based in China. At present, only Mr. Chan, one of our executive Directors, and Mr. Sin Ka Man, our company secretary, are ordinarily resident in Hong Kong. Our Company has applied to the Stock Exchange for a waiver from the strict compliance with the requirement under Rule 8.12. For details of the waiver, please see the section headed "Waiver from Strict Compliance with the Listing Rules — Management Presence" in this prospectus.

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OUR GROUP'S RELATIONSHIP WITH STAFF

We recognise the importance of a good relationship with our employees. The remuneration payable to our employees includes salaries and allowances. We continue to provide training to our staff to enhance technical and product knowledge as well as knowledge of industry quality standards and work place safety standards.

We have not experienced any significant problems with our employees or disruption to our operations due to labour disputes, nor have we experienced any difficulties in the recruitment and retention of experienced staff. Our Directors believe that we have a good working relationship with our employees.

BOARD COMMITTEES

Audit Committee

Our Company established an audit committee pursuant to a resolution of our Directors passed on November 30, 2009 in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules. The primary duties of the audit committee include making recommendations to the Board on the appointment, re-appointment and removal of the authorized independent auditors; reviewing the financial statements and significant financial reporting judgments in respect of financial reporting; oversight of internal controls of our Company. At present, the audit committee of our Company consists of three members, namely, are Mr. Chu Kin Wang, Peleus (being the chairman with professional qualifications in accountancy), Mr. Hu Lie Ge and Mr. Sun Xiao Nian.

Remuneration Committee

Our Company established a remuneration committee on November 30, 2009 with written terms of reference in compliance with paragraph B1 of the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules. The primary duties of the remuneration committee include making recommendations to the Board on the Company's remuneration policy and structure relating to all Directors and senior management; reviewing and approving performance based remuneration; ensuring none of our Directors is involved in deciding their own remuneration. The remuneration committee consists of three members, namely, Mr. Hu Lie Ge, Mr. Chu Kin Wang, Peleus and Mr. Chen Kai Shu. Mr. Hu Lie Ge is the chairman of the remuneration committee.

Nomination committee

We established a nomination committee on November 30, 2009. The nomination committee consists of three members, comprising Mr. Sun Xiao Nian, Mr. Hu Lie Ge and Mr. Fu Jie Pin. The chairman of the nomination committee is Mr. Sun Xiao Nian. The primary functions of the nomination committee include making recommendations to the Board on the selection of individuals nominated for directorships.

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REMUNERATION POLICY

Please see the section headed “Accountants’ Report — C Notes to the Financial Information — 6 Directors’ Remuneration” in Appendix I to this prospectus for the details of the Directors’ remuneration for the Track Record Period. For the three years ended December 31, 2008, other than Ms. Mao Hui, none of our Directors has received salaries in order to enhance the capital base of our Group and facilitate our Group’s expansion. After the Listing, our Directors will receive remuneration determined by reference to market rates as per the respective directors’ service contracts.

The remuneration packages of our Directors and senior management will be reviewed from time to time after Listing.

COMPLIANCE ADVISER

Our Company will appoint Mizuho Securities Asia Limited 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 our Company on the following matters:

- (i) the publication of any regulatory announcement, circular or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (iii) where our Company proposes to use the proceeds of the Share Offer in a manner different from that detailed in this prospectus or where its business activities, developments or results deviate from any forecast, estimate, or other information in this prospectus; and
- (iv) where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the Shares of our Company.

The term of the appointment of our compliance officer shall commence on the Listing Date and end on the date on which our Company distributes its annual report 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.