

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Our Board currently consists of 10 Directors, comprising three executive Directors, four non-executive Directors and three independent non-executive Directors. The following table shows certain information in respect of the members of the Board:

Name	Age	Position	Date of Appointment
Mr. WU Changjiang (吳長江)	44	Chairman, chief executive officer and executive Director	2 March 2006
Mr. WU Jiannong (吳建農)	47	Executive Director	27 August 2008
Mr. MU Yu (穆宇)	37	Executive Director and vice president	1 October 2006
Mr. XIA Lei (夏雷)	50	Non-executive Director	1 October 2006
Mr. YAN Andrew Y (閻焱)	52	Non-executive Director	4 October 2006
Mr. LIN Ho-Ping (林和平)	38	Non-executive Director	4 October 2006
Ms. HUI Ming Yunn, Stephanie (許明茵) . . .	36	Non-executive Director	27 August 2008
Mr. Alan Russell POWRIE	59	Independent non-executive Director	24 March 2010 (with effect from 27 April 2010)
Mr. Karel Robert DEN DAAS	60	Independent non-executive Director	24 March 2010 (with effect from 27 April 2010)
Mr. WANG Jinsui (王錦燧)	71	Independent non-executive Director	24 March 2010 (with effect from 27 April 2010)

Save as disclosed below, there are no other matters concerning each of the Director's appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Executive Directors

Mr. WU Changjiang (吳長江), aged 44, is our chairman, chief executive officer and an executive Director. Mr. Wu is our founder and is primarily responsible for the overall corporate strategies and management of our Group. Mr. Wu has more than 15 years of experience in the lighting products industry. He was the general manager in Huizhou Minghui Electrical Equipment Co., Ltd. (惠州明暉電器有限公司) from 1994 to 1997 and Baoanqu Shajing Shasi Hengyu Lighting Plant (寶安區沙井沙四恒裕燈飾製品廠) from 1997 to 1998. Mr. Wu graduated from Northwestern Polytechnical University (西北工業大學) with a bachelor's degree in aircraft manufacturing in 1988. He also received an EMBA degree from China New Entrepreneur Development Program (國研·斯坦福中國企業新領袖培養計劃項目) in 2008, a joint program sponsored by the Chinese government and Stanford University.

Mr. WU Jiannong (吳建農), aged 47, is an executive Director. With over 15 years of experience in the lighting products industry, he is primarily responsible for the production management of our lamp products. Mr. Wu Jiannong has been the general manager of Zhejiang Jiangshan Sunny Electronics Co., Ltd. (浙江江山三友電子有限公司), a subsidiary of our Company, since 1994 and its chairman since 2000. Prior to that, he worked in Jiangshan Chemical Plant (江山化工總廠) (now Zhejiang Jiangshan Chemical Co., Ltd. (浙江江山化工股份有限公司)) from 1978 to 1994 where he held various management positions responsible for production and technology development. Mr. Wu Jiannong has been a delegate to the Jiangshan Municipal People's Congress (江山市人民代表大會), Zhejiang Province since 2003 and chairman of Jiangshan Municipal Lighting Industry Association (江山市電光源行業協會) and deputy chairman of Jiangshan Municipal Federation of Industry and Commerce (江山市工商聯合會) since December 2007.

Mr. MU Yu (穆宇), aged 37, is an executive Director and a vice president of our Company, primarily responsible for our production process management. He has over 10 years of experience in production

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management. Mr. Mu served as a mould designer in the Ministry of Space Industry's 061 Base 3409 Plant (航天工業部061基地3409廠) (now Guizhou Space Kaihong Technology Co., Ltd. (貴州航天凱宏科技有限責任公司)) from 1995 to 1997 and a mechanical engineer in Dongguan Changhong Hardware Co., Ltd (東莞長鴻五金製品有限公司) from 1997 to 1999. He has been with our Group since 1999 and has been responsible for overall production planning and manufacturing management since 2002. From 1999 to 2002, he was a manager of our engineering department in Huizhou. Mr. Mu received a bachelor's degree in mechanics from the Guizhou Industry College (貴州工學院) in 1995 and completed the Advanced Management Program at the School of Economics and Management of Tsinghua University (清華大學經濟管理學院) in 2004.

Non-executive Directors

Mr. XIA Lei (夏雷), aged 50, is a non-executive Director. He joined our Group in April 2006 as a vice president responsible for our Group's investment activities and resigned from the position in 2009. He has over 18 years of experience in corporate management. From 1988 to 1991, he was an assistant researcher in the China Academy of Railway Sciences (中國鐵道科學研究院). He held various management positions in China International Enterprises Co-operative Corporation (中國國際企業合作公司) from 1991 to 2000 and held the position of chief engineer from 1998 to 2000. He was the chief executive officer of China Zhongtian Venture Capital Investment Co., Ltd. (中國中天創業投資有限公司) from 2000 to 2005. He obtained the qualification of senior engineer (高級工程師) from the Ministry of Agriculture of the PRC in 1996.

Mr. YAN Andrew Y (閻焱), aged 52, is a non-executive Director. Mr. Yan joined our Group in October 2006. He joined SAIF Partners in 2001 and is currently the managing partner of SAIF Partners. Mr. Yan obtained his bachelor's degree in airplane design from Nanjing Aeronautics Institution (now Nanjing University of Aeronautics and Astronautics (南京航空航天大學)) in 1982. Mr. Yan also received a master's degree in international political economy from Princeton University in 1989. Currently, Mr. Yan acts as directors for a numbers of listed companies including:

- independent non-executive director of China Resources Land Limited (listed on the Hong Kong Stock Exchange);
- independent non-executive director of Fosun International Limited (listed on the Hong Kong Stock Exchange);
- non-executive director of Digital China Holdings Ltd (listed on the Hong Kong Stock Exchange);
- director of Acorn International Inc. (listed on the New York Stock Exchange);
- independent director of Giant Interactive Group Inc. (listed on the New York Stock Exchange);
- director of ATA Inc. (listed on the NASDAQ Global Market); and
- director of Eternal Asia Supply Chain Management Ltd. (listed on the Shenzhen Stock Exchange).

In addition, Mr. Yan held directorships in various listed companies including:

- independent non-executive director of Stone Group Holdings Limited (listed on the Hong Kong Stock Exchange) from 2001 to 2009;
- independent non-executive director of China Oilfield Services Limited (listed on the Hong Kong Stock Exchange) from 2002 to 2009;
- director of Shanda Interactive Entertainment Limited (listed on the NASDAQ Global Market) from 2003 to 2005;
- independent director of Eastern Communications Co., Ltd. (listed on the Shanghai Stock Exchange) from 2003 to 2006; and
- director of China Digital TV Holdings Co., Ltd. (listed on the New York Stock Exchange) from 2004 to 2008.

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Mr. LIN Ho-Ping (林和平), aged 38, is a non-executive Director. Mr. Lin joined our Group in October 2006. He joined SAIF Partners in 2001 and is currently a general partner and a managing director of SAIF Partners. Prior to joining SAIF Partners, Mr. Lin was a vice president in the investment banking division at Credit Suisse First Boston (Hong Kong) Limited, which he initially joined in 1997 with Donaldson, Lufkin & Jenrette (acquired by Credit Suisse First Boston), and he was an associate in Sullivan & Cromwell LLP from 1994 to 1997. From December 2005 to June 2008, Mr. Lin served as a member of the supervisory board of Mania Technologie AG, a company incorporated in Germany and listed on the Frankfurt Stock Exchange. Mr. Lin is currently a director of China TransInfo Technology Corp., a company listed on the NASDAQ Global Market. Mr. Lin graduated from Stanford University with a bachelor's degree in economics in 1991 and from Harvard University with a Juris Doctor law degree in 1994. Mr. Lin was admitted to the State Bar of California in 1994.

Ms. HUI Ming Yunn, Stephanie (許明茵), aged 36, is a non-executive Director. Ms. Hui joined our Group in August 2008. Ms. Hui has over 14 years of experience in private equity investment. She is currently a managing director of Goldman Sachs (Asia) L.L.C. Ms. Hui worked for Goldman Sachs & Co. in New York from 1995 to 1997 and Goldman Sachs (Asia) L.L.C. from 1997 to 1998. Ms. Hui returned to Goldman Sachs (Asia) L.L.C. in 2000 after obtaining an MBA degree from Harvard University. She currently serves as a non-executive director of China Nepstar China Drugstore Ltd., a company listed on the New York Stock Exchange and a director of Shenzhen Hepalink Pharmaceutical Co. Ltd., a company listed on the Shenzhen Stock Exchange. Ms. Hui graduated from Harvard University with a bachelor's degree in biology in 1995 and an MBA degree in 2000.

Independent Non-executive Directors

Mr. Alan Russell POWRIE, aged 59, is an independent non-executive Director. From 1982 until his retirement in September 2000, Mr. Powrie was a partner of Deloitte Touche Tohmatsu, Hong Kong and from October 2000 to May 2001 and again from January 2002 to May 2002, he worked as a consultant and senior advisor to Deloitte Touche Tohmatsu, China, while based in Beijing. Mr. Powrie joined Deloitte Haskins & Sells (now Deloitte Touche Tohmatsu) in 1971 and worked with that firm in the United Kingdom, United States, Hong Kong and China. Mr. Powrie was a director of Hurray! Holding Co. Ltd., a company listed on the NASDAQ Global Market, from 2004 to 2009. Mr. Powrie obtained a bachelor of laws degree from the University of Edinburgh in 1971 and is a member of the Institute of Chartered Accountants of Scotland and the Hong Kong Institute of Certified Public Accountants.

Mr. Karel Robert DEN DAAS, aged 60, is an independent non-executive Director. Mr. Den Daas was the chairman of Philips lighting businesses in North America from 2006 to 2009 and the chief executive officer of Philips Business Unit Professional Luminaries and Business Unit Lamps in North America during that period. He was the chief operating officer of Philips global lamps business from 2003 to 2006. Prior to that, he held various management positions within Philips lighting including product manager indoor of Philips Lighting France from 1983 to 1985, senior product manager of Philips Lighting Canada from 1985 to 1988 and general manager of Philips Lighting from 1988 to 1991. Mr. Den Daas was the president and chief executive officer of Philips lighting for Asia Pacific from 1999 to 2001. He then became the chief executive officer of Philips Business Unit Lamps for Europe, Middle East and Africa from 2001 to 2003. Mr. Den Daas has been a director of Valmont Industries, Inc., a company listed on the New York Stock Exchange since October 2004. Mr. Den Daas obtained his bachelor's degree in business economics from Erasmus University in 1973. He also obtained a doctoral degree in business economics from Erasmus University in Rotterdam, the Netherlands in 1977 and completed the Advanced Management Programme of INSEAD Fontainebleau in France in 1986. Mr. Den Daas is a Governor of National Electrical Manufacturers Association (a trade organisation in the US).

Mr. WANG Jinsui (王錦燧), aged 71, is an independent non-executive Director. Mr. Wang has been the president of the Fourth and Fifth Council of China Illuminating Engineering Society (中國照明學會) ("CIES") since 2003 and the vice president and secretary-general of the Third Council of CIES from 1999 to 2003. Mr. Wang also served as a member of the Board of Administration of International Commission on Illumination (CIE) since 2003. Prior to that, he was head of various departments (including international cooperation and human resources/education departments) in the Ministry of Light Industry (國家輕工業部) of the PRC and China National Council of Light Industry (中國輕工總會) since 1990. From 1985 to 1990, he was the first

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secretary in the PRC embassy in the UK. Before that, he was a professor in Beijing University of Technology (北京工業大學). Mr. Wang graduated in mechanic engineering from Tsinghua University (清華大學) in 1963.

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Mr. WU Changjiang (吳長江), aged 44, is the chief executive officer of our Company. His biographical details are set out above under the paragraph headed “Executive Directors”.

Mr. MU Yu (穆宇), aged 37, is a vice president of our Company. His biographical details are set out above under the paragraph headed “Executive Directors”.

Mr. YIN Kang (殷慷), aged 41, is a senior vice president of our Company and is responsible for domestic sales, marketing and products management. Mr. Yin has over 13 years of experience in the lighting products industry. Before joining us in 2007, he held various positions including sales director and project channel officer of the lighting department of Philips Lighting Electronics (Shanghai) Co., Ltd. (飛利浦電子貿易服務(上海)有限公司) from 2003 to 2007 and Shanghai Branch of Philips (China) Investment Co., Ltd. (飛利浦(中國)投資服務有限公司) from 1996 to 2003. He obtained a master of science degree in metrology studies in 1992 and an MBA degree in 2000 from Fudan University (復旦大學).

Mr. ZHANG Qingyu (張清宇), aged 41, is a vice president of our Company and is responsible for international sales and marketing. Mr. Zhang has over 10 years of experience in the lighting products industry. Before joining us in 2007, Mr. Zhang held various positions including logistic manager and sales director of the lighting department of Philips Lighting Electronics (Shanghai) Co., Ltd. (飛利浦電子貿易服務(上海)有限公司) from 2002 to 2006 and Philips (China) Investment Co., Ltd. (飛利浦(中國)投資服務有限公司) from 1997 to 2002. Mr. Zhang obtained an MBA degree from China Europe International Business School (中歐國際工商學院) in 1996.

Mr. TAN Ying (談鷹), aged 43, is a vice president and chief financial officer of our Company. Before joining us in 2006, he was the financial accountant in Goodman Fielder Ingredients Limited from 1999 to 2000 and the financial director in Shenzhen New World Sunlong Tech Co., Ltd. (深圳新世界翔龍網絡技術有限公司) and Shenzhen Sun Long Communication Co., Ltd (深圳市翔龍通訊有限公司) from 2000 to 2006. Mr. Tan received an MBA degree from University of Manchester in 2007. He is a fellow member of the Financial Service Institute of Australia.

Mr. WANG Minghua (王明華), aged 34, is a vice president of our Company and is responsible for human resources, administration and information technology departments. He has over 10 years of experience in corporate management. He joined our Group in 2005 as the assistant to the chief executive officer and was appointed to the current position in 2006. Prior to joining us, he was a deputy manager responsible for marketing in Zhengzhou Hongyuan Trading Co., Ltd. (鄭州宏苑經貿有限公司) from 1998 to 2001 and a senior consultant responsible for marketing, finance and corporate image system in Guangdong Boaoshi Enterprise Design Co., Ltd. (廣東博奧司企業設計有限公司) from 2002 to 2005. Mr. Wang received an MBA degree from Inter American University in 2009.

Mr. WU Changyong (吳長勇), aged 40, is a general manager responsible for procurement and logistics management. He has over 11 years of experience in the lighting products industry. He first joined our Group in 1998 as a procurement manager of Huizhou NVC. From 2003 to 2005, he was the general manager in Huizhou Sophie Lighting Co. Ltd. (惠州索菲照明有限公司). In 2006, he re-joined us and was responsible for logistics management. Mr. Wu Changyong received an MBA degree from Chongqing College of Master of Business Administration (重慶工商管理碩士學院) in 2008. Mr. Wu Changyong is Mr. Wu's brother.

Mr. WANG Shaoling (王邵靈), aged 43, is a general manager responsible for product planning and research and development. He has over 20 years of experience in corporate management. Since Mr. Wang joined our Group in 2006, he has been a general manager in charge of research and development in Huizhou NVC. Prior to joining us, he was a general manager in Huizhou Zhongda Technology Co., Ltd. (惠州眾大科技有限公司) from 2001 to 2006 and Huizhou Xinli Plastic Mould Co., Ltd. (惠州新力塑膠模具有限公司) from 1988 to 2001. Mr. Wang is a member of the Fifth Luminaire Products Expert Committee of China Illuminating

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Engineering Society (中國照明學會). He graduated from Northwestern Polytechnical University (西北工業大學) with a bachelor's degree in mechanics in 1988.

Mr. ZHOU Xiang (周詳), aged 41, is the general manager responsible for our research and development centre in Shanghai. He has 19 years of experience in research and development of lighting products. Prior to joining us in 2007, he was a technician in Shanghai Electron Tubes No. 2 Plant (上海電子管二廠) from 1990 to 1992 and an engineer in Shanghai Yaming Lighting Plant Co., Ltd. (上海亞明燈泡廠有限公司) from 1992 to 1994. He was a production manager and engineering technology manager in Philip-Yaming Lighting Co., Ltd. (飛利浦亞明照明有限公司) from 1994 to 2003 and the principle engineer and group manager in Philip (China) Investment Co., Ltd. (飛利浦(中國)投資有限公司) from 2004 to 2007. Mr. Zhou received an MBA degree from Maastricht School of Management, Netherlands in 2004.

JOINT COMPANY SECRETARIES

Ms. LO Yee Har, Susan (盧綺霞), aged 51, was appointed as a joint company secretary on 24 March 2010. Ms. Lo is a director of the corporate services division of Tricor Services Limited and a fellow member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. She has over 25 years of experience in corporate advisory services. Prior to joining Tricor Services Limited, Ms. Lo served as a director of the company secretarial department of Tengis Limited. Ms. Lo has provided various secretarial and corporate services to many listed companies. The listed companies in which Ms. Lo currently acts as a company secretary or joint company secretary include:

- Shanghai Forte Land Co., Ltd. (stock code: 2337)
- Dongfeng Motor Group Company Limited (stock code: 489)
- China National Building Material Company Limited (stock code: 3323)
- China Molybdenum Co., Ltd. (stock code: 3993)
- Guangzhou Pharmaceutical Company Limited (stock code: 874)
- SPG Land (Holdings) Limited (stock code: 337)

Ms. KAM Mei Ha, Wendy (甘美霞), aged 42, was appointed as a joint company secretary on 24 March 2010. Ms. Kam is a senior manager of the corporate services division of Tricor Services Limited. Prior to joining Tricor Services Limited, Ms. Kam served as a manager of the company secretarial department of Tengis Limited. Ms. Kam has more than 17 years of experience in company secretarial industry, and has provided services to companies ranging from private companies to public companies listed on the Hong Kong Stock Exchange. The listed companies in which Ms. Kam currently acts as a company secretary or joint company secretary include:

- China CITIC Bank Corporation Limited (stock code: 998)
- China Communications Construction Company Limited (stock code: 1800)
- Sany Heavy Equipment International Holdings Company Limited (stock code: 631)

Ms. Kam is an associate member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. She graduated from the City Polytechnic of Hong Kong (currently the City University of Hong Kong).

Ms. Lo and Ms. Kam are acting as company secretary or joint company secretary of a number of listed issuers. Ms. Lo and Ms. Kam work closely and share responsibilities with members of the board secretary and the in-house legal team of the respective issuers. Each listed issuer in which either Ms. Lo or Ms. Kam acts as a company secretary or joint company secretary is served by a team comprising professional staff of three to four personnel from Tricor Services Limited. In addition, Ms. Lo and Ms. Kam are supported by other designated teams of professional staff within Tricor Group which consists of approximately 170 professional corporate services staff with over 40% being fellow/associate/graduate members of The Hong Kong Institute of Chartered Secretaries. Ms. Lo and Ms. Kam are confident that they can allocate sufficient time and resources to take up the role of the joint company secretaries of the Company. The Directors are of the

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view that Ms. Lo and Ms. Kam can allocate sufficient time and resources for their roles as joint company secretaries of the Company.

BOARD COMMITTEE

Audit Committee

The Company established an audit committee on 27 April 2010 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 review and supervise the financial reporting process and internal control system of the Group.

The audit committee has three members who are all independent non-executive Directors. Mr. Alan Russell Powrie has been appointed as the chairman of the audit committee.

Remuneration Committee

The Company established a remuneration committee on 27 April 2010 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, namely Mr. Yan Andrew Y, Mr. Alan Russell Powrie, and Mr. Karel Robert Den Daas. Mr. Yan Andrew Y has been appointed as the chairman of the remuneration committee.

MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, an issuer must have a sufficient management presence in Hong Kong. This normally means that at least two of the executive directors of the Company must ordinarily reside in Hong Kong. The business and operation of the Group, are primarily located, managed and conducted in the PRC. Most of our Directors reside in the PRC and all of our executive Directors are ordinary residents in the PRC.

The Company has applied to the Stock Exchange for a waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules. In order to maintain effective communication with the Stock Exchange, the Company will put in place the following measures in order to ensure that regular communication is maintained between the Stock Exchange and the Company:

- (a) The Company has appointed two authorised representatives pursuant to Rule 3.05 of the Listing Rules, who will act as the Company's principal channel of communication with the Stock Exchange and ensure that the Group complies with the Listing Rules at all times. The two authorised representatives are Mr. Wu Changjiang and Ms. Lo Yee Har, Susan. Ms. Lo is an ordinary resident in Hong Kong. Each of the authorised representatives will be available to meet with the Stock Exchange within a reasonable time frame upon the request of the Stock Exchange and will be readily contactable by telephone and facsimile. Each of the two authorised representatives is authorised to communicate on behalf of the Company with the Stock Exchange.
- (b) Each of the authorised representatives has means to contact all members of the board of Directors (including the independent non-executive Directors) and the senior management team promptly at all times as and when the Stock Exchange wishes to contact the Directors or senior management officers for any matters. To enhance the communication between the Stock Exchange, the authorised representatives and the Directors, the Company will implement a policy that (i) each executive Director, non-executive Director and independent non-executive Director will have to provide their respective mobile and office phone numbers, residential phone numbers, fax numbers and email addresses, if applicable, to the authorised representatives; (ii) in the event that an executive Director, non-executive Director or independent non-executive Director expects to travel and be out of office, he/she will have to provide the phone number of the place of his/her accommodation to the authorised representatives; and (iii) all the executive Directors, non-executive Directors, independent non-executive Directors and authorised representatives will provide their mobile phone numbers, office phone numbers, fax numbers and email addresses, if applicable, to the Stock Exchange.

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- (c) In addition, all Directors, who do not ordinarily reside in Hong Kong have confirmed that either they possess or will apply for valid travel documents to visit Hong Kong for business purpose and would be able to come to Hong Kong and meet the Stock Exchange within a reasonable period of time upon requested by the Stock Exchange.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

We reimburse our Directors for expenses which are necessarily and reasonably incurred for providing services to us or executing their functions in relation to our operations. The executive Directors are also our employees and receive, in their capacity as our employees, compensation in the form of salaries and other allowances and benefits in kind.

For each of the years ended 31 December 2007, 2008 and 2009, the aggregate amount of salaries and other allowances and benefits in kind paid by us to our Directors was RMB1,624,000, RMB1,254,000 and RMB4,584,000, respectively.

The aggregate amount of remuneration (including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses) which were paid or payable by our Company to our five highest paid individuals for each of the years ended 31 December 2007, 2008 and 2009 was approximately RMB3,270,000, RMB4,592,000 and RMB6,615,616, respectively.

No remuneration was paid by our Company to the Directors or the five highest paid individuals as an inducement to join or upon joining our Company or as a compensation for loss of office in respect of the years ended 31 December 2007, 2008 and 2009. Further, none of our Directors had waived any remuneration during the same period.

Under the arrangements currently in force, we estimate the aggregate remuneration, excluding discretionary bonuses, payable to our Directors for the year ending 31 December 2010 shall be no more than RMB7,600,000.

Each of our executive Directors has entered into a service contract with our Company dated 27 April 2010 and the Company has also entered into letters of appointment with each of our non-executive Directors and independent non-executive Directors. Further details of the terms of the above service contracts and letters of appointment are set out in “Statutory and General Information — Further Information about Our Directors, Management and Staff” as Appendix VI to this prospectus.

COMPLIANCE ADVISOR

We have appointed Shenyin Wanguo Capital (H.K.) Limited as our compliance advisor (the “**Compliance Advisor**”) upon listing of our Shares on the Stock Exchange in compliance with Rule 3A.19 of the Listing Rules.

Pursuant to the compliance advisor’s agreement entered into between our Company and the Compliance Advisor,

1. the Compliance Advisor’s appointment shall be for a period commencing on the Listing Date and ending on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of the financial results of our Group for the first full financial year commencing after the date of its initial listing;
2. the Compliance Advisor shall provide our Company with services including guidance and advice as to compliance with the Listing Rules and other applicable laws, rules, codes and guidelines, and accompany our Company to any meetings with the Hong Kong Stock Exchange;
3. our Company may terminate the appointment of the Compliance Advisor by giving a 30 days’ prior written notice to the Compliance Advisor. Our Company will exercise such right in compliance with Rule 3A.26 of the Listing Rules. The Compliance Advisor will have the right to terminate its appointment as Compliance Advisor under certain specific circumstances and upon notification of the reason of its resignation to the Hong Kong Stock Exchange; and

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4. during the period of appointment, our Company must consult with, and if necessary, seek advice from the Compliance Advisor on a timely basis in the following circumstances:
 - (a) before the publication of any regulatory announcement, circular or financial report;
 - (b) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
 - (c) where we propose to use the proceeds of the initial public offering in a manner different from that detailed in this prospectus or where our business activities, developments or results materially deviate from any forecast, estimate, or other information in this prospectus; and
 - (d) where the Hong Kong Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of our Company.

PRE-IPO SHARE OPTION SCHEME

In order to assist us in attracting, retaining and motivating our key employees and senior management, we adopted a Pre-IPO Share Option Scheme on 15 October 2006 as amended on 23 December 2009 and 24 March 2010, details of which are set out in Appendix VI headed “Statutory and General Information — Pre-IPO Share Option Scheme” to this prospectus.

According to the Pre-IPO Share Option Scheme adopted on 15 October 2006 as amended on 23 December 2009, the aggregate number of Shares that may be issued pursuant to the Pre-IPO Share Option Scheme must not exceed 192,259,000 Shares (assuming share sub-division for the Global Offering having taken place). On 24 March 2010, we decided to increase the maximum number of Shares that may be issued pursuant to the Pre-IPO Share Option Scheme by 48,170,000 Shares. As at the Latest Practicable Date, options to subscribe for an aggregate of 240,429,000 Shares, representing approximately 7.63% of the Shares in issue immediately following completion of the Global Offering (assuming (i) an Offer Price at the lowest point of the Shares to be issued pursuant to the Pre-IPO Share Option Scheme and (ii) excluding the Shares to be issued pursuant to the Pre-IPO Share Option Scheme) have been granted to 43 grantees under the Pre-IPO Share Option scheme. Pursuant to the terms of the Pre-IPO Share Option Scheme, no grantee may exercise the outstanding options granted under the Pre-IPO Share Option Scheme prior to the end of the stabilisation period, being the 30th day after the last day for lodging applications under the Hong Kong Public Offer. In addition, the grantee may only exercise the options under the Pre-IPO Share Option Scheme once during the period from the date of our formal application for listing to the date on which the price range of the Offer Price is determined on the condition that the total number of options exercised during such period by a particular grantee shall be on a pro-rata basis as determined by the Board with reference to the number of existing Shares to be offered pursuant to the Global Offering. None of the grantees has exercised the options under the Pre-IPO Share Option Scheme during the period from the date of our formal application for listing to the Latest Practicable Date.

SHARE OPTION SCHEME

Our Group has conditionally adopted the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set out in the paragraph headed “Statutory and General Information — Share Option Scheme” in Appendix VI to this prospectus.