
DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

The Board of Directors consists of seven Directors, of whom four are executive Directors and the remaining three are independent non-executive Directors. The table below sets forth certain information regarding members of our Board:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Jiang Hailin	42	Chairman, executive Director
Wang Jing	51	Executive Director
Pan Jianguo	38	Executive Director
Lu Xiao	39	Executive Director
Zhou Chunsheng	44	Independent non-executive Director
Choi Onward	39	Independent non-executive Director
Sun Lu	36	Independent non-executive Director

EXECUTIVE DIRECTORS

Mr. Jiang Hailin (姜海林), 42, is the chairman of our Board, an executive Director and the chief executive officer of the Company. Mr. Jiang was appointed as Director on February 20, 2008. As chief executive officer, Mr. Jiang is responsible for the overall business operations and strategy formulation of the Company. Since he joined our Group in May 2002, Mr. Jiang has held various positions within our Group. He has served as a director and chairman of the board of directors of RHY Technology from May 2002 to the present, a director and chairman of the board of directors of Haotian Jiajie from March 2007 to the present and a director and vice chairman of the board of directors of Aproud Technology from August 2002 to February 2010. Mr. Jiang also served as a director of Bailian Zhida from April 2007 to the present and Zhixun Tiancheng from March 2007 to February 2010. Mr. Jiang has also served as a director of Bailian Youli from September 2004 to the present.

Prior to joining our Group, from January 2000 to April 2002, Mr. Jiang was not officially engaged in any business activities. However, as a result of his acquaintance with Mr. Wang Jing in 2000, he started conducting market research related to global ITS industry trends and comparing it to China's ITS market to gauge the overall business potential of China's ITS industry. During this time, Mr. Jiang spent time keeping close contact with government and government-related departments responsible for ITS development in China, and developed business contacts and networks in the transportation sector. In addition, he was invited to advise RAY Holding's transportation-related business where he was asked to share his knowledge of the ground transportation and logistics industry gained during his time with China Ocean Shipping Co., Ltd. a PRC incorporated company listed on the Shanghai Stock Exchange (stock code: 600428) ("China Ocean") as described below. From April 1993 to June 1999, Mr. Jiang was the general manager of Beijing Bizheng Trading LLC ("Bizheng Trading"), a private company engaged in the trading of mining-related machinery. During his time at Bizheng Trading, he gained management experience in the areas of accounting, operations and human resources. He was employed by China Ocean, from July 1990 to March 1993 where he was responsible for the development of ground transportation logistics network, in particular, the development of the cargo movement monitoring systems for ground transportation in the ITS sector. Mr. Jiang received a bachelor's degree in computing from Nankai University in July 1990 and he received an EMBA degree from Tsinghua University in July 2006.

Mr. Jiang has not held any directorship in any public listed companies in the past three years, and he is not connected with any Directors or senior management. Mr. Jiang is one of our Controlling Shareholders, and a director of China ITS Co., Ltd. and Best Partners. For Mr. Jiang's interest in the Shares of the Company within the meaning of Part XV of the SFO, please refer to "Statutory and General Information—Further Information about Directors and Substantial Shareholders" in Appendix VI to this prospectus. Save as disclosed above, there are no other matters concerning Mr. Jiang's appointment that need to be brought to the attention of the shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Wang Jing (王靖), 51, is an executive Director and vice president of the Company. Mr. Wang was appointed as Director on February 21, 2008. As vice president, Mr. Wang is responsible for strategic planning

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and business development of the Company. Since he founded RHY Technology in January 2001, Mr. Wang has held various positions within our Group. In addition, he served as chairman of the board of directors of RHY Technology from January 2001 to May 2002 at which point he stepped down as chairman, but remained on the board of directors as vice chairman until the present. Mr. Wang also served as a director and chairman of the board of directors of RAY Holdings from January 2000 to the present.

Prior to joining our Group, Mr. Wang served as president of Huaneng Basic Industries Investment Company Limited, a Hong Kong incorporated company engaged in infrastructure investment, from November 1996 to January 2000. Prior to that, Mr. Wang acted as the president of Huasheng International Transportation Services Co., Ltd, a PRC incorporated company engaged in the logistics business, from June 1993 to October 1996. Mr. Wang served as a doctor at the People's Liberation Army Navy General Hospital from August 1984 to February 1986. He was also an official at the State Science and Technology Commission from 1986 to 1993. Mr. Wang received a bachelor's degree in military medicine from the First Military Medical University (now known as Southern Medical University) in July 1984.

Mr. Wang has not held any directorship in any public listed companies in the past three years, and he is not connected with any Directors or senior management. Mr. Wang is one of our Controlling Shareholders, and a director of China ITS Co., Ltd. and Best Partners. In addition, Mr. Wang is a cousin of Mr. Zheng Hui. For Mr. Wang's interest in the Shares of the Company within the meaning of Part XV of the SFO, please refer to "Statutory and General Information—Further Information about Directors and Substantial Shareholders" in Appendix VI to this prospectus. Save as disclosed above, there are no other matters concerning Mr. Wang's appointment that need to be brought to the attention of the shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Pan Jianguo (潘建國), 38, is an executive Director and vice president of the Company. Mr. Pan was appointed as Director on February 9, 2010 and was also a Director from February 2008 to June 2009. As vice president, Mr. Pan is responsible for the overall operations platform including general administration and human resources management of the Company. Since he joined our Group in January 2006 upon the acquisition of Aproud Technology, Mr. Pan has held various positions within our Group. From March 2007 to March 2009, he served as our vice president responsible for budget planning and control of the Group as well as overall management of our VA Services business. Prior to March 2007, he served as our vice president responsible for sales and marketing of our Specialized Solutions. In addition, he was a co-founder of Aproud Technology and has served as a director and vice president of Aproud Technology from February 2001 to the present, a director of RHY Technology from October 2007 to the present and general manager of Haotian Jiajie from November 2007 to the present. Mr. Pan also served as a director of Bailian Zhida from April 2007 to the present, Hexin Risheng from January 2008 to the present and Zhixun Tiancheng from June 2007 to the present.

Prior to joining our Group, Mr. Pan served as a manager of the transportation department of the specialized network division at Huawei from February 1998 to January 2001 where he was responsible for process control, supervision and budget formulation for ITS projects relating to communication technology for expressways. Mr. Pan received a bachelor's degree in communication engineering from the Xi'an Mining Institute of the Xi'an University of Science and Technology in July 1995, and he received an EMBA degree from Tsinghua University in July 2009.

Mr. Pan has not held any directorship in any public listed companies in the past three years, and he is not connected with any Directors or senior management. Mr. Pan is one of our Controlling Shareholders, and a director of China ITS Co., Ltd. and Joy Bright. For Mr. Pan's interest in the Shares of the Company within the meaning of Part XV of the SFO, please refer to "Statutory and General Information—Further Information about Directors and Substantial Shareholders" in Appendix VI to this prospectus. Save as disclosed above, there are no other matters concerning Mr. Pan's appointment that need to be brought to the attention of the shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Lu Xiao (陸驍), 39, is an executive Director, vice president of the Company and president of our Specialized Solutions business unit focusing on the railway sector. Mr. Lu was appointed as Director on July 1,

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2009. As president of Specialized Solutions-railway, Mr. Lu is responsible for the overall management of the railway Specialized Solutions business. Since he joined our Group in June 2007, Mr. Lu was the senior vice president of the railway Specialized Solutions business until March 2009 when he assumed his current position. In addition, he has served as a director and chairman of the board of directors of Zhixun Tiancheng from February 2010 to the present and a director of Aproud Technology from February 2010 to the present.

Prior to joining our Group, from January 2005 to July 2007, Mr. Lu served as the general manager of Hangzhou Hope Information Technology Co., Ltd. From March 2001 to January 2005, Mr. Lu served as the general manager of Beijing Malijie Technologies Co., Ltd., a PRC incorporated company engaged in the development of network communication equipment and research and development of electronic products. Mr. Lu served as chief controller of the marketing department at Huawei from March 1997 to March 2001 and as a Communication Engineer of Beijing National Railway Research and Design Institute of Signal and Communication, from July 1993 to March 1997. Mr. Lu received a bachelor's degree in communications engineering from Southwest Jiaotong University in July 1993.

Mr. Lu has not held any directorship in any public listed companies in the past three years, and he is not connected with any Directors or senior management. Mr. Lu is a Director of China ITS Co., Ltd. Mr. Lu does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, there are no other matters concerning Mr. Lu's appointment that need to be brought to the attention of the shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhou Chunsheng (周春生), 44, is an independent non-executive Director of the Company, chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee. Mr. Zhou was appointed as Director on September 4, 2008, and he has also served as a director of the following companies:

- Director of Guanghua Tiancheng Investments Co., Ltd., a PRC incorporated company from March 2007 to the present;
- Independent non-executive director of Daqin Railway Co., Ltd., a PRC incorporated company listed on the Shanghai Stock Exchange (stock code: 601006) from October 2004 to the present;
- Independent non-executive director of Beijing Creative Distribution Automation Co., Ltd., a PRC incorporated company from October 2004 to the present;
- Independent non-executive director of Centennial Brilliance Science & Technology Co., Ltd., a PRC incorporated company listed on the Shenzhen Stock Exchange (stock code: 000703) from August 2007 to the present;
- Independent non-executive director of China Southern Fund Management Co., Ltd., a company engaged in funds and securities management from June 2007 to the present;
- Independent non-executive director of Hua Chuang Securities Brokerage Co., Ltd. from June 2007 to the present;
- Independent non-executive director of China Information Technology Development Limited, a Hong Kong incorporated company listed on the Stock Exchange (SEHK: 8178) from September 2007 to the present; and
- Independent non-executive director of China INSONline Corp., a U.S. incorporated company listed on NASDAQ (NASDAQ: CHIO) from January 2008 to the present.

Previously, Mr. Zhou acted as a commissioner of the Development and Strategy Committee of the China Securities Regulatory Commission from April 2001 to December 2001. Mr. Zhou also served as an economist of the U.S. Federal Reserve Board from April 1995 to September 1997, where he was responsible for the analysis, control and management of financial risks. He was an assistant professor at the University of California

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(Riverside) from September 1997 to April 2001, an associate professor of the Business School of the University of Hong Kong from July 2000 to July 2001, a finance professor of the Guanghua School of Management at Peking University from July 2001 to December 2006 and a professor of the Cheung Kong Graduate School of Business from January 2007 to the present. Mr. Zhou received a master's degree in applied mathematics from Peking University in July 1988 and a doctoral degree in economics from Princeton University in June 1995. Mr. Zhou was awarded the National Excellent Young Researcher Grant in January 2004 by the National Natural Science Foundation of China (國家自然科學基金委員會) for his research in financial investments. The National Natural Science Foundation of China is a public institution directly under the State Council responsible for managing the National Natural Science Fund (自然科學基金). Mr. Zhou is fully aware of his obligations imposed on him as an independent non-executive director of a listed company, and that he is aware of the time and efforts required to perform his duties required of an independent non-executive director. Mr. Zhou's professorship at Cheung Kong Graduate School of Business does not require full time commitment, and there is no fixed time interval for Mr. Zhou to deliver lectures. Furthermore, none of his current commitments including the directorships he holds would require him to work intensively on a daily basis. Therefore he is of the view that he can allocate sufficient time to serve as an independent non-executive Director of the Company. Mr. Zhou's professional expertise and his wide experience of serving as directors in other listed companies will be a significant asset to our Board.

Mr. Zhou is not connected with any Directors, senior management, Substantial Shareholders or the Controlling Shareholders. Mr. Zhou does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, there are no other matters concerning Mr. Zhou's appointment that need to be brought to the attention of the shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Choi Onward (蔡安活), 39, is an independent non-executive Director of the Company, chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee. Mr. Choi was appointed as Director on September 4, 2008. He also served as an independent non-executive director of Beijing Jingkelong Company Limited since June 10, 2010. He is the acting chief financial officer of NetEase.com, Inc. and has held this position since July 2007. NetEase.com, Inc. (NASDAQ: NTES) is a NASDAQ-listed leading China-based internet technology company. Prior to that, Mr. Choi served as the financial controller and corporate finance director, of NetEase.com, Inc. from November 2003 to June 2007. From August 2000 to August 2003, Mr. Choi worked at Ernst & Young in Beijing, as a senior manager of the assurance and advisory business services department. Prior to that, Mr. Choi held managerial positions at the Hong Kong Trade Development Council, where he was responsible for financial and accounting management, and in the assurance department of KPMG in Hong Kong.

Mr. Choi is a member of the Institute of Chartered Accountants in England and Wales, a fellow member of the Association of Chartered Certified Accountants, the CPA Australia and the Hong Kong Institute of Certified Public Accountants and a registered practicing Certified Public Accountant in Hong Kong. Mr. Choi received a bachelor of arts degree in accountancy with honors from the Hong Kong Polytechnic University in November 1993.

Mr. Choi is not connected with any Directors, senior management, Substantial Shareholders or the Controlling Shareholders. Mr. Choi does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, there are no other matters concerning Mr. Choi's appointment that need to be brought to the attention of the shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Sun Lu (孫璐), 36, is an independent non-executive Director of the Company, chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee. Mr. Sun was appointed as Director on June 18, 2010. He is the general manager of CITIC Guoan Information Industry Co., Ltd. ("CITIC Guoan"), a PRC incorporated company listed on the Shenzhen Stock Exchange (stock code: 000839). He has held the general manager position since June 2005 when he was promoted from his prior position of deputy general manager, a position he had held since October 2002. Mr. Sun also serves as a director of CITIC Guoan since March 2008. From December 2001 to October 2002, Mr. Sun was the assistant to the

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general manager of CITIC Guoan Co., Ltd. From November 1998 to December 2001, Mr. Sun was the manager of the investment department of Huaxia Securities Co., Ltd. From January 1997 to November 1998, Mr. Sun was an auditor at the China Securities Regulatory Commission. From July 1996 to January 1997, Mr. Sun was an auditor at Huijiang Deloitte Accountant Co. Mr. Sun received a bachelor's degree major in accounting from Capital University of Economics and Business in July 1996, and an EMBA degree from Tsinghua University in July 2006.

Mr. Sun is not connected with any Directors, senior management, Substantial Shareholders or the Controlling Shareholders. Mr. Sun does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, there are no other matters concerning Mr. Sun's appointment that need to be brought to the attention of the shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

SENIOR MANAGEMENT

The table below sets forth information regarding our senior management (including directors who also hold executive positions):

<u>Name</u>	<u>Age</u>	<u>Position</u>
Jiang Hailin	42	Chief executive officer
Wang Jing	51	Vice president of the Company
Lu Xiao	39	Vice president of the Company, president of Specialized Solutions-railway
Pan Jianguo	38	Vice president of the Company
Leung Ming Shu	34	Chief financial officer and company secretary
Lv Xilin	37	Vice president of the Company, president of Turnkey Solutions and VA Services-expressway
Jing Yang	38	Vice president of the Company, president of Specialized Solutions-expressway
Kong Qiang	35	President of Turnkey and Specialized Solutions-urban traffic
Zhao Lisen	51	Head of R&D center
Mou Yi	43	Group financial controller

For information on Mr. Jiang Hailin, Mr. Wang Jing, Mr. Lu Xiao and Mr. Pan Jianguo, see "Directors and Senior Management—Board of Directors."

Mr. Leung Ming Shu (梁銘樞), 34, is chief financial officer and company secretary. As chief financial officer, Mr. Leung is responsible for overall financial and corporate finance management of the Company. Since he joined our Group in January 2008, Mr. Leung has held his current position within the Group. In addition, Mr. Leung has served as our executive Director from August 2008 to June 2009, and he has been serving as an independent non-executive Director, chairman of the Audit Committee and member of Remuneration Committee of Comtec Solar Systems Group Limited (SEHK: 0712) since June 2008.

Prior to joining our Group, from March 2006 to January 2008, Mr. Leung served as the chief financial officer of two PRC-incorporated private technology companies, Beijing Lingtu Software Co., Ltd, a PRC digital mapping and navigation software company, and Beijing Xinwei Telecom Technology Co., Ltd, a subsidiary of Datang Telecom Technology & Industry Group (大唐電信科技產業集團), engaged in the development of a proprietary telecommunications standard and manufacturing of telecommunications equipment. Prior to that, Mr. Leung spent more than three years from February 2003 at CDC Corporation (NASDAQ: CHINA) and its subsidiary, China.com Inc. (SEHK: 8006) as a senior manager in mergers and acquisitions department and chief financial officer, respectively. As chief financial officer of China.com Inc., Mr. Leung also supervised the corporate secretarial functions and liaised closely with the compliance advisor and legal counsel on statutory compliance matters. Mr. Leung started his professional career at PriceWaterhouseCoopers in Hong Kong in auditing in 1998, and subsequently worked at the global corporate finance department managing several cross-border corporate finance and mergers and acquisition advisory projects until July 2001. From July 2001 to

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February 2003, he also worked as a business consultant in Market Catalyst International (HK) Ltd., the consulting arm of Morningside Group that engages in providing management consulting and marketing advisory services, where he advised companies on issues of strategy, organization and operations. Mr. Leung graduated with a first class honors bachelor's degree in accountancy from the City University of Hong Kong in June 1998, as well as a master's degree in accountancy from the Chinese University of Hong Kong in September 2001. He is a Fellow Member of the Association of Chartered Certified Accountants (FCCA) and a Member of the Hong Kong Institute of Certified Public Accountants (HKICPA).

Save as disclosed above, Mr. Leung has not held any other directorship in any other public listed companies in the past three years, and he is not connected with any Directors or senior management. Mr. Leung does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Lv Xilin (呂西林), 37, is vice president of the Company and president of our Turnkey Solutions and VA Services business units focusing on the expressway sector. As president of Turnkey Solutions and VA Services—expressway, he is responsible for the overall management of our expressway Turnkey Solutions and VA Services businesses. Since he joined our Group in July 2003, Mr. Lv has held various positions within our Group. From August 2006 to March 2009, he served as Group president of Turnkey Solutions responsible for the overall management of the Turnkey Solutions business. Prior to that, he served as vice president of RHY Technology responsible for marketing and engineering implementation of our Turnkey Solutions business. He also served as our executive Director from October 2006 to June 2009. In addition, he has served as the general manager of RHY Technology from August 2008 to the present, a director of RHY Technology from June 2004 to the present, and a director and chairman of the board of directors of Xinjiang RHY from October 2005 to the present. Mr. Lv also served as a director of Wuhan Chenguang from February 2007 to the present, Haotian Jiajie from August 2007 to the present and Beijing Jiyier Technology from April 2007 to the present.

Prior to joining our Group, Mr. Lv served as a senior project manager in China Harbor Engineering Company (Group), the predecessor of China Communications Construction Company Ltd. (SEHK: 1800), and was responsible for the management of large scale ITS projects from July 1994 to July 2003. Mr. Lv received a bachelor's degree in industrial trade from Harbin University of Science and Technology in July 1994. He was recognized as a Project Management Professional by the Project Management Institute¹ in the United States in January 2003. Mr. Lv received the National Communications Industry Young Expert Award in June 2003 from the Ministry of Communications in recognition of his contribution to the transportation industry. He received a master's degree in project management from the University of Sydney in November 2004. He is currently pursuing an EMBA degree at Tsinghua University.

Mr. Lv has not held any directorship in any public listed companies in the past three years and he is not connected with any Directors or senior management. Mr. Lv is one of our Controlling Shareholders, and a director of China ITS Co., Ltd. and Best Partners. For Mr. Lv's interest in the Shares of the Company within the meaning of Part XV of the SFO, please refer to "Statutory and General Information—Further Information about Directors and Substantial Shareholders" in Appendix VI to this prospectus.

Mr. Jing Yang (荆陽), 38, is vice president of the Company and president of our Specialized Solutions business unit focusing on the expressway sector. As president of Specialized Solutions—expressway, he is responsible for overall management of our expressway Specialized Solutions business. Since he joined our Group in January 2006 upon the acquisition of Aproud Technology, Mr. Jing has been responsible for management of our expressway Specialized Solutions business. Prior to his current position, he served as the president of Aproud Technology from January 2007 to the present and vice president of Aproud Technology from February 2001 to December 2006. He also served as our executive Director from October 2006 to June 2009. Mr. Jing has served as a director of Aproud Technology from August 2002 to the present, chairman of the board of directors of Aproud Technology from February 2010 to the present, an executive director of Beijing Aproud Information

¹ Project Management Institute was founded in 1969 at the Georgia Institute of Technology in Atlanta, Georgia, U.S. and was officially incorporated the association in Newtown Square, Pennsylvania, U.S. It has more than 260,000 members in over 171 countries and is a leading membership association for the project management profession.

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from August 2005 to the present and the general manager of Beijing Aproud Software from July 2007 to the present.

Prior to joining Aproud Technology, Mr. Jing was the northeast district sales manager of the transportation department within the specialized network division at Huawei from December 1996 to February 2001 where he focused on the application of communication technology in the expressway ITS sector. Mr. Jing engaged in research and development at the Center for Space Science and Applied Research of the Chinese Academy of sciences from July 1995 to May 1997. He received a bachelor's degree in electronic engineering and information science from the University of Science and Technology of China in July 1995 and an EMBA by the China Europe International Business School in September 2007.

Mr. Jing has not held any directorship in any public listed companies in the past three years, and he is not connected with any Directors or senior management. Mr. Jing is one of our Controlling Shareholders, and a director of China ITS Co., Ltd. and Joy Bright. For Mr. Jing's interest in the Shares of the Company within the meaning of Part XV of the SFO, please refer to "Statutory and General Information—Further Information about Directors and Substantial Shareholders" in Appendix VI to this prospectus.

Mr. Kong Qiang (孔強), 35, is president of our Turnkey and Specialized Solutions business units focusing on the urban traffic sector. In this role, he is responsible for the overall management of the urban traffic Turnkey and Specialized Solutions business, and he has held this position since he joined our Group in January 2007 upon the acquisition of Hexin Risheng. In addition, he has served as a director and the general manager of Hexin Risheng from December 2003 to the present and chairman of the board of directors of Hexin Risheng from December 2003 to June 2007 and from December 2007 to the present.

Prior to joining our Group, Mr. Kong was general manager and founder of Shenzhen Golden Highway Industry Development Co., Ltd. (深圳市金宏威實業發展有限公司) from May 2001 to December 2003. Mr. Kong served as deputy head of the specialized network system department at Huawei from May 1998 to May 2001 where he engaged in developing the specialized network market in China. Mr. Kong served as an engineer in the computer center of State Post Bureau of the People's Republic of China (郵電部郵政總局電腦中心) from August 1996 to May 1998. He received a bachelor's degree in communication engineering from Changchun Institute of Posts and Telecommunications in July 1996.

Mr. Kong has not held any directorship in any public listed companies in the past three years, and he is not connected with any Directors or senior management. Mr. Kong does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhao Lisen (趙立森), 51, is head of the R&D center. In this role, Mr. Zhao is responsible for research and development of the Group. Since he joined our Group in February 2001, Mr. Zhao has held various positions within our Group and he has held his current role throughout the Track Record Period in addition to serving as an executive Director from October 2006 to June 2009. Prior to the Track Record Period, he was president and vice president of RHY Technology from February 2001 to August 2006 where he was responsible for the overall business operations of RHY Technology. In addition, Mr. Zhao has served as a director of Xinjiang RHY from October 2005 to the present and a supervisor of Wuhan Chenguang from February 2007 to the present.

Prior to joining our Group, from November 1996 to February 2001, Mr. Zhao served as vice general manager of Huaneng Basic Industries Investment Company Limited, a Hong Kong incorporated company engaged in infrastructure investment in the PRC, where he was responsible for market development, project management and technology research and development. Mr. Zhao was a faculty member from September 1984 to November 1996 at the Department of Information Engineering of North China Electric Power University (Beijing). Mr. Zhao received a bachelor's degree in automation of electric systems from North China Electric Power University in September 1982 and he was awarded a master's degree in automation of electronic systems from the Beijing Graduate School of North China Electric Power University in July 1984.

Mr. Zhao has not held any directorship in any public listed companies in the past three years, and he is not connected with any Directors or senior management. Mr. Zhao is one of our Controlling Shareholders, and a

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director of China ITS Co., Ltd. and Best Partners. For Mr. Zhao's interest in the Shares of the Company within the meaning of Part XV of the SFO, please refer to "Statutory and General Information—Further Information about Directors and Substantial Shareholders" in Appendix VI to this prospectus.

Mr. Mou Yi (牟軼), 43, is financial controller of our Group. In this role, Mr. Mou is responsible for the internal financial management of the Company. Since he joined our Group in October 2004, Mr. Mou has held various roles within our Group. He started as vice president of RHY Technology and was then promoted to Group vice president of our Turnkey Solutions responsible for the internal and daily operations such as financial control, human resources and other administrative functions of the Turnkey Solutions business unit until October 2009 when he assumed his current role. In addition, Mr. Mou has served as a director and chairman of the board of directors of Wuhan Chenguang from April 2005 to the present, a director of Xinjiang RHY from October 2005 to the present and a supervisor of Beijing Jiyier from April 2007 to the present. He was also an executive Director of the Company from October 2008 to June 2009.

Prior to joining our Group, Mr. Mou served as vice president of Lang Chao Mobile Communication Products Co., Ltd. which is the predecessor of Inspur (SEHK: 0596) from March 2004 to September 2004, where he was responsible for the overall operational management of the company. Mr. Mou also served as vice president of Shanghai Zarva Software Application and Service Co., Ltd. from November 2001 to March 2004, where he was responsible for domestic sales and the management of branch offices in the PRC. From June 1992 to December 1996, Mr. Mou served as a manager of Legend Computer Group Co. (Qingdao branch) which is the predecessor of Lenovo Group Limited (SEHK: 0992), where he was responsible for the sales and software development. Prior to that, he served as a manager of Jinan Tuopu Software Research Centre from January 1997 to October 2001, where he was also responsible for the sales and development of software. Mr. Mou received a bachelor's degree in science and a bachelor's degree in economics from Tianjin Nankai University in July 1990. Mr. Mou was qualified as an accountant in December 1992, and senior economist in November 2008.

Mr. Mou has not held any directorship in any public listed companies in the past three years, and he is not connected with any Directors or senior management. Mr. Mou does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

COMPANY SECRETARY

Leung Ming Shu is our company secretary for the purposes of Rule 8.17 of the Listing Rules. Mr. Leung is ordinarily resident in Hong Kong and is employed by us on a full time basis. Mr. Leung is a Fellow Member of the Association of Chartered Certified Accountants (FCCA) and a Member of the Hong Kong Institute of Certified Public Accountants (HKICPA). Mr. Leung has over 10 years of experience in accounting and finance, including working as chief financial officer in a number of companies, managing the finance and operations of such companies, as well as supervising corporate secretarial and compliance matters. For details of Leung Ming Shu's background, see "Directors and Senior Management—Senior Management."

COMMITTEES UNDER THE BOARD OF DIRECTORS

Audit Committee

We established an audit committee on June 18, 2010 with effect from the Listing with written terms of reference in compliance with the Listing Rules. The primary duties of the audit committee are, among other things, to review and supervise our financial reporting process and internal control systems.

The audit committee comprises three independent non-executive Directors, being Choi Onward, Zhou Chunsheng and Sun Lu. The audit committee is chaired by Choi Onward.

Remuneration Committee

We established a remuneration committee on June 18, 2010 with effect from the Listing. The primary duties of the remuneration and nomination committee are to evaluate and make recommendations to our Board

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regarding the compensation of the Directors. In addition, the remuneration committee conducts reviews of the performance, and determines the compensation structure of our senior management.

The current members of the remuneration committee are Choi Onward, Zhou Chunsheng and Sun Lu. The remuneration committee is chaired by Sun Lu.

Nomination Committee

We established a nomination committee on June 18, 2010 with effect from the Listing to make recommendations to our Board regarding candidates to fill vacancies on our Board.

The current members of the nomination committee are Zhou Chunsheng, Choi Onward and Sun Lu. The nomination committee is chaired by Zhou Chunsheng.

RETIREMENT SCHEMES

Our employees in the PRC participate in various pension schemes organized by the relevant municipal and provincial government under which we are required to make monthly contributions to these plans. The local government is responsible for the planning, management, and supervision of the scheme, including collecting and investing the contributions, and paying out the pensions to the retired employees.

The total amount of contributions for such employee pension schemes for the year ended December 31, 2007, 2008 and 2009 were approximately RMB3.6 million, RMB1.4 million and RMB3.8 million, respectively.

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme, the principal terms of which are set out in the section headed “Statutory and General Information—Share Option Scheme” in Appendix VI to this prospectus.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

We reimburse our Directors for expenses which are necessarily and reasonably incurred for providing services to us or for executing their functions in relation to our operations.

The aggregate amount of remuneration (including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses) from us for the year ended December 31, 2007, 2008 and 2009 were approximately RMB2.4 million, RMB8.5 million, and RMB3.7 million, respectively.

The aggregate amount of salary allowances and other benefits, bonuses and contributions to retirement plans paid by us to the five highest paid individuals of our Group during each of the year ended December 31, 2007, 2008 and 2009 were approximately RMB1.7 million, RMB5.8 million and RMB3.3 million, respectively. Further, none of our Directors had waived any remuneration during the same period.

The existing remuneration policy for Directors and senior management of the Company will continue after the Listing and as of the Latest Practicable Date, there is no proposal to increase the remuneration of our Directors and members of our senior management after the Listing. The determination of the remuneration of the Directors and senior management of our Company is based on the individual performance, the nature and responsibilities of the individual concerned and the performance of our Group and market conditions. Proposals for increase in remuneration, payment of discretionary bonus or adjustment to any benefits scheme will be approved by the remuneration committee of the Board. The Company will also periodically review and assess its human resource requirements and the prevailing market trend and make appropriate adjustments. Under our

DIRECTORS AND SENIOR MANAGEMENT

arrangements currently in force, the aggregate remuneration of our Directors for the financial year ending December 31, 2010 is estimated to be no more than RMB2.5 million.

We have entered into service agreements with each of our Directors. Under such agreements, we may terminate an executive Director's services for cause, without remuneration, for certain acts such as negligent or dishonest acts, or under certain events such as personal bankruptcy. Furthermore, we may terminate an executive Director's services without cause with a minimum of two-month notice period, or at any time with a payment of three months of such Director's service fee. In addition, we may terminate an executive Director's service with a minimum of one-month notice period as a result of his/her inability to perform services (due to sickness, injury or certain other causes) for a continuous period of 90 days during the previous 12 months. We may generally terminate the service of an independent non-executive Director without notice or payment of compensation.

COMPLIANCE ADVISOR

We will appoint CCBIC as our compliance advisor upon Listing pursuant to Rule 3A.19 of the Listing Rules. CCBIC will ensure that we are properly guided and advised as to compliance with the Listing Rules and all other applicable laws, rules, codes and guidelines in Hong Kong, including the publication of regulatory announcement, circular or financial report and the entry into notifiable or connected transactions.

CCBIC, as our compliance advisor, undertakes to the Stock Exchange that they will comply with the Listing Rules and cooperate in any investigation conducted by the Listing Division and/or the Listing Committee of the Stock Exchange. The term of their respective appointments will commence on the Listing Date and end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year after the Listing Date.