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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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### BOARD OF DIRECTORS

The Board of Directors is responsible and has general powers for the management and conduct of the Group's business, and consists of thirteen Directors including seven executive Directors, three non-executive Directors and three independent non-executive Directors. The Company has entered into service contracts with each of the Directors.

The following table sets forth certain information in respect of members of the Board of Directors of the Company.

#### Executive Directors:

<u>Name</u>	<u>Age</u>	<u>Position in the Company</u>
Chi Shaolin .....	39	Chairman, Executive Director and Chief Executive Officer
Jiang Taike .....	36	Executive Director and Vice Chief Executive Officer
Li Jianming .....	38	Executive Director and Chief Financial Officer
Tseng Chih-ming .....	47	Executive Director
Sui Shikai .....	35	Executive Director
Mao Wanjun .....	43	Executive Director
Kang Jin Won .....	48	Executive Director

#### Non-executive Director:

<u>Name</u>	<u>Age</u>	<u>Position in the Company</u>
Xu Yiming .....	59	Non-executive Director and Advisor
Du Li .....	52	Non-executive Director
Wu Kezhong .....	46	Non-executive Director

#### Independent non-executive Directors:

<u>Name</u>	<u>Age</u>	<u>Position in the Company</u>
Shu Wa Tung, Laurence .....	38	Independent non-executive Director
Song Lizhong .....	35	Independent non-executive Director
Zheng Lin .....	39	Independent non-executive Director

**Mr. Chi Shaolin** (遲少林), aged 39, the Chairman, is an executive Director and Chief Executive Officer of our Company, and is in charge of overall strategic planning, business planning and responsible for decision making in all material matters of our Group. Mr. Chi was appointed as a Director of the Company on 16 November 2007.

Mr. Chi joined the Group in November 1997 and is a founder of the Group. Mr. Chi has been a director and the chairman of Changshu Electronic, Weihai Cable, Changshu Connecting-Technology, Weihai Electronic, Wuhan Electronic, Dezhou Electronic, Changshu Cable and Shenzhen Communication Technology since 10 June 2002, 30 July 2003, 1 March 2004, 25 April 2005, 11 October 2005, 13 March 2006, 25 August 2006 and 5 November 2009, respectively.

Mr. Chi has over 15 years of experience in the electronics industry gained in our Group and in his previous employment. He is a Chinese national and has not been a full time government official nor a full time employee of a state-owned/operated entity. Prior to joining our Group, Mr. Chi worked as the production manager of Shengshan Electronics (Weihai) Company Limited (勝山電子(威海)有限公司) from March 1995 to October 1997.

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Mr. Chi is a representative to the 11<sup>th</sup> Session of Weihai Committee of the Chinese People's Political Consultative Conference Committee and has been awarded many awards or recognitions by the government of Weihai City, Shandong Province, China Commerce Association (中國商業協會) and certain other organizations, including "Outstanding Young Entrepreneur of Weihai City" (威海市優秀青年企業家), "Self-innovation Award for the Most Influential Person of Weihai City for the Economic Year" (威海市最具影響力經濟年度人物自主創新獎), "Award for Entrepreneur Operating a Key Enterprise in the Weihai Economic and Technology Development Area" (威海經濟技術開發區骨幹企業經營者創業獎), "Model for the Labor of Weihai Economic and Technology Development Zone" (威海經濟技術開發區勞動模範) during the period of April 2008 to May 2010. In 2010, Mr. Chi was also awarded the "Outstanding Entrepreneurs of Shandong Province (the 18<sup>th</sup> Series)" (第十八屆山東省優秀企業家).

Mr. Chi is the son-in-law of Ms. Xu Yiming, our non-executive Director and advisor.

**Mr. Jiang Taikē (蔣太科)**, aged 36, is an executive Director and Vice Chief Executive Officer of our Company and the general manager of the wire & cable department of our Group. Mr. Jiang is in charge of implementation of strategy, operational planning and overall management of the wire & cable department of the Group and has been involved in decision making for material matters of our Group. Mr. Jiang joined the Group in July 2003 as the general manager of Weihai Cable and was appointed as a Director of the Company on 16 March 2010.

Mr. Jiang has been a director of Weihai Cable, Changshu Cable, Shenzhen Communication Technology since 8 July 2003, 2 August 2006 and 27 October 2009, respectively.

Mr. Jiang has over 14 years of experience in the wire and cable industry gained in our Group and in his previous employment. Before joining our Group, Mr. Jiang worked for many companies in the electronics and technology industries, including as an engineer of Wantai Group (萬泰集團) from August 1996 to March 1999 in charge of the product design, research and development, a deputy manager of Dongguan Licheng Wires Factory (東莞立成電線廠) from March 1999 to August 1999 responsible for the production and technology, a deputy manager of Fengyuan Wires and Cables Co., Ltd. (豐源電線電纜有限公司) from August 1999 to June 2001 responsible for overall management and operations, and the general manager of Shenzhen Pengding Holdings Co., Ltd. (深圳朋鼎實業有限公司) from July 2001 to May 2003. Mr. Jiang graduated from Shenzhen University with a college diploma in management in 1996.

Mr. Jiang is a brother-in-law of Mr. Mao Wanjun, an executive Director of the Company.

**Mr. Li Jianming (李建明)**, aged 38, is an executive Director and Chief Financial Officer of our Company. Mr. Li joined our Group in May 2005 as our Chief Financial Officer and was appointed as a Director of the Company on 16 March 2010. He has participated in decision making for material matters of our Group since joining the Group and is responsible for the financial management, capital investment and financing decisions of our Group. Mr. Li is also in charge of the promotion and improvement of the information system, internal supervision and control and other related matters of the Group.

Mr. Li has been a director of Weihai Electronic since 31 December 2009.

Mr. Li has over 16 years of experience in finance management gained in our Group and in his previous employment. Prior to joining us, Mr. Li was the chief accountant of the PRC office of The

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Timken Company, one of the Fortune 500 Companies, for financial management matters from July 1994 to June 2001. Mr. Li was the chief financial officer of Qingdao Jinling Electrical Appliances Co., Ltd. (青島金嶺電器有限公司), a sino-foreign joint venture enterprise, from June 2001 to May 2004, responsible for its financial management, financial process optimization, internal supervision and control and other related matters, and was the head of Technology of Qingdao Branch of Zhuhai Master Service Software Technology Co., Ltd., (珠海天思軟件技術有限公司青島分公司) from May 2004 to May 2005 in charge of promoting and implementing the development of information system.

Mr. Li graduated from Shandong Economic University with a bachelor's degree in accounting in 1994. He is a senior accountant (高級會計師) and obtained the ICPA certificate in April 2009 and the SIFM certificate in June 2010. Senior accountant qualification (高級會計師資格) is the highest accounting qualification awarded by such PRC government bodies, namely, the Ministry of Human Resources and Social Security (人力資源和社會保障部) and the Ministry of Finance (財政部), based on the academic level, practical capability and working experience of the relevant accounting professionals. He has extensive experience in enterprise finance, financial management, enterprise taxation planning and Enterprise Resource Planning information management and published various articles in journals from 2007 to 2009 in respect of finance management.

**Mr. Tseng Chih-ming (曾志銘)**, aged 47, is an executive Director of our Company and the vice general manager of Changshu Connecting-Technology responsible for the technology research and development, marketing strategies and operational planning for its connector business and the overall management of Changshu Connecting-Technology, and has led Changshu Connecting-Technology to obtain six patents in the connector related areas.

Mr. Tseng joined our Group in August 2009 as the vice manager of the connector business department of Changshu Connecting-Technology and was appointed as a Director of the Company on 16 March 2010.

Mr. Tseng has over 22 years of experience in the electronic connector industry gained in our Group and in his previous employment. Before joining our Group, Mr. Tseng worked as the head of the laboratory of Tenlung Industrial Shares Co., Ltd. (騰龍工業股份有限公司) in charge of the experimental projects and testing analysis from March 1988 to July 1991 and was in charge of the management of Plastron Electronics (Shenzhen) Co., Ltd. (普樂創電子(深圳)有限公司) from August 1991 to July 2009. He has 18 years' experience in the research and development, production and sale of connectors, whereby he created various new inventions relating to production of connectors, leading to the grant of various patents.

**Mr. Sui Shikai (隋世凱)**, aged 35, is an executive Director of our Company and the vice general manager of the external signal cable assembly and power cord assembly department of the Group responsible for the overall operation and management of the department. Mr. Sui has over 13 years of experience in the electronic industry gained in our Group. Mr. Sui joined our Company in November 1997 and served as the head of production division of Weihai Electronic in December 1997 responsible for the production management of No. 1 production division, and was promoted to be the production manager of Weihai Electronic in March 2000 responsible for the production management, product processing and production cost control of the company. Mr. Sui has been the director of Changshu Electronic since December 2005. He was appointed as the vice general manager of the external signal cable assembly and power cord assembly department of the Group in July 2009 and has acted as the director of Weihai Electronic and Wuhan Electronic since 31 December 2009 and 18 January 2010, respectively. He has been a Director of the Company since 16 March 2010.

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Mr. Sui has more than 10 years' experience in cost control and enterprise management and has the expertise in product processing and development. He was in charge of our research and development projects that improved the soldering method and technology in 2007 and transformed the DVI and RGB series products from double-plate format to integrated format in 2008, thereby significantly optimizing the product design and improving the product quality of our Group.

**Mr. Mao Wanjun** (毛萬鈞), aged 43, is an executive Director of our Company and the vice general manager of Weihai Cable, mainly responsible for the overall operation and management of Weihai Cable.

Mr. Mao joined our Group in April 2004 as a manager of Weihai Cable. He was promoted as the vice general manager of Weihai Cable in January 2007 and has been an executive Director of our Group since 16 March 2010. Since joining our Group, Mr. Mao has played a leading role in establishing the human resources management system and management information system of Weihai Cable, improving its target management system and other related areas, and enhancing its overall management.

Mr. Mao has over 18 years of experience in the electronic cable industry gained in our Group and in his previous employment. Before joining our Group, Mr. Mao was a department head of Dongguan Wantai Wire Factory (東莞萬泰電線廠) from 1992 to 2004, mainly responsible for the production, quality control, environmental protection and, professional health and safety systems. He has extensive experience in enterprise management and in the implementation of various systems including ISO9001, TS16949 and ISO14001.

Mr. Mao is a brother-in-law of Mr. Jiang Taike, an executive Director.

**Mr. Kang Jin Won** (姜振遠), aged 48, is an executive Director of our Company and the general manager of the FFC business department of Changshu Connecting-Technology.

He joined the Group in August 2009 as the general manager of the FFC business department of Changshu Connecting-Technology and was appointed as an executive Director of the Company on 16 March 2010.

Mr. Kang has over 18 years of experience in the electronic and technology industry gained in our Group and in his previous employment. Prior to joining our Group, Mr. Kang worked in LG Co., Ltd. in Gunpo, Korea from 1990 to 1994, Seoul Wires Co., Ltd. in Korea from 1994 to 1997, New Korean S&T Daewoo Co., Ltd. from 1997 to 1999 and in KFC Electronics of Korea from 1999 to 2001 responsible for FFC conductor research and development. Mr. Kang worked in Lianyungang Zhongzhen Precision Co., Ltd. (連雲港中振精密有限公司) in September 2001 and is responsible for its overall management and development. He is one of the first professional technicians in the Korean FFC industry, and has more than 18 years' experience in such area.

Mr. Kang has been involved in the development of the Chinese FFC industry for over 10 years and provided technology advice and services to P-TWO Industries Inc., one of the largest FFC factory in China, and introduced into China the Korean FFC related processing technology, raw material technology, and equipment and machinery technology.

**Ms. Xu Yiming** (徐藝銘), aged 59, is a non-executive Director and advisor of our Company. Ms. Xu joined our Company in November 1997 as one of our senior management officers. Ms. Xu was

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the vice general manager of Weihai Electronic and the vice general manager of Dezhou Electronic, responsible for the daily administration in such companies from November 1997 to March 2006 and from March 2006 to March 2009, respectively. Ms. Xu has been an advisor of the Group since 2009 and our non-executive Director since 16 March 2010.

Since becoming our advisor in 2009, Ms. Xu has, utilizing her past experience in our Group and in the industry, provided on-going general advice on quality control management systems and processes.

Ms. Xu has over 24 years of experience in the electronic industry gained in our Group and in her previous employment. Prior to joining our Group, Ms. Xu was the head of the production division of Weihai City Beiyang Optical Instrument Factory (威海市北洋光學儀器廠) from 1986 to 1993, and the vice general manager of Xingdi Electronic Company Limited (星地電子有限公司), a subsidiary of Weihai City Beiyang Electric Appliances Group (威海市北洋電器集團), from May 1994 to April 1997.

Ms. Xu is the mother-in-law of Mr. Chi Shaolin.

**Mr. Du Li (杜力)**, aged 52, has been a non-executive Director of our Company since 16 March 2010.

He is currently the senior investment manager and the general manager of the business operation in Shandong and a member of the investment committee of Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司) and the general manager of Shenzhen Kangwo Chuangxin Investment Management Co., Ltd. (深圳市康沃創新投資管理有限公司). Mr. Du received a doctorate degree in Optics from Xi'an Institute of Optics and Precision Mechanics of the Chinese Academy of Sciences in December 1997, and was a tutor at the Faculty of Optical Physics of Changchun Institute of Optics and Fine Mechanics (長春光學精密機械學院) from January 1982 to August 1984, and a deputy researcher of Xi'an Institute of Optics and Precision Mechanics of the Chinese Academy of Sciences from December 1987 to April 1998 during which he studied at Technische Universitaet Berlin in Germany and received a certificate of advanced professional training in semiconductor physics and optoelectronics in 1993. From April 1998 to September 1999, he worked as the technology market manager of Shenzhen Anke High Technology Shares Co., Ltd. (深圳安科高技術股份有限公司). Since 1999, he has been working in Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司). Mr. Du was awarded the first prize of technology advancement of the Chinese Academy of Sciences for the period from 1993 to 1994. Mr. Du has been non-executive director of Anhui Fengyuan Pharmaceutical Co., Ltd. (安徽豐原藥業股份有限公司) (Shenzhen Stock Exchange Code: 000153) since November 2007.

**Mr. Wu Kezhong (吳克忠)**, aged 46, has been a non-executive Director of our Company since 16 March 2010.

Mr. Wu was a lecturer at the Faculty of Securities in Shanghai Jiao Tong University from July 1987 to January 1990. He was engaged in securities investment consultation for investment banks since 1992. Mr. Wu was engaged in investment business on Wall Street in the United States from 1995 to 2002. In 2002, Mr. Wu relocated from the United States to China and has since then been participating in various venture capital projects in industries such as financial services, media, telecommunications, electronic commerce, consumer products and new materials. In 2007, he led the investment in the listing of Guangzhou King Teller Technology Co., Ltd., a leading automatic teller machines (ATMs) manufacturer and ATM network operator in China on the Small and Medium

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Enterprises Board of the Shenzhen Stock Exchange. Mr. Wu received a degree in engineering as well as a degree in law from Shanghai Jiao Tong University in July 1985 and July 1987, respectively. He received a master of science degree in engineering management from the University of Southwestern Louisiana in December 1994.

**Mr. Shu Wa Tung, Laurence (舒華東)**, aged 38, is an independent non-executive Director of our Company.

Mr. Shu was appointed as an independent non-executive Director of our Company on 25 October 2010. He is currently an independent non-executive director of Perception Digital Holdings Limited (Hong Kong Stock Exchange Stock Code: 8248) and Greater China Holdings Limited (Hong Kong Stock Exchange Stock Code: 431).

Mr. Shu has over 15 years of experience in audit, corporate finance and corporate financial management. Mr. Shu started to work with Deloitte Touche Tohmatsu since March 1994, and was a Manager of the Reorganization Services Group when he left Deloitte Touche Tohmatsu in October 2000. Mr. Shu was subsequently employed by ICEA Capital Limited (工商東亞融資有限公司) as a Manager in the Equity Capital Market of the Corporate Finance Division from November 2000 to June 2001, responsible for the daily management of listing application projects and advising on merger and acquisition transactions. He then worked in Deloitte & Touche Corporate Finance Limited as a Manager from July 2001 to November 2002. From November 2002 to April 2005, Mr. Shu held the position of Associate Director in Goldbond Capital (Asia) Limited (金榜融資(亞洲)有限公司). He served as the Chief Financial Officer and the Company Secretary of Texhong Textile Group Limited (天虹紡織集團有限公司) (Stock Code: 2678) for the period from May 2005 to July 2008 overseeing the company's financial management function. From July 2008 to June 2010, Mr. Shu worked as the Chief Financial Officer of Rongsheng Heavy Industries Holdings Limited (熔盛重工控股有限公司), and oversaw the financial management of the company and its subsidiaries. Mr. Shu is currently the Chief Financial Officer of Petro-king International Company Limited (百勤國際有限公司), overseeing the financial strategies and daily financial management function of the company and its subsidiaries. Mr. Shu graduated from Deakin University in Australia with a Bachelor Degree in Business majoring in Accounting in 1994. He is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountant and a Certified Practicing Accountant of CPA Australia.

**Mr. Song Lizhong (宋立眾)**, aged 35, is an independent non-executive Director of our Company.

Mr. Song was appointed as an independent non-executive Director of the Company on 25 October 2010. Mr. Song is currently an Associate Professor and Instructor of Master Degree Courses in the School of Information Science and Engineering of Harbin Institute of Technology in Weihai, focusing on research on radar signal processing, antenna technology, electromagnetic field and microwave technology. He has published more than 20 academic papers.

Mr. Song graduated from Harbin Institute of Technology with a master's degree in electromagnetic field and microwave technology in July 2001 and a doctorate degree in communication and information system in July 2005. He is engaged in research at the Mobile Station of Post Doctoral Researches for Electronic Science and Technology Subjects (電子科學與技術學科博士後科研流動站) of Harbin Institute of Technology.

**Ms. Zheng Lin (鄭琳)**, aged 39, is an independent non-executive Director of our Company.

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Ms. Zheng was appointed as an independent non-executive Director of the Company on 25 October 2010. Ms. Zheng is a practicing PRC lawyer and has been working with Beijing Huatang Law Firm since April 2008. Prior to that, she worked at Welfare Electronics Company located in the Economic and Technical Development Zone of Weihai City in Shandong Province from October 1992 to May 1995, the Weihai Airlines Services Company Limited from June 1995 to June 2001 and Shandong Ying Liang Tai Ye Law Firm from August 2004 to March 2008. She graduated from Shandong University in July 2004 after completing the online program in law and is qualified to practice law in China having passed the Chinese national judicial examination in 2004. Ms. Zheng passed the National Securities Qualifications Examination (國家證券業資格考試) in 2006 and is also qualified to serve as an independent non-executive director of companies listed in China.

Ms. Zheng is a member of China Zhi Gong Party (中國致公黨) and a member of Weihai Committee of the Chinese People's Political Consultative Conference Committee. She has provided legal services to various government departments, listed companies, state-owned enterprises and other entities, including Shandong Zhengda Medical Equipment Shares Co., Ltd. (山東正大醫療器械股份有限公司), Shandong Lianqiao New Materials Shares Co., Ltd. (山東聯橋新材料股份有限公司), Shandong Shuanglun Group Co., Ltd. (山東雙輪集團公司), Yantai Wanhua Polyurethanes Co., Ltd., (煙臺萬華聚氨酯股份有限公司) and Dongfang Electronics Co., Ltd. (東方電子股份有限公司).

Save as disclosed above, none of our Directors have been a director of any public company the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this prospectus and none of our Directors has been involved in any events which would require disclosure under Rule 13.51 (2)(h)-(w) of the Listing Rules.

### SENIOR MANAGEMENT

**Mr. Tan Zhen (譚震)**, aged 33, is a director and the Vice General Manager of Changshu Electronic responsible for the production, research and development, sale of products of internal signal cable assembly products. Mr. Tan joined the Group in December 2008 as the Manager of Changshu Electronic and has acted as the director of Changshu Electronic since July 2009. Mr. Tan was also appointed as the vice general manager of internal signal cable department of the Group since July 2010.

Mr. Tan has over 11 years of experience in the electronic industry gained in our Group and in his previous employment. Before joining the Group, Mr. Tan was the section head in the quality control department of High Tek Harness Enterprises (Zhongshan) Co., Ltd. responsible for the product quality control from July 1999 to February 2003; the coaxial cable project manager of Tyco Electronics (Kunshan) Co., Ltd. responsible for the research and development and production of coaxial cables from March 2003 to April 2004; the manager of the engineering department of High Tek Harness Enterprises (Zhongshan) Co., Ltd. responsible for research and development from May 2004 to February 2008; the manager of Hesi Electronic Technology Co., Ltd. (河思電子科技有限公司) responsible for overall operation from March 2008 to December 2008. Mr. Tan is an expert in the research and development, design of production process and on-site management of slim-wire harness wires and coaxial cable products, and has 11 years' experience in internal signal cable assembly products. He graduated from the Faculty of Electrical Engineering of Nanyang Polytechnic with a diploma in electrical technology in July 1999.

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**Ms. Chen Jing (陳晶)**, aged 33, is the manager of the finance department of our Company, responsible for financial management of the Group, including formulation of various financial management rules, financial income and expenditure plan, cost planning and budgets, and compilation of the financial report and analysis of the Group. Ms. Chen has over 7 years of experience in accounts management gained in our Group and in her previous employment. Before joining the Group in April 2010, Ms. Chen worked at Deloitte Touche Tohmatsu CPA Ltd. from August 2003 to March 2010 and was the assistant auditing manager from July 2008 to March 2010. She has extensive experience in financial management. She graduated from Dalian University of Technology with a bachelor's degree in Economics and a master's degree in Accounting in 2000 and 2003, respectively.

### COMPANY SECRETARY

**Ms. Ho Wing Yan (何詠欣)**, aged 28, was appointed as our Company Secretary pursuant to Rule 8.17 of the Listing Rules on 1 July 2010. Ms. Ho obtained a bachelor's degree in business administration (applied economics) from Hong Kong Baptist University in November 2004 and a master's degree in corporate governance from The Open University of Hong Kong in June 2009. She is an associate member of the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. Ms. Ho has extensive experience in the company secretarial field of listed companies.

Prior to joining our Group, Ms. Ho was a company secretarial officer with Climax Management Company Limited between September 2007 and April 2009. Ms. Ho joined BMI Corporate Services Limited in July 2009 and is currently their senior company secretarial officer. Ms. Ho is also currently the company secretary of Neo Telemedia Limited (Hong Kong Stock Exchange Stock Code: 8167) and Shanghai Jiaoda Withub Information Industrial Company Limited (Hong Kong Stock Exchange Stock Code: 8205).

### COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

During the three years ended 31 December 2007, 2008 and 2009 and the six months ended 30 June 2010, the aggregate amount of compensation (including basic salary, share-based compensation and retirement based contribution) paid by the Company to its five highest paid individuals were approximately RMB491,000, RMB701,000, RMB1,608,000 and RMB912,000, respectively.

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

During the three years ended 31 December 2007, 2008 and 2009 and the six months ended 30 June 2010, the aggregate amount of compensation paid (including basic salary, share-based compensation and retirement benefit contribution) to our Directors were RMB508,000, RMB622,000, RMB1,472,000 and RMB986,000, respectively.

During the three years ended 31 December 2007, 2008 and 2009 and the six months ended 30 June 2010, the aggregate amount of retirement benefit contribution to our Directors were RMB10,000, RMB10,000, RMB10,000 and RMB10,000, respectively.



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Except as disclosed above, no other payments have been made or are payable, in respect of the Track Record Period, by the Group to or on behalf of any of the Directors.

Upon completion of the Global Offering, our compensation and benefits committee will make recommendations on the remuneration of our Directors taking into account the performance of our Directors and market standards. Under the arrangements currently in force, our Company estimates that the aggregate remuneration payable to, and benefits in kind receivable by, the Directors (excluding discretionary bonus) by our Company for the year ending 31 December 2010 will be approximately RMB1.8 million.

### **AUDIT COMMITTEE**

The Company has established an audit committee in compliance with the Code of Corporate Governance Practices as set out in Appendix 14 of the Listing Rules. The primary duties of the audit committee are to review and supervise the Company's financial reporting process and internal control system and provide advice and comments to the Board. The audit committee consists of three members, namely Mr. Shu Wa Tung, Laurence, Mr. Song Lizhong and Ms. Zheng Lin.

### **COMPENSATION AND BENEFITS COMMITTEE**

The Company has established a compensation and benefits committee which consists of three members, namely Ms. Zheng Lin, Mr. Shu Wa Tung, Laurence and Ms. Xu Yiming. The primary duties of the compensation and benefits committee are to review and give recommendations to the Board in relation to the compensation, remuneration and other benefits paid by the Company to the Directors and the senior management of the Company. The compensation and remuneration of all the Directors and the senior management is subject to regular monitoring by the compensation and benefits committee to ensure that the levels of their remuneration and compensation are appropriate.

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

The Company has established a nominating and corporate governance committee which consists of three members, namely Mr. Chi Shaolin, Mr. Shu Wa Tung, Laurence and Mr. Song Lizhong. The primary duty of the nominating and corporate governance committee is to make recommendations to the Board regarding candidates to fill vacancies on the Board, the chief executive officer and the senior management and to monitor the conduct of corporate governance by the Company in compliance with the Code on Corporate Governance Practices in Appendix 14 to the Listing Rules.

### **COMPLIANCE ADVISOR**

The Company has appointed Piper Jaffray Asia Limited as its compliance advisor (the "Compliance Advisor") pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Advisor will advise the Company on the following matters:

- (1) the publication of any regulatory announcement, circular or financial report;
- (2) where a transaction, which might be a notifiable or connected transaction (as defined under the Listing Rules), is contemplated including share issues and share repurchases;
- (3) where the Company proposes to use the proceeds of the Global Offering in a manner different from that detailed in the prospectus or where the business activities, developments or results of the Company deviate from any forecast, estimate, or other information in the prospectus; and

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- (4) where the Stock Exchange makes an inquiry of the Company regarding unusual movements in the price or trading volume of the Company.

The term of appointment of the Compliance Advisor shall commence on the Listing Date and end on the date of dispatch of the annual report of the Company in respect of its financial results for the first full financial year commencing after the Listing Date and such appointment shall be subject to extension by mutual agreement.

In addition, to ensure that our Directors are fully aware of their duties and responsibilities as directors of a listed company, and be kept abreast of the Listing Rules and legal requirements in Hong Kong and the PRC:

- (i) we will continue to engage legal advisor on Hong Kong laws and PRC laws after the Listing to provide training to the Directors on a periodic basis, covering matters relating to the development in Listing Rules, relevant company law and securities law, with particular focus on directors' duties and corporate governance;
- (ii) we have retained Piper Jaffray Asia Limited, a qualified institution as compliance advisor under Rule 3A.19, to assist it with all compliance matters and issues related to the Listing Rules and would require such compliance advisor to provide regular training to the Directors primarily focusing on compliance matters and issues related to the Listing Rules;
- (iii) a corporate governance committee has been set up which is responsible to oversee corporate governance matters within the Group including ensuring that every newly appointed Director should receive a comprehensive, formal and tailored induction on the first occasion of his appointment, and subsequently such briefing and professional development as is necessary, to ensure that he has a proper understanding of the operations and business of the Company and that he is fully aware of his responsibilities under statute and common law, the Listing Rules, applicable legal requirements and other regulatory requirements and the business and governance policies of the issuer; and
- (iv) the Company will also actively pursue other training opportunities for the Directors and provide support to the Directors to participate in various courses and programmes on relevant topics offered by other professional bodies in either Hong Kong or the PRC, including but not limited to by the Stock Exchange and the Securities and Futures Commission.