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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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### OVERVIEW

Our Board currently consists of 17 Directors, comprising two executive Directors, nine non-executive Directors and six independent non-executive Directors. The Directors were all elected by our Shareholders at the shareholders' meetings for a term of three years, which is renewable upon re-election and re-appointment.

Our Supervisory Committee currently consists of 11 Supervisors. Except for the four employee representative Supervisors elected by the workers' congress, other Supervisors were elected by our Shareholders at the shareholders' meeting for a term of three years, which is renewable upon re-election and re-appointment.

Save as disclosed in this section, each of the Directors, Supervisors and senior management personnel has not 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.

Save as disclosed in this section, none of our Directors are engaged in any businesses which compete or are likely to compete, either directly or indirectly, with our business under Rule 8.10(2). The Director(s) who have conflict of interest in certain matters shall abstain from voting on the resolutions in relation to such matters at the board meeting pursuant to the Articles of Association of the Company and the relevant PRC and Hong Kong laws and regulations.

### Directors

The following table sets forth information regarding our Directors. All of our Directors meet the qualification requirements under relevant PRC laws and regulations and the Hong Kong Listing Rules for their respective positions.

| Name                     | Age | Position                                 |
|--------------------------|-----|--|
| Mr. Wang Kaiguo (王開國)    | 53  | Executive Director and Chairman          |
| Mr. Li Mingshan (李明山)    | 59  | Executive Director and General Manager   |
| Mr. Qian Shizheng (錢世政)  | 59  | Non-executive Director and Vice Chairman |
| Mr. Zhuang Guowei (莊國蔚)  | 57  | Non-executive Director                   |
| Mr. Zhou Donghui (周東輝)   | 42  | Non-executive Director                   |
| Mr. He Jianyong (何健勇)    | 49  | Non-executive Director                   |
| Mr. Zhang Jianwei (張建偉)  | 57  | Non-executive Director                   |
| Mr. Xu Chao (徐潮)         | 56  | Non-executive Director                   |
| Mr. Wang Hongxiang (王鴻祥) | 55  | Non-executive Director                   |
| Mr. Li Gewei (李葛衛)       | 44  | Non-executive Director                   |
| Mr. Feng Huang (馮煌)      | 40  | Non-executive Director                   |
| Mr. Xia Bin (夏斌)         | 60  | Independent Non-executive Director       |
| Mr. Chen Qiwei (陳琦偉)     | 59  | Independent Non-executive Director       |
| Mr. Zhang Huiquan (張惠泉)  | 44  | Independent Non-executive Director       |
| Mr. Zhang Ming (張鳴)      | 53  | Independent Non-executive Director       |
| Mr. Dai Genyou (戴根有)     | 61  | Independent Non-executive Director       |
| Mr. Liu Chee Ming (劉志敏)  | 60  | Independent Non-executive Director       |

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### Executive Directors

**Mr. Wang Kaiguo (王開國)**, aged 53, serves as our Chairman and an executive Director. Mr. Wang joined our Company in February 1995 as deputy general manager and has been our Chairman since May 1998. He was appointed as our Director on August 23, 1996. He has over 15 years of management experience in securities industry. Mr. Wang obtained a bachelor's degree in economics from Jilin University in July 1984, a master's degree in economics from Jilin University in July 1987, and a doctor's degree in economics from Xiamen University in July 1990. Mr. Wang is a senior economist recognized by Economics and Accounting Senior Professional and Technical Title Evaluating Committee\* (經濟會計系列高級專業技術職務評審委員會) of Bank of Communications Co., Ltd. in December 1997. Mr. Wang previously served in various positions in Research Institute of National State-owned Assets Administration Bureau\* (國家國有資產管理局科研所) from July 1990 to February 1995, including deputy head of this bureau, mainly in charge of policy research in relation to state-owned asset management and internal management. He was also director of policy research office of policy and regulation department of the same bureau from March 1992 to February 1994, mainly in charge of SOE(s) reform and policy research. Mr. Wang was deputy general manager of our Company from February 1995 to November 1997 mainly in charge of investment banking business and financial management, secretary of Communist Party of China ("CPC") party group of our Company from November 1997 to December 1998 and general manager of our Company from November 1997 to May 2001. Mr. Wang has been secretary of CPC party committee of our Company since December 1998, director of the Shanghai Stock Exchange since April 1999 and vice president of SAC since July 2002. In addition, Mr. Wang was a non-executive director of Shanghai Shimao Co., Ltd. (上海世茂股份有限公司) from October 2000 to February 2009 (a company listed on the Shanghai Stock Exchange and its stock code is 600823). Mr. Wang has been a non-executive director of Shenzhen Development Bank Co., Ltd. (深圳發展銀行股份有限公司) (a company listed on the Shenzhen Stock Exchange and its stock code is 000001) since June 2006 and an independent non-executive director of Shanghai Chlor-Alkali Chemical Co., Ltd. (上海氯鹼化工股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600618) since December 2009.

**Mr. Li Mingshan (李明山)**, aged 59, serves as our General Manager and an executive Director. Mr. Li joined our Company in May 2001 and has been our General Manager since then. He has been our Director since November 28, 2002. He is fully in charge of the overall management of our operations. He has around 20 years of management experience in securities industry. Mr. Li graduated from East China Normal University as a post-graduate with a major in global economics in May 1998 and obtained a master's degree in business administration from Asia International Open University (Macau) in September 2000. Mr. Li is a senior economist recognized by Shanghai Professional Qualification Evaluation Centre\* (上海市任職資格評價中心) in June 2001. Mr. Li previously worked at CPC Shanghai Committee and guard department of Shanghai Public Security Bureau from May 1978 to January 1993, mainly in charge of safety and security. Mr. Li was previously vice general manager of Shanghai Shenyin Securities Co., Ltd. (上海申銀證券公司, predecessor of Shenyin & Wanguo Securities Co., Ltd. (申銀萬國證券股份有限公司)) from January 1993 to June 1996 and vice general manager of

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Shenyin & Wanguo Securities Co., Ltd. from June 1996 to March 1998, mainly in charge of brokerage business. Mr. Li was also deputy general manager of the Shanghai Stock Exchange from March 1998 to May 2001 mainly in charge of communication, trading system and membership management. Mr. Li was a non-executive director and chairman of Haitong International Securities from January 2010 to April 2011 and also chairman of Haitong International Holdings from August 2010 to March 2011. Mr. Li has been deputy secretary of CPC party committee of our Company since March 2002 and a director of Fullgoal Fund Management since 2005.

### Non-executive Directors

**Mr. Qian Shizheng (錢世政)**, aged 59, serves as our Vice Chairman and a non-executive Director. Mr. Qian has been our Director and our Vice Chairman since May 30, 2006. Mr. Qian obtained a bachelor's degree in economics from Shanghai University of Finance and Economics in July 1983, and a doctor's degree in management from Fudan University in July 2001. Mr. Qian lectured in accounting department of Fudan University from September 1983 to December 1997. Mr. Qian joined SIIC in January 1998 and has been vice president since then mainly in charge of financial management. He has been an executive director and vice president of Shanghai Industrial Holdings Limited (上海實業控股有限公司) (a company listed on the Hong Kong Stock Exchange and its stock code is 00363), which is an affiliate of Shanghai Shangshi<sup>1</sup>, since January 2002 (mainly in charge of financial management), an independent non-executive director of Lonking Holdings Limited (中國龍工控股有限公司) (a company listed on the Hong Kong Stock Exchange and its stock code is 03339) since February 2005, an independent non-executive director of Zoomlion Heavy Industry Science & Technology Development Co., Ltd. (中聯重工科技發展股份有限公司) (a company listed on both the Shenzhen Stock Exchange and the Hong Kong Stock Exchange and its stock code is 000157 and 01157 respectively) since July 2010 and an executive director of Shanghai Industrial Urban Development Group Limited (上海實業城市開發集團有限公司) (a company listed on the Hong Kong Stock Exchange and its stock code is 00563) since July 2010.

**Mr. Zhuang Guowei (莊國蔚)**, aged 57, serves as a non-executive Director. Mr. Zhuang has been our Director since July 16, 2007. Mr. Zhuang obtained a bachelor's degree in economics from Party School of the Central Committee of the CPC\* (中共中央黨校函授學院) in December 1994, graduated from Shanghai Academy of Social Sciences as a postgraduate in economics in January 1996, and obtained a master's degree in business administration from Arizona State University in May 2009. Mr. Zhuang is a registered manager\* (註冊經理) of Chinese Registered Career Manager (中國註冊職業經理人) recognized by China Enterprises Evaluation Association (中國企業評價協會) in 2005. Mr. Zhuang previously served in various positions in Shanghai Wusi Farm\* (上海市五四農場) and Shanghai NGS (Group) Wusi Corporation\* (上海農工商集團五四總公司) from July 1984 to August 1999, including general manager and deputy secretary of its CPC party committee, mainly in charge of management

\* For identification purpose only

<sup>1</sup> Shanghai Shangshi held 3.97% shareholding in our Company prior to the Global Offering as of the Latest Practicable Date.

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and operations. He was manager of asset operation department of Shanghai NGS (Group) Corporation (上海市農工商(集團)總公司) from August 1999 to April 2001 and was deputy general manager of the same company from April 2001 to August 2006, mainly in charge of corporate management and land and asset management. He was deputy chairman of Shanghai Urban Agro-Business Co., Ltd. (上海市都市農商社股份有限公司) from June 2001 to February 2003 and chairman of Shanghai HaiBo Co., Ltd. (上海海博股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600708) from February 2004 to April 2009. In addition, Mr. Zhuang has been vice president of Bright Food (Group) Co., Ltd.<sup>2</sup> (光明食品(集團)有限公司) since August 2006 (mainly in charge of corporate management and land and asset management), chairman of Bright Dairy & Food Co., Ltd. (光明乳業股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600597) since April 2010 and a director of Shanghai HaiBo Co., Ltd. since April 2009.

**Mr. Zhou Donghui (周東輝)**, aged 42, serves as a non-executive Director. Mr. Zhou has been our Director since May 8, 2009. He has over ten years of financial management experience. Mr. Zhou graduated with a major in accounting from Adult Education College\* (成人教育學院) of Fudan University in July 2001. Mr. Zhou is a senior accountant recognized by State Tobacco Monopoly Administration of PRC\* (中國國家煙草專賣局) in December 2007. Mr. Zhou previously served in various positions in the finance and price department of Shanghai Tobacco (Group) Company\* (上海煙草(集團)公司) (predecessor of Shanghai Tobacco (Group) Co., Ltd.<sup>3</sup> (上海煙草集團有限責任公司)) from July 1991 to October 2000, including deputy section chief of finance section and deputy section chief of fund and price section. Mr. Zhou was also deputy manager of finance department of China Tobacco Shanghai Import & Export Co., Ltd.\* (中國煙草上海進出口有限責任公司) from October 2000 to August 2003, manager of that department from August 2003 to October 2008 and was deputy director of investment management division of Shanghai Tobacco (Group) Company from October 2008 to May 2011. Mr. Zhou has been deputy director of finance management division of Shanghai Tobacco (Group) Co., Ltd. since May 2011 and a non-executive director of Orient Securities Company Limited (東方證券股份有限公司) since May 2009. As Orient Securities Company Limited is mainly engaged in, among others, securities underwriting, proprietary trading, investment consultation, financial advisory, enterprise mergers and acquisitions and asset management, it competes or is likely to compete, either directly or indirectly, with some aspects of the business of the Company.

<sup>2</sup> Bright Food (Group) Co., Ltd. held 5.87% shareholding in our Company prior to the Global Offering as of the Latest Practicable Date.

<sup>3</sup> Shanghai Tobacco (Group) Co., Ltd. held 5.06% shareholding in our Company prior to the Global Offering as of the Latest Practicable Date.

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**Mr. He Jianyong (何健勇)**, aged 49, serves as a non-executive Director. Mr. He has been our Director since September 16, 2011. Mr. He obtained a bachelor's degree in economics from Northeast Finance Institute in July 1986 and graduated from Liaoning University in December 1999 as a postgraduate (part time) with a major in accounting. Mr. He previously served in various positions in Liaoning Energy Development Corporation\* (遼寧省能源開發公司) from August 1986 to December 1989, including assistant accountant of the finance department and deputy manager of the energy-efficient product distribution department, mainly in charge of power plant investment, budget auditing, financing and marketing of energy-saving products. Mr. He worked with the Provincial "San Liao" Poverty Aid Taskforce at Kezuo County in Liaoning Province\* (遼寧省政府駐喀左縣“三遼”扶貧工作隊) from December 1989 to December 1990 and served as head of the finance department of Liaoning Energy and Materials Company\* (遼寧能源物資公司) from December 1990 to July 1995. He was deputy manager of Liaoning Energy Efficiency and Thermal Electricity Group Company\* (遼寧節能熱電集團公司) from July 1997 to January 1999, mainly in charge of operation management and financing. He was deputy general manager and then executive deputy general manager of Liaoning Energy Corporation\* (遼寧能源總公司) from January 1999 to December 2003, mainly in charge of operation management and financing. He joined Liaoning Energy Investment (Group) Co., Ltd.<sup>4</sup> (遼寧能源投資(集團)有限責任公司) in December 2003 and served in various positions including general manager and vice chairman, and is currently chairman of this company, mainly in charge of the overall management of operation.

**Mr. Zhang Jianwei (張建偉)**, aged 57, serves as a non-executive Director. Mr. Zhang has been our Director since November 28, 2002. He has nine years of management experience in securities industry. Mr. Zhang obtained a junior college degree in industrial economic management from Fudan University in July 1986 and also graduated with a major in enterprise management from Fudan University (Evening School) in July 1995, respectively. He also obtained a master's degree in business administration from China Europe International Business School in May 1999. Mr. Zhang is a senior economist recognized by Shanghai Economics (Circulation) Senior Professional and Technical Title Qualification Evaluating Committee\* (上海市經濟系列(流通領域)高級專業技術職務任職資格評審委員會) in May 2000. He previously served in various positions in Shanghai Jiushi Corporation Co., Ltd.<sup>5</sup> (上海久事公司) from July 1994 to December 2002, including general manager of industry division and assistant to general manager, mainly in charge of external equity investment. Mr. Zhang has been deputy general manager of Shanghai Jiushi Corporation Co., Ltd. since December 2002 mainly in charge of foreign investment, asset management and real estate investment, a non-executive director of Shenyin & Wanguo Securities Co., Ltd. (申銀萬國證券股份有限公司) since January 2002, a director of Shenergy Company Limited (申能股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600642) since May 2008, a director of Shanghai Highly (Group) Co., Ltd. (上海海立股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600619) since May 2008 and a supervisor

<sup>4</sup> Liaoning Energy Investment (Group) Co., Ltd. held 1.93% shareholding in our Company prior to the Global Offering as of the Latest Practicable Date.

<sup>5</sup> Shanghai Jiushi Corporation Co., Ltd. held 2.95% shareholding in our Company prior to the Global Offering as of the Latest Practicable Date.



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of China Pacific Insurance Group Co., Ltd. (太平洋保險集團股份有限公司) (a company listed on both the Hong Kong Stock Exchange and the Shanghai Stock Exchange and its stock code is 02601 and 601601 respectively) since February 2011. As Shenyin & Wanguo Securities Co., Ltd. is mainly engaged in, among others, securities brokerage, securities investment advisory, financial advisory related to securities trading and investment, proprietary trading, securities underwriting and sponsoring, asset management, futures IB business and margin financing and securities lending business, it competes or is likely to compete, either directly or indirectly, with some aspects of the business of the Company.

**Mr. Xu Chao (徐潮)**, aged 56, serves as a non-executive Director. Mr. Xu has been our Director since May 16, 2011. Mr. Xu graduated with a major in Marxism-Leninism theory from Cadre Training College of Shanghai Municipal Party School (Junior College)\* (上海市委黨校幹部專修科(大專)) in July 1985 and obtained a master's degree in business administration from China Europe International Business School in April 2000. Mr. Xu is a senior economist recognized by Shanghai Economics Senior Professional and Technical Title Qualification Evaluating Committee\* (上海市經濟系列高級專業技術職務任職資格審定委員會) in December 2009. Mr. Xu successively served as deputy secretary of CPC party branch, secretary of CPC party branch and deputy director of reform office of Shanghai Turbine Works\* (上海汽輪機廠) from 1986 to June 1994, mainly in charge of administrative management. He was director of financial division, head of financial department and chief financial officer of Shanghai Turbine Co., Ltd.\* (上海汽輪機有限公司) from August 1996 to October 2004 mainly in charge of financial management, and vice president of the same company from October 2004 to October 2006 mainly in charge of financial management. He joined Shanghai Electric Capital Management Co., Ltd.\*<sup>6</sup> (上海電氣資產管理有限公司) in October 2006 and served in various positions including chief financial officer since March 2007 and vice president of the same company since May 2008, mainly in charge of production management and financial management. He has also been the executive director and legal representative of Shanghai Electrical Industrial Investment Co., Ltd.\*<sup>6</sup> (上海電氣實業公司) since May 2010, a non-executive director of Orient Securities Company Limited (東方證券股份有限公司) since March 2011 and chairman of supervisory committee of Shanghai Prime Machinery Co., Ltd. (上海集優機械股份有限公司) (a company listed on the Hong Kong Stock Exchange and its stock code is 02345) since May 2010. As Orient Securities Company Limited is mainly engaged in, among others, securities underwriting, proprietary trading, investment consultation, financial advisory, enterprise mergers and acquisitions and asset management, it competes or is likely to compete, either directly or indirectly, with some aspects of the business of the Company.

<sup>6</sup> Shanghai Electric Capital Management Co., Ltd. and Shanghai Electrical Industrial Investment Co., Ltd. are affiliates of Shanghai Electric (Group) Corporation\* (上海電氣(集團)總公司), which held 4.77% shareholding in our Company prior to the Global Offering as of the Latest Practicable Date.

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**Mr. Wang Hongxiang** (王鴻祥), aged 55, serves as a non-executive Director. Mr. Wang has been our Director since May 16, 2011. He has over 20 years of finance and accounting working experience since he graduated from university. Mr. Wang obtained a bachelor's degree in accounting from Xiamen University in July 1983 and an EMBA degree from Shanghai University of Finance and Economics in June 2006. Mr. Wang is a senior accountant recognized by Shanghai Accounting Senior Professional and Technical Title Qualification Evaluating Committee\* (上海市會計系列高級專業技術職務任職資格評審委員會) in 1999. Mr. Wang was an associate professor at Shanghai University of Finance and Economics for a number of years. Mr. Wang has been deputy chief accountant of Shenergy Group Company Limited<sup>7</sup> (申能(集團)有限公司) mainly in charge of financial work since December 1998.

**Mr. Li Gewei** (李葛衛), aged 44, serves as a non-executive Director. Mr. Li has been our Director since May 16, 2011. Mr. Li obtained a bachelor's degree in science from Lanzhou University in June 1989. Mr. Li is an economist recognized by Professional and Technical Title Qualifications Evaluating Committee of Nankai District, Tianjin\* (天津市南開區專業技術任職資格評審委員會) in August 1998. Mr. Li has been an executive director of New World Strategic Investment Limited (新世界策略投資有限公司) since June 2003, vice general manager of Tibet Linzhi Fuxi Jewels & Gold Co., Ltd.\*<sup>8</sup> (西藏林芝福禧珠寶金行有限公司) since October 2010, executive vice chairman of Shenzhen Sunlong Communication Co., Ltd. (深圳市翔龍通訊有限公司) since March 2006, and a director of Lingyun Industrial Corporation Limited (凌雲工業股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600480) since April 2010, in charge of investment management for all of these four companies. Mr. Li has been an independent non-executive director of Orient Group Incorporation (東方集團股份有限公司) (a company listed on Shanghai Stock Exchange and its stock code is 600811) since June 2008. As an independent non-executive director of Sichuan Direction Photoelectricity Co., Ltd. (四川方向光電股份有限公司) from April 2002 to April 2007, Mr. Li was held responsible, and received a warning letter from CSRC in February 2006, for such company's failure to disclose balances of related parties transactions in accordance with applicable regulations in its interim reports and annual reports for 2003 and 2004.

**Mr. Feng Huang** (馮煌), aged 40, serves as a non-executive Director. Mr. Feng has been our Director since May 16, 2011. Mr. Feng obtained a bachelor's degree in hotel management from Shanghai Jiao Tong University in July 1993, and a master's degree in business administration from Webster University in November 1998. Mr. Feng is an economist recognized by Ministry of Personnel of PRC in November 2001, and an in-house legal counsel recognized by Ministry of Personnel, Ministry of Justice and State-owned Assets Supervision and Administration Commission of PRC in October 2007. Mr. Feng joined SIIC Investment

<sup>7</sup> Shenergy Group Company Limited held 4.11% shareholding in our Company prior to the Global Offering as of the Latest Practicable Date.

<sup>8</sup> Tibet Linzhi Fuxi Jewels & Gold Co., Ltd. held 0.6% shareholding in our Company prior to the Global Offering as of the Latest Practicable Date.

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(Shanghai) Co., Ltd.<sup>9</sup> (上實投資(上海)有限公司) in January 1999 and served in various positions, and has been vice president since June 2010 mainly in charge of investment and asset management. He has been a director and president of Shanghai SIIC Investment Management Consulting Co., Ltd.\*<sup>9</sup> (上海上實投資管理諮詢有限公司) since August 2007 mainly in charge of operations, a director of Shanghai Lujiazui Finance & Trade Zone United Development Co., Ltd.\* (上海陸家嘴金融貿易區聯合發展有限公司) since July 2004, vice chairman of Shanghai Qixiang Qingchen New Materials Co., Ltd.\* (上海奇想青晨新材料股份有限公司) since December 2007, chairman of Shanghai Zhendong Auto Service Company\* (上海振東汽車服務有限公司) since September 2008 and a director of Shanghai Information Investment Inc. (上海市信息投資股份有限公司) since June 2011.

### Independent Non-executive Directors

**Mr. Xia Bin (夏斌)**, aged 60, serves as an independent non-executive Director. Mr. Xia has been our Director since May 30, 2006. He has over 28 years of management experience in banking and securities industry. Mr. Xia obtained a master's degree in economics from the Graduate School of PBOC in December 1984. Mr. Xia is a researcher recognized by PBOC Research Senior Professional and Technical Title Evaluating Committee\* (中國人民銀行研究系列高級專業技術職務評審委員會) in November 1997. Mr. Xia served as director and deputy head of financial research institute of PBOC mainly in charge of research on macroeconomic and financial policy from January 1982 to March 1993 and from March 1993 to July 1993, respectively. He served as director of trading department of CSRC from July 1993 to October 1993 mainly in charge of management of secondary market, the Shanghai Stock Exchange and the Shenzhen Stock Exchange, general manager of the Shenzhen Stock Exchange from July 1993 to October 1993 mainly in charge of the overall management of the daily operation and marketing of the exchange, deputy director of policy research office of PBOC from October 1996 to September 1998 mainly in charge of macro-policy research and drafting major financial regulations and director of non-bank institution department of PBOC from August 1998 to September 2002 mainly in charge of supervision of non-bank financial institutions. Mr. Xia has been head of Institute of Finance of Development Research Centre of State Council since September 2002. Mr. Xia has been an independent non-executive director of Tsinghua Tongfang Co., Ltd. (清華同方股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600100) since May 2006. Mr. Xia has been a supervisor of China Everbright Bank Co., Ltd. (中國光大銀行股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 601818) since September 2006.

**Mr. Chen Qiwei (陳琦偉)**, aged 59, serves as an independent non-executive Director. Mr. Chen has been our Director since July 16, 2007. Mr. Chen obtained a bachelor's degree in economics from East China Normal University in September 1982 and a doctor's degree in economics from East China Normal University in October 1988. Mr. Chen is a professor recognized by the Teachers' Senior Professional and Technical Title Evaluating Committee of Shanghai Jiao Tong University\* (上海交通大學教師高級專業技術職務任職資格評審委員會) in October 1992. Mr. Chen has been professor and doctoral supervisor of Antai College of

<sup>9</sup> SIIC Investment (Shanghai) Co., Ltd. and SIIC Investment Management Consulting Co., Ltd. are affiliates of Shanghai Shangshi.



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Economics & Management, Shanghai Jiao Tong University (上海交通大學安泰經濟與管理學院) since August 1997, chairman of Shanghai Asia Business Development Group Co., Ltd.\* (上海亞商發展集團有限公司) since March 2004, an independent non-executive director of Shanghai Oriental Pearl (Group) Co., Ltd.<sup>10</sup> (上海東方明珠(集團)股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600832) since June 2008, an independent non-executive director of Guangzhou Development Industry (Holdings) Co., Ltd. (廣州發展實業控股集團股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600098) since July 2009, a director of China Entrepreneurs Forum (中國企業家論壇) and a rotating chairman of New Shanghai Businessman Federation (新滬商聯合會) since December 2008.

**Mr. Zhang Huiquan (張惠泉)**, aged 44, serves as an independent non-executive Director. Mr. Zhang has been our Director since July 16, 2007. He has around 15 years of working experience in legal compliance. Mr. Zhang obtained a bachelor's degree in law from Nanjing Institute of Politics of the People's Liberation Army\* (中國人民解放軍南京政治學院) in July 1990 and a master's degree in economic law from Peking University in July 2002. Mr. Zhang was granted the Certificate of PRC Lawyer by the PRC Ministry of Justice in September 1995. Mr. Zhang was previously an officer of political department of People's Court of Jingshan District, Beijing (北京市景山區人民法院) from October 1996 to March 2000 and a director of research office and judge of the same court from April 2000 to December 2002. Mr. Zhang has been a lawyer of Union Best Partner (北京嘉誠泰和律師事務所) since December 2002.

**Mr. Zhang Ming (張鳴)**, aged 53, serves as an independent non-executive Director. Mr. Zhang has been our Director since May 5, 2008. He has over 25 years of working experience in relation to accounting. Mr. Zhang obtained a bachelor's degree in accounting, a master's degree in accounting and a doctor's degree in economics from the accounting department of Shanghai University of Finance and Economics in June 1983, June 1988 and January 1996, respectively. Mr. Zhang lectured in Shanghai University of Finance and Economics since graduation in 1983 and has successively been deputy director, professor and doctoral supervisor of the accounting college of the same university. Mr. Zhang has been an independent non-executive director of Shanghai Shenda Co., Ltd. (上海申達股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600626) since May 2010, and an independent non-executive director of SGSB Group Co., Ltd. (上工申貝(集團)股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600843) since June 2009.

**Mr. Dai Genyou (戴根有)**, aged 61, serves as an independent non-executive Director. Mr. Dai has been our Director since May 16, 2011. He has around 35 years of working experience in financial industry including over 25 years of management experience. Mr. Dai graduated with a major in political economics from Anhui Labor University (predecessor of Anhui University) in September 1977. Mr. Dai is a senior economist recognized by PBOC in 1989. He was granted a special allowance by the State Council in October 2000. Mr. Dai previously served in various positions in PBOC. He successively served as vice president of Anqing

<sup>10</sup> Shanghai Oriental Pearl (Group) Co., Ltd. held 1.91% shareholding in our Company prior to the Global Offering as of the Latest Practicable Date.

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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Branch of PBOC, director of the first economic analysis division of research and investigation department of PBOC, and head and deputy director of economic analysis division of survey and statistics department of PBOC from October 1983 to February 1993. He held a position at the finance and trade group of the Leading Group for Financial and Economic Affairs of the CPC Central Committee\* (中央財經領導小組辦公室財貿組) from February 1993 to November 1997 and was a deputy leader thereof since September 1994 and concurrently was deputy director and inspector of survey and statistics department of PBOC. He was head of monetary policy department and secretary-general of monetary policy committee of PBOC from November 1997 to November 2003, director of credit information system bureau of PBOC from November 2003 to April 2004, and director of credit information center of PBOC from April 2004 to March 2010. Mr. Dai has been an independent non-executive director of Zhangjiang High-Tech Park Development Co., Ltd. (上海張江高科技園區開發股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600895) since April 2010.

**Mr. Liu Chee Ming (劉志敏)**, aged 60, serves as an independent non-executive Director. Mr. Liu has been our Director since September 16, 2011. Mr. Liu obtained a bachelor's degree in business administration from National University of Singapore in July 1976. Mr. Liu was a director and member of the executive committee and head of investment banking department of Jardine Fleming Holdings Limited (怡富控股有限公司) from September 1988 to October 1995, mainly in charge of global affairs, especially mergers and acquisitions in capital market. He has been a member of the Takeovers Appeal Committee under the Hong Kong SFC (香港證券及期貨事務監察委員會收購上訴委員會) since 1995, and vice chairman of the Takeovers and Mergers Panel since 2008, mainly in charge of monitoring mergers and acquisitions in financial market and dealing with relevant appeals. In addition, he established the Platinum Holdings Limited (百德能控股有限公司) in April 1996 and was in charge of securities, finance, corporate financing and fund management. He has been an independent non-executive director of Kader Holdings Company Limited (開達集團有限公司) (a company listed on the Hong Kong Stock Exchange and its stock code is 00180) since June 1998, an independent non-executive director of CIMC Raffles Shipyard (Singapore) Limited (中集來福士海洋工程(新加坡)有限公司) since December 2005, and an independent non-executive director of Starhub Ltd. (a company listed on the Singapore Stock Exchange and its stock code is STH SP) since April 2007.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders of the Company in connection with the appointment of our Directors and there is no other information relating to our Directors that should be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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### Supervisors

The following table sets forth information regarding our Supervisors. Our Supervisors all meet the qualification requirements under relevant PRC laws and regulations and the Hong Kong Listing Rules for their respective positions.

| Name                     | Age | Position   |
|--------------------------|-----|--|
| Mr. Wang Yimin (王益民)     | 59  | Chairman of Supervisory Committee,<br>Employee Supervisor      |
| Mr. Yang Qingzhong (楊慶忠) | 55  | Vice Chairman of Supervisory<br>Committee, Employee Supervisor |
| Mr. Yuan Lingcai (袁領才)   | 51  | Supervisor   |
| Mr. Dong Xiaochun (董小春)  | 47  | Supervisor   |
| Mr. Wu Zhilin (吳芝麟)      | 59  | Supervisor   |
| Ms. Jin Yanping (金燕萍)    | 56  | Supervisor   |
| Mr. Xu Qi (許奇)           | 49  | Supervisor   |
| Mr. Xing Jianhua (邢建華)   | 52  | Supervisor   |
| Mr. Wang Yugui (王玉貴)     | 60  | Supervisor   |
| Ms. Qiu Xiaping (仇夏萍)    | 51  | Employee Supervisor  |
| Mr. Du Hongbo (杜洪波)      | 48  | Employee Supervisor  |

**Mr. Wang Yimin (王益民)**, aged 59, serves as our employee Supervisor and our Chairman of Supervisory Committee. Mr. Wang joined our Company in January 2010 and was appointed as our Supervisor on April 7, 2010. He has around 20 years of experience as a director, supervisor and senior management of securities companies. Mr. Wang graduated with a major in economics by correspondence from Fudan University (undergraduate) in July 1992, and obtained a master's degree in economics and a master's degree in business administration from Shanghai University of Finance and Economics and China Europe International Business School in January 1997 and in April 2000 respectively, and a doctor's degree in management from Tongji University in November 2001. Mr. Wang is a senior economist recognized by China People's Construction Bank (predecessor of China Construction Bank) in February 1993. Mr. Wang served in various positions in China Construction Bank (Shanghai Branch) from September 1979 to September 1990, including section chief and deputy division chief, mainly in charge of planning, statistics, capital and project review. Mr. Wang served as vice president of China Construction Bank (Shanghai Pudong Branch) mainly in charge of planning and credit from September 1990 to October 1992, an executive director and deputy general manager of Guotai Securities Co., Ltd. (國泰證券有限公司) (predecessor of Guotai Jun'an Securities Co., Ltd. (國泰君安證券股份有限公司)) mainly in charge of operation and management from October 1992 to August 1999, chairman of supervisory committee and secretary of discipline inspection commission of Guotai Jun'an Securities Co., Ltd. from August 1999 to September 2004, mainly in charge of the chairing of the supervisory committee and the discipline inspection commission, and chairman of Orient Securities Company Limited (東方證券股份有限公司) and secretary of CPC party committee from September 2004 to January 2010 mainly in charge of the chairing of the Board of Directors and the CPC party committee. Mr. Wang has also been a member of the CPC party committee of our Company since January 2010.

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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**Mr. Yang Qingzhong** (楊慶忠), aged 55, serves as our employee Supervisor and our Vice Chairman of Supervisory Committee. Mr. Yang joined our Company in 1998 and was appointed as our Supervisor on May 21, 2004. He has around 13 years of working experience in securities industry. Mr. Yang obtained a bachelor's degree in economic management from Party School of the Central Committee of CPC in December 1995 and graduated as a postgraduate with a major in management science and engineering from Shanghai University in April 2001. Mr. Yang is a senior political officer recognized by Shanghai Senior Professional and Technical Titles of Enterprise Personnel of Political Work Qualification Evaluating Committee\* (上海市企業思想政治工作人員高級專業職務任職資格評審委員會) in December 2000. Mr. Yang worked in the People's Liberation Army Navy (中國人民解放軍海軍) from December 1974 to August 1998. He served in various positions in our Company, including deputy director of CPC party committee office and the member of discipline inspection committee from August 1998 to November 2002 and deputy chief of organization department of our CPC party committee from August 1998 to August 2003 and general manager of our training center from May 2003 to April 2005. Mr. Yang has been the director of our department of party-masses relationship since November 2002, the general manager of our human resources development department since August 2003, the head of our organization department of the CPC party committee since August 2003 and the secretary of our discipline inspection commission since October 2008.

**Mr. Yuan Lingcai** (袁領才), aged 51, serves as a Supervisor. Mr. Yuan joined our Company on May 16, 2011 and has been our Supervisor since then. He has around 30 years of working experience in finance. Mr. Yuan graduated with a major in accounting from China Central Radio and Television University in July 2003. Mr. Yuan is a senior accountant recognized by Shanghai Accounting Senior Professional and Technical Title Qualification Evaluating Committee\* (上海市會計系列高級專業技術職務任職資格審定委員會) in March 2003. Mr. Yuan was manager of finance department of Shanghai Hardware Machinery Corporation Metal Material Company\* (上海五金機械總公司金屬原料公司) from August 1981 to October 1995, manager of finance department and chief financial officer in Hardware Company of Shanghai Friendship (Group) Co., Ltd.\* (友誼集團上海五金公司) from November 1995 to October 1999, assistant to the director of audit and supervision department of Shanghai Friendship (Group) Co., Ltd. (上海友誼(集團)有限公司) from October 1999 to August 2000 mainly in charge of internal auditing and manager of finance department of Haomeijia Decoration Co., Ltd. under Friendship Group\* (友誼集團好美家裝潢有限公司) from August 2000 to December 2001. Mr. Yuan has been working at SIIC Investment (Shanghai) Co., Ltd. (上實投資(上海)有限公司) since January 2002 and is currently the general manager of the planning and finance department and chief finance officer of the company. He has also been a director of Shanghai SIIC Zhentai Chemical Co., Ltd. (上海實業振泰化工有限公司) since March 2007 mainly in charge of accounting and financial management.

**Mr. Dong Xiaochun** (董小春), aged 47, serves as a Supervisor. Mr. Dong joined our Company on July 16, 2007 and has been our Supervisor since then. He has over 20 years of working experience in finance and over four years of experience as supervisor. Mr. Dong graduated with a major in accounting from Shanghai TV University in July 1989 and obtained a master's degree in business administration from Shanghai Jiao Tong University in July 2000. Mr. Dong is a senior accountant recognized by Shanghai Accounting Senior Professional and

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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Technical Title Qualification Evaluating Committee\* (上海市會計系列高級專業技術職務任職資格審定委員會) in April 2001. Mr. Dong served as chief financial officer and secretary to the board of Hualian Supermarket Co., Ltd. (華聯超市股份有限公司) from October 1992 to August 2004 mainly in charge of financial management and securities management, chief financial officer of department store division of Shanghai Bailian Group Co., Ltd. (formerly known as Bailian Group (百聯集團)) from August 2004 to April 2006 mainly in charge of financial management and a director of Shanghai Bailian Group Co., Ltd.<sup>11</sup> (上海百聯集團股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600631) from April 2010 to April 2011. Mr. Dong has been secretary to the board and chief financial officer of Shanghai Bailian Group Co., Ltd. since April 2006 mainly in charge of securities management, and he is now chief financial officer of Shanghai Bailian Group Co., Ltd. mainly in charge of financial management.

**Mr. Wu Zhilin (吳芝麟)**, aged 59, serves as a Supervisor. Mr. Wu joined our Company on May 19, 2010 and has been our Supervisor since then. He has around 35 years of working experience in media industry. Mr. Wu graduated with a major in Chinese literature from Shanghai Education College\* (上海教育學院) in July 1986. Mr. Wu is a senior editor recognized by Shanghai Journalism Senior Professional and Technical Title Qualification Evaluating Committee\* (上海市新聞系列高級專業技術職務任職資格審定委員會) in January 1996. Mr. Wu served in various positions in Jiefang Daily (解放日報) from October 1973 to November 1994, which include editorial committee member and director of literature department, mainly in charge of news reporting and editing. Mr. Wu was deputy chief editor of People's Daily East China Branch (人民日報社華東分社) and deputy chief editor of Wenhui Paper (文匯報) from November 1994 to May 1998 and from May 1998 to July 2008, respectively, mainly in charge of news reporting and editing. Mr. Wu has been a member of CPC party committee of Wenhui-Xinmin United Press Group<sup>12</sup> (文匯新民聯合報業集團) since July 2008, secretary of the CPC party committee and deputy chief editor of Xinmin Evening News (新民晚報) since July 2008 mainly in charge of the overall operation of the newspaper group and the chairman of supervisory committee of Shanghai Oriental Sports Media Co., Ltd. (上海東體傳媒有限公司) since February 2010.

**Ms. Jin Yanping (金燕萍)**, aged 56, serves as a Supervisor. Ms. Jin joined our Company on July 16, 2007 and has been our Supervisor since then. She has over 25 years of working experience including over four years of experience as supervisor. Ms. Jin obtained a bachelor's degree in literature from Shanghai University of Technology in October 1982. Ms. Jin is a senior political officer recognized by Propaganda Department of the CPC Shanghai Committee\* (上海市委宣傳部) in May 1992. Ms. Jin was previously member of CPC party committee and deputy director of CPC party committee office of Shanghai Foreign Trade Corporation\* (上海對外貿易總公司) from February 1986 to December 1987. Ms. Jin was previously secretary of CPC general branch of Shanghai Overseas Company\* (上海海外公司)

<sup>11</sup> Shanghai Bailian Group Co., Ltd. held 2.61% shareholding in our Company prior to the Global Offering as of the Latest Practicable Date.

<sup>12</sup> Wenhui-Xinmin United Press Group held 2.53% shareholding in our Company prior to the Global Offering as of the Latest Practicable Date.



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from January 1988 to December 1990. Ms. Jin also served as deputy secretary of CPC party committee and deputy general manager of Shanghai Advertising Co., Ltd. (上海廣告有限公司) from December 1990 to December 1994 mainly in charge of human resources. Ms. Jin was Shanghai office's executive vice director and secretary of CPC general branch of SIIC from January 1995 to October 1998, head of the research office of Shanghai Lansheng (Group) Co., Ltd. (上海蘭生(集團)有限公司) from October 1998 to March 2001 and manager of the general corporate business department of Shanghai Lansheng (Group) Co., Ltd. from March 2001 to June 2003. Ms. Jin has been assistant to president of Shanghai Lansheng (Group) Co., Ltd. since October 1998, general manager of investment management department of the same company since June 2003, a director of Shanghai Lansheng Corporation<sup>13</sup> (上海蘭生股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600826) since May 2003, vice chairman of Soochow Asset Management Co., Ltd. (東吳基金管理有限公司) since April 2004 and chairman of supervisory committee of Shanghai CP Guojian Pharma Co., Ltd. (上海中信國健藥業股份有限公司) since February 2011.

**Mr. Xu Qi (許奇)**, aged 49, serves as a Supervisor. Mr. Xu joined our Company on July 16, 2007 and has been our Supervisor since then. He has around 20 years of extensive working experience in finance and accounting and over four years of experience as supervisor. Mr. Xu graduated with a major in economic management (junior college course) from Shanghai Normal University in July 1988. He graduated from East China Normal University as a postgraduate with a major in international enterprise management in November 1997. Mr. Xu is an accountant recognized by Leading Working Group for Shanghai Professional Title Reform\* (上海市職稱改革工作領導小組) in July 1992. Mr. Xu was awarded China's outstanding CFO of 2005 by Selection Committee of Annual Figure of China CFO\* (中國CFO年度人物評選委員會) and Xinlicai Magazine\* (新理財雜誌社) in March 2006. He was a Chinese registered career manager (中國註冊職業經理人) recognized by China Enterprise Evaluation Association (中國企業評價協會) in July 2006. He was a senior member of the Chinese Enterprise Operation and Management Talent Bank\* (中國企業經營管理人才庫成員(高級)) recognized by National Talent Service Centre under the Ministry of Human Resources (人事部全國人才流動中心) in September 2006. He was also awarded the Annual Figure of China Chief Financial Officer in November 2006 recognized by Organizing Committee of China CFO International Summit\* (中國CFO國際峰會組委會) and China CFO Magazine\* (中國總會計師雜誌社). He is a qualified professional director and qualified director and supervisor (Senior) recognized by China Institute of Directors\* (中國董事協會) and Chinese Director and Supervisor Certification Experts Committee\* (中國職業董監事資格認證專家委員會) in May 2007. He was a senior international finance manager recognized by China Association of Chief Financial Officers (中國總會計師協會), Ministry of Labor and Social Security (中國勞動和社會保障部) and International Financial Management Association (國際財務管理協會) in November 2007. Mr. Xu served in various positions in Shanghai Chlor-Alkali Chemical Co., Ltd. (上海氯鹼化工股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600618) from April 1988 to June 2002, including deputy manager of asset operation department and deputy manager of asset finance department. He also served as deputy manager of asset finance department of Shanghai Tianyuan Group Co.,

<sup>13</sup> Shanghai Lansheng Corporation held 2.32% shareholding in our Company prior to the Global Offering as of the Latest Practicable Date.

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Ltd. (上海天原集團有限公司) from March 1996 to April 1997 mainly in charge of financial management. Mr. Xu was also manager of planning and finance department and vice chief financial officer of Shanghai Oriental Pearl (Group) Co., Ltd. (上海東方明珠(集團)股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600832) from July 2002 to March 2003 and March 2003 to March 2004, respectively. Mr. Xu has been chief financial officer of Shanghai Oriental Pearl (Group) Co., Ltd. since March 2004.

**Mr. Xing Jianhua (邢建華)**, aged 52, serves as a Supervisor. Mr. Xing joined our Company on November 28, 2002 and has been our Supervisor since then. He has over four years of experience as supervisor. Mr. Xing obtained a bachelor's degree in economics from East China Normal University in December 1992. Mr. Xing is a senior accountant recognized by Shanghai Accounting Senior Professional and Technical Title Evaluating Committee\* (上海市會計系列高級專業技術職務任職資格評審委員會) in December 1998. Mr. Xing was clerk of finance department of Shanghai Chemical Industry Bureau\* (上海市化學工業局) from November 1986 to July 1989, and deputy director of finance department of Shanghai Fertilizer United Co., Ltd.\* (上海市化肥聯合公司) from July 1989 to April 1993. Mr. Xing was deputy general accountant of Shanghai Rubber Belt Co., Ltd. (上海膠帶股份有限公司) from April 1993 to April 1995 and director and deputy general manager of the same company from April 1995 to July 1996 mainly in charge of strategic planning, asset operation and financial work. Mr. Xing was also manager of asset department of Shanghai Huayi (Group) Company (上海華誼(集團)公司) from July 1996 to April 2001 mainly in charge of property management, enterprise reform and asset operation. He successively served as deputy director and director of finance department of Orient International (Holding) Co., Ltd.<sup>14</sup> (東方國際(集團)有限公司) from April 2001 to November 2003. He has been director of asset operation department of the same company mainly in charge of asset management and asset operation since November 2003. Mr. Xing was director of Orient International Enterprise Ltd.\*<sup>15</sup> (東方國際創業股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600278) from April 2008 to April 2011. He has been deputy chief economist of Orient International (Holding) Co., Ltd. since February 2009 mainly in charge of asset management and asset operation, vice chairman of Shanghai Orient International Asset Management & Administration Co., Ltd. (上海東方國際資產經營管理有限公司) since April 2007 and a director of Shanghai Silk (Group) Co., Ltd. (上海絲綢(集團)有限公司) since January 2003.

**Mr. Wang Yugui (王玉貴)**, aged 60, serves as a Supervisor. Mr. Wang joined our Company on May 16, 2011 and has been our Supervisor since then. He has around 30 years of financial working experience. Mr. Wang graduated with a major in English from Beijing Second Foreign Language Institute in February 1977. Mr. Wang is a senior economist recognized by Certification Committee of Specialized Technical Post of the Ministry of Communications\* (交通部專業技術職務評審委員會) in November 1994. Mr. Wang has been general manager of China Shipowners Mutual Assurance Association (中國船東互保協會)

<sup>14</sup> Orient International (Holding) Co., Ltd. held 0.95% shareholding in our Company prior to the Global Offering as of the Latest Practicable Date.

<sup>15</sup> Orient International Enterprise Ltd. held 0.41% shareholding in our Company prior to the Global Offering as of the Latest Practicable Date.

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since February 1993 in charge of shipowners' mutual assurance and relevant work, and a non-executive director of China Minsheng Banking Corp., Ltd. (a company listed on both the Shanghai Stock Exchange and the Hong Kong Stock Exchange and its stock code is 600016 and 01988 respectively) since December 1995.

**Ms. Qiu Xiaping (仇夏萍)**, aged 51, serves as our employee Supervisor. Ms. Qiu joined our Company in November 1994 and has been our Supervisor since July 16, 2007. She has around 30 years of working experience in banking and securities industry and over four years of experience as supervisor. Ms. Qiu graduated with a major in finance from Shanghai TV University (junior college degree) in July 1982 and obtained a bachelor's degree in law from Correspondence Institute of Party School of Central Committee of the CPC\* (中共中央黨校函授學院) in December 2005. She graduated from Shanghai Academy of Social Sciences as a postgraduate with a major in economics in January 2002, and a master's degree in business administration from Washington International University in July 2003. Ms. Qiu is an accountant recognized by Industrial and Commercial Bank of China in September 1992. She was an officer of Yangpu branch of Industrial and Commercial Bank of China from August 1980 to August 1992 and worked at Pudong branch of the same bank from March 1993 to August 1993. She also worked at Dongfang Road branch of Huaxia Securities Co., Ltd. from August 1993 to November 1994 mainly in charge of the branch's finance work. She was an officer of our Company from November 1994 to August 1996, section chief of finance and accounting department from August 1996 to April 1998. Ms. Qiu was assistant to general manager and has been deputy general manager of our planning and finance department from April 1998 to July 2000 and since July 2000, respectively. Ms. Qiu has been a director of Haitong Futures since October 2005, a director of Haitong Capital Investment since October 2008, a supervisor of Fullgoal Fund Management since October 2008 and a supervisor of Haitong Jihe Management since November 2010.

**Mr. Du Hongbo (杜洪波)**, aged 48, serves as our employee Supervisor. Mr. Du joined our Company in March 2002 and has been our Supervisor since May 16, 2011. He has around 15 years of working experience in securities industry. Mr. Du obtained a bachelor's degree in industrial automation from Huazhong Institute of Technology (華中工學院) in July 1984. Mr. Du is an engineer recognized by Wuhan Personnel Bureau in December 1992. Mr. Du successively worked at Wuhan Computer Application Institute\* (武漢市計算機應用開發研究所), Wuhan Branch of Stone Group Corp.\* (四通集團武漢分公司) and Wuhan Software Research Center\* (武漢軟件研究中心) from August 1984 to August 1996 mainly in charge of computer application, development and research. Mr. Du worked at information technology department of Guotai Jun'an Securities Co., Ltd. (國泰君安證券股份有限公司) from August 1996 to March 2002 mainly in charge of information systems development and operation management. He was assistant to general manager of the website management department and brokerage business department of our Company from March 2002 to May 2005 and deputy general manager of risk control headquarters of our Company from May 2005 to March 2011. Mr. Du has been our general manager of compliance and risk management headquarters since March 2011 mainly in charge of compliance management and risk control.

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### Senior Management

The following table sets forth information regarding our senior management of the Company. Our senior management all meet the qualification requirements under the relevant PRC laws and regulations for their respective positions. Our personnel are responsible for the day-to-day management of the Company's business.

| Name                  | Age | Position   |
|-----------------------|-----|--|
| Mr. Li Mingshan (李明山) | 59  | General Manager  |
| Mr. Shen Degao (沈德高)  | 59  | Deputy General Manager   |
| Mr. Ji Yuguang (吉宇光)  | 54  | Deputy General Manager   |
| Mr. Ren Peng (任澎)     | 49  | Deputy General Manager   |
| Mr. Jin Xiaobin (金曉斌) | 57  | Secretary to the Board   |
| Mr. Wang Jianye (王建業) | 51  | General Compliance Officer and<br>Chief Risk Control Executive   |
| Mr. Li Chuqian (李礎前)  | 54  | Chief Financial Officer  |
| Mr. Wu Bin (吳斌)       | 38  | Director of strategic development and<br>IT management committee |

**Mr. Li Mingshan** (李明山), aged 59, is our General Manager. Please see “Directors, Supervisors and Senior Management – Executive Directors” in this prospectus for his biography.

**Mr. Shen Degao** (沈德高), aged 59, joined our Company in September 1991 and has been our Deputy General Manager since December 1991. He has over 20 years of management experience in securities industry. Mr. Shen graduated from the People's Liberation Army Air Force Political Science College\* (解放軍空軍政治學院) with a major in economic management in July 1999 and obtained a master's degree in business administration from Asia International Open University (Macau) in March 2002. Mr. Shen is an economist recognized by Appraisal Committee of Intermediate Professional Technical Titles\* (中級專業技術職務評審委員會) in the Bank of Communications (Shanghai Branch) in December 1992. Mr. Shen served in various positions in the People's Liberation Army Navy (中國人民解放軍海軍) from March 1968 to September 1989. He was a discipline inspector (section chief level) of Bank of Communications (Shanghai Branch) from March 1990 to September 1991. Mr. Shen served in various positions in our Company, including office director from September 1991 to June 1994, member of the CPC party group from June 1994 to December 1998 and secretary of the discipline inspection committee from May 2006 to October 2008. Mr. Shen has been our deputy secretary of CPC party committee since December 1998.

**Mr. Ji Yuguang** (吉宇光), aged 54, joined our Company in November 1995 and has been our Deputy General Manager since November 1997. He is mainly in charge of proprietary trading and international business. He has around 25 years of working experience in banking and securities industry including over 15 years of management experience. Mr. Ji obtained a bachelor's degree in economics from Beijing Finance and Commerce College in July 1983 and graduated with a major in economy management as a postgraduate from Party School of

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Central Committee of the CPC (中共中央黨校) in June 1999. Mr. Ji is a senior economist recognized by Senior Professional and Technical Title Evaluating Committee\* (高級專業職務評審委員會) of the Bank of Communications in April 1994. Mr. Ji was an officer of Finance Department of Beijing Planning Commission\* (北京市計委財金處) from August 1983 to November 1988. Mr. Ji served in various positions in Bank of Communications (Beijing Branch) from November 1988 to November 1995, including deputy manager and manager of securities trading department of the same branch. He also served as leading officer and general manager of Beijing Langjiayuan Branch of Haitong Securities Company Limited from November 1995 to November 1997. Mr. Ji served as chairman of Jilin Investment Fund from December 2010 to May 2011. Mr. Ji has been a non-executive director of Haitong International Securities since January 2010 and chairman of board of directors of Haitong International Securities since March 2011, a director of Haitong International Holdings since August 2010 and chairman of board of directors of Haitong International Holdings since March 2011.

**Mr. Ren Peng (任澎)**, aged 49, joined our Company in March 1996 and has been our Deputy General Manager since November 1997. He is mainly in charge of investment banking and direct investment businesses. He has around 30 years of working experience in banking and securities industry including over 15 years of management experience. Mr. Ren graduated with a major in finance from Fudan University in January 2004 and obtained a master's degree in business administration from China Europe International Business School in July 2006. Mr. Ren is an economist recognized by the Medium-leveled Professional and Technical Title Evaluating Committee\* (中級專業技術職務評審委員會) of Bank of Communications (Hangzhou Branch) in July 1989. Mr. Ren served in several managerial positions in the Xihu Office of the Industrial and Commercial Bank of China from June 1982 to February 1988 and served in various positions in Bank of Communications (Hangzhou Branch) from March 1988 to March 1996 including head of saving business and manager of securities department, mainly in charge of daily operations. In addition, Mr. Ren was manager of Hangzhou branch of Haitong Securities Company Limited from March 1996 to November 1997 mainly in charge of daily operations. Mr. Ren was a director of Haitong Capital Investment from October 2008 to August 2011. He has been a director of China-Belgium Fund since March 2011 and chairman of Jilin Investment Fund since May 2011 mainly in charge of strategies implementation.

**Mr. Jin Xiaobin (金曉斌)**, aged 57, joined our Company in August 1998 and has been our Secretary to the Board since May 2005 and the deputy director of our investment banking committee since March 2010. He is mainly in charge of the office of the Board and office of Supervisory Committee. He mainly assists in the management of investment banking business. He has 13 years of management experience in securities industry. Mr. Jin obtained a bachelor's degree in political education from Shanghai Second Institute of Education (上海第二教育學院) in July 1988, a master's degree in economics from Fudan University in July 1993, a doctor's degree in economics from Fudan University in January 1997 and a postdoctoral degree in finance from Shanghai University of Finance and Economics in July 1999. Mr. Jin has been a deputy researcher (deputy professor level) recognized by Shanghai University of Finance and Economics since June 1998 and has been an expert with special allowance from the State Council since June 2002. Mr. Jin worked in the People's Liberation Army Navy (中國人民解放軍海軍) from December 1972 to March 1998. Mr. Jin has served in various positions in our



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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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Company and subsidiaries including deputy general manager of research and development center from December 1998 to March 2000, head of research institute from March 2000 to August 2004, general manager of brokerage business headquarters from May 2003 to March 2005, general manager of M&A financing department from January 2007 to March 2008, and chairman and legal representative of Haitong Jihe Management from June 2010 to May 2011, mainly in charge of private equity direct equity investment. He was deputy director member of analysts committee of SAC from July 2000 to June 2011. Mr. Jin has been assistant to our general manager since July 2003, secretary to the Board of Directors of our Company since May 2005, the deputy director of investment banking commission of our Company since March 2010, mainly providing assistance in the management of equity financing department, debt financing department and M&A financing department. He has been a professional evaluation expert of securities companies in SAC since January 2011, and leader of preparation team of Liaoning New Resource and Low Carbon Industry Investment Fund\* (遼寧新能源和低碳產業投資基金) since June 2011.

**Mr. Wang Jianye (王建業)**, aged 51, joined our Company in August 1994 and has been our General Compliance Officer since July 2010 and our Chief Risk Control Executive since May 2011. He is mainly in charge of compliance and risk management headquarters. He has around 25 years of working experience in banking and securities industry including over 15 years of management experience. Mr. Wang graduated with a major in finance from Shaanxi Institute of Finance and Economics (junior college degree) in June 1984 and graduated with a major in money and banking from Graduate School of Xiamen University in January 1994. Mr. Wang is a senior economist recognized by PBOC in July 1993. Mr. Wang was successively deputy director-level clerk\* (副主任科員), trainee deputy director, deputy director of education department of financial administration division of PBOC Inner Mongolia Branch from August 1984 to August 1990, deputy director of Financial Administration Division of PBOC Inner Mongolia Branch from August 1990 to May 1992, deputy general manager of the securities department of Inner Mongolia Securities Company\* (內蒙古自治區證券公司) from May 1992 to March 1993 and deputy general manager of the same company from March 1993 to July 1994 mainly in charge of securities brokerage and underwriting services. Mr. Wang previously served in various positions in our Company including head of trading department from August 1994 to March 1996, deputy general manager of business management headquarters from March 1996 to September 1998, and general manager of integrated business management headquarters from September 1998 to August 2004. Mr. Wang was assistant to general manager of our Company from June 2001 to February 2011, general manager of brokerage business headquarters from March 2005 to June 2006 and general manager of risk control headquarters from October 2008 to March 2011, and was successively in charge of integrated business management headquarters, brokerage business headquarters, I.T. department, brokerage operations center, sales and transactions headquarters, customer asset management department and risk control department.

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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**Mr. Li Chuqian (李礎前)**, aged 54, joined our Company in August 1994 and has been our Chief Financial Officer and general manager of planning and finance department since July 2007. He is mainly in charge of planning and finance department and assists in the management of equity management department. He has around 25 years of working experience in financial management including over 15 years of financial experience in securities industry. Mr. Li obtained a bachelor's degree in engineering from Hefei University of Technology in September 1982 and a master's degree in economics from Zhongnan University of Economics (predecessor of Zhongnan University of Economics and Law) in October 1988. Mr. Li is an accountant recognized by the PRC Ministry of Finance in December 1992 and a senior economist recognized by Job Title Qualification Evaluating Committee in the Department of Finance of Anhui Province\* (安徽省財政廳機關職稱認定委員會) in April 1993. Mr. Li was previously deputy director clerk of Central Enterprise Department of Anhui Provincial Department of Finance\* (安徽省財政廳中企處) from July 1988 to August 1991 and section chief of Anhui Provincial State-owned Assets Supervision and Administration Bureau (安徽省國有資產管理局) from August 1991 to July 1994 mainly in charge of management of state-owned assets of Anhui provincial business agriculture and forestry and administrative institutions. Mr. Li served in various positions in our Company including head of planning and finance department from August 1994 to March 1996, deputy general manager of finance and accounting department from March 1996 to April 1998, general manager of finance and accounting department from April 1998 to July 2001, deputy chief financial officer and general manager of finance and accounting department from July 2001 to July 2007. Mr. Li has been chief supervisor of HFT Investment Management since April 2003, a director of Haitong-Fortis PE Management since June 2010, and a director of Shanghai Jielong Industry Group Corporation Limited (上海界龍實業集團股份有限公司) (a company listed on the Shanghai Stock Exchange and its stock code is 600836) from May 2006 to May 2009.

**Mr. Wu Bin (吳斌)**, aged 38, joined our Company in July 1998 and has been our Director of strategic development and IT management committee and the head of preparatory group of Haitong Asset Management Company\* (海通資產管理公司) since March 2011. He is mainly in charge of asset management business, the Company's strategy development and IT. He has around 13 years of working experience in securities industry including over 10 years of management experience. Mr. Wu obtained a bachelor's degree in law from East China Normal University in July 1995, a master's degree in economic law from East China College of Politics and Law in July 1998 and a doctor's degree in economics from Fudan University in June 2003. Mr. Wu obtained the lawyer qualification certificate of China which is recognized by the Ministry of Justice of the PRC (中華人民共和國司法部) in April 1997 and is an economist recognized by PRC Ministry of Personnel (中華人民共和國人事部) in November 2000. Mr. Wu served in various positions in our Company including a project manager in the investment bank department from July 1998 to March 2001, deputy section chief and section chief of general manager office from March 2001 to October 2003, assistant to general manager in international business division from October 2003 to May 2005, deputy director in the general manager office from May 2005 to January 2007, chief compliance director from July 2007 to August 2010, director of compliance office and general manager of compliance department from October 2007 to March 2011 and an inspector assistant when temporarily working in the municipal government from January 2010 to January 2011. Mr. Wu has been director of our general manager office since January 2007, a non-executive director of Haitong International Securities since January 2010 and a director of Haitong International Holdings since August 2010.

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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### Joint Company Secretaries

**Mr. Jin Xiaobin (金曉斌)**, one of our joint company secretaries, is also a member of our senior management. Please see “Directors, Supervisors and Senior Management – Overview – Senior Management” in this prospectus for his biography.

**Ms. Mok Mingwai (莫明慧)**, aged 40, was appointed as our joint company secretary on November 8, 2011. She has over 15 years of professional and in-house experience in the company’s secretarial field. Ms. Mok is an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom. Ms. Mok worked in the Corporate Services Division of KPMG from August 1994 to April 2002 in Hong Kong. She subsequently worked for various commercial and professional organizations during the period from April 2002 to March 2008. Ms. Mok acted as the company secretary from March 2008 to December 2010 for a group with two listed companies, namely HKC (Holdings) Limited (香港建設(控股)有限公司) (a company listed on the Hong Kong Stock Exchange and its stock code is 00190) and Hong Kong Energy (Holdings) Limited (now known as China Renewable Energy Investment Limited (中國再生能源投資有限公司)) (a company listed on the Hong Kong Stock Exchange and its stock code is 00987). Ms. Mok is currently an associate director of KCS Hong Kong Limited, a corporate secretarial and accounting services provider in Hong Kong. She currently acts as the joint company secretary of Shanghai Pharmaceuticals Holding Co., Ltd. (上海醫藥集團股份有限公司) (a company listed on the Hong Kong Stock Exchange and its stock code is 02607), Huaneng Renewables Corporation Limited (華能新能源股份有限公司) (a company listed on the Hong Kong Stock Exchange and its stock code is 00958) and China Hanking Holdings Limited (中國罕王控股有限公司) (a company listed on the Hong Kong Stock Exchange and its stock code is 03788), and also acts as the sole company secretary of Hongguo International Holdings Limited (鴻國國際控股有限公司) (a company listed on the Hong Kong Stock Exchange and its stock code is 01028) and Tenfu (Cayman) Holdings Company Limited (天福(開曼)控股有限公司) (a company listed on the Hong Kong Stock Exchange and its stock code is 06868).

### BOARD COMMITTEES

The Board delegates certain responsibilities to various dedicated committees. In accordance with relevant PRC laws, regulations, the Articles of Association, and the Hong Kong Listing Rules, we have formed four board committees, namely: the audit committee, the nomination, remuneration and assessment committee, the development strategy and investment management committee and the compliance and risk control committee.

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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### Audit Committee

We have established an audit committee with written terms of reference in compliance with Rule 3.21 of the Hong Kong Listing Rules and paragraph C3 of the Code on Corporate Governance Practices, as set out in Appendix 14 to the Hong Kong Listing Rules. The audit committee consists of seven Directors: Mr. Zhou Donghui, Mr. Xu Chao, Mr. Wang Hongxiang, all of whom are non-executive Directors, and Mr. Zhang Huiquan, Mr. Zhang Ming, Mr. Dai Genyou and Mr. Chen Qiwei, all of whom are independent non-executive Directors. Mr. Zhang Ming, who has the appropriate professional qualifications, currently serves as the chairman of the audit committee. The primary duties of the audit committee are to review and supervise our financial reporting process, which include, among others:

- to propose the appointment or removal of the external auditor of the Company and to review and supervise the independence and objectivity of the external auditors and the effectiveness of the audit process;
- to discuss with the external auditor on the nature and scope of the audit work prior to the commencement of the audit work;
- to oversee the Company's internal audit system and its implementation;
- to be in charge of communication between the internal auditors and external auditors and meet the external auditor at least twice a year;
- to review the Company's financial information and disclosure thereof, and to review, where necessary, any major related party transactions;
- to review the internal control systems of the Company and its subsidiaries and branches from the perspective of appropriateness, reasonableness and effectiveness as well as implementation, and make recommendations on the pursuit of accountability of responsible persons;
- to review the arrangements for employees to raise concerns about financial reporting improprieties;
- to make recommendations on performance assessment of internal auditors in discharging their responsibilities; and
- to review the regular and interim audit reports submitted by the internal audit departments of the Company.

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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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### Nomination, Remuneration and Assessment Committee

We have established a nomination, remuneration and assessment committee with written terms of reference in compliance with paragraph B1 of the Code on Corporate Governance Practices as set out in Appendix 14 to the Hong Kong Listing Rules. The nomination, remuneration and assessment committee consists of seven Directors: Mr. Qian Shizheng, Mr. He Jianyong, Mr. Li Gewei, all of whom are non-executive Directors, Mr. Zhang Ming, Mr. Liu Chee Ming, Mr. Dai Genyou and Mr. Xia Bin, all of whom are independent non-executive Directors. Mr. Xia Bin currently serves as the chairman of the nomination, remuneration and assessment committee. The primary duties of the nomination, remuneration and assessment committee are to formulate the nomination procedures and standards for candidates for Directors, evaluate the performance of Directors and senior management, make recommendations on the remuneration package of our Directors and senior management, and evaluate and make recommendations on employee benefit arrangements, which include, among others:

- to consider and make recommendation on the selection criteria and procedures applicable to directors and management;
- to carry out extensive search for qualified candidates of directors and management and to consider and make recommendation on the same;
- to review the structure, size and composition of the board of directors at least annually to complement the Company's corporate strategy; where necessary, to seek professional advice to perform its responsibilities;
- to study the performance assessment criteria for directors and management, and to propose the performance assessment system, competitive remuneration package, and the incentive scheme of stock or stock options based on and financial performance and the executive liability insurances in each case based on the characteristics of the financial and securities industry and the job responsibilities of the directors and management as well as the remuneration of the same position in other relevant enterprises;
- to establish the policies on remuneration, including without limitation the performance assessment criteria and procedures and the main evolution system, major plans and policies related to reward and punishment;
- based on the result of the Audit Committee's annual audit, review the performance of the Company's directors and management, conduct annual performance assessment of the directors and management, and make recommendations; and
- to consider and discuss the Company's remuneration reform plan, and to oversee the implementation of the Company's remuneration system.



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## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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### Development Strategy and Investment Management Committee

Our development strategy and investment management committee consists of five Directors: Mr. Wang Kaiguo, an executive director, Mr. Qian Shizheng, Mr. Zhuang Guowei, Mr. Zhang Jianwei, all of whom are non-executive Directors, and Mr. Chen Qiwei, an independent non-executive Director. Mr. Wang Kaiguo currently serves as the chairman of this committee. The primary duties of this committee are to conduct studies and submit proposals regarding our mid-to-long-term development strategies and planning of the Company, which include, among others:

- to study and make suggestions to the financing plans of major investment transactions which the Articles of Association of the Company has required to be approved by the Board of Directors;
- to conduct feasibility study and make suggestions to the major capital operation, asset management, mergers and acquisitions which the Articles of Association of the Company has required to be approved by the Board of Directors;
- to study and make suggestions to major issues affecting the development of the Company; and
- to conduct inspection and supervision to the implementation of the above matters.

### Compliance and Risk Control Committee

The compliance and risk control committee consists of five Directors: Mr. Li Mingshan, an executive director, Mr. Zhou Donghui, Mr. Feng Huang, all of whom are non-executive Directors, and Mr. Zhang Huiquan and Mr. Dai Genyou, both of whom are independent non-executive Directors. Mr. Zhang Huiquan currently serves as the chairman of the compliance and risk control committee. The primary duties of this committee are to review the Company's compliance operation and risk controls, formulate compliance management policies, review the work report of the General Compliance Officer, diagnose and complete the internal control system, review and monitor the compliance management system, and perform other duties and responsibilities as assigned by our Board, which include, among others:

- to formulate compliance management policies and to regularly or irregularly review the work report of the General Compliance Officer and make suggestions to the improvement of the compliance management;
- to review and monitor the feasibility, rationality, effectiveness and implementation of the compliance management system of the Company;
- to formulate the overall risk management policies and to review and monitor the Company's identification and evaluation of the various existing and potential risks and completeness and effectiveness of the Company's risk control system;

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## **DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

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- to review and monitor the management of the Company to the risk parameter, formulate the risk control principles and the limitations of major risks for the Company;
- to review and supervise the implementation of the internal control system and provide guidance to the same; and
- to provide evaluation to the business authorization and operation risks, investment risks, financial risks and morality risks, and provide timely guidance to strengthen and improve the risk controls.

### **COMPENSATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

We offer our executive Directors, Supervisors and senior management personnel, who are also employees of our Company, various compensation in the form of salaries, bonuses, social security plans, housing provident fund plans and other benefits. Our independent non-executive Directors and external Supervisors receive compensation based on their responsibilities (including being members or chairmen of Board committees). Total compensation paid to the Directors, Supervisors and senior management for the three years ended December 31, 2008, 2009 and 2010 and six months ended June 30, 2011 were approximately RMB24,810,000, RMB19,683,000, RMB21,495,000, and RMB16,374,000, respectively. As required by PRC regulations, we participate in various defined pension schemes for our employees, including those organized by provincial or municipal governments as well as supplemental pension schemes. The employees covered by such schemes include our Directors, Supervisors and senior management personnel. The Company did not contribute any other benefits as post-employment benefits for the Directors, Supervisors and senior management for the three years ended December 31, 2008, 2009 and 2010 and six months ended June 30, 2011 except the pension scheme. The aggregate amount of compensation the Company paid to the five highest paid individual employees during the years ended December 31, 2008, 2009 and 2010 and six months ended June 30, 2011 were approximately RMB24,826,000, RMB40,563,000, RMB24,829,000, and RMB29,036,000, respectively.

No remuneration was paid by our Group, or was receivable by our Directors or the five highest paid individuals as an inducement to join, or upon joining, us or as compensation for loss of office in 2008, 2009 and 2010 and six months ended June 30, 2011. Furthermore, none of our Directors had waived any remuneration during the same period.

Under the existing arrangements currently in force, the aggregate remuneration (including bonuses) paid/payable to and benefits-in-kind receivable by the Directors (including nine independent non-executive Directors), Supervisors and senior management personnel in respect of the year ending December 31, 2011 will be approximately RMB77,883,000 (including RMB780,000 to be received by the independent non-executive Directors).

**JOINT COMPLIANCE ADVISORS**

The Company has agreed to appoint Haitong International Capital Limited and BOCOM International (Asia) Limited to be its joint compliance advisors upon listing in compliance with Rules 3A.19 and 19A.05 of the Hong Kong Listing Rules. The Company has entered into a compliance advisor's agreement with the joint compliance advisors prior to the Listing Date, the material terms of which are as follows:

- (a) the Company will appoint Haitong International Capital Limited and BOCOM International (Asia) Limited as the joint compliance advisors for the purpose of Rules 3A.19 and 19A.05 of the Hong Kong Listing Rules for a period commencing on the Listing Date and ending on the date on which the Company complies with Rule 13.46 of the Hong Kong Listing Rules in respect of the financial results of the Company for the first full financial year commencing after the Listing Date, or until the agreement is terminated, whichever is earlier;
- (b) the joint compliance advisors will provide us with certain services, including providing us with proper guidance and advice as to compliance with the requirements under the Hong Kong Listing Rules and applicable laws, rules, codes and guidelines and provide advice to the Company on the continuing requirements under the Hong Kong Listing Rules and applicable laws and regulations;
- (c) the joint compliance advisors will, as soon as reasonably practicable, inform us of any amendment or supplement to the Hong Kong Listing Rules announced by the Hong Kong Stock Exchange from time to time, and of any amendment or supplement to the applicable laws and guidelines; and
- (d) the joint compliance advisors will serve as a principal channel of communication of the Company with the Hong Kong Stock Exchange.