
DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Our Board consists of seven Directors, of whom two are executive Directors, two are non-executive Directors and three are independent non-executive Directors. Our Board is responsible and has general powers for the management and conduct of our business. The table below sets forth certain information concerning the Directors:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of Appointment</u>
CHEUNG Tak On (張德安)	45	Chairman and Executive Director	January 18, 2012
CAI Yingjie (蔡英傑)	44	Vice-chairman, General Manager and Executive Director	January 18, 2012
WANG Zhigao (王志高)	43	Vice-chairman and Non-executive Director	January 18, 2012
WANG Liqun (王力群)	58	Non-executive Director	January 18, 2012
WANG Zhiqiang (王志強)	54	Independent Non-executive Director	January 18, 2012
LU Wei (呂巍)	47	Independent Non-executive Director	January 18, 2012
CHEN Xianglin (陳祥麟)	67	Independent Non-executive Director	January 18, 2012

Executive Directors

CHEUNG Tak On (張德安), age 45, is our Chairman and was appointed as our executive Director on January 18, 2012. Mr. Cheung has substantial experience in the passenger vehicle dealership sector and is responsible for setting the strategic vision, direction and goals of our Group and he participates in our Group's strategic and key operational decision-making processes. Mr. Cheung was brought up in the PRC. From November 1999 to February 2005 and from November 2005 to present, Mr. Cheung has been the chairman of Yongda Holding (formerly known as Shanghai Mingming Investment Consultancy Co., Ltd. (上海名明投資諮詢有限公司), Shanghai Yongda Investment Management Co., Ltd. (上海永達投資管理有限公司), Shanghai Yongda Investment Co., Ltd. (上海永達投資有限公司) and Shanghai Yongda Investment (Group) Co., Ltd. (上海永達投資(集團)有限公司))⁽¹⁾ as well as their chief executive officer since November 1999, where he has been mainly responsible for overseeing its overall development and formulating corporate and business strategies. Mr. Cheung is currently a director of Grouprich International. He is also currently a director of Yongda CLS and Shanghai Shoujia as well as the chairman of Shanghai Shouchuang. From September 1991 to June 1998, Mr. Cheung was the general manager of Yongda CLS (formerly known as Shanghai Chuansha Yongda Hardware Electromechanical Division (上海川沙永達五金機電經營部), Shanghai Yongda Materials and Electromechanical Division (上海永達物資機電經營部), Shanghai Yongda Materials Company Limited (上海永達物資公司), Shanghai Yongda Economic Development Company Limited (上海永達經濟發展總公司), Shanghai Yongda Economic Development Co., Ltd. (上海永達經濟發展有限公司) and Shanghai Yongda Group Co., Ltd. (上海永達(集團)有限公司)).

Note:

- (1) With an aim to devote more time into the exploration of strategic and other business opportunities for Yongda Holding, Mr. Cheung ceased acting as the chairman of Yongda Holding from February 2005 to November 2005 and delegated the administrative tasks associated with such position to another member of senior management of Yongda Holding. In November 2005, Cheung Tak On resumed the position as chairman of Yongda Holding for more efficient management as he became aware of the practical difficulties of the arrangement of appointing another member of senior management as the chairman of Yongda Holding as the then PRC laws only allowed the chairman (who would typically act as the legal representative) to sign on behalf of an entity.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Cheung received numerous awards in recognition of his achievement. Set forth below are the details of the awards received by him:

Award	Awarding Institutions
2011 National May Day Labor Medal (2011全國五一勞動獎章)	All China Federation of Trade Union (中華全國總工會)
Outstanding Entrepreneur of China of 2009 (2009中國卓越企業家)	the research centre of the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會研究中心) and China Enterprise News Agency (中國企業報社)
Shanghai Labor Model of 2007 to 2009 (2007-2009年度上海市勞動模範)	people's government of Shanghai City (上海市人民政府)

Mr. Cheung obtained an adult higher education training certificate in economic law jointly granted by The Open University of China (中央廣播電視大學) and China University of Political Science and Law (中國政法大學) through distance learning in 1996 and master of science in business administration (Leadership Studies) of Madonna University, Michigan in December 2001. Mr. Cheung also completed several programmes, the details of which are set forth below:

Duration	Programmes	Organizers
September, 1999-December, 2001	Senior Seminar on MSBA Shanghai Program	Shanghai Institute of International Finance (上海國際金融學院), School of Business, Madonna University, Michigan and International Financial Center Association (國際金融中心協會)
2011	China CEO Program	Cheung Kong Graduate School of Business (長江商學院), Columbia Business School, IMD and London Business School

CAI Yingjie (蔡英傑), age 44, is our Vice-Chairman, general manager and was appointed as our executive Director on January 18, 2012. Mr. Cai is responsible for overseeing our operations, information technology, investment as well as managing our relationship with automobile manufacturers and exploring new business opportunities for our Group. Mr. Cai is also currently the general manager of Automobile Group and is responsible for its operation and management as well as the chairman or a director of several of our subsidiaries. From November 1998 to December 2011, he was the director of Yongda CLS and its general manager from November 1999 to December 2011. Mr. Cai was the deputy chief executive officer and a director of Yongda Holding from November 1999 to December 2011. From September 1991 to June 1998, Mr. Cai was the deputy general manager of Yongda CLS (formerly known as Shanghai Chuansha Yongda Hardware Electromechanical Division (上海川沙永達五金機電經營部), Shanghai Yongda Materials and Electromechanical Division (上海永達物資機電經營部), Shanghai Yongda Materials Company Limited (上海永達物資公司), Shanghai Yongda Economic Development Company Limited (上海永達經濟發展總公司), Shanghai Yongda Economic Development Co., Ltd. (上海永達經濟發展有限公司) and Shanghai Yongda Group Co., Ltd. (上海永達(集團)有限公司)), where he was responsible for its business development. From September 1984 to July 1990, Mr. Cai worked in Shanghai Shenbao Automobiles Factory (上海申寶汽車廠) (later known as Shanghai Shenbao Automobiles Co., Ltd. (上海申寶汽車有限公司)), where he was responsible for automobiles inspection and management of the fleet of automobiles. Mr. Cai is currently a vice-chairman of the Shanghai Association of Automobile Manufacture (上海市汽車銷售行業協會) and he had

DIRECTORS AND SENIOR MANAGEMENT

also been a vice president of the China Auto Dealers Chamber of Commerce (中華全國工商業聯合會汽車經銷商會). Mr. Cai graduated from Nanjing Army Command College (南京陸軍指揮學院) with an adult higher education bachelor diploma in law in 2002.

Non-executive Directors

WANG Zhigao (王志高), age 43, is our Vice-Chairman and was appointed as our non-executive Director on January 18, 2012. Mr. Wang is responsible for overseeing the corporate finance, investors' relation and financial management of our Group. Mr. Wang has been a director of Yongda Holding since January 2005 and its deputy chief executive officer since January 2004, where he is responsible for its finance, audit, investment and legal affairs, and a director of Yongda CLS since December 2003. Mr. Wang is also currently a director of Sea of Wealth and the chairman or a director of several of our subsidiaries. He also serves as a director of Shanghai Shoujia and Shanghai Shouchuang, the chairman of Shanghai Yongda Asset Management Company Limited (上海永達資產管理股份有限公司) and Shanghai Yongda Investment Management Co., Ltd. (上海永達投資管理有限公司), as well as an executive director of Shanghai Yongda Property Development Co., Ltd. (上海永達置業發展有限公司). From March 1998 to December 2003, Mr. Wang was a lawyer at Shanghai Jin Shi Law Firm (上海金石律師事務所) and from January 1997 to February 1998, a lawyer at Shanghai Xin Cheng Law Firm (上海信誠律師事務所). Mr. Wang graduated from East China University of Politics and Law (華東政法大學) with a bachelor degree in economic law in 1992 and a master degree in law in 1999. Mr. Wang also received a master degree in business administration from China Europe International Business School (中歐國際工商學院) in 2007.

WANG Liquan (王力群), age 58, was appointed as our non-executive Director on January 18, 2012, and is responsible for formulating major policies of our Group. Mr. Wang is currently the president of, and an indirect holder of approximately 2.51% of the equity interests in, Shanghai Stone Capital, a China-based private equity fund where he has been leading the company in its investments and strategic development. He is also an independent director of Talkweb Information System Co., Ltd. (拓維信息系統股份有限公司) (SZSE: 002261). Mr. Wang has served a number of positions, including a director, general manager and senior consultant of Shanghai Bashi Industrial (Group) Co., Ltd. (上海巴士實業(集團)股份有限公司) (now known as Huayu Automotive Systems Company Limited (華域汽車系統股份有限公司)) (SSE stock code: 600741). From 1999 to 2007, Mr. Wang was the chairman of Shanghai Urban Rail System Corporation (上海現代軌道交通股份有限公司). From 1999 to 2001, Mr. Wang was the general manager of Shanghai Chengtuo Corporation (上海市城市建設投資開發總公司). Mr. Wang was qualified as a senior economist (高級經濟師) in 1992 by the Shanghai Economic (Production Area) Senior Professional and Technical Qualifications Committee (上海市經濟系列(生產領域)高級專業技術職務任職資格評審委員會) and was awarded as an Outstanding Young Entrepreneur (傑出青年企業家) by the Youth Communist League Committee of Shanghai (共青團上海市委員會) and Shanghai Youth Entrepreneurs Association (上海市青年企業家協會). Mr. Wang obtained a college diploma in economics management from the School of Construction and Management of the University of Shanghai Urban Construction College (上海城市建設學院) in 1987.

Independent Non-executive Directors

WANG Zhiqiang (王志強), age 54, was appointed as our independent non-executive Director on January 18, 2012. Mr. Wang is currently the deputy general manager of Shanghai Chengtuo Corporation (上海市城市建設投資開發總公司), vice-chairman of Dazhong Insurance Co., Ltd. (大眾保險股份有限公司) and a director of Galaxy Asset Management Co., Ltd. (銀河基金管理有限公司).

DIRECTORS AND SENIOR MANAGEMENT

Mr. Wang also has extensive experience of serving senior positions in listed companies:

<u>Companies</u>	<u>Positions</u>	<u>Duration</u>
Shanghai 3F New Materials Company Limited (上海三愛富新材料股份有限公司) (SSE stock code: 600636) . . .	Independent Director	April, 2011-present
Shanghai Mechanical & Electrical Industry Co., Ltd. (上海機電股份有限公司) (SSE stock code: 600835)	Independent Director	May, 2009-May, 2012
Shanghai Chengtou Holding Co., Ltd. (上海城投控股股份有限公司) (formerly known as Shanghai Raw Water Co., Ltd. (上海市原水股份有限公司)) (SSE Stock Code: 600649)	Chief Supervisor	June, 2005-June, 2011

Before assuming these senior managerial positions, Mr. Wang had also been the head of finance department and deputy chief accountant at Shanghai Chengtou Corporation (上海市城市建設投資開發總公司). Mr. Wang became a member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) in 1997. Mr. Wang graduated with a college diploma in industrial accounting from Shanghai College of Finance and Economics (上海財經學院) which is now known as Shanghai University of Finance and Economics (上海財經大學) in 1983 and obtained an adult higher education bachelor diploma in economics management from East China Normal University (華東師範大學) in 1995. In 2007, Mr. Wang obtained his master in business administration from China Europe International Business School (中歐國際工商學院).

LU Wei (呂巍), age 47, was appointed as our independent non-executive Director on January 18, 2012. Mr. Lu began his career in academia. Since 2003, Mr. Lu has been the Associate Dean of the Antai College of Economics and Management (安泰管理學院經濟與工商管理學院) at Shanghai Jiao Tong University (上海交通大學) as well as a professor at its Department of Business Administration. Between February 1997 and March 2003, Mr. Lu was an assistant to the Dean of the School of Management of Fudan University (復旦大學) and a professor in its Department of Marketing from November 2001 to March 2003. From 1996 to 1997, Mr. Lu was a visiting scholar at the Sloan School of Management of Massachusetts Institute of Technology.

Mr. Lu's academic qualifications and extensive experiences have led to his appointments in a number of listed companies:

<u>Companies</u>	<u>Positions</u>	<u>Duration</u>
Shanghai Lujiazui Finance & Trade Zone Development Co., Ltd. (陸家嘴金融貿易開發區股份有限公司) (SSE Stock Code: 600663)	Independent Director	May, 2008-present
Shanghai Guandong Electric Group Co., Ltd. (上海廣電電器(集團)股份有限公司) (SSE Stock Code: 601616)	Independent Director	December, 2007-present
Luolai Home Textile Co., Ltd. (羅萊家紡股份有限公司) (Shenzhen Stock Exchange Stock Code: 002293)	Independent Director	November, 2007-present
Shanghai Yaohua Pilkington Glass Co., Ltd. (上海耀華皮爾金頓玻璃股份有限公司) (SSE Stock Code: 600819)	Independent Director	June, 2006-April, 2012
China Seven Star Shopping Limited (中國七星購物有限公司) (Stock Code: 245) (listed on the Hong Kong Stock Exchange)	Independent Non- executive Director	June, 2005-present
Giti Tire Corporation (佳通輪胎股份有限公司) (formerly known as Hualin Tire Corporation (樺林輪胎股份有限公司)) (SSE Stock Code: 600182)	Independent Director	July, 2003-May, 2009

DIRECTORS AND SENIOR MANAGEMENT

Mr. Lu graduated with a bachelor degree in management science from Fudan University (復旦大學) in 1986 before obtaining his master degree in economics in 1989 and PhD in economics at the same university.

CHEN Xianglin (陳祥麟), age 67, was appointed as our independent non-executive Director on January 18, 2012. From 1995 to 2006, Mr. Chen had been the chairman of Shanghai Automobile Industry (Group) Limited (上海汽車工業(集團)總公司). Between April 2004 and June 2008, Mr. Chen was the chairman of the supervisory committee of Shanghai Automotive Co., Ltd. (上海汽車集團股份有限公司) (SSE stock code: 600104), where his main responsibilities included monitoring the board and management activities and the internal control of the company. Mr. Chen has held a number of senior positions in the government, including the deputy secretary general of the Shanghai People's Government (上海市人民政府), deputy head of the Shanghai First Electromechanical Bureau (上海市第一機電工業局) and director of Shanghai Planning Committee (上海市計劃委員會). He had also been the vice-chairman of the Shanghai Federation of Economic Organization (上海市經濟團體聯合會) and Shanghai Federation of Industrial Economics (上海市工業經濟聯合會). In 1989, Mr. Chen obtained accreditation as senior economist (高級經濟師) from the Shanghai Economic (Production Area) Senior Professional and Technical Qualifications Committee (上海市經濟系列(生產領域)高級專業技術職務任職資格評審委員會). Mr. Chen was admitted as a senior economist (高級經濟師) in 1994, and was later promoted as a senior international business engineer (高級國際商務師) in 1995 by the Shanghai Professional Titles Reform Work Leading Group (上海市職稱改革工作領導小組) and the Economic Professional Qualifications Committee of Shanghai University of Finance and Economics (上海財經大學經濟專業職務評審委員會). Mr. Chen graduated with a bachelor diploma in mathematics from Fudan University (復旦大學) in 1967, and has also completed a training course on independent directors organized by the Shanghai Stock Exchange in 2008 and a training course on directors and supervisors of listed company organized by the Shanghai Securities Regulatory Bureau under the China Securities Regulatory Commission.

Save as disclosed above, there was no other matter with respect to the appointment of our Directors that needs to be brought to the attention of our Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management of our business. Our senior management team, in addition to our Directors listed above, is as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
XU Yue (徐悅)	36	Executive Deputy General Manager
YE Ming (葉明)	34	Deputy General Manager
DONG Ying (董穎)	42	Deputy General Manager
WEI Dong (衛東)	42	Deputy General Manager

XU Yue (徐悅), age 36, was appointed as our executive deputy general manager on January 18, 2012 and is responsible for overseeing the development of marketing strategies and the establishment of new 4S dealership. Mr. Xu joined our Group in 1999 and has more than 12 years' experience in the passenger vehicle dealership sector. Mr. Xu is also currently the executive deputy general manager of

DIRECTORS AND SENIOR MANAGEMENT

Automobile Group and the chairman or a director of several of our subsidiaries. He has been the assistant to the chief executive officer of Yongda Holding from January 2009 to December 2011. From June 2004 to January 2009, Mr. Xu was the deputy general manager of Yongda CLS and the general manager of Shanghai Baozen Automobile Sales and Services Co. Ltd. (上海寶誠汽車銷售服務有限公司). Between February 2002 and March 2004, Mr. Xu was secretary to the chief executive officer of Yongda Holding, where he was mainly responsible for assisting the chief executive officer with daily administration. From November 2000 to February 2002, Mr. Xu was the general manager of Shanghai Yongda International Trading, Ltd. (上海永達國際貿易有限公司), where he was mainly responsible for the import of passenger vehicles. Between October 1999 and November 2000, Mr. Xu was the assistant to the general manager of Shanghai Yongda Automobile Pudong Sales and Services Co., Ltd. (上海永達汽車浦東銷售服務有限公司). Mr. Xu received a bachelor diploma in practical English and a secondary college diploma in international business and finance management from Shanghai Normal University (上海師範大學) in June 1997, and a master of science in business administration (leadership studies) from Madonna University, Michigan in December 2005. Mr. Xu also completed the Senior Seminar on MSBA Shanghai Program organized by Shanghai Institute of International Finance (上海國際金融學院), School of Business, Madonna University, Michigan and International Financial Center Association (國際金融中心協會) from October 2003 to July 2005.

YE Ming (葉明), age 34, was appointed as our deputy general manager on January 18, 2012 and is responsible for managing the internal operation of our Group. Mr. Ye is also currently the deputy general manager of Automobile Group and a director of several of our subsidiaries. From January 2009 to December 2011, Mr. Ye simultaneously held the offices of the assistant to chief executive officer of Yongda Holding and the deputy general manager of Yongda CLS. Mr. Ye held a number of managerial positions at Yongda CLS between 2003 and 2008, including the director of the business development department and assistant to the general manager. In 2002, Mr. Ye held the office of assistant to the general manager of Shanghai Yongda Automobile Rental Company (永達汽車租賃有限公司). Mr. Ye received a bachelor degree in law from Shanghai University (上海大學) in 2001.

DONG Ying (董穎), age 42, was appointed as our deputy general manager on January 18, 2012 and is also the deputy general manager of the Automobile Group. Mr. Dong joined our Group in November 2011 and has been responsible for our financial management. Mr. Dong has 18 years' experience in corporate finance, accounting, auditing, risk management and internal control. Mr. Dong was the deputy head of financial control centre of Yongda Holding between November 2011 and December 2011. Prior to joining us, Mr. Dong was the financial controller of China Huiyuan Juice Group Limited (中國匯源果汁集團有限公司) (stock code: 1886) from 2006 to 2011, a company whose shares are listed on the Hong Kong Stock Exchange. Mr. Dong worked at PricewaterhouseCoopers Zhong Tian Limited Company CPAs (普華永道中天會計師事務所有限公司) from 2003 to 2006 as a senior manager in its risk management and internal control service department and from 1994 to 2003 as a senior manager in its audit department. He is a member of the Chinese Institute of Certified Public Accountants, the American Institute of Certified Public Accountants and the Institute of Chartered Accountants in Australia. Mr. Dong obtained a bachelor degree in fine chemical engineering and a secondary diploma in international corporate management from East China University of Science and Technology (華東理工大學) in July 1993.

WEI Dong (衛東), age 42, was appointed as our deputy general manager on January 18, 2012 and is responsible for managing the sales, after-sale services, insurance and clients' relationship of our Group. Mr. Wei is also currently the deputy general manager of Automobile Group and a director of several of our subsidiaries. Mr. Wei has more than 13 years' experience in sales management. From

DIRECTORS AND SENIOR MANAGEMENT

January 2008 to December 2011, Mr. Wei was the deputy general manager of Yongda CLS. From November 2004 to December 2008, Mr. Wei was the general manager of Shanghai Yongda Automobile Trade Center Co., Ltd. (上海永達汽車貿易中心有限公司). From April 2002 to October 2004, he was the deputy general manager of Shanghai Number One Yongda Automobile Trading Co., Ltd. (上海一百永達汽車貿易有限公司). Between April 2000 and March 2002, he was the deputy general manager of the Songjiang store of the Shanghai Number One Department Store Co., Ltd. (上海第一百貨松江店有限公司). From October 1989 to July 1998, Mr. Wei was a salesman, deputy secretary and secretary of the Youth League Committee at the Shanghai Number One Department Store Co., Ltd. (上海市第一百貨商店股份有限公司). Mr. Wei obtained an adult higher education bachelor diploma in business administration from Shanghai Second Polytechnic University (上海市第二工業大學) in 2002.

COMPANY SECRETARY

MOK Ming Wai (莫明慧), age 41, was appointed as the company secretary of our Company on January 18, 2012. She is an associate director of KCS Hong Kong Limited, a corporate secretarial and accounting services provider in Hong Kong. She has approximately 15 years of professional and in-house experience in the company secretarial field. She is a fellow member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. Ms. Mok currently serves as a joint company secretary of Shanghai Pharmaceuticals Holding Co., Ltd. (stock code: 2607), Huaneng Renewables Corporation Limited (stock code: 958), China Hanking Holdings Limited (stock code: 3788), Haitong Securities Co., Ltd. (stock code: 6837), New China Life Insurance Company Ltd. (stock code: 1336) and Huadian Fuxin Energy Corporation Limited (stock code: 816) and the sole company secretary of C.banner International Holdings Limited (stock code: 1028), Tenfu (Cayman) Holdings Company Limited (stock code: 6868), SPT Energy Group Inc. (stock code: 1251) and Kai Shi China Holdings Company Limited (stock code: 1281). Mr. Dong Ying, our deputy general manager, and Ms. Zhang Hong, our head of legal department, are the key contact persons of our Company for Ms. Mok.

BOARD COMMITTEES

Audit and Compliance Committee

We have established an audit and compliance committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 as well as paragraph D3 of the Code on Corporate Governance Practices as set forth in Appendix 14 to the Listing Rules. The Audit and Compliance Committee consists of two independent non-executive Directors, being Wang Zhiqiang and Lu Wei, and one non-executive Director, being Wang Zhigao. The chairman of the Audit and Compliance Committee is Wang Zhiqiang, who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules. The primary duties of the Audit and Compliance Committee include, but are not limited to: (i) providing an independent view of the effectiveness of the financial reporting process, internal control, compliance and risk management systems of our Group; (ii) overseeing the audit process and performing other duties and responsibilities as assigned by our Board; (iii) developing and reviewing our policies and practices on corporate governance, compliance with legal and regulatory requirements and requirements under the Listing Rules; and (iv) developing, reviewing and monitoring the code of conduct applicable to our employees and Directors.

DIRECTORS AND SENIOR MANAGEMENT

Remuneration Committee

We have established a remuneration committee with written terms of reference in compliance with paragraph B1 of the Code on Corporate Governance Practices as set forth in Appendix 14 to the Listing Rules. The Remuneration Committee consists of two independent non-executive Directors, being Wang Zhiqiang and Lu Wei, and one non-executive Director, being Wang Zhigao. The chairman of the Remuneration Committee is Wang Zhiqiang. The primary duties of the Remuneration Committee include, but are not limited to: (i) making recommendations to the Directors on our policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (ii) reviewing and approving the management's remuneration proposals with reference to our Board's corporate goals and objectives; and (iii) determining the terms of the remuneration package of our Directors and senior management.

Nomination Committee

We have established a nomination committee with written terms of reference in compliance with paragraph A4 of the Code on Corporate Governance Practices as set forth in Appendix 14 to the Listing Rules. The Nomination Committee consists of one executive Director, being Cheung Tak On, and two independent non-executive Directors, being Chen Xianglin and Lu Wei. The chairman of the Nomination Committee is Cheung Tak On. The primary duties of the Nomination Committee include, but are not limited to (i) identifying, selecting and recommending to our Board appropriate candidates to serve as directors of our Company; (ii) overseeing the process for evaluating the performance of the Board; and (iii) developing, recommending to the Board and monitoring nomination guidelines for our Company.

REMUNERATION POLICY

We value our employees and recognize the importance of a good relationship with our employees. The remuneration to our employees includes salaries and allowances. We provide training to our staff to enhance technical and product knowledge. Our Group's remuneration policies are formulated based on the performance of individual employees and are reviewed regularly.

Our Group offers competitive remuneration packages to our Directors. The primary goal of the remuneration policy with regard to the remuneration packages of our Group's executive Directors is to enable our Group to retain and motivate executive Directors by linking their compensation with performance as measured against corporate objectives achieved. The principal elements of our Group's executive Directors remuneration packages include directors' fees, salaries, allowances and benefits in kind, contribution to defined contribution retirement plans and discretionary bonuses. Under the arrangements currently in force, we estimate that the aggregate remuneration payable to, and benefits in kind receivable by, Directors (excluding discretionary bonus) for the year ending December 31, 2012 will be approximately RMB4,100,000.

We have not experienced any significant problems with our employees or disruption to our operations due to labor disputes, nor have we experienced any difficulties in the recruitment and retention of experienced staff.

DIRECTORS AND SENIOR MANAGEMENT

EMPLOYEE PRE-IPO INCENTIVE SCHEME

In recognition of the contributions of the employees of our Group and to incentivize them, our Company adopted the Employee Pre-IPO Incentive Scheme on April 3, 2012. On the same day, Asset Link transferred to Yongda Employee Incentive Company Limited, which is wholly owned by HSBC HK Trustee as the trustee to administer the Employee Pre-IPO Incentive Scheme which was appointed pursuant to a trust deed dated April 3, 2012, 11,000 Shares, representing 5.5% of the then issued share capital of the Company, for nil consideration. Immediately upon the Capitalization Issue and completion of the Global Offering, the Yongda Employee Trust will hold 70,400,000 Shares (the “Scheme Shares”), representing approximately 4.8% of the issued share capital of the Company, assuming the Over-allotment Option is not exercised.

The term of the Employee Pre-IPO Incentive Scheme and the Yongda Employee Trust is 80 years, during which HSBC HK Trustee will distribute to the Group’s employees dividends paid on the Scheme Shares. HSBC HK Trustee will procure Yongda Employee Incentive Company Limited to hold and deal with the Scheme Shares and the dividends accrued and paid on them according to the instructions of the Company acting through the Remuneration Committee pursuant to the Employee Pre-IPO Incentive Scheme.

A summary of the principal terms of the Employee Pre-IPO Incentive Scheme is set forth in the section entitled “Appendix IV—Statutory and General Information—Employee Pre-IPO Incentive Scheme.”

COMPLIANCE ADVISOR

We have appointed Guotai Junan Capital Limited as our 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 us in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where our business activities, developments or results deviate from any forecast, estimate or other information in this prospectus; and
- where the Hong Kong Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of our Shares.

The terms of the appointment shall commence on the Listing Date and end on the date on which we distribute the annual report of our financial results for the first full financial year commencing after the Listing Date and such appointment may be subject to extension by mutual agreement.