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## DIRECTORS AND SENIOR MANAGEMENT

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### BOARD OF DIRECTORS

The Board consists of six Directors, including two executive Directors, one non-executive Director and three independent non-executive Directors. The Board is responsible and has general powers for the management and conduct of the business of our Company.

The table below sets forth certain information in respect of our Directors:

Name	Age	Position	Date of Appointment	Responsibilities in our Group	Relationship with the other Directors
Wong Choihing (王再興)	61	Chairman, chief executive officer and executive Director	December 2010	Formulation of the overall development and strategic plans of our Group as well as overseeing project planning, business and operations management	Uncle of Mr. Huang Dehong
Huang Dehong (黃德宏)	35	Executive Director	March 2013	Day to day management of the business of our Group	Nephew of Mr. Wong Choihing
Yuan Bing (袁兵)	45	Non-executive Director	July 2011	Providing strategic advice and guidance on the business and operations of our Group	N/A
Yang Xianzu (楊賢足)	74	Independent non-executive Director	March 2013	Providing guidance and supervision regarding the business and operations of our Group	N/A
Wang Lianzhou (王連洲)	74	Independent non-executive Director	March 2013	Providing guidance and supervision regarding the business and operations of our Group	N/A
Lam, Chi Yuen Nelson (林智遠)	45	Independent non-executive Director	March 2013	Providing guidance and supervision regarding the business and operations of our Group, particularly our Group's financial management	N/A

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### Executive Directors

**Mr. Wong Choihing (王再興)**, aged 61, is our Chairman, chief executive officer, our executive Director and one of our Ultimate Controlling Shareholders. He was appointed as the Director of our Company in December 2010 and is primarily responsible for formulating the overall development and strategic plans of our Group as well as overseeing project planning, business and operations management of our Group. Mr. Wong has approximately 18 years of experience in the trade center development and operations industry. Mr. Wong has been the director of Hydoos HK since January 2002 and chairman and president of Hydoos HK since October 2002 and the supervisor of Jining Hydoos Logistics Center Development Company Limited since February 2010. From 1995 to 2010, Mr. Wong together with his siblings and their family have developed 19 trade center projects in seven provinces in China.

Mr. Wong currently holds positions in various organizations and associations, and has won numerous awards, details of which are set out below:

<u>Organization</u>	<u>Position</u>
The 11th and 12th National Committee of the Chinese People's Political Consultative Conference (政協第十一屆和第十二屆全國委員會)	Member
China Society for Promotion of the Guangcai Program <sup>1</sup> (中國光彩事業促進會)	Vice president
All-China Federation of Industry & Commerce <sup>2</sup> (中華全國工商業聯合會)	Standing committee member
Hong Kong China Chamber of Commerce (香港中國商會)	Founding president
Federation of Hong Kong Shenzhen Association (香港深圳社團總會)	Permanent honorary president
Federation of Industry and Commerce of Jiangxi (江西省工商業聯合會)	Vice chairman
The Second Council Committee of Jiangxi Businessmen's Alliance in China (江西贛商聯合總會第二屆理事會)	Standing vice president

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Year	Award	Organization
2009	Award for Excellence in the National Guangcai Program (光彩事業突出貢獻獎)	China Society for Promotion of the Guangcai Program <sup>1</sup> (中國光彩事業促進會)
2008	Shandong's "Leading Overseas Chinese Entrepreneurs" (山東省“傑出僑商”獎)	“Leading Overseas Chinese” Nomination Committee, Shandong Province, the PRC (中國山東省“傑出僑商”評選委員會)
2008	China's Top Ten Leading Jiangxi Businessmen (中國十大傑出贛商)	Foreign Economic and Technical Cooperation Office, Jiangxi Province, the PRC (中國江西省對外經濟技術合作辦公室) Jiangxi Daily (江西日報社) Academy of Social Science, Jiangxi, the PRC (中國江西省社會科學院) Federation of Industry & Commerce, Jiangxi, the PRC (中國江西省工商業聯合會)
2007	China's Top Ten Individual Contributors to the Guangcai Program (中國十大光彩人物)	CCTV-2 (中國中央電視台經濟頻道) China Society for Promotion of the Guangcai Program (中國光彩事業促進會) <sup>1</sup> China Association of Small and Medium Enterprises (中國中小企業協會)
2004	Jiangxi's Ten Most Charitable Individuals (江西十大愛心人士)	Charity Federation, Jiangxi province, the PRC (中國江西省慈善總會) Federation of Industry & Commerce, Jiangxi, the PRC (中國江西省工商業聯合會) Jiangxi Daily (江西日報社)
2002	Gold Medal for Achievements in the Guangcai Program of Guangdong Province (廣東省光彩事業金獎)	Party Committee United Front Work Department, Guangdong province, the PRC (中國廣東省委統戰部) Federation of Industry & Commerce Guangdong province, the PRC (廣東省工商業聯合會) Society for Promotion of the Guangcai Program, Guangdong province, the PRC (廣東省光彩事業促進會)

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- 1 Also called China Glory Society, an independent non-governmental organization established in 1995, which composed of voluntary private sector businessmen from mainland China, Hong Kong, Macau, Taiwan as well as other countries, with the aim of alleviating poverty and fostering economic development in poverty-stricken areas in the PRC.
- 2 A civil association established in 1953 under the leadership of the PRC communist party, and served as a channel for the PRC communist party and the PRC government to liaise with enterprises and businessmen in the private sector.

Mr. Wong is the uncle of Mr. Huang Dehong, the executive Director of our Company.

**Mr. Huang Dehong (黃德宏)**, aged 35, is our executive Director. He was appointed as the Director of our Company in March 2013 and is primarily responsible for the day to day management of the business of our Group. Mr. Huang has seven years of experience in the trade center development and operations industry. He has been the director of Ningxiang Hydoo Guangcai Trade Center Development Company Limited since July 2009, the general manager of Ningxiang Hydoo Guangcai Trade Center Development Company Limited since December 2010 and the director and general manager of Wuzhou Hydoo Commercial and Trade Center Development Company Limited since April 2012. He was also the deputy general manager of Ningxiang Hydoo Guangcai Trade Center Development Company Limited from July 2009 to December 2010. From January 2006 to June 2009, he served as the executive deputy general manager of Shuo Zhou Howard Commercial and Trade Center Development Company Limited (朔州豪德貿易廣場開發有限公司), and was responsible for assisting the general manager with the company's operations and management.

Mr. Huang graduated from Sun Yat-sen University with a diploma in law in June 1998.

Mr. Huang is the nephew of Mr. Wong Choihing, the executive Director, Chairman and chief executive officer of our Company.

### Non-Executive Directors

**Mr. Yuan Bing (袁兵)**, aged 45, is our non-executive Director. He was appointed as the Director of our Company in July 2011 and is primarily responsible for providing strategic advice and guidance on the business and operations of our Group. Mr. Yuan has more than ten years of experience in the investment banking industry and has extensive knowledge in corporate financing, listings and mergers and acquisitions transactions. Mr. Yuan joined Hony Capital in April 2009 and has served as managing director of the investment department of its Hong Kong office since January 2010. Currently, he is also a director of Top Amuse and a non-executive and non-independent director and member of audit and compensation committees of Biosensors International Group, Ltd., a company listed on Singapore Stock Exchange. Prior to joining Hony Capital, Mr. Yuan served as managing director of the direct investment department of Morgan Stanley Asia Limited from October 2006 to 2009. Before that, Mr. Yuan served as managing director of the PRC enterprises corporate financing department of Morgan Stanley Asia Limited from April 2004 to June 2006. Mr. Yuan also served as the vice president of Credit Suisse First Boston (Hong Kong) Limited from September 2001 to March 2004.

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Mr. Yuan received a bachelor of arts degree in English from Nanjing University in July 1990. He also obtained a master's degree in international relations in June 1993 and a juris doctorate's degree in June 1998 from Yale University.

### Independent Non-Executive Directors

**Mr. Yang Xianzu (楊賢足)**, aged 74, was appointed as an independent non-executive Director of our Company in March 2013. Mr. Yang has more than 30 years of experience in telecommunications industry. Currently, he serves as an independent non-executive director of several companies listed on the Stock Exchange, namely, Dongfeng Motor Group Company Limited, China Wireless Technologies Limited and CITIC Telecom International Holdings Limited (stock code: 489, 2369 and 1883, respectively). He is also an independent director of 263 Network Ltd (二六三網路通信股份有限公司), a company listed on the Shenzhen Stock Exchange. Since 2003, he has served as a member of the 10th National Committee of CPPCC, an external director of Baosteel Group Corporation (寶鋼集團有限公司) and China Electronics Corporation (中國電子資訊產業集團公司) successively. From 1999 to 2003, he served as the Chairman of China United Telecommunications Corporation Limited (中國聯合通信股份有限公司) (a company listed on Shanghai stock exchange) and from 2000 to 2003, he served as the chairman of China Unicom (Hong Kong) Limited (a company listed on New York Stock Exchange and Stock Exchange). Prior to that, he successively served as the deputy minister of the Ministry of Post and Telecommunications and the Ministry of Information Industry. He also served as the director of Henan Administration for Post and Telecommunications from 1986 to 1990 and the deputy director of Hubei Administration for Post and Telecommunications from 1983 to 1986.

**Mr. Wang Lianzhou (王連洲)**, aged 74, was appointed as an independent non-executive Director of our Company in March 2013. Currently, he serves as an independent director of Beijing Tongrentang Co. Ltd (a company listed on Shanghai Stock Exchange), Hwabao Trust Co. Ltd. (華寶信託有限責任公司), Great Wall Fund Management Co. Ltd., Heaven-Sent Capital Management Group Co. Ltd. (矽谷天堂資產管理集團), and the director of the editorial committee of Securities Investment Fund Yearbook. He also acted as an independent director of China Asset Management Co., Ltd and the independent supervisor of Baoying Fund Management Co. Ltd., and the president of the Trust and Fund Institution of the People's University of China. He previously worked at finance and economy committee of National People's Congress ("**NPC Finance and Economy Committee**") and was responsible for coordinating the work between the NPC Finance and Economy Committee and the relevant departments of the PRC central government and to launch the legislation on economic matters. He successively served as the vice chief and the chief of the finance group of the NPC Finance and Economy Committee office, the deputy director of the office and economic law office, bureau-level inspector of research institute. He also served as the group leader in drafting the *Securities Law*, *Trust Law*, and *Investment Fund Law* of China, consistently dedicating to the construction of legal system for capital market.

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**Mr. Lam, Chi Yuen Nelson (林智遠)**, aged 45, was appointed as an independent non-executive Director of our Company in March 2013. He has extensive experience in professional accountancy in Hong Kong, in particular in advising and speaking on issues relating to International and Hong Kong financial reporting standards in Hong Kong and other Asian cities. Currently, he is the sole proprietor of Nelson and Company, Certified Public Accountants which has been in operation since February 2005. He has been appointed as a non-official non-executive director of the Urban Renewal Authority Board of Hong Kong SAR since May 2013. He has been the independent non-executive director of China Resources Cement Holdings Limited, a company listed in Stock Exchange (stock code: 1313), since August 2008. He has also been appointed as a member of the Financial Reporting Review Panel since July 2013 and a member of the Air Transport Licensing Authority since August 2013.

Mr. Lam is a practicing fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a member of several professional bodies in Australia, the USA and the United Kingdom, including CPA Australia, the American Institute of Certified Public Accountants and the Institute of Chartered Accountants of England and Wales. He is also a CFA charter holder and a fellow member of the Hong Kong Institute of Directors. Mr. Lam is currently the president of the Society of Chinese Accountants and Auditors.

Mr. Lam received a bachelor of business administration degree in accounting from the Hong Kong Baptist University (formerly known as Hong Kong Baptist College) in January 1992, a master of business administration degree from The Hong Kong University of Science and Technology in November 1998 and a master of science degree from The Chinese University of Hong Kong in November 2001.

Please refer to the section headed “Appendix V – Statutory and General Information” in this prospectus for further information about our Directors, including the particulars of their service contracts and remuneration, and details of the interests of our Directors in our Shares (within the meaning of Part XV of the SFO).

Except as disclosed in this prospectus, each of our Directors has confirmed that there are no other matters relating to his/her appointment as a Director that needs to be brought to the attention of our Shareholders and there is no other information in relation to his appointment which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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### SENIOR MANAGEMENT

Name	Age	Position/Title
Wong Choihing (王再興)	61	Chairman, chief executive officer and executive Director
Wu Bo (吳波)	43	Vice president, chief financial officer
Huang Wenbin (黃文濱)	49	Vice president, Sales and Marketing
Zhao Yande (趙彥德)	36	Vice president, General Manager of Ganzhou Project
Chen Zhongmin (陳忠民)	58	Vice president, Design
Zhou Zhiyuan (周志元)	40	Vice president, Construction
Wang Xiangui (王顯貴)	56	Director, Project Development
Ma Yi (馬禕)	44	Assistant-to-president, Director of Strategic Planning and Project Operations

**Mr. Wong Choihing (王再興)**, please refer to his biography under the paragraph headed “Board of Directors – Executive Directors” in this section.

**Mr. Wu Bo (吳波)**, aged 43, was appointed as vice president and chief financial officer of our Company in November 2011 and is primarily responsible for the overall financial affairs of our Group. Prior to joining our Group, Mr. Wu had been involved in the establishment of several startup companies from August 2005 to November 2011, which included Myetong.com (online stores search engine), Caton Oversee (research and development of streaming media device), Hinora.com (touch screen module production) and Vodino.com (interactive system development). From May 2004 to August 2005, Mr. Wu acted as the vice president and chief operating officer of China Finance Online Co., Ltd. (a company listed on NASDAQ). Before returning to China, from September 1998 to September 2001, Mr. Wu worked at Dun & Bradstreet Corporation during which he was rotated in Moody’s Investor Services and two other companies. In May 2000, he was promoted to the director of global corporate development of Dun & Bradstreet Corporation.

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Mr. Wu received a bachelor of science degree in material science from the University of Science and Technology in July 1992 and a master's degree in biochemistry and a master of business administration degree from Rutgers, the State University of New Jersey in May 1995 and October 1998, respectively.

**Mr. Huang Wenbin (黃文濱)**, aged 49, was appointed as a vice president of our Company in November 2011 and is primarily responsible for sales and marketing management of our Group. Mr. Huang has 18 years of experience in sales and marketing. Prior to joining our Group, Mr. Huang was the vice general manager of Hong Kong Howard Group Company Limited from February 2005 to November 2011, and was principally in charge of the sales and marketing of trade center projects. Mr. Huang was also the deputy general manager of the Jining Hydo Logistics Center Development Company Limited from May 2010 to November 2011, and was responsible for sales and marketing of the Jining Trade Center. Concurrently, Mr. Huang served as deputy general manager of China South City Xi'an Company Limited (西安華南城有限公司) in charge of marketing from January 2010 to October 2011, and was responsible for sales and marketing management. Mr. Huang served as the deputy general manager of Jingdezhen Howard Trade Center Development Company Limited (景德鎮豪德貿易廣場開發有限公司) from January 2001 to June 2005. He also acted as the deputy general manager/general manager of Jiangxi Howard Group Bioengineering Industrial Co., Ltd. (江西豪德集團生物工程實業有限公司) from November 1998 to December 2000 and the deputy general manager of Ganzhou Lifa Metal Products Company Limited (贛州利發金屬製品有限公司) from March 1994 to November 1998.

**Mr. Zhao Yande (趙彥德)**, aged 36, is a vice president of our Company since November 2011, and a general manager of the Ganzhou project of our Company since December 2012. From November 2011 to November 2012, Mr. Zhao served as the vice president of construction management of our Company and was primarily responsible for the overall construction management of our Group. Mr. Zhao has more than ten years of experience in construction management. Prior to joining our Group, he was also the deputy general manager of Jining Hydo Logistics Center Development Company Limited from February 2010 to November 2011 and was responsible for construction management of the Jining Trade Center. Concurrently, Mr. Zhao acted as the deputy general manager of construction in China South City Xi'an Company Limited (西安華南城有限公司) from October 2009 to October 2011, and was responsible for managing the construction of the entire project. From November 2008 to October 2009, Mr. Zhao acted as the deputy general manager of construction in Jingdezhen Howard Trade Center Development Company Limited (景德鎮豪德貿易廣場開發有限公司), and was responsible for managing the construction of the entire project. From May 2006 to November 2008, Mr. Zhao worked for Shenzhen China Overseas Construction Limited (深圳中海建築工程有限公司), and was responsible for managing the construction of the Futian Shangri-La Hotel, Kerry Plaza and Zhuhai Silver Bay projects. From July 2000 to May 2006, Mr. Zhao worked for China State Construction International Holdings Ltd., and was responsible for managing the reconstruction of Kowloon Hospital, the 101 Area project and other projects.

Mr. Zhao received a bachelor's degree in construction management from Chongqing University in July 2000, and a masters of science degree in project management from the Hong Kong Polytechnic University in December 2007.

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**Mr. Chen Zhongmin (陳忠民)**, aged 58, was appointed as a vice president of our Company in November 2011 and is primarily responsible for the overall project plan and architectural design management of our Group. Mr. Chen has more than ten years of experience in city planning, architectural design, commercial real estate development and operations management. Prior to joining our Group, Mr. Chen acted as the chief planner of Hong Kong Howard Group Company Limited from April 2007 to November 2011, and was responsible for site selection, design and planning of all the projects of the group. Concurrently, Mr. Chen acted as the executive deputy general manager of Jining Hydoo Logistics Center Development Company Limited from February 2010 to November 2011 and was responsible for the daily management of the company and the design of Jining Trade Centre. From April 2006 to April 2007, he was the general manager of Shenzhen Minghao Investment Company Limited (深圳市銘豪投資公司), and was responsible for the property development and operations of the project companies, especially Muyang project. From August 2002 to February 2006, he successively served as the deputy general manager of Quanying Weiye (Beijing) Investment Management Company Limited (全贏偉業(北京)投資管理有限公司), the general manager of Henan Luohe Quanying Weiye Estate Company Limited (河南漯河全贏偉業置業有限公司) and the deputy general manager, executive deputy general manager and general manager of Henan Pingdingshan Trade Center Development Company Limited (河南平頂山貿易廣場開發有限公司), and was responsible for the project development.

Mr. Chen was the director and architect of the design department of Jiangxi Ganzhou Architecture Design Institute, the director of Ganzhou City Planning and Survey Design Institute, the director of Ganzhou City Planning Bureau, a member of the Management Committee of China Association of City Planning and vice president of the Jiangxi Association of City Planning. Mr. Chen was granted the title of senior engineer in city planning by the professional title reform leading group (職稱改革領導小組) of Jiangxi province in September 1997.

Mr. Chen graduated from Jiangxi Normal University (江西師範大學) with a diploma in arts in February 1977.

**Mr. Zhou Zhiyuan (周志元)**, aged 40, was appointed as a vice president of our Company in December 2012 and primarily responsible for the construction for the Group. Mr. Zhou has nine years of experience in construction management. From December 2010 to December 2012, he served as the general manager of the planning and construction management department of Kaisa Group Holdings Ltd. (佳兆業集團控股有限公司), responsible for the project development, planning and operation and the construction management of the group. During the same period, he concurrently served as the general manager of Taijian Construction Engineering Co., Ltd. (泰建建築工程有限公司) under the group. He also served as the deputy general manager of Liyu Construction Design Company (麗雨建築設計公司) under the group, responsible for decoration, landscape design and management from June 2012 to December 2012. From March 2010 to November 2010, he served as the deputy general manager of Changsha Kaifu Wanda Plaza Investment Company Limited (長沙開福萬達廣場投資有限公司), in charge of the construction work. From July 2007 to February 2010, he successively served as the chief of general housing management center and project general manager of

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Dongguan Vanke Real Estate Co., Ltd (東莞萬科房地產有限公司), and was responsible for its project development and construction management. From July 2004 to July 2007, he served as the construction manager of Guangdong Century City Group Company Limited (廣東世紀城集團有限公司), in charge of its project development and construction management.

Mr. Zhou received a bachelor of science degree in water conservancy and hydropower engineering construction from Tsinghua University in July 1995.

**Mr. Wang Xiangui (王顯貴)**, aged 56, was appointed as the director of the project development department of our Company in December 2010 and is primarily responsible for the project development of the Group. Mr. Wang has more than 15 years of experience in project development of trade centers. From January 2010 to November 2010, Mr. Wang served as the manager of project development department of Hydoo HK and was responsible for the project development of the company. From August 1995 to November 2010, he was the manager of project development department of Hong Kong Howard Group Company Limited, and was responsible for the project development.

He has been awarded the title of the outstanding entrepreneur with social responsibility of Weifang city in December 2010.

**Mr. Ma Yi (馬禕)**, aged 44, was appointed as the assistant-to-president and director of strategic planning and project operations of our Company in July 2012 and is primarily responsible for the strategic planning and project operations of our Group. Prior to joining our Group, Mr. Ma also acted as the assistant-to-president and director of the commerce department of Diamond Park Creative Design (Shenzhen) Co., Ltd (寶鑽園創意設計(深圳)有限公司). From July 2007 to August 2009, Mr. Ma acted as the marketing director of China South International Industrial Materials City (Shenzhen) Co. Ltd (華南國際工業原料城(深圳)有限公司), a wholly-owned subsidiary of China South City Holdings Limited. Mr. Ma also worked in Guangzhou International Commodity Exhibition & Trade Center Company Limited (廣州國際商品展貿城股份有限公司) and Lionda Holdings (Group) Co., Ltd (a company listed on Shenzhen stock exchange).

Mr. Ma received a bachelor of science degree from Guangxi University of Technology (廣西工學院) in July 1991.

### Company Secretary

**Ms. Mok, Mun Lan Linda (莫敏蘭)**, aged 49, was appointed as the company secretary of our Company in March 2013. Ms. Mok has over 15 years of professional experience in the company secretarial field. Ms. Mok was employed by Hongkong Managers & Secretaries Limited since 2007 and currently is their senior manager specializing in provision of corporate services. Ms. Mok started her career at Chan Chee Cheng & Co., certified public accountants, as a senior secretarial officer from March 1991 to September 1997. She rejoined the company as company secretarial manager in April 2005. From August 2001 to September 2004, Ms. Mok served as the company secretarial officer of Lei Shing Hong Limited (a company previously

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listed on the Stock Exchange). From May 2000 to August 2001, she acted as the company secretary of Maxcorp Holdings Limited. Ms. Mok also worked in the corporate services department of Deacons (formerly known as Deacons Graham & James) as an executive officer from September 1997 to May 2000.

Ms. Mok was awarded a higher certificate in company secretaryship & administration with credit from the Hong Kong Polytechnic University in October 1995 and graduated with a bachelor of laws degree from the University of London in August 2004. She became an associate member of the Institute of Chartered Secretaries and Administrators and an associate member of the Hong Kong Institute of Chartered Secretaries in April 1997.

### COMMITTEES UNDER THE BOARD OF DIRECTORS

#### **Audit Committee**

The Company established an audit committee with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The audit committee consists of three members, namely Mr. Yuan Bing, our non-executive Director and Mr. Yang Xianzu and Mr. Lam, Chi Yuen Nelson, our independent non-executive Directors. Mr. Lam, Chi Yuen Nelson has been appointed as the chairman of the audit committee, and is our independent non-executive Director possessing the appropriate professional qualifications. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of our Group, oversee the audit process and perform other duties and responsibilities as assigned by our Board.

#### **Remuneration Committee**

The Company established a remuneration committee with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The remuneration committee has three members, namely Mr. Wong Choihing, our executive Director and Mr. Wang Lianzhou and Mr. Lam, Chi Yuen Nelson, our independent non-executive Directors. Mr. Wang Lianzhou, our independent non-executive Director, has been appointed as the chairman of the remuneration committee. The primary duties of the remuneration committee are to establish and review the policy and structure of the remuneration for the Directors and senior management and make recommendations on employee benefit arrangement.

#### **Nomination Committee**

The Company established a nomination committee with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The nomination committee consists of two independent non-executive Directors, being Mr. Yang Xianzu and Mr. Wang Lianzhou and one executive Director, being Mr. Wong Choihing. Mr. Yang Xianzu, our independent non-executive Director, has been appointed as the chairman of the nomination committee. The primary duties of the nomination committee are to review the structure, size and composition of the Board and make recommendations to our Board on the appointment and removal of Directors of our Company.

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### COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management of our Company receive compensation in the form of salaries, bonuses, contributions to pension schemes, long-term incentives (including share-based compensation), housing and other allowances and benefits in kind subject to applicable laws, rules and regulations. We also reimburse them for expenses which are necessarily and reasonably incurred for providing services to us or executing their functions in relation to our operations.

The aggregate amount of compensation (including any fees, salaries, allowances, benefit in kind, pension scheme contributions, equity-settled share-based payments and bonus) paid to the Directors for the years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2012 and 2013 were approximately RMB0.6 million, RMB0.5 million, RMB6.6 million, RMB2.9 million and RMB3.6 million, respectively. The aggregate amount of compensation (including salaries, pension scheme contribution, equity-settled share-based payments and bonus) paid to the five highest paid individuals of our Group for the years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2012 and 2013 were approximately RMB1.5 million, RMB2.1 million, RMB6.2 million, RMB2.7 million and RMB2.8 million, respectively.

Under the arrangements currently in force, we estimate the aggregate of the remuneration and benefits in kind payable to the Directors for the year ended December 31, 2013 to be RMB7.4 million.

During the Track Record Period, no remuneration was paid to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as compensation for loss of office. None of our Directors waived any emoluments during the Track Record Period.

Save as disclosed above, no other payments have been made or are payable for the year ended December 31, 2010, 2011 and 2012 or the six months ended June 30, 2012 and 2013 by any member of our Group to any of our Directors.

### COMPLIANCE ADVISER

Our Company will appoint Guotai Junan International as our compliance adviser prior to the Listing pursuant to Rule 3A.19 of the Listing Rules to provide advisory services to our Company pursuant to the requirements thereunder. Pursuant to Rule 3A.23 of the Listing Rules, Guotai Junan International will, inter alia, advise our Company with due care and skill on a timely basis when consulted by our Company in the following circumstances:

- before the publication by our Company of any regulatory announcement (whether required by the Listing Rules or requested by the Stock Exchange or otherwise), circular or financial report;
- where a transaction, which might be a notifiable or connected transaction under Chapters 14 or 14A of the Listing Rules, is contemplated by our Company including share issues and share repurchases;

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- where our Company proposes to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where the business activities, developments or results of our Company deviate from any forecast, estimate, or other information in this prospectus; and
- where the Stock Exchange makes an inquiry of our Company under Rule 13.10 of the Listing Rules.

The term of the appointment will commence on the Listing Date and end on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year commencing after the Listing Date and such appointment may be subject to extension by mutual agreement.