

DIRECTORS, SENIOR MANAGEMENT AND STAFF

DIRECTORS

Executive Directors

GUO Fansheng, aged 48, is the chief executive officer and an executive Director of the Company. Mr. Guo founded the Group in October 1992 and is responsible for the overall strategic development and policy of the Group. From 1990 to 1992, Mr. Guo worked as a manager in a State-owned business information company in Beijing. From 1987 to 1990, Mr. Guo served as a director of the Liaison Office and General Office of the Economic System Reform Institute under the State Commission for Economic Restructuring, and as the deputy director of the Western China Development Research Centre. Prior to working at the State Commission for Economic Restructuring, Mr. Guo served from 1982 to 1987 as a senior official in the government of the Inner Mongolia Autonomous Region. Mr. Guo obtained a bachelor degree in industrial economics from the Renmin University of China in 1982.

WU Ying, aged 35, is an executive Director and chief operating officer of the Company. Ms. Wu joined the Group in 1993 and became a vice president in 1997. She is responsible for the overall management of the daily operations of the Group. Ms. Wu graduated from Shaanxi Institute of Industry and Commerce with a bachelor degree in economic information management in 1988 and obtained a master of business administration degree from Guanghua School of Management of Peking University in 1999.

LAI Sau Kam, Connie, aged 30, is an executive Director, company secretary and qualified accountant of the Company. Ms. Lai joined the Group in October 2000 as financial controller and is responsible for the management of the finance and accounting activities of the Group. Prior to that, she spent over four years in PricewaterhouseCoopers. She is a qualified accountant with over seven years' experience in accounting, auditing and financial management. Ms. Lai graduated from the Chinese University of Hong Kong in 1996 with a bachelor degree in professional accountancy and is an associate member of the Association of Chartered Certified Accountants.

Non-Executive Directors

Hugo SHONG, aged 47, is a non-executive Director, senior vice president of IDG, president of IDG Asia, Inc., and a director of IDGVC. Mr. Shong has headed IDG's operations in information technology publishing, market research, tradeshows and venture investment in the Asia Pacific region. He obtained his master degree in communications from Boston University majoring in journalism in 1987 and he graduated from Hunan University in 1982 majoring in English.

YANG Fei, aged 45, is a non-executive Director, a vice president of IDGVC, and a director of Guangdong Pacific Technology Co., Ltd. Mr. Yang worked as the Head of Listing Department of the Guangdong Securities Regulatory Commission, before joining IDGVC in 1997. He graduated from Guangzhou Zhongshan University where he obtained his bachelor of science degree in natural geography in 1982 and his master degree in environmental geography in 1989. Mr. Yang is one of the main researchers in the State's key research project – China Regional Development Strategic Research and is experienced in regional economic development research. He has been working in the regulation of the securities business for many years and is familiar with the evolution and operation of the domestic securities market. He has extensive experience in capital operations, mergers and acquisitions, and financing through listings.

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Independent Non-Executive Directors

ZHANG Ke, aged 50, is an independent non-executive Director. Mr. Zhang is a certified public accountant in the PRC and is currently the chairman and managing partner of ShineWing Certified Public Accountants. He graduated from Renmin University of China in 1982 with a bachelor degree in economics majoring in industry economics. He has over 20 years of experience in the fields of economics, accounting and finance. Mr. Zhang is currently a director of the Chinese Institute of Certified Public Accountants, a committee member of the Certified Public Accountants Examination Committee of the Ministry of Finance, a part-time professor of the department of accounting of Renmin University of China and a part-time professor of the management school of the China Science Academy.

XIANG Bing, aged 41, is an independent non-executive Director. Dr. Xiang is currently the founding dean and professor of the Cheung Kong Graduate School of Business and a professor of the Guanghua School of Management of Peking University. He graduated from the University of Alberta with a master of business administration degree and subsequently obtained a doctorate degree. Dr. Xiang previously taught in the Hong Kong University of Science and Technology.

GUO Wei, aged 40, is an independent non-executive Director. Mr. Guo has been the president and chief executive officer of Digital China Holdings Limited since 2001. Mr. Guo obtained a bachelor degree in engineering management from Northeastern University, PRC in 1985 and subsequently graduated from the China University of Science and Technology in 1988 with a master of science degree in management. He joined Legend Group in 1988 and has held different senior positions in Lenovo Group, including assistant president of Legend Group, deputy general manager of Legend Hong Kong and executive director of Legend Group.

Senior Staff

Alex LEE, aged 34 has been the chief financial officer of the Company since joining the Group in April 2000. Prior to joining the Group, Mr. Lee spent six years with Colonial First State Investments Group and Hambros Australia as a fund manager and was seconded to CMG CH China Funds Management. During that period, Mr. Lee managed a publicly listed closed-ended fund which invested in Greater China's equity market. Mr. Lee graduated with a bachelor degree in accounting from Northern University of Malaysia. He was an executive Director and is a director of Sina Huicong Advertising (Beijing) Ltd..

CHEN Pei, aged 41, is a vice president and chief technology officer of the Company. Mr. Chen has served the Group as vice president and chief technology officer since January 2000. He is responsible for technology-related matters and is in charge of the Group's software business. Mr. Chen previously worked at CHINET Information Technology Co. Ltd., a leading Internet access company in China, from 1997 to 1999 and was subsequently appointed as its president. Prior to that, Mr. Chen spent one year at the Orient Longma Information Centre as deputy general manager and chief engineer and one year at Huaruan Electronics Technology Co. Ltd. as general manager. From 1989 to 1995, Mr. Chen worked at the computing centre of the general staff of the People's Liberation Army. He graduated from Zhejiang University in 1982 with a bachelor degree in mathematics.

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YAO Lin, aged 52, is a vice president and chief research officer of the Group. Mr. Yao joined the Group in October 1998 as chief research officer. He was instrumental in establishing and is responsible of the management of the Group's data library. Mr. Yao is also responsible for the operations of the market research and analysis service of the Group. Mr. Yao served as deputy director of the Economics Department of the Nankai University in China and a visiting professor at Hitotubashi University of Japan. He obtained a bachelor degree in economics from Lanzhou University in 1987 and a master degree in economics from Nankai University in 1983.

CHEN Bo, aged 35, has been a vice president and chief information officer of the Company since April 2003. He is responsible for the research and development of software products of the Group. Mr. Chen previously worked at Hyperion Solutions Corporation, USA as a product manager. Before joining Hyperion Solutions Corporation in 1998, Mr. Chen spent nine months at Eastman Kodak Company, USA as senior research officer and two years as manager and deputy chief executive officer of Hangzhou Maikang Software Development Company Limited (杭州邁康軟體發展公司). Mr. Chen graduated from Purdue University, USA in 1998 with a doctorate degree in industrial engineering and a master of business administration degree from Connecticut University, USA in 2003. He is the brother of Mr. Chen Pei.

GUO Jiang, aged 30, joined the Group in 1996 as manager and become vice president of the Group in 2002 and is responsible for business regarding business information. Prior to that, Mr. Guo spent two years at the Broadcasting Science Institute of the State Administration of Radio, File and Television as an assistant to director. Mr. Guo graduated from the Harbin University of Commerce in 1994 with a bachelor degree in computer science. He also attended the Business Administration Course for senior management of modern enterprise conducted by Guanghua Business School of Peking University in 2002.

HUANG Haixin, aged 36, joined the Group in 1997 and became vice president of the Group in 2002 and is responsible for the Group's trade catalogue service regarding the paint and coatings and medicine sectors. Prior to that, Mr. Huang spent seven years at the Information Branch of the China National Chemicals and Light Industry Material Corporation of the Ministry of Commerce as deputy general manager. Mr. Huang graduated from the Dongbei University of Finance and Economics in 1990 with a bachelor degree in economics. He attended the MBA program at Renmin University of China in 2001 and the Business Administration Course for senior management of modern enterprise conducted by Guanghua Business School of Peking University in 2002.

WU Xian, aged 35, joined the Group in 1998 as general manager of HC Advertising and become vice president of the Group in 2002 and is responsible for the Group's television advertising service. Mr. Wu has over seven years' experience in media advertising. He spent one year at Cleverlion Advertising (Beijing) Co., Ltd and another year at FCB-Magecom Advertising Corporation as media manager. Mr. Wu graduated from the Dongbei University of Finance and Economics in 1992 with a bachelor degree in investment.

WANG Xiaoyu, aged 46, joined the Group in 1993. She was the general manager of the Wuhan Huicong Advertising Information Consultants Co., Ltd. and became president of the southern region and vice president of the Group in 2001. Ms. Wang is responsible for the management of the branch offices of the Group outside Beijing. She has over twenty-one years' of working experience. Ms. Wang graduated from Central Radio and TV University in 1985 with a major in electronics. She also attended the Business Administration Course for senior management of modern enterprise conducted by Guanghua Business School of Peking University in 2002.

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LIU Ying, aged 33, is a vice president of the Company. Ms. Liu has been the Group's vice president since 1997 and is one of the founding employees of the Company. She is responsible for the Internet classified advertising service of the Group. Ms. Liu established the Wuhan branch office in 1993 and in September 1996, she was relocated to the Company's Beijing headquarters to oversee the Group's Internet advertising business. She was primarily responsible for the development of the Group's media advertising business by obtaining key clients. Ms. Liu graduated from Beijing Normal University with a bachelor degree in Chinese literature in 1992.

WANG Yonghui, aged 43, joined the Group in 1992. Ms. Wang was marketing manager and vice president of the Group in October 1996. She is responsible for the print periodicals advertising services of the Group. Prior to joining the Group, she spent eight months in China Public Relationship Company as an assistant marketing manager and another eight months in China Industrial and Commercial Economic Consultant Company Business Information Analysis Centre as a marketing officer.

WANG Chong, aged 49, was one of the founding employees of the Group in 1993. He was the manager, vice president and chief media supervisor of the Group and became the chief editor of *www.sinobnet.com* in 2000. Mr. Wang has over nine years' working experience at Beijing Municipal Institute of Science and Technology Information, Beijing Centre of Urban System Engineering and the Economic System Reform Institute and the State Commission for Economic Restructuring as research officer and editor. Mr. Wang graduated from Renmin University of China in 1983 with a bachelor degree in economics.

AUDIT COMMITTEE

The Group established an audit committee of the Company on 24 July, 2003 with written terms of reference in compliance with the requirements as set out in Rules 5.23, 5.24 and 5.25 of the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group and provide advice and comments to the board of Directors.

Two independent non-executive Directors, Mr. Zhang Ke and Mr. Xiang Bing, and one non-executive Director, Mr. Yang Fei, have been appointed to the audit committee. Mr. Zhang Ke, one of the independent non-executive Directors, has been appointed as the chairman of the audit committee.

COMPLIANCE COMMITTEE

The Company established a compliance committee on 30 November, 2003, comprising the compliance officer, an executive Director, two independent non-executive Directors, the in-house legal counsel, the chief financial officer and the company secretary of the Company. The duties of the compliance committee include, inter alia, (i) to assist and work with the compliance officer in carrying out his duties and responsibilities as laid down in the relevant PRC laws and regulations and the GEM Listing Rules; and (ii) to review and suggest ways to improve the existing compliance procedures of the Company. Meetings of the compliance committee will be held on a monthly basis in normal circumstances or where the circumstances so warrant. Regular meetings will be held between the Company and the Sponsor during the term of the continuing sponsorship period on a monthly basis or where the circumstances so warrant so that the Company can better understand the recent and future developments of the Company while facilitating efficient communication between the Company and the Sponsor.

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DIRECTOR'S REMUNERATION

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years commencing on 30 November, 2003 which shall be terminated in accordance with the terms of the service contract. Each of the executive Directors will receive a salary which is subject to annual review and adjustment in each year, to be determined at the discretion of the Board.

The total basic salary and benefits in kind receivable by the executive Directors and non-executive Directors for each of the two years ended 31 December, 2002 and the year ending 31 December, 2003 was and will be approximately RMB2.1 million, RMB2.1 million and RMB2.4 million, respectively. Details of the terms of the service contracts are set out in the paragraph headed "Further information – Particulars of service contracts" in Appendix V to this prospectus.

STAFF

As of 30 June, 2003, the Group has a total of 1,984 employees which were engaged in the following functions:

Sales and Marketing	891
Management and Administration	355
Information Technology	187
Research, Analysis and Information	138
Data Processing	77
Finance and Accounting	70
Others	266
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Total	1,984

The Group has not experienced any disruption of its business operations due to labour disputes. The Directors consider that the Group has a good relationship with its employees.

The Group offers a comprehensive remuneration package and benefits to its employees, including performance bonuses, a medical scheme and a provident fund. In order to attract, attain and motivate quality employees, the Group will review remuneration packages from time to time.

Pre-IPO Share Option Scheme

On 30 November, 2003, the Company approved and adopted the Pre-IPO Share Option Scheme. Details of the Pre-IPO Share Option Scheme are set out in Appendix V to this prospectus.

Share Option Scheme

The Company has conditionally adopted the Share Option Scheme on 30 November, 2003. A summary of the principal terms of the Share Option Scheme is set out in Appendix V to this prospectus.

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OTHER STAFF BENEFITS

The Company also provides other benefits to its staff including bonuses and medical insurance.

Since the commencement of its business in October 1992, the Group has not experienced any disruption of its operations due to strikes or other labor disputes or any significant difficulty in recruiting staff for its operations activities. The Group considers its labor relations to be good.

The Group and its employees participate in a state retirement plan regulated by the PRC government, pursuant to which the Group and its employees are required to make contributions to the plan. The Group currently pays 19% of the basic salaries of the employees and its employees pay 7% of their basic salaries to the plan.