
DIRECTORS, SENIOR MANAGEMENT AND STAFF

DIRECTORS

Our Board consists of seven Directors, three of whom are independent non-executive Directors. Our Board has the general powers and duties for the management and conduct of our business.

The table below sets forth certain information regarding our Directors:

Name	Age	Position
CAO Wei	48	Chief Executive Officer and Executive Director
CHEN Rui	37	Executive Director
TIAN Zhenqing	46	Chairman and non-executive Director
Steven Bruce GALLAGHER	47	Non-executive Director
HU Zhaoguang	73	Independent non-executive Director
BAI Jinrong	61	Independent non-executive Director
KONG Shin Long, Johnny	64	Independent non-executive Director

Executive Directors

CAO Wei (曹璋), Mr. Cao, aged 48, is our Chief Executive officer and executive Director. He was appointed as Director on 7 January 2011 and redesignated as executive Director on 7 December 2011. Mr. Cao joined our Group in April 2009. Mr. Cao is a director and is indirectly interested in the shares of ERG Greater China through his 50% equity interest in BETIT Australia. ERG Greater China was the owner of the entire issued share capital of ERG HK and ERG BJ prior to our Reorganisation. The substance of Mr. Cao's responsibilities and contribution to the business of our Group was demonstrated through his shareholding and directorship in ERG Greater China. Mr. Cao has over 14 years of experience in the management technology and communications industry and has developed strong business relationship and networks in the industry. Through Mr. Cao's experience in the industry and business networks, ERG BJ was able to participate in various projects relating to the ACC System. Because ERG BJ was awarded these projects under Mr. Cao's guidance to develop and manage the business and resulting in an improvement in ERG BJ's business, ERG Greater China subsequently acquired 100% equity interest of ERG HK in March 2010. At the material time, both Mr. Cao and the Vix Group considered that it would be beneficial to both parties to operate ERG HK's business under the joint venture structure and the guidance of Mr. Cao. Mr. Cao has been serving as director of ERG BJ and ERG HK since his appointment in May 2011 and April 2010, respectively. He had been a director and the general manager of Beijing Enterprises Teletron Information Technology Co., Ltd., a company which became a subsidiary of Beijing Development in 2001. From 2005 to 2010, Mr. Cao was an executive director and vice president of Beijing Development (Hong Kong) Limited (a company listed on the Main Board of the Stock Exchange (Stock Code: 154)). From 1996 to 2001, Mr. Cao was the general manager of Beijing Telecom Network Technology Co., Ltd.. Mr. Cao obtained a bachelor's degree in industrial automation from Harbin Institute of Technology in July 1985 and received his certification as senior engineer in 1996. Mr. Cao subsequently obtained an executive MBA (EMBA) from Tsinghua University in July 2009. Save as disclosed above, Mr. Cao had not been a director of any public companies the securities of which are listed on any securities market in Hong Kong and overseas during the last three years preceding the Latest Practicable Date.

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CHEN Rui (陳睿), Mr. Chen, aged 37, is our executive Director. He was appointed as a Director on 7 January 2011 and redesignated as executive Director on 7 December 2011. Mr. Chen joined our Group in April 2009 as a general manager of ERG BJ. He was appointed as a director of ERG BJ in March 2011. From March 2011 to August 2011, he concurrently served as the general manager of Vix Technology in East Asia. In March 2009, Mr. Chen was also appointed as a director of ERG Greater China. Mr. Chen has over six years of experience in the management technology and communications industry. From January 2008 to March 2009, Mr. Chen was engaged in the chartered financial analyst self-study program offered by the CFA Institute to investment and financial professionals. From May 2005 to December 2007, Mr. Chen was the deputy general manager of Vix Technology in East Asia. From July 1997 to October 2002, Mr. Chen worked at the Ministry of Foreign Trade and Economic Cooperation (MOFTEC). He obtained his bachelor's degree in English from Xiamen University in 1997 and a master's degree in business administration from the University of Western Australia in March 2005. Mr. Chen had not been a director of any public companies the securities of which are listed on any securities market in Hong Kong and overseas during the last three years preceding the Latest Practicable Date.

Chairman and non-executive Directors

TIAN Zhenqing (田振清), Dr. Tian, aged 46, is our Chairman and non-executive Director. Dr. Tian joined our Group and was appointed as a Director on 6 July 2011 as nominated by BII HK, Dr. Tian was subsequently redesignated as our Chairman and non-executive Director on 7 December 2011 because of his extensive experience in city metro operation and management. Dr. Tian has extensive industry experience and expertise and currently holds a senior position in BII. As a matter of good corporate governance practices, Dr. Tian, as our Chairman, is not involved in the day-to-day operations of our Group. Dr. Tian's role as our Chairman is to provide leadership for the Board in terms of strategic and business development of our Group, particularly in our Group's expansion plans to capture business opportunities in the expanding PRC market. Dr. Tian concurrently serves as the director and the general manager of BII. Since May 2009, Dr. Tian also concurrently serves as a director of Metro Land Corporation Ltd. (a company listed on the Shenzhen Stock Exchange (Stock Code: 600683)) and as a director of Beijing MTR Corporation Limited, a joint venture company formed amongst MTR Corporation Limited, Beijing Capital Group and BII. Dr. Tian joined BII in 2005 and prior to that he was the vice general manager of Beijing Chemical Industry Group Corporation Co., Ltd.. Dr. Tian obtained a doctorate degree from Huazhong University of Science and Technology in December 2011. Dr. Tian obtained a bachelor's degree in metallurgical machinery from Wuhan University of Science and Technology (formerly known as Wuhan Institute of Iron and Steel) in July 1988 and a master's degree in business administration from Renmin University of China in January 2001. Dr. Tian received his certification as senior engineer in October 1998. Save as disclosed above, Dr. Tian had not been a director of any public companies the securities of which are listed on any securities market in Hong Kong and overseas during the last three years preceding the Latest Practicable Date.

Steven Bruce GALLAGHER, Mr. Gallagher, aged 47, is our non-executive Director. He was appointed a Director on 7 January 2011 and redesignated as non-executive Director on 7 December 2011. Mr. Gallagher joined our Group as a director of ERG Greater China in February 2009. [Mr. Gallagher has over 20 years of experience in the management technology and communications industry.] Mr. Gallagher concurrently serves as an executive director of Vix Technology, a member of the Vix Group. He has served as an executive director of Vix Technology since July 2007. [From 2006 to 2008, Mr. Gallagher was an executive director of Videlli Limited (formerly known as ERG

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Limited and delisted from the Australian Securities Exchange in June 2009). As confirmed by Mr. Gallagher, during the period from 1991 to 2005, he served in various posts with Siemens and he last served as the general manager of the building technology group at Siemens in their Shanghai Operations before leaving the group in 2005.] Mr. Gallagher obtained his bachelor's degree in engineering from the University of Melbourne in 1986. Save as disclosed above, Mr. Gallagher had not been a director of any public companies the securities of which are listed on any securities market in Hong Kong and overseas during the last three years preceding the Latest Practicable Date.

Independent non-executive Directors

HU Zhaoguang (胡昭廣), Mr. Hu, aged 73, is our independent non-executive Director. He joined our Group and was appointed as independent non-executive Director on 7 December 2011. Mr. Hu has over [20] years of experience in economics, finance and corporate management and was widely recognised for his work in these areas. Mr. Hu has been the chairman of audit committee and an independent non-executive director of Digital China Holdings Limited (a company listed on the Main Board of the Stock Exchange (Stock Code: 861)) since September 2004, and an independent non-executive director of BBMG Corporation (a company listed on the Main Board of the Stock Exchange (Stock Code: 2009)) since August 2008. Prior to joining our Group, Mr. Hu was successively chairman of the board of directors of Beijing Enterprises Holdings Limited (a company listed on the Main Board of the Stock Exchange (Stock Code: 392)), president of Beijing Holdings Limited from [May 1997 to May 2003] and an independent non-executive director of China Overseas Land and Investment Limited (a company listed on the Main Board of the Stock Exchange (Stock Code: 688)) from April 2000 to May 2003. From February 1993 to January 1998, Mr. Hu served as vice mayor of Beijing. He obtained his bachelor's degree in electrical engineering from Tsinghua University in July 1965. Save as disclosed above, Mr. Hu had not been a director of any public companies the securities of which are listed on any securities market in Hong Kong and overseas during the last three years preceding the Latest Practicable Date.

BAI Jinrong (白金榮), Mr. Bai, aged 61, is our independent non-executive Director. He joined our Group and was appointed as independent non-executive Director on 7 December 2011. [Mr. Bai has over [25] years of experience in economics, finance and enterprise management. As confirmed by Mr. Bai, prior to joining our Group, Mr. Bai was the vice board chairman and general manager of Beijing Enterprises Group Company Limited from 2005 to 2010; from 2003 to 2004, he was the deputy director of Beijing State-owned Assets Supervision and Administration Commission; from June 2005 to June 2011, Mr. Bai was the executive director of Beijing Enterprises Holdings Limited (a company listed on the Main Board of the Stock Exchange (Stock Code: 392)); from 1992 to 1997, he served as a deputy director of Beijing Economic Structure Reforms Committee; from 1984 to 1992, he served as a deputy director and director of the Policy Research Office of Beijing Chemical Industry Group. Mr. Bai graduated from Beijing Normal University in 1985.] Save as disclosed above, Mr. Bai had not been a director of any public companies the securities of which are listed on any securities market in Hong Kong and overseas during the last three years preceding the Latest Practicable Date.

KONG Shin Long, Johnny (龔興隆), Dr. Kong, aged 64, is our independent non-executive Director. He joined our Group and was appointed as independent non-executive Director on 7 December 2011. Dr. Kong has over [20] years of experience in accounting. Dr. Kong serves as an independent non-executive Director of East China Engineering Science and Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange (Stock Code: 002140)). From 2003 to 2011, Dr.

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Kong was an independent non-executive director of Chifeng Fulong Thermal Power Co., Ltd. (a company listed on the Shenzhen Stock Exchange (Stock Code: 000426)). From 2007 to 2011, he was also an independent non-executive director of China Merchants Property Development Company Limited (a company listed on the Shenzhen Stock Exchange (Stock Code: 000024)). From 2002 to 2010, Dr. Kong was also an independent director of Hebei Chengde Lolo Company Limited (a company listed on the Shenzhen Stock Exchange (Stock Code: 000848)). Dr. Kong was a practising accountant at Pan-China Certified Public Accountant Co., Ltd. In 1997, he was the chief financial officer of Asia Pacific Media Company. In 1993, Dr. Kong was financial controller and subsequently financial and accounting manager of Philips Electronics South-East Asia Holding B.V. In March 1990, Dr. Kong was an executive director in financial services of Bell South International (Asia/Pacific) Inc. At present, Dr. Kong is a member of the audit committee of Beijing MTR Corporation Limited. Between 1998 and 2009, Dr. Kong has also assumed part-time teaching positions with various universities including Renmin University of China and Peking University. Dr. Kong successfully passed the national open examination in 1996 and has been a practising member of the Chinese Institute of Certified Public Accountants since 2001. Dr. Kong obtained a doctorate degree of Management from Renmin University of China in July 2000. Save as disclosed above, Dr. Kong had not been a director of any public companies the securities of which are listed on any securities market in Hong Kong and overseas during the last three years preceding the Latest Practicable Date.

SENIOR MANAGEMENT

Our senior management members are Cao Wei, Chen Rui, Zhang Yong, Cao Ying, Wu Xiao and Lau Kwok Fai Patrick. Cao Wei is our Chief Executive Officer and executive Director and Chen Rui is our executive Director. Descriptions of their experience are set out in the paragraph headed "Executive Directors" above.

The table below sets forth certain information regarding our senior management members (excluding executive Directors):

Name	Age	Position
ZHANG Yong	49	Deputy General Manager
CAO Ying	37	Deputy General Manager
WU Xiao	32	Deputy General Manager
LAU Kwok Fai Patrick	39	Financial Controller and Company Secretary

ZHANG Yong (張勇), Mr. Zhang, aged 49, joined our Group and was appointed as Deputy General Manager of our Group on [1 April 2011]. Mr. Zhang has over [20] years of experience in the management technology and communications industry. Mr. Zhang concurrently serves as general manager of our operating subsidiary, BII ERG as well. From 1996 to 2010, Mr. Zhang was the China regional head of Axis Communications, Extreme Networks Inc., Nokia Internet Communications and Racal Communications Inc.. In 1996, Mr. Zhang worked at Novell Inc. and from 1987 to 1993, he worked at Hewlett-Packard Company. Mr. Zhang obtained a [bachelor's degree] and a master's degree in engineering from Harbin Institute of Technology in 1984 and 1987 respectively. Mr. Zhang received his certification as assistant engineer in 1988. Mr. Zhang is primarily responsible for our Group's business development in the PRC.

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CAO Ying (曹穎), Ms. Cao, aged 37, joined our Group and was appointed as Deputy General Manager of our Group on [1 July 2011]. Ms. Cao has over eight years of experience in the management technology and communications industry. Ms. Cao was appointed as a director of ERG BJ in March 2011. She concurrently serves as a director of ERG BJ and is the business director of BII ERG. Prior to joining our Group, Ms. Cao was the administrative manager at Beijing Development (Hong Kong) Limited and the business development director at Beijing Beikong Telecom Information Technology Limited. Ms. Cao obtained a bachelor’s degree in polymer chemical engineering from the Beijing University of Chemical Technology in 1997. Ms. Cao is primarily responsible for administrative and business management of our Group.

WU Xiao (吳筱), Ms. Wu, aged 32, joined our Group and was appointed as Deputy General Manager of our Group on 1 November 2010. Ms. Wu has more than six years of experience in asset management, equity capital markets and investment banking. Prior to joining our Group, Ms. Wu held the position of as marketing director at CMS Asset Management (HK) Co., Limited where she mainly focused on product design and marketing. Ms. Wu was awarded employee of the year award in 2007 at China Merchants Securities (HK) Co., Ltd.. Between 2004 and 2006, Ms. Wu worked in the investment banking and equity capital markets department at China Merchants Securities (HK) Co., Ltd. Ms. Wu obtained a bachelor’s degree in international finance from Jinan University in 2002 and a master’s degree in banking and finance from the University of Stirling in 2005. Ms. Wu is primarily responsible for investor relations, marketing and capital markets activities of our Group.

LAU Kwok Fai Patrick CPA, FCCA (劉國輝), Mr. Lau, aged 39, joined our Group and was appointed as Financial Controller and Company Secretary of our Group on 1 July 2011 and 7 December 2011, respectively. Mr. Lau has over 14 years of experience in the accounting and finance field. Prior to joining our Group, Mr. Lau served the financial advisory services group at KPMG for over 10 years. Mr. Lau is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Lau is primarily responsible for financial and company secretarial matters of our Group.

COMPANY SECRETARY

LAU Kwok Fai Patrick CPA, FCCA (劉國輝). Description of Mr. Lau’s experience is set out in the paragraph headed “Senior management” above.

BOARD COMMITTEES

Audit committee

The Company established an audit committee on 8 December 2011, which comprises Kong Shin Long, Johnny as the chairman, Hu Zhaoguang and Bai Jinrong as members. Our audit committee has adopted the written terms of reference in compliance with paragraph C3.3 and 3.7 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the [●]. The primary duties of our audit committee are, among other things, to review and supervise the financial reporting process and internal control systems of our Group. The committee will be assisted by the professional accounting firm engaged by our Group, which will conduct regular internal audits and report to the committee.

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Remuneration committee

The Company established a remuneration committee on 8 December 2011, which comprises Hu Zhaoguang as the chairman, Cao Wei and Bai Jinrong as members. Our remuneration committee has adopted written terms of reference in compliance with paragraph B1.2 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the [●]. The primary duties of our remuneration committee are, among other things, to evaluate the performance and to make recommendations on the remuneration package of our Directors and senior management.

Nomination committee

Our Company established a nomination committee on 8 December 2011, which comprises Tian Zhenqing as the chairman, Hu Zhaoguang and Bai Jinrong as members. Our nomination committee has adopted written terms of reference in compliance with paragraph A5.2 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 to the [●]. The primary duties of our nomination committee are to nominate potential candidates for directorship, to review the nomination of directors and to make recommendations to the Board on terms of such appointment.

STAFF OF OUR GROUP

Overview of the staff of our Group

As at 30 November 2011, our Group employed [73] full-time employees.

STAFF RELATIONS

Our Company has maintained a cordial relationship with its staff and has not encountered any major difficulties in its recruitment. In addition, our Group also trains and equips staff who has shown good potential in the corporate finance advisory industry and willingness to work diligently. There were no interruptions to its operations nor were there any labour disputes in the past.

With the [●], our Group will enhance its compensation policy with the addition of the Share Option Scheme, aligning the long term objectives of staff with those of our Group.

SHARE OPTION SCHEME

Our Company proposes to adopt the Share Option Scheme in which certain eligible participants may be granted options to acquire Shares. Our Directors believe that the Share Option Scheme will assist in the recruitment and retention of quality executives and employees. A summary of the principal terms of the Share Option Scheme is set out in the paragraph headed “Share Option Scheme” in Appendix V to this document.