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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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### DIRECTORS

#### Executive Directors

**Mr. Jiang Changqing (姜長青)**, aged 47, is our founder, chairman, and was appointed as a Director on 31 March 2011 and redesignated as an executive Director with effect from 27 May 2012. He joined Hebei Changtong as a director since its incorporation in June 2000 and joined Beijing U-Ton in July 2010 when he was firstly appointed as the manager, and has been appointed as the director of Beijing U-Ton since April 2011 and has been primarily responsible for overall corporate strategies, planning, management and business development of our Group. Mr. Jiang was a director of Hebei Deer between April 2005 and October 2010 and a director of Partnerfield since December 2010. Mr. Jiang has approximately 20 years’ working experience in the telecommunications industry specialising in optical fiber deployment technology and has over five years’ experience in in-sewer deployment methods such as in-sewer, pipe jacking and cable troughing which utilise micro-ducts, mini-cables and related techniques. Prior to the establishment of our Group, Mr. Jiang worked at Hengshui Technology Intelligence Office (衡水科技情報所) from March 1998 to June 2000 responsible for the management of the operation. Mr. Jiang worked in a department of People’s Liberation Army of the PRC from October 1981 to June 1993 and was mainly responsible for coaching telecommunication equipment maintenance and construction. Mr. Jiang obtained a diploma in law through self-studying from the Hebei University (河北大學) in June 1996. Mr. Jiang did not hold any other directorships in listed companies in the three years prior to the Latest Practicable Date.

**Ms. Guo Aru (郭阿茹)**, aged 46, is the spouse of Mr. Jiang. Ms. Guo was appointed as a Director on 31 March 2011 and redesignated as an executive Director with effect from 27 May 2012 and is primarily responsible for the research and development of new equipment and technology for our Group. Ms. Guo joined our Group as a manager in 2007. Ms. Guo was a director of Beijing U-Ton between July 2010 and April 2011 and a director of Partnerfield since December 2010. From July 1986 to September 2006, Ms. Guo worked as a mathematics teacher in No. 4 and No. 7 Middle School of Hengshui City in Hebei Province. Ms. Guo is certified as a senior communications engineer (通信高級工程師) by Gansu Province Title Reform Organisation (甘肅省職稱改革工作小組) in November 2008. Ms. Guo obtained a diploma in mathematics from the Hengshui University (衡水學院) in July 1986. Through self-studying and with the support of Mr. Jiang, Ms. Guo has invented several connectors for the purposes of protecting optical fibers, of which seven were granted patents in the PRC and are being transferred to our Group (please see the section headed “Further information about the business of our Group — Intellectual property rights of our Group” in Appendix IV to this document for further details about such patents). Ms. Guo did not hold any other directorships in listed companies in the three years prior to the Latest Practicable Date.

**Mr. Li Qingli (李慶利)**, aged 43, was appointed as a Director on 31 March 2011 and redesignated as an executive Director with effect from 27 May 2012 and is mainly responsible for the management of the low-voltage equipment integration services of our Group. Mr. Li has been a director of Shijiazhuang Qiushi and has been responsible for its daily operations and management since its incorporation in March 1999. Mr. Li has been a director of Hebei Deer since its incorporation in October 2003 and a director of Partnerfield since September 2005. Mr. Li worked at Shijiazhuang Changan Xunbo Telecommunication Equipment Operation Office (石家莊市長安迅波通信器材經營處) from March 1994 to March 1999. Mr. Li worked as an external welfare officer at Plant 4511 (4511廠) from September 1991 to March 1994. Mr. Li obtained a diploma in wireless construction from the Guilin University of Electronic Technology (桂林電子科技大學) (formerly known as Guilin Institute of Electronic Technology (桂林電子工業學院)) in June 1991. Mr. Li obtained a Qualification

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Certificate of Junior Professional Rank (初級專業技術職務任職) from The Title Reform Leading Group Office of Shijiazhuang (石家莊職稱改革領導小組辦公室) in December 1994 qualifying him as an assistant engineer specialising in electrons. Mr. Li did not hold any other directorships in listed companies in the three years prior to the Latest Practicable Date.

### Independent non-executive Directors

**Mr. Meng Fanlin (孟繁林)**, aged 67, was appointed as our independent non-executive Director on 27 May 2012. Prior to joining our Group, Mr. Meng worked for China Mobile Communications Corporation’s Hebei branch Qinhuangdao office (河北移動通信秦皇島分公司) as a senior consultant from December 2003 to January 2005 and as a general manager from July 1999 to December 2003. Mr. Meng had also worked for China Telecom Group’s Langfang city telecommunication office (中國電信廊坊市電信局) as the director from November 1998 to July 1999. Mr. Meng had worked for Post and Telecommunication Administration of Hebei Qinhuangdao (秦皇島市郵電局) as vice head and acting head from September 1983 to October 1998 and was primarily responsible for production management, and as the head of the telecommunication department from October 1980 to February 1983 and was a technician from July 1966 to September 1980. Mr. Meng obtained a bachelor’s degree in local telecommunications (市內電話通信) from Jilin University (吉林大學) (formerly known as Changchun Post and Telecommunication Institute (長春郵電學院)) in July 1966. Mr. Meng did not hold any directorships in listed companies in the three years prior to the Latest Practicable Date.

**Mr. Wang Haiyu (王海玉)**, aged 59, was appointed as our independent non-executive Director on 27 May 2012. Mr. Wang is a registered qualification certificate constructor (中華人民共和國一級建造師) by Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) with profession in signal communication, a senior engineer (高級工程師) and telecommunication and national bid evaluation expert (通信建設評標專家) by the Ministry of Information Industry. Mr. Wang had worked for Fifth Construction Bureau of China International Telecommunication Construction Corporation (“CITCC”) (中國通信建設集團有限公司第五工程局) which does not have any current or prior relationship with our Group, as the bureau’s chief from November 2007 to March 2011. Mr. Wang had also worked as a general manager of the engineering department of CITCC from February 2006 to November 2007 and as the head of the engineering and marketing department of CITCC from September 2001 to February 2006. Mr. Wang had also worked for Second Construction Bureau of CITCC (中國通信建設集團有限公司第二工程局) as a senior engineer, department head and assistant of bureau chief from February 1978 to December 2000. Mr. Wang received his bachelor’s degree in telecommunications from the Nanjing University of Posts and Telecommunications (南京郵電大學) in 1978.

Mr. Wang is currently working for the Fifth Construction Bureau of CITCC as a senior consultant. As confirmed by Mr. Wang and the said company the position is an honorary role and Mr. Wang is not engaging in any daily business operation activities or decision making in CITCC. Mr. Wang did not hold any directorships in listed companies in the three years prior to the Latest Practicable Date.

**Ms. Li Xiaohui (李曉慧)**, aged 44, was appointed as our independent non-executive Director on 27 May 2012. Ms. Li is a Certified Public Accountant in China and is a non-practising member of the Chinese Institute of Certified Public Accountants. Ms. Li has been a lecturer since 2004 and the vice dean since July 2006 of the department of accountancy of the Central University of Finance and Economics (中央財經大學). Ms. Li had worked for the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) from July 2001 to August 2003 with the responsibilities of

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researching and formulating independent auditing principles. From 1999 to 2004, Ms. Li wrote books and other publications in relation to auditing, accounting and risk management. Ms. Li had also worked for the Hebei Province Finance Department (河北省財政廳) from January 1997 to August 1998. Ms. Li had worked at Canshi Certified Public Accountants (滄獅會計師事務所) as a partner from August 1996 to January 1997 and Canzhou Certified Public Accountants (滄洲會計師事務所) as an external affairs manager from April 1993 to July 1996. Ms. Li is a member of the Technical Consultation Committee (技術指導委員會) of the Chinese Institute of Certified Public Accountants, the Professional Supervision Committee (監督專業委員會) of the Accounting Society of China (中國會計學會), the CERM (China) Committee of the Asia Association of Risk and Crisis Management (“AARCM”) (亞洲風險與危機管理協會), a certified senior enterprise risk manager by AARCM, and the Practice Guidance Committee (執業指導委員會) of the Beijing Institute of Certified Public Accountants (北京註冊會計師協會). Ms. Li obtained her bachelor’s degree in economics from Yangzhou University (揚州大學) (formerly known as Yangzhou Normal Institute (揚州師範學院)) in June 1989. Ms. Li obtained her master’s degree in economics from Renmin University of China (中國人民大學) in January 1993. Ms. Li was awarded the degree of Doctor of Economy by the Central University of Finance and Economics (中央財經大學) in July 2001. As at the Latest Practicable Date, Ms. Li is an independent non-executive director of China Titans Energy Technology Group Co., Limited, a company listed on the Stock Exchange (stock code: 2188), an independent director of Beijing Orient National Communication Science Technology Co., Limited, a company listed on Shenzhen Stock Exchange (stock code: 300166), independent director of Jiangsu Welle Environmental Co., Limited, a company listed on Shenzhen Stock Exchange (stock code: 300190), independent director of Kailuan Energy Chemical Co., Limited, a company listed on Shanghai Stock Exchange (stock code: 600997). Save as disclosed above, Ms. Li did not hold any directorships in listed companies in the three years prior to the Latest Practicable Date.

Save as disclosed in this document, as at the Latest Practicable Date, there was no other matter that needed to be brought to the attention of the investors and the Stock Exchange and there was no information required to be disclosed under [●] in relation to the appointment of any of the Directors.

### SENIOR MANAGEMENT

**Mr. Dong Baoyi (董寶義)**, aged 64, was appointed as our technical director in November 2006 and was promoted as our chief technical officer in March 2011 and is mainly responsible for technology development and management of our Group. Mr. Dong worked for China Netcom’s Tangshan branch as an assistant manager from March 2005 to November 2006 and was primarily responsible for management assistance. Mr. Dong had worked for the Post and Telecommunication Administration of Tangshan city (唐山市郵電局) as a vice department head of long-distance machinery department (長遠機械科), vice manager and manager of telecommunication department from April 1981 to March 2005 and was primarily responsible for telecommunication equipment management and monitoring of its maintenance and repair. Mr. Dong worked for the local telecommunication bureau in Xingyi City, Guizhou Province, as a technician from December 1968 to March 1981 and was primarily responsible for telecommunication equipment maintenance and repair. Mr. Dong obtained a diploma in telecommunication enterprise and power source facilities (電信企業動力和電源設備) from Shijiazhuang Post and Telecommunication School (石家莊郵電學校) in July 1968 and obtained a diploma in economic management (經濟管理) through distance learning from the Hebei Provincial Committee Party School of Correspondence Education (河北省委黨校函授學院) in July 2005. Mr. Dong did not hold any directorships in listed companies in the three years prior to the Latest Practicable Date.

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**Ms. Chen Jimin (陳繼敏)**, aged 38, has been the vice general manager since November 2010 and is primarily responsible for matters of our Group’s investment, finance and external relationship. Ms. Chen had worked for Hebei Guofu Agricultural Investment Group Limited (河北省國富農業投資集團有限公司) for its financial department, warranty department, agricultural investment department and investment management department from July 1996 to May 2006 and its subsidiary, Guofu (Hong Kong) Holdings Limited (國富(香港)控股有限公司), for its asset management department from May 2006 to October 2010. Ms. Chen had also worked for Longyaozhongwang Food Limited (隆堯中旺食品有限公司) as its chief financial officer and had been primarily responsible for financial management and monitoring from October 2008 to October 2010. Ms. Chen had also worked for Great Desire International Limited (宏望國際有限公司) as its chief financial officer and had been primarily responsible for financial management and operation from June 2009 to October 2010. Ms. Chen was awarded the designation of a Fellow Chartered Financial Practitioner by the Asia Pacific Financial Services Association in February 2008 and obtained the qualification of an Accredited Financial Planner from the American Association for the Certification of Training Program in April 2008. Ms. Chen obtained a diploma in computerised accounting and statistics in June 1996 from the Northwest Normal University (西北師範大學) and a diploma from the Advanced Course for Financial Planners (財務策劃師高級研究班) organised by the School of Continuing Education of Tsinghua University (清華大學繼續教育學院) in August 2008. Ms. Chen did not hold any directorships in listed companies in the three years prior to the Latest Practicable Date.

**Mr. Pang Chun Kit (彭俊傑)**, aged 39, was appointed as our chief financial officer on 1 May 2011 and company secretary on 27 May 2012 and is primarily responsible for the financial management and company secretarial work of our Group. Mr. Pang is a member of Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants) and Association of Chartered Certified Accountants. Mr. Pang had worked for China Grand Forestry Green Resources Group Limited, a company listed on the Stock Exchange (stock code: 0910), as its chief financial officer from February 2007 to December 2010, company secretary from September 2010 to December 2010, and executive director from January 2009 to August 2011. Mr. Pang had also worked for Lingbao Gold Company Ltd, a company listed on the Stock Exchange (stock code: 3330) as a chief financial officer, qualified accountant and joint company secretary from June 2005 to March 2007. Mr. Pang had also worked for Deloitte Touche Tohmatsu and Lawrence T. Lau and Company as an auditor from September 1997 to June 2005. Mr. Pang was a former audit manager of Deloitte Touche Tohmatsu. Mr. Pang received his bachelor’s degree in accountancy from the Hong Kong Polytechnic University in November 1997. Save as disclosed above, Mr. Pang did not hold any directorship in listed companies in the three years prior to the Latest Practicable Date.

**Mr. Du Yanhua (杜延華)**, aged 41, was appointed as vice general manager of our Group in March 2011 and is primarily responsible for marketing and business expanding. Mr. Du was a director of Hebei Deer between October 2005 and May 2011. Mr. Du was a director of Hebei Xinhua from September 2005 to January 2011 and was primarily responsible for the company’s decision making, operation, management and budget planning. Mr. Du obtained a diploma in economic management (經濟管理) through self-studying from the School of Correspondence Education of the Party School of Central Committee of the Communist Party of China (中共中央黨校函授學院) in December 2000. Mr. Du did not hold any directorships in listed companies in the three years prior to the Latest Practicable Date.

### COMPANY SECRETARY

**Mr. Pang Chun Kit (彭俊傑)** has been the company secretary of our Company since 27 May 2012. His biographical details are set out in the section headed “Directors, senior management and staff — Senior management” in this document.

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### **COMPLIANCE OFFICER**

Mr. Li is the compliance officer of our Company. His biographical details are set out in the section headed “Directors, senior management and staff — Directors” in this document.

### **AUDIT COMMITTEE**

An audit committee was established by the Board on 27 May 2012 with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in [●]. The primary duties of the audit committee are to review and approve our Group’s financial reporting process and internal control system. The audit committee consists of three members, namely, Ms. Li Xiaohui, Mr. Meng Fanlin and Mr. Wang Huiyu. Ms. Li Xiaohui is the chairperson of the audit committee.

### **REMUNERATION COMMITTEE**

A remuneration committee was established by the Board on 27 May 2012 with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in [●]. The primary duties of the remuneration committee of the Board are to review and determine the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management of our Group. The remuneration committee consists of three members, namely, Mr. Wang Haiyu, Ms. Li Xiaohui and Mr. Meng Fanlin. Mr. Wang Haiyu is the chairperson of the remuneration committee.

### **NOMINATION COMMITTEE**

A nomination committee was established by the Board on 27 May 2012 with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in [●]. The primary duties of the nomination committee of the Board are to make recommendations to the Board on the appointment of Directors and senior management of our Group. The nomination committee consists of three members, namely, Mr. Meng Fanlin, Ms. Li Xiaohui and Mr. Wang Haiyu. Mr. Meng Fanlin is the chairperson of the nomination committee.

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

During each of the two years ended 31 December 2010 and 2011, the total remuneration (comprising salaries and allowances, discretionary bonuses and pension scheme contributions) and benefits in kind of the Directors were approximately RMB0.1 million and RMB0.4 million, respectively. Our Company reimburses the Directors for expenses which are necessarily and reasonably incurred for providing services to our Group or executing their functions in our Group’s operations.

In determining the amount of remuneration of the Directors, the remuneration committee will consider the compensation levels adopted by companies of similar size engaging in similar business. Under arrangements currently in force, the aggregate remuneration of the Directors (including the independent non-executive Directors) payable in respect of the year ending 31 December 2012 is estimated to be approximately RMB1.1 million.

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In respect of the Track Record Period, no remuneration was paid to the Directors as an inducement to join or upon joining our Group. No compensation was paid to, or receivable by, the Directors or past Directors for the loss of office as director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. None of the Directors has waived any emoluments. Further information about the service agreements entered into between the Company and the Directors is set out in the section headed “Further information about Directors and Shareholders” in Appendix IV to this document.

### EMPLOYEES

The table below set forth the number of our Group’s employees by their functions as at 31 December 2011:

Management .....	9
Administration .....	19
Finance, audit and treasury .....	23
Procurement.....	8
Engineering and technical .....	120
Sales and marketing.....	11
Quality control .....	<u>3</u>
<b>Total</b> .....	<u><u>193</u></u>

Our Group has not experienced any strikes or other labour disturbances which have interfered with its operations, and the Directors believe that our Group has positive relations with its employees.

### EMPLOYEES’ BENEFITS PROVIDED BY OUR GROUP

Our Group complies in all material aspects with all statutory requirements on retirement contribution in the jurisdictions where we operate.

We have established various welfare plans including the provision of pension funds, medical insurance, unemployment insurance and other relevant insurance for employees who are employed by our Group pursuant to the PRC rules and regulations and the existing policy requirements of the local PRC Government. In addition, our Group also provides housing allowance to its senior management.

As at the Latest Practicable Date, our Group has only one employee in Hong Kong. Our Group and its Hong Kong employees will contribute to the mandatory provident fund in accordance with the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) and relevant requirements based on 5% of the relevant income of the relevant employee.

### Share Option Scheme

Our Company has conditionally adopted the Share Option Scheme pursuant to which selected participants may be granted options to subscribe for Shares as incentives or rewards for their services rendered to our Group. A summary of the principal terms of the Share Option Scheme is set out in the section headed “Other information — Share Option Scheme” in Appendix IV to this document.