

DIRECTORS, SENIOR MANAGEMENT AND STAFF

Board of Directors

Name	Age	Position
TIONG Kiu King	70	Executive Director and Chairman
TIONG Kiew Chiong	45	Executive Director and Deputy Chairman
Peter Bush BRACK	34	Executive Director and Chief Executive Officer
TUNG Siu Ho, Terence	43	Executive Director and Chief Operating Officer
Robert William Hong-San YUNG	34	Executive Director and Chief Strategy Officer
YU Hon To, David	57	Independent Non-executive Director
SIT Kien Ping, Peter	52	Independent Non-executive Director
TAN Hock Seng, Peter	71	Independent Non-executive Director

Mr. TIONG Kiew Chiong is a nephew of Mr. TIONG Kiu King. There is no other family relationship between any of the Directors.

Executive Directors

TIONG Kiu King, aged 70, is the Chairman of the Company. He is also an executive director of MPE appointed in October 1995. Mr. TIONG joined the Group in October 1995 and has been in the media business for more than 10 years. He holds a Diploma in Civil Engineering from Tak Ming College in Hong Kong. Mr. TIONG was appointed an executive Director in April 2005. He is a brother of Tan Sri Datuk TIONG Hiew King, the Chairman of MPE.

TIONG Kiew Chiong, aged 45, is the Deputy Chairman of the Company. He is also an executive Director of MPE appointed in May 1998. Mr. TIONG joined the Group in October 1998 and has been in the media business for more than 17 years. He is one of the founders of *The National*, a newspaper in Papua New Guinea launched in 1993 and was formerly a director of Sin Chew Media in Malaysia. Mr. TIONG obtained a Bachelor of Business Administration degree from York University in Canada in 1982. He was appointed an executive Director in March 2005. He is a nephew of TIONG Kiu King.

Peter Bush BRACK, aged 34, is the Chief Executive Officer of the Group. Mr. BRACK joined the Group in May 2004 and is in charge of the overall management of the Group. Mr. BRACK is also the Chairman and a director of Redgate Media. Prior to this, he had been a senior executive at Time Warner for more than 10 years. He was the Vice President of Advertising Sales at Turner Broadcasting Asia Pacific (CNN, Cartoon Network), Senior Vice President of the Asian editions of *Time* and *Fortune*, and the Vice President of Time Inc International. Mr. BRACK obtained a Bachelor of Arts degree in English Literature from Tulane University in the United States in 1993. He was appointed an executive Director in April 2005.

TUNG Siu Ho, Terence, aged 43, is the Chief Operating Officer of the Group. He is in charge of the business operation of the Group. Mr. TUNG joined the Ming Pao Group in September 1998 as the Sales Director of MP Magazines. He has been in the media business for more than 20 years and was formerly a director and General Manager of Metropolitan Publications Limited. He is the Honourable Secretary of The Society of Publishers Asia. Mr. TUNG obtained a Bachelor of Arts degree from the University of Toronto in Canada in 1984. He was appointed an executive Director in April 2005.

Robert William Hong-San YUNG, aged 34, is the Chief Strategy Officer of the Group. Mr. YUNG joined the Group in May 2004 and is in charge of strategic planning of the Group. Mr. YUNG is also a director of Redgate Media. Prior to this, he was a founder and Chief Executive Officer of One Studio, a venture capital backed Chinese software development and consultancy company with operations in China and Japan. Mr. YUNG obtained a Master of Arts degree from New York University in the United States in 1995. He was appointed an executive Director in April 2005.

Independent Non-Executive Directors

YU Hon To, David, aged 57, is an independent non-executive Director of the Company appointed in June 2005. Mr. YU is also an independent non-executive director of MPE. He is also currently on the board of the following public companies listed on the Stock Exchange: Great China Holdings Limited, Playmates Holdings Limited, BALtrans Holdings Limited, and Shun Cheong Holdings Limited. Mr. YU is a fellow of the Institute of Chartered Accountants in England and Wales, and a member of the Hong Kong Institute of Certified Public Accountants. He was formerly a partner of an international accounting firm with extensive experience in corporate finance. Mr. YU is a founder and director of Management Capital Limited, a company which specializes in direct investment and financial advisory activities.

SIT Kien Ping, Peter, aged 52, is an independent non-executive Director of the Company appointed in June 2005. Mr. SIT is also currently on the board of Asia Commercial Holdings Limited, a company listed on the Stock Exchange. He is a solicitor of Hong Kong, a notary public, a China-appointed attesting officer, and an adjudicator of the Immigration Tribunal. Mr. SIT has over 27 years of experience in advising on commercial transactions and conveyancing projects, and currently is a Senior and Founding Partner of Sit, Fung, Kwong & Shum, a law firm in Hong Kong.

TAN Hock Seng, Peter, aged 71, is an independent non-executive Director of the Company appointed in June 2005. Mr. TAN is currently the director of International Credit Money Research Centre of Yenching Institute and a visiting professor of the College of Arts and Science of Beijing United University. He is an experienced investor and researcher in the area of currency economics and had organized various seminars about international currencies and economies in the PRC. Mr. TAN obtained a Bachelor in Geology degree from Peking University in the PRC in 1957.

Senior Management, Company Secretary and Qualified Accountant

LAM Pak Cheong, aged 37, is the Chief Financial Officer and the Company Secretary of the Company. He is in charge of the financial and investment operation of the Group. Mr. LAM joined the Group in April 2004 and has over 13 years of experience in financial management, mergers and acquisitions, corporate development and fund raising. He is an associate of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators, respectively. Mr. LAM obtained a Master of Business Administration degree in Financial Services jointly from the University of Manchester and the University of Wales, Bangor in the United Kingdom in 1999.

LAU Yat Fan, aged 40, is the Chief Executive Officer of the Media2U Group. He is in charge of the general management of the Group's operation in the PRC. Mr. LAU was formerly a shareholder of the Media2U Group and has over 20 years of experience in various businesses in China, including media, advertising, property and trading. He is very familiar with the China market and is an experienced entrepreneur in China.

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LUNG King Cheong, aged 51, is the Chief Editor of *Ming Pao Weekly*. He is in charge of the overall editorial works and the general management of the editorial team of *Ming Pao Weekly*. Mr. LUNG joined the Group in January 1996 and has over 25 years of publishing and editorial experience in Hong Kong. Prior to this, he was the Chief Editor and Publisher of *Hong Kong Today*. Mr. LUNG is very familiar with the media industry and is one of the most experienced chief editors of lifestyle magazines in Hong Kong.

YEUNG Ying Fat, aged 37, is the Financial Controller and the Qualified Accountant of the Company. He is in charge of the financial and management accounting of the Group. Mr. YEUNG joined the Ming Pao Group in February 1997 and has over 12 years of experience in financial accounting and management accounting. He is a member of the Hong Kong Institute of Certified Public Accountants. Prior to this, he had worked in several international accounting firms for more than 4 years. Mr. YEUNG obtained a Bachelor of Management degree in Accounting from the University of Lethbridge in Canada in 1992.

WONG Ching Hang, Cynthia, aged 38, is the Sales Director of *Ming Pao Weekly*. She is in charge of the overall advertising sales and the business development of *Ming Pao Weekly*. Ms. WONG joined the Group in January 1995 and has over 10 years of advertising sales experience in the media industry. She obtained a Higher Certificate in Marketing and Sales Management from Hong Kong Polytechnic University in Hong Kong in 1995.

HO Pik Man, Sandy, aged 40, is the Marketing Director of *Ming Pao Weekly*, *Hi-TECH Weekly* and *City Children's Weekly*. She is in charge of marketing and promotion of the Group's magazines in Hong Kong. Ms. HO joined the Ming Pao Group in January 2000 and has over 10 years of experience in marketing in the media industry in Hong Kong. Prior to this, she was the Marketing Manager of Sing Tao Limited. Ms. HO obtained a Bachelor of Arts in Business Administration from Ottawa University in 2000.

EMPLOYEES

As at the Latest Practicable Date, the Group had approximately 253 full-time employees, of which 158 and 95 were stationed in Hong Kong and in the PRC respectively. A breakdown of the number of staff of the Group by function was as follows:

Management	7
Sales and Marketing	72
Editorial and Production	153
Finance and Accounting	19
Others	<u>2</u>
Total	<u><u>253</u></u>

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A breakdown of the number of staff of the Group by the Magazines was as follows:

Management	7
General Administration, Accounting and Marketing staff	64
<i>Ming Pao Weekly</i>	82
<i>Hi-TECH Weekly</i>	30
<i>City Children's Weekly</i>	12
科技新時代	15
世界發明	5
汽車測試報告	8
Rolling Stone Chinese Edition	10
MPW New Chinese Edition	20
Total	253

The Group maintains good relations with its staff and has not encountered any major difficulties in its recruitment and retention of staff. There has never been any major interruption to the Group's operations due to labour disputes in the past.

Employee benefits

In Hong Kong, the Group participates in the hybrid retirement benefit scheme operated by the Company's fellow subsidiary and the mandatory provident fund scheme for its employees in accordance with the Mandatory Provident Fund Schemes Ordinance and the provident fund scheme registered under the Occupational Retirement Schemes Ordinance. In the PRC, the Group provides to its employees social security plans in relation to retirement, medical care and unemployment and has made the required contributions to the local social insurance authorities in accordance with relevant laws and regulations in the PRC.

AUDIT COMMITTEE

The audit committee of the Company was established on 26 September 2005 with effect from the Listing. Written terms of reference have been adopted by the Board in compliance with the Listing Rules. The duties of the audit committee are, among other things, to review and supervise the financial reporting process and internal control system of the Group.

The audit committee has three members, namely, Mr. YU Hon To, David, Mr. SIT Kien Ping, Peter and Mr. TAN Hock Seng, Peter. They are all independent non-executive Directors. Mr. YU Hon To, David is the Chairman of the audit committee.

REMUNERATION COMMITTEE

The remuneration committee was established on 26 September 2005 with effect from the Listing. Written terms of reference have been adopted by the Board in compliance with the Listing Rules. The functions of the remuneration committee include, among other things, formulating and making recommendations to the Board of the Group's policy and structure for remuneration of the Directors, establishing a formal and transparent procedure for development policy on remuneration, determining specific remuneration packages for the Directors and administering the Share Option Schemes.

The remuneration committee has five members, namely, Mr. SIT Kien Ping, Peter, Mr. YU Hon To, David, Mr. TAN Hock Seng, Peter, Mr. TIONG Kiew Chiong and Mr. Peter Bush BRACK. Except Mr. TIONG and Mr. BRACK, the rest are all independent non-executive Directors. Mr. SIT Kien Ping, Peter is the Chairman of the remuneration committee.

NOMINATION COMMITTEE

The nomination committee of the Company was established on 26 September 2005 with effect from the Listing. Written terms of reference have been adopted by the Board in accordance with the recommendations in the Listing Rules. The functions of the nomination committee include, among other things, formulating and making recommendations to the Board of the Group's nomination policy and procedures and recommending candidates for directorship.

The nomination committee has five members, namely, Mr. TAN Hock Seng, Peter, Mr. SIT Kien Ping, Peter, Mr. YU Hon To, David, Mr. TIONG Kiew Chiong and Mr. Peter Bush BRACK. Except for Mr. TIONG and Mr. BRACK, the rest are all independent non-executive Directors. Mr. TAN Hock Seng, Peter is the Chairman of the nomination committee.

COMPLIANCE ADVISER

The Company is expected to appoint CIMB-GK, one of the Joint Sponsors, as its compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, during the term of the appointment of its compliance adviser mentioned below, the Company must consult with and, if necessary, seek advice from its compliance adviser in the following circumstances:

- (1) before the publication of any regulatory announcement, circular or financial report;
- (2) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (3) where the Company proposes to use the proceeds of the Share Offer in a manner different from that detailed in this prospectus or where the business activities, developments or results of the Company deviate from any forecast, estimate or other information in this prospectus; and
- (4) where the Stock Exchange makes an inquiry of the Company regarding unusual movements in the price or trading volume of its listed securities or any other matters under Rule 13.10 of the Listing Rules.

The term of the appointment shall commence on the Listing Date and ends on the date on which the Company distributes its annual report in respect of its financial results for the first full financial year commencing after the Listing Date.