

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

### BOARD OF DIRECTORS

Our Board of Directors consists of two executive Directors, three non-executive Directors and three independent non-executive Directors. The table below sets forth information of our Directors:

Name	Age	Position	Date of Appointment
Mr. ZHANG Tiewei (張鐵偉)	51	Chairman and executive Director	16 January 2012
Mr. LI Bin (李斌)	40	Executive Director and chief executive officer	18 October 2013
Mr. HE Darong (何達榮)	54	Non-executive Director	18 October 2013
Mr. XU Kaiying (徐凱英)	50	Non-executive Director	18 October 2013
Mr. PANG Haoquan (龐浩泉)	48	Non-executive Director	18 October 2013
Mr. TSANG Hung Kei (曾鴻基)	42	Independent non-executive Director	18 October 2013
Mr. AU Tien Chee Arthur (區天旂)	40	Independent non-executive Director	18 October 2013
Mr. XU Yan (許彥)	41	Independent non-executive Director	18 October 2013

### Executive Directors

**Mr. ZHANG Tiewei (張鐵偉)**, aged 51, is one of the founders of our Group. He was appointed as our Director on 16 January 2012 and redesignated as our chairman and executive Director on 18 October 2013. Mr. Zhang is responsible for [our Group’s strategic planning and overall business management].

Mr. Zhang has more than 15 years of experience in the financial industry in the PRC during which Mr. Zhang has been acting as (i) the director of Success Futures since 1997 which engages in commodity futures brokerages and financial futures brokerages; (ii) the chairman of Success Credit since its establishment in 2009 which engages in the provision of small loans lending; (iii) the director of Guangdong Success Insurance Brokers Company Limited (廣東集成保險經紀有限公司) since 2003 which engages in the provision of insurance brokerages; (iv) the chairman of Guangdong Success Venture Capital Company Limited (廣東集成創業投資有限公司) since 2008 which engages in venture capital; (v) the executive director of Success Holdings since its establishment in 2005 which engages in the investment in real estate, public utilities, medical and industrial project; and (vi) the chairman of Foshan Finance which engages in the investment in the modern financial industry, investment in the financial services industry, capital management, asset management, business in the sales of insurance products, etc. Mr. Zhang accumulated relevant business and financial experiences which are relevant to the business of our Group when acting as the director or chairman of the above named companies. Mr. Zhang has also been acting as the legal representative of Success Guarantee, our operating subsidiary, since its establishment in 1996, and has been its equity owner since February 2001.

Mr. Zhang is also a director of each of Double Chance, Success Finance and Success Asset, all being subsidiaries of our Company.

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Mr. Zhang is a member of the 11th Foshan Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議第十一屆佛山市委員會委員), the vice president of the 13rd executive committee of Foshan General Chamber of Commerce (佛山市工商業聯合會第十三屆執行委員會副主席), the standing committee member of the 11th executive committee of Guangdong Federation of Industry & Commerce (廣東省工商業聯合會(總商會)第十一屆執行委員會常務委員), and the chairman of the 1st council of Foshan Investment Chamber of Private Entrepreneurs (佛山市民營企業投資商會第一屆理事會會長). Mr. Zhang has been awarded as an Outstanding Corporate Manager in Guangdong Province in 2011 (2011年度廣東企業優秀管理人才) by the Guangdong Enterprises Confederation (廣東省企業聯合會) and the Guangdong Entrepreneurs Association (廣東省企業家協會). Mr. Zhang was also awarded a master degree of executive master of business administration after completing an EMBA Programme with Cheung Kong Graduate School of Business (長江商學院) in 2012.

**Mr. LI Bin (李斌)**, aged 40, was appointed as our executive Director and the chief executive officer of our Group on 18 October 2013. Mr. Li joined our Group in 2006 as an assistant to the general manager of Success Guarantee and manager of the post-guarantee management department. He was promoted to general manager of Success Guarantee in 2009. Mr. Li is responsible for overseeing our Group’s operations and internal management system.

Prior to joining our Group, Mr. Li had worked at the Foshan branch of Bank of China from 1993 to 2005 and was responsible for sales and marketing activities in the bank and specialising in the provision of loans and credits which are relevant to the business of our Group. His last position in the bank was assistant manager of the sales department. He was also appointed as the director to manage Foshan Success Credit Rating Company Limited (佛山市集成資信評估有限公司) on 25 July 2011, which engages in credit rating and assessment of corporations and individuals; credit risk management assessment; and credit data solicitation.

Mr. Li obtained a master of business administration degree from Jinan University (暨南大學) in Guangdong, the PRC in June 2007.

### Non-executive Directors

**Mr. HE Darong (何達榮)**, aged 54, was appointed as our non-executive Director on 18 October 2013. Mr. He invested in our Group as a shareholder of Success Guarantee in July 2010. Mr. He also owns 9.09% equity interests in Success Credit.

Mr. He is a director of Success Asset and Success Guarantee. Mr. He is currently the director of Foshan Tiefeng Industrial Investment Company Limited (佛山市鐵豐實業投資有限公司), Foshan Shunde Dafeng Enterprise Development Company Limited (佛山市順德區達豐企業發展有限公司), Foshan Shunde Shihai Industrial Investment Company Limited (佛山市順德區世海實業投資有限公司) and Foshan Lecong Real Estate Square Company Limited (佛山市樂從置業廣場有限公司). Mr. He obtained a certificate in education from Guangdong Zhongshan Normal School (廣東省中山師範學校) (now renamed as Zhong Shan Shi Shi Yan Gao Ji Zhong Xue (中山市實驗高級中學)) in November 1982.

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Mr. He was a member of the 10th Shunde Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議第十屆順德市委員會委員) and is the vice president of The Steel and Iron Trade Association of Lecong Shunde District Foshan City (佛山市順德區樂從鋼鐵貿易協會副會長).

**Mr. XU Kaiying (徐凱英)**, aged 50, was appointed as our non-executive Director on 18 October 2013. Mr. Xu invested in our Group as a shareholder of Success Guarantee in February 2001. Mr. Xu is the general manager of Foshan Success Industry Investment Company Limited (佛山市集成產業投資有限公司). Mr. Xu is also a director of Success Asset, Success Guarantee, Success Holdings and Success Credit.

Mr. Xu is a member of the 11th Foshan Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議第十一屆佛山市委員會委員), the chairman of Foshan Air-Conditioner Retail Industry Association (佛山市空調零售行業協會會長), the standing committee member of the 13th executive committee of Foshan General Chamber of Commerce (佛山市工商業聯合會(總商會)第十三屆執行委員會常務委員), and the executive chairman of Foshan Investment Chamber of Private Entrepreneurs (佛山市民營企業投資商會執行會長). Mr. Xu obtained a bachelor’s degree in finance management from Beijing Economic and Technological College (北京經濟技術研修學院) in July 2008.

**Mr. PANG Haoquan (龐浩泉)**, aged 48, was appointed as our non-executive Director on 18 October 2013. Mr. Pang invested in our Group as a shareholder of Success Guarantee in February 2001. Mr. Pang is also a director of each of Success Guarantee and Success Holdings.

Mr. Pang is also the chairman of Yinhe Motor and Foshan Jialashi Culture and Sports Communication Company Limited (佛山市嘉納仕文化體育傳播有限公司). Mr. Pang has obtained a diploma in automation from Guangzhou Open University (廣州市廣播電視大學) in July 1982.

### **Independent non-executive Directors**

**Mr. TSANG Hung Kei (曾鴻基先生)**, aged 42, was appointed as our independent non-executive Director on 18 October 2013. Mr. Tsang is a fellow member of The Association of Chartered Certified Accountants, an associate of The Institute of Chartered Accountants in England and Wales and a member of Hong Kong Institute of Certified Public Accountants. Mr. Tsang has been working for Pak Fah Yeow International Limited (a company listed on the [●] with stock code 239) as the chief financial officer since May 2005. Mr. Tsang worked for Mayer Holdings Limited (a company listed on the [●] with stock code 1116) as the group financial controller from June 2004 to April 2005. Mr. Tsang also worked for Moores Rowland Mazars as an audit assistant and later as a manager in its assurance & business advisory department from August 1995 to May 2004. Mr. Tsang obtained his bachelor’s degree in science from The University of Manchester (formerly known as The Victoria University of Manchester) in July 1994.

**Mr. AU Tien Chee Arthur (區天旂)**, aged 40, was appointed as our independent non-executive Director on 18 October 2013. Mr. Au practiced as a Patent Attorney and Foreign Registered Lawyer at Deacons in Hong Kong from November 2012 to July 2013. Before that, he was the Intellectual Property Counsel from March 2009 to March 2012 at Thoratec Corporation, California, United States (a company listed on the NASDAQ with stock code THOR). Mr. Au was an attorney at Morgan, Lewis

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& Bockius LLP from August 2007 to February 2009 and at Blakely, Sokoloff, Taylor & Zafman LLP from August 2006 to July 2007. Mr. Au began his legal career at Blakely Sokoloff Taylor & Zafman LLP from November 2004 to July 2006 as a law clerk. Mr. Au obtained his bachelor of science in engineering from Duke University in May 1995 and a master of science degree in biomedical engineering from Case Western Reserve University in January 1998. Mr. Au then completed the degree of juris doctor from Santa Clara University School of Law in May 2006 and was admitted as a member of the State Bar of California in December 2006.

**Mr. XU Yan (許彥)**, aged 41, was appointed as our independent non-executive Director on 18 October 2013. Mr. Xu has over 18 years in the area of trade economy and banking. Mr Xu began his career with the Foreign Affairs Department of the State Economic & Trade Commission (the predecessor of the State-owned Assets Supervision and Administration Commission of the State Council) as a deputy director from July 1994 to August 2000. He then worked for Cazenove Asia Limited as a manager, vice president director and representative in chief of Beijing representative office from May 2002 to February 2009. In February 2009, Cazenove Asia Limited was taken over by the Standard Chartered Bank and renamed as Standard Chartered Securities (Hong Kong) Limited where Mr. Xu worked until he left in June 2012. Mr. Xu obtained a bachelor’s degree in English from Beijing Foreign Studies University (北京外國語大學) in July 1994 and a master degree in business administration from the University of Manchester in June 2002.

Save as disclosed above, each of our Directors (i) did not hold other positions in our Company or in other members of our Group as at the Latest Practicable Date; (ii) had no other relationship with any Directors, senior management, substantial shareholders or Controlling Shareholders of our Company as at the Latest Practicable Date; and (iii) did not hold any other directorships in listed public companies in the three years prior to the Latest Practicable Date. As at the Latest Practicable Date, save as disclosed in the section headed “Further information about our Directors and substantial Shareholders” in Appendix IV to this document, each of our Directors did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no other matter with respect to the appointment of our Directors that needs to be brought to the attention of the Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the [●] as at the Latest Practicable Date.

### **SENIOR MANAGEMENT**

Our senior management consists of our executive Directors and the following persons:

<b>Name</b>	<b>Age</b>	<b>Position in our Group</b>
Ms. DAI Jing (戴菁)	42	Senior vice general manager of Success Guarantee
Mr. LIANG Tao (梁濤)	30	Chief financial officer of our Group
Mr. YUAN Chen (袁晨)	33	Vice general manager of Success Guarantee
Mr. ZHONG Zhiqiang (鍾志強)	40	Risk control director of Success Guarantee
Mr. PANG Chung Fai Benny (彭中輝)	40	Company secretary

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**Ms. DAI Jing (戴菁)**, aged 42, is the senior vice general manager of Success Guarantee. She is responsible for overseeing the legal matters, human resources and post-guarantee management of our Group. Ms. Dai joined Success Holdings in August 2006 as manager of the legal department and subsequently became the vice general manager of Success Guarantee in January 2007. Prior to joining our Group, Ms. Dai worked at the Bank of China from 1993 to 2005 for handling credit approval, credit management and asset protection. Her last position with the Bank of China was assistant manager of the asset protection department. Ms. Dai also worked with the China Merchants Bank from 2005 to 2006 as a manager for handling bank management matters. Ms Dai was admitted as a lawyer in the PRC in September 1995. Ms. Dai obtained a bachelor’s degree in law from Wuhan University (武漢大學) in Hubei, the PRC in July 1993.

**Mr. LIANG Tao (梁濤)**, aged 30, was appointed as the chief financial officer of our Group in 18 October 2013 and is responsible in overseeing the financial matters of our Group. Mr. Liang joined our Group in December 2010. Prior to joining our Group, Mr. Liang had worked at L&L Energy, Inc. from 2009 to 2010 and United Group Rail (NZ) Limited from 2006 to 2008 and was responsible for handling accounting matters for both companies. Mr. Liang obtained a bachelor’s degree in business studies with a major in accountancy from Massey University, in New Zealand in April 2010.

**Mr. YUAN Chen (袁晨)**, aged 33, is the vice general manager of Success Guarantee. He is responsible in overseeing the overall operation for our branch office in Shunde District. Mr. Yuan joined our Group in March 2005 as a project manager and was promoted to manager of business department in February 2007. In June 2008, Mr. Yuan became the principal-in-charge of our branch office in Shunde District and was subsequently promoted as the vice general manager of Success Guarantee in July 2009. Mr. Yuan obtained a diploma in financial accounting from Yangzhou University (揚州大學) in Jiangsu, the PRC in July 2002. Mr. Yuan was awarded as an outstanding management personnel in guarantee business in Foshan City by Foshan Guarantee Association (佛山市信用擔保行業協會) for the year 2008 and 2009.

**Mr. ZHONG Zhiqiang (鍾志强)**, aged 40, is the risk control director of Success Guarantee and is responsible in overseeing the risk management department of our Group. Mr. Zhong joined our Group in October 2009. Prior to joining of our Group, Mr. Zhong worked at the Bank of China from 1991 to 2009 for handling foreign exchange settlement, provision of loans and credits and sales and personal financing. His last position with the bank was assistant manager of the personal guarantee department. Mr. Zhong obtained a bachelor’s degree in economics majoring in finance from Jinan University (暨南大學) in Guangdong, the PRC in January 2004.

**Company secretary**

**Mr. PANG Chung Fai Benny (彭中輝)**, aged 40, was appointed as the company secretary on 18 October 2013. Mr. Pang is the managing partner of Pang & Co., a firm of solicitors in Hong Kong in association with Loeb & Loeb LLP. He was a partner of Salans Hong Kong, an international law firm, from March 2010 to May 2012. Between 1997 and 2009, Mr. Pang practised as a lawyer with several international law firms in Hong Kong and Sydney. Mr. Pang received his bachelor’s degree in laws from Bond University in 1996. In 1997, Mr. Pang obtained his Graduate Diploma in Legal Practice and master degree in laws from The College of Law and The University of New South Wales, respectively. He was admitted as a legal practitioner of the Supreme Court of New South Wales in 1997 and as a solicitor of the High Court of Hong Kong in 2009. He is a member of both the Law

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Society of New South Wales and the Law Society of Hong Kong. Mr. Pang is currently (i) an independent non-executive director of Yuanda China Holdings Limited, a company listed on the [●] with stock code 2789; (ii) an independent non-executive director of China Bio-Med Regeneration Technology Limited, a company listed on the growth enterprise market of the [●] with stock code 8158; and (iii) an independent non-executive director of Goldenmars Technology Holdings Limited, a company listed on the growth enterprise market of the [●] with stock code 8036.

### **Audit committee**

We established an audit committee on 18 October 2013 with written terms of reference in compliance with the [●]. Our audit committee consists of Mr. Tsang Hung Kei, Mr. Au Tien Chee Arthur and Mr. Xu Yan. Mr. Tsang Hung Kei is the chairman of the audit committee. The duties of our audit committee include (but without limitation) (a) making recommendations to our Board on the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of that auditor; (b) monitoring integrity of our financial statements, our annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgments contained therein; and (c) reviewing our financial controls, internal control and risk management systems.

### **Nomination committee**

We established a nomination committee on 18 October 2013 with written terms of reference in compliance with the [●]. Our nomination committee consists of Mr. Zhang, Mr. Xu Yan and Mr. Tsang Hung Kei. Mr. Zhang is the chairman of the nomination committee. The duties of our nomination committee include (but without limitation) to review the structure, size and composition of the Board on regular basis; (b) to identify and recommend suitable individuals to the board as Board members; (c) to assess the independence of our independent non-executive Directors; and (d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors.

### **Remuneration committee**

We established a remuneration committee on 18 October 2013 with written terms of reference in compliance with the [●]. Our remuneration committee consists of Mr. Xu Yan, Mr. Zhang and Mr. Tsang Hung Kei. Mr. Xu Yan is the chairman of the remuneration committee. The duties of our remuneration committee include (but without limitation) (a) making recommendations to our Board on our policy and structure for all remuneration of our Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; (b) determining the specific remuneration packages of all our executive Directors and senior management, including benefits in kind, pension rights and compensation payments; (c) making recommendations to our Board of the remuneration of our Directors; and (d) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by our Board from time to time.

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### **STAFF**

As at the Latest Practicable Date, we had 51 full-time staff. The following sets forth the total number of our staff by responsibilities:

	<b>Total number of staff</b>
Management	5
Business operation	27
Risk control	4
Internal control	2
Finance	4
Administration	7
Compliance	<u>2</u>
<b>Total</b>	<u><u>51</u></u>

### **Relationships with our employees**

Our Directors recognise our employees are among the most valuable assets of our Group and the success of our Group could be enhanced by maintaining a good relationship with our employees.

Since the establishment of our Group, we have not experienced any significant turnover of staff or any disruption to our business operations due to labour disputes. Our Directors consider that we have maintained a good relationship with our employees.

### **Compensation**

Compensation of our employees primarily includes salaries, discretionary bonus, contributions to social insurance and retirement benefit scheme. Our Group incurred staff costs (including Directors' remuneration) of approximately RMB2.8 million, RMB3.2 million and RMB4.0 million, respectively for the three years ended 31 December 2012 and RMB2.3 million for the five months ended 31 May 2013.

The aggregate amount of remuneration paid by us to our Directors, including salaries, contributions to retirement benefit plans and discretionary bonuses, was approximately RMB291,000, RMB318,000 and RMB238,000, respectively for the three years ended 31 December 2012 and RMB154,000 for the five months ended 31 May 2013.

The aggregate amount of remuneration paid by us to the five highest paid individuals, including salaries, contributions to retirement benefit plans and discretionary bonuses, was approximately RMB646,000, RMB790,000 and RMB949,000, respectively for the three years ended 31 December 2012 and RMB571,000 for the five months ended 31 May 2013.

### **Benefit Schemes**

In the PRC, in accordance with the relevant national and local labour and social welfare laws and regulations, we are required to pay, in respect of our employees in the PRC, various social security funds including basic pension insurance, basic medical insurance, unemployment insurance, occupational injury insurance, hospital insurance and insurance for maternity leave.

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The contributions we paid were approximately RMB135,000, RMB166,000 and RMB212,000, respectively for the three years ended 31 December 2012 and RMB75,000 for the five months ended 31 May 2013.

We are also required by the relevant PRC regulations to register with the local housing provident fund management centre and make contributions to the housing provident funds for our employees. Save as disclosed in the paragraph headed “Non-compliance” in the section headed “Business” in this document, we have fully complied with the monthly social insurance and housing provident fund requirements during the Track Record Period.

Save as disclosed, during the Track Record Period, our Group has complied with all applicable laws and jurisdiction in relation to the social security and retirement contribution in the jurisdictions where we operate.

### **Share Option Schemes**

Our Group has conditionally adopted the Share Option Schemes whereby selected classes of participants (for details please refer to Appendix IV to this document) have been or may be granted options to subscribe for Shares at the discretion of the Board. The principal terms of the Share Option Schemes are set out in the sections headed “Pre-[●] Share Option Scheme” and “Post-[●] Share Option Scheme” in Appendix IV to this document.

### **PRC labour contract law**

The Labour Contract Law of the PRC (“**Labour Contract Law**”), which took effect on 1 January 2008, stipulates certain requirements in relation to, among others things, the signing of labour contracts between enterprises and employees, dissolving labour contracts, the payment of remuneration and compensation as well as the employee social security. In addition, the Labour Contract Law requires employers to provide remuneration packages which are not lower than the respective local minimum standards.

Our Directors consider that the implementation of the Labour Contract Law has not given rise to any material and adverse impact on the operations and businesses of our Group as the remuneration package we offered to our staff is in general higher than the respective minimum standards prescribed by the local authorities and the terms of the labour contracts we entered into with our employees are on terms no less than those prescribed by the Labour Contract Law.

Our Directors confirm that we had complied with all relevant requirements in relation to human resources management under the Labour Contract Law during the Track Record Period.



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**Potential competing business**

The permitted scope of business of our associate, Success Credit, includes small loans lending business and provision of financial consultancy services to SMEs and micro-enterprises, which on its face may overlap with one aspect of Success Guarantee’s scope of business, namely provision of guarantee related financial consultancy and advisory services.

However, pursuant to the revenue generated by Success Credit for the period from 18 December 2012, the date which our Group acquired Success Credit, to 31 December 2012 and for the five months ended 31 May 2013, the entire revenue of RMB2.3 million and RMB24.5 million were derived from the revenue of interest from small loans as Success Credit has not carried out any financial consultancy business since its establishment. Further, Success Credit is focusing in providing small loans to its customers directly and is limited to lend not more than RMB5 million to each borrower under the Trial Measures for Management of Small Loan Credit Companies of Guangdong Province (廣東省小額貸款公司管理辦法(試行)), which results in very different target customers from those of our Group. In addition, Success Credit is restricted to provide its services within Chancheng District, Foshan City, Guangdong Province, the PRC, whilst Success Guarantee is allowed to carry out business throughout the Guangdong Province.

Taking into account the above mentioned reasons, our Directors and the [●] are of the view that despite there may be potential competition between Success Credit and our Group for the overlapping business scopes, Success Credit is not competing or expected to compete with our Group’s financial consultancy business. Our Directors further confirm that our Group currently has no plan to expand into lending business other than through Success Credit.