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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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### DIRECTORS

#### Executive Directors

Professor KOU Jisong, aged 52, is the founder of the Group and the chairman of the Company. He is responsible for the formulation of corporate strategy and future business direction of the Group. He is a professor and a supervisor to Ph.D. candidates and a member of the Chinese People's Political Consultative Conference. He is currently the vice-chancellor of Tianjin University and the chairman and general manager of Genius. He was the head of the Research Institute of System Engineering and the dean of the School of Management of Tianjin University before appointed the vice-chancellor. He holds a Ph.D. degree in systems engineering from Tianjin University.

Mr. DONG Jian Xin, aged 33, is the managing Director of the Company. He is one of the founding staff members of the Group and is responsible for general management and operation of the Group. Before joining the Group in 1997, he had 9 years' experience in research and development of information systems. He holds a Master's degree in systems engineering from Tianjin University.

Professor LI Min Qiang, aged 34, is one of the founding staff members of the Group and is responsible for research and development of new products. He is a professor and the head of the Department of Management Information Systems of the School of Management of Tianjin University. Prior to joining the Group in 1997, he had 10 years' experience in research and development of information systems. He holds a Master's degree in systems engineering from Tianjin University.

Mr. YAO Xiao Dong, aged 34, is one of the founding staff members of the Group and is responsible for the Group's market development. He is also the compliance officer of the Company for the purposes of the GEM Listing Rules. Prior to joining the Group in 1997, he had 10 years' experience in research of economics policy. He holds a Bachelor of Economics degree from Nankai University.

Each of the executive Directors has entered into a service contract with the Company. Details of such service contracts are set out in the paragraph headed "Further information about Directors, management, staff and experts" in Appendix IV to this prospectus.

#### Independent non-executive Directors

Mr. LI Shan Hai, aged 60, is an independent non-executive Director appointed by the Company in January 2000. He graduated from the People's University of China. He has worked for the Tianjin Municipal Government for over 20 years, as an official in the Policy Research Office and as the vice director of Tianjin Committee for Restructuring Economic Systems. He joined Tianjin Office of the China Securities Regulatory Commission in 1995 and had been its director before his retirement in July 1999.

Mr. Andrew SHERRILL, aged 42, is an independent non-executive Director appointed by the Company in January 2000. He is the managing director of AsiaVest Investment Advisory Limited. He obtained a Bachelor of Science degree in engineering from the United States Military Academy, West Point, New York, the United States, and a Master of Business Administration degree from the University of Colorado, at Colorado Springs in the United States. He has over 14 years' experience in securities and fund management.

Mr. WANG Fu Sun, aged 67, is an independent non-executive Director appointed by the Company in January 2000. He has worked for the PRC government for over 30 years and has held positions in the Ministry of Foreign Affairs and the State Education Commission.

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### AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are (i) to review the annual report and accounts, half-year reports and quarterly reports and provide advice and comments thereon to the board of Directors and (ii) to review and supervise the financial reporting process and internal control system of the Group.

The audit committee will consist of three members comprising Mr. Li Shan Hai and Mr. Andrew Sherrill, both being independent non-executive Directors, and Professor Li Min Qiang, being an executive Director.

### SENIOR MANAGEMENT

Mr. CHAI Chi Man, aged 36, is the group financial controller, qualified accountant and company secretary of the Company. He is a Certified Public Accountant and holds a Master's degree in finance and investments from the University of Exeter, the United Kingdom. He is also a fellow member of the Hong Kong Society of Accountants and a fellow member of the Association of Chartered Certified Accountants. Prior to joining the Group in September 1999, he had 15 years' experience in auditing and accounting and has worked for an international accounting firm as well as a number of listed companies and sizable organisations.

Mr. TANG Bin, aged 33, is the deputy general manager of Tiancai Network. He joined the Group in November 1997 and is responsible for product and services development, production, sales and marketing of the Group. He was a deputy head of the department of information services of Genius. He holds a Bachelor of Science degree in computing from East China University of Science & Technology.

Mr. LI Yong Chao, aged 36, is the chief engineer of Tiancai Network for research and development. Prior to joining the Group in January 1997, he had 7 years' experience in research and development in relation to electronic industry. He holds a Master of Engineering degree from Hebei Institute of Engineering.

### STAFF

#### Staff

As at the Latest Practicable Date, the Group had a total of 53 staff and a majority of them are based in the PRC. The breakdown of staff by function is as follows:

Management	3
Research and Development	
— Hardware	6
— Software	12
Information services	15
Sales and marketing	11
Finance & administration	<u>6</u>
	<u><u>53</u></u>

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Almost all of the staff members are either university graduates or graduates from post-secondary education institutions and they are assigned to one of the five departments. The following table sets out areas of responsibility of the departments:

<b>Department</b>	<b>Areas of responsibility</b>
Management	Strategic planning and general management
Research and development	
— Hardware	Development and production of transmission and reception modules for data broadcasting
— Software	Development and continuing improvement of software for data broadcasting
Information services	Planning, sourcing and production of multimedia contents for data broadcasting
Sales and marketing	Market development through liaison and cooperation with TV network operators and enrolment of subscribers
Finance & administration	Financial management and general administration

### **Relationship with staff**

The Group recognises the importance of training for its staff. Apart from on-the-job training, the Group regularly provides internal and external training for its staff to enhance technical and product knowledge.

The Group has not experienced any significant problem with its employees or disruption to its operations due to labour disputes nor has it experienced any difficulty in the recruitment or retention of experienced staff. The Directors believe that the Group maintains a good working relationship with its employees.

### **Pension scheme**

Currently, the Group does not provide any provident fund or other similar pension scheme for its employees. Employees in the PRC are enrolled in the mandatory central pension scheme operated by the PRC government.

### **Share Option Scheme**

The Company has conditionally adopted the Share Option Scheme whereby full-time employees of the Group, including executive Directors, may be granted options to acquire Shares. The Directors believe that the Share Option Scheme will assist in the recruitment and retention of high calibre executives and employees. The principal terms of the Share Option Scheme are set out in the paragraph headed “Share Option Scheme” in Appendix IV to this prospectus.