
DIRECTORS, SENIOR MANAGEMENT AND STAFF

EXECUTIVE DIRECTORS

Mr. José Manuel dos Santos, aged 53, is the founder of the Group and the Chairman of the Company. He has over 30 years' experience in the telecommunications industry in the Asia Pacific region. He served in a senior position at Direcção dos Serviços de Correios e Telecomunicações, the telecommunications authority of Macau, prior to the founding of Zetronic and subsequently the Group.

Mr. Yim Hong, aged 41, is the Managing Director of the Group in charge of overall operations. He graduated from the University of London, the United Kingdom with a Bachelor of Science degree. With more than 19 years' experience in the IT industry, he joined the Group in September 1998. Prior to joining the Group, Mr. Yim was Area Business Director at Newbridge and Country Manager at 3Com Corporation.

Mr. Kuan Kin Man, aged 35, is a Director and the General Manager of the Group in charge of sales and marketing. In 1985, he joined Zetronic as an engineer and was transferred into marketing later. With the establishment of the Group in 1992, Mr. Kuan joined the Group in the same year to assume the role of sales manager and was promoted to general manager in 1994.

Ms. Monica Maria Nunes, aged 31, is a Director and the Financial Controller of the Group. She joined the Group in May 1999 and has over seven years of accounting and banking experience. She is a Certified Public Auditor in Macau and holds a certified Management Accountant Designation from the Society of Management Accountants of Alberta, Canada.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chui Sai Cheong, aged 45, was appointed as an independent non-executive Director on 14th December, 1999. Mr. Chui is a Certified Public Auditor in Macau and Civil Constructor by profession with a Master's degree in Business Administration from Chaminade University of Hawaii, U.S.A. At the same time, Mr. Chui is a member of several key government committee including the National Committee of the Chinese People's Political Consultative Conference, the Legislative Assembly of Macau, the Macau Special Administrative Region Preparatory Committee, the Selection Committee for the First Government of the Macau Special Administrative Region and the Education Council of the Government in Macau. Mr. Chui is also a Vice President of Executive Council of the Promotive Association for the Basic Law of Macau and holds several prominent positions in professional bodies including the Macau Management Association, the Association of Economic Sciences of Macau, the General Assembly of Macau Auditor Association and the Macau Society of Accountants.

Mr. Lo King Chiu, Charles, aged 55, was appointed as an independent non-executive Director on 14th December, 1999. Mr. Lo holds a Bachelor's degree in Arts from the Lake Forest University, the U.S., in 1967. Mr. Lo is the Special Advisor to President of the University of Victoria in Canada and is a consultant on Public Relations for British American Tobacco Plc in Macau. Mr. Lo is also the founder of the Macau Junior Chamber of Commerce and past President of the Rotary Club in Macau.

None of these two independent non-executive directors has a shareholding of more than 1% of the total issued share capital, past or present financial or other interest in the business of the Group nor engage in management function in the Group.

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SENIOR MANAGEMENT

Mr. Wong Wai Kan, aged 35, is the Regional Business Director of the Group. He graduated from the Guangzhou Jinan University with a Bachelor of Science degree. He has been with the Group since 1993. Mr. Wong worked in the fields of purchasing and banking before joining the Group.

Mr. Kuok Cheong Weng, aged 51, is the Regional Business Director of the Group. He graduated from the Chinese University of Hong Kong with a Bachelor of Science degree. Prior to joining the Group, he was Managing Director of Master Mind Zhu Hai Ltd. and Heng Va Company which are companies engaged in consultancy business. He joined the Group in 1998.

Mr. Chan Chi Pio, aged 30, is the Technical Support Manager of the Group. He joined the Group in 1992 after having graduated from Fujian Hua Qiao University with a Bachelor of Science degree in the same year.

Mr. Ng Ka Leung, aged 30, is the Technical Support Manager of the Group. He graduated from the University of Macau with a Bachelor of Science degree in 1994. He has been with the Group since 1995.

Mr. Rao Hui, aged 29, is the Regional Business Manager of the Group. Regional Business Manager in the PRC is responsible for local representative office's operations, maintain business relationship with customers, identify customers' needs and supervise local engineering team. He graduated from Nanjing University of Posts and Telecommunications with a Bachelor of Science degree in 1992. He joined the Group in 1993. Rao Hui was a university lecturer before joining the Group.

Mr. Yun Jun, aged 30, is the Regional Business Manager of the Group. He graduated from Nanjing University of Posts and Telecommunications with a Bachelor of Science degree in 1992. He joined the Group in 1994. Yun Jun worked for China Telecom with the capacity as section chief before joining the Group.

Mr. Zeng Qing Shi, aged 29, is the Regional Business Manager of the Group. He graduated from Nanjing University of Posts and Telecommunications with a Bachelor of Science degree. He joined the Group in 1994. He was an engineer at a factory under the Ministry of Aerospace before joining the Group.

Mr. Wang Qing, aged 29, is the Regional Business Manager of the Group. He graduated from Nanjing University of Posts and Telecommunications with a Bachelor of Science degree in 1992. He joined the Group in 1994. He was an engineer at a telecommunications equipment firm before joining the Group.

Mr. Wang Hai Tao, aged 29, is the Regional Business Manager of the Group. He graduated from Nanjing University of Posts and Telecommunications with a Bachelor of Science degree in 1992. He joined the Group in 1994. Mr. Wang was an engineer at China Telecom before joining the Group.

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Mr. Pong Chi Wai, aged 35, is the Regional Business Manager of the Group. He graduated from University of Macau with a Bachelor of Science degree. He joined the Group in 1994. He was a sales executive at a business systems firm before joining the Group.

Mr. Si I Hong, aged 31, is the Regional Business Manager of the Group. He graduated from University of Macau with a Bachelor of Science degree. He joined the Group in 1994. He had working experience in banking and hotel industry before joining the Group.

Mr. Zhong Min, aged 37, is the Regional Business Manager for the Group. He obtained his B.Sc. degree, M.Sc. degree and Ph.D. degree from South Metallurgy College, Jiangxi, Chongqing University and Tsinghua University respectively. He joined the Group in 1998. He was a university lecturer and worked in Macau as the general manager for an organization headquartered in Beijing.

During the three years ended 30th June, 1999, the aggregate amounts of directors' emoluments of the Group amounted to HK\$13.8 million, HK\$15.6 million and HK\$11.6 million respectively. Under the arrangement currently in force, the aggregate directors' emoluments payable by the Group for the year ending 30th June, 2000 are estimated to be approximately HK\$14.9 million inclusive of the discretionary management bonus but before share options subject to the approval of the Board.

QUALIFIED ACCOUNTANT AND COMPANY SECRETARY

Mr. Lau Hold Sing, aged 42, is the qualified accountant and company secretary of the Group. He joined the Group in December 1999 and has over fifteen years of experience in finance, accounting, auditing and company secretarial practice in Hong Kong. Mr. Lau holds a Master's degree in Business Administration at Northeast Louisiana University, the U.S. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Society of Accountants.

COMPLIANCE OFFICER

Ms. Monica Maria Nunes, aged 31, is the Director and Financial Controller of the Group. She joined the Group in May 1999 and has over seven years of accounting and banking experience. She is a Certified Public Auditor in Macau and holds a certified Management Accountant Designation from the Society of Management Accountants of Alberta, Canada.

AUDIT COMMITTEE

The Group established an audit committee on 10th February, 2000 with written terms of reference in compliance with Rules 5.23 and 5.24 of the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group and provide advice and comments to the board of Directors of the Company.

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The following sets out the members of the Group's audit committee:

Name	Position in the audit committee	Position in the board of Directors
<i>Mr. Chui Sai Cheong</i>	Chairman	Independent Non-executive Director
<i>Mr. Lo King Chiu, Charles</i>	Member	Independent Non-executive Director
<i>Mr. Santos</i>	Member	Chairman

STAFF

Including the Directors and senior management of the Group mentioned above, as at 30th September, 1999, the Group employed a total of 80 full-time employees. A breakdown of employees by their functions is as follows:

	Macau	Hong Kong	PRC	Total
Management	3	1	7	11
Sales and marketing	6	—	—	6
Technical/Engineering	8	—	28	36
Accounting and finance	5	1	9	15
Research and development	—	—	2	2
Operational logistic support	5	4	1	10
Total	<u>27</u>	<u>6</u>	<u>47</u>	<u>80</u>

The staffing for each of the representative offices is as follows:

	Number of staffs employed
Shanghai	11
Shenyang	7
Hangzhou	7
Jinan	5
Nanchang	6
Changsha	8
Beijing	<u>3</u>
	<u>47</u>

The Group has not, up to 30th September, 1999, experienced any disruption of its operations due to labour disputes in the past and the Directors consider that the Group has good employer and employee relations. The Group does not operate any provident fund scheme in which employees of the Group are entitled to join. However, a scheme will be in place by the first quarter of 2000. The maximum employer's liability under the mandatory provident fund is less than HK\$1 million. It provides in-house and on-the-job training for all its staff and sponsors employees to attend relevant courses outside normal business hours. In addition, technical personnel frequently attend vendor-sponsored training courses to keep up with the latest technical developments.

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The Group operates different remuneration schemes for sales and non-sales employees. Sales personnel are remunerated on the basis of on-target-earning packages comprising salary and sales commission. Non-sales personnel are offered year-end bonus equivalent to at least one month's salary based on individual merits.

SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme for the benefits of its employees, details of which are set out in Appendix IV to this prospectus. The Directors believe that the Share Option Scheme will assist in the recruitment and retention of high calibre executives and employees.