
DIRECTORS, SENIOR MANAGEMENT AND STAFF

DIRECTORS

Executive Directors

Mr. Yu Hang Chung, Herman, aged 28, established the Group in April 1997 and is the chairman and chief executive officer of the Company. He is responsible for the overall strategic planning and management of the Group. Mr. Yu graduated from the Chinese University of Hong Kong in 1995 with a degree of bachelor of social science. Mr. Yu set up Codebank IMA Limited (formerly known as IMA Communications Limited), a business engaged in website design and the development of intranet systems prior to incorporation of the Company. With over four years of experience in the Internet industry, Mr. Yu has expanded the business of the Group from website design to the development of e-Business and e-Education solutions.

Mr. Suen Kwok Kin, aged 25, joined the Group in August 1999 and is the chief creative officer of the Company. Mr. Suen is responsible for managing the creative and graphical design of IT projects and product development. He had participated in various website designs such as www.stareastnet.com, www.hkevents.net, www.lib.ouhk.edu.hk and www.towrylaw.com.hk. Prior to joining the Group in August 1999, Mr. Suen worked at PowerPhone Network Limited. Mr. Suen has over four years of experience in the Internet industry.

Mr. Kam Chun Ying, Francis, aged 35, joined the Group in June 1999 and is the Director in charge of accounting and finance of the Group. Mr. Kam participated in the management and has been a key member of the senior management of the Group since June 1999. He established the accounts and administration systems of the Group and is involved in the overall financial and administration functions of the Group. Mr. Kam previously worked for Credit Lyonnais Securities (Asia) Limited. With over 14 years of experience in finance and accounting, Mr. Kam is responsible for the Group's financial, administrative and secretarial affairs. He is a fellow member of the Association of Chartered Certified Accountants, an associate of The Hong Kong Society of Accountants and a member of the Hong Kong Securities Institute.

Mr. Cheng Yu Hong, aged 33, joined the Group in May 2001 and is the chief investment officer of the Company who is responsible for overseeing the Group's overall strategic investment planning and the operations of the Group's portfolio companies. Prior to joining the Group, Mr. Cheng was the vice president of Amroc Investments Asia Limited. Mr. Cheng has also worked with Fuji International Finance (HK) Limited (the investment banking arm of Fuji Bank Limited) as assistant director of the trading group of that company. Mr. Cheng had also worked for Dresdner Bank AG in Singapore and Lehman Brothers Asia Limited.

Non-executive Directors

Professor Woo Chia-Wei, aged 64, was appointed as a non-executive Director on 7th December, 2001. Professor Woo has been founding president of the Hong Kong University of Science since September 1988. In 1983, he became president of San Francisco State University, the first Chinese-American president of a large university in the US. Professor Woo also serves on the Commission on Strategic Development of Hong Kong and the Chinese People's Political Consultative Conference. Professor Woo also acts as an independent non-executive director for First Shanghai Investments Limited and Shanghai Industrial Holdings Limited, a company the securities of which are listed on the Main Board of the Stock Exchange.

Mr. Choy Mun Kei, aged 37, joined the Group as a non-executive Director on 7th December, 2001 and is the company secretary of HyComm. Mr. Choy graduated from City Polytechnic of Hong Kong (now known as City University of Hong Kong) in 1989 with a professional diploma in accountancy. He is an associate member of The Hong Kong Society of Accountants and a fellow member of The Association of Chartered Certified Accountants.

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Independent non-executive Directors

Dr. Lau Wah Sum, aged 73, was appointed as an independent non-executive Director on 7th December, 2001. Dr. Lau is a registered investment adviser and a fellow member of the Hong Kong Society of Accountants. He is currently a director of W S Lau & Associates Limited and chairman of Equity Financial Press Limited. He is also a chairman of the Board of the Urban Renewal Authority and a court member of The University of Science and Technology of Hong Kong. He also sits on the board of directors of several listed companies in Hong Kong.

Mr. Cheung Chun Ying, Victor, aged 27, was appointed as an independent non-executive Director on 7th December, 2001. Mr. Cheung is a dealing director of TradingGuru.com Securities Limited. Prior to that, Mr. Cheung worked in Lehman Brothers Japan Inc. in Tokyo. Mr. Cheung graduated with a bachelor of Arts degree from Harvard University and was awarded a Yale MBA scholarship for 1999-2000 academic year at the Yale School of Management. Mr. Cheung is a certified public accountant in the US.

SENIOR MANAGEMENT

Mr. Wang Jing, aged 31, is the president of Codebank Beijing. Mr. Wang oversees all aspects of operations, business development and resources allocation in the PRC. Prior to joining the Group in January 2001, Mr. Wang was the general manager of 中教科技實業有限公司 (Sinotech Enterprise Limited). Mr. Wang plays an important role in expanding the Group's e-Education business in the PRC. He has also worked as the branch manager in Beijing of 深圳中教育星軟件有限公司 (Shenzhen Educational Software Enterprise Limited) from 1995 to 1998. Mr. Wang obtained his bachelor of computer science degree from Tsinghua University, the PRC and his master of economics degree from 中國社會科學院研究生院 (the China Academy of Social Sciences, the PRC).

Mr. Tang Gan Gene, aged 28, joined the Group in June 2001 and is the president of CBIT. Mr. Tang is responsible for operations, including technology development, business development and resources allocation. Mr. Tang has been in the internet technology industry for over two years. Prior to joining the Group, he was the chairman of Family Online Corporation Limited and chief operating officer of Corpmart.com Limited. Mr. Tang obtained a degree of bachelor of electrical engineering and a degree of bachelor of science in 1997 from the University of Melbourne, Australia.

Mr. Jiang Jing Hua, aged 68, joined the Group in August 2000 and is the vice chairman of Campus Online Shanghai. Mr. Jiang is responsible for the overall business development in the PRC and liaising with education institutions in the PRC. Prior to joining the Group, Mr. Jiang was the vice chairman and general manager of China Hi-tech Group Co., Ltd., a publicly listed company in Shanghai. Mr. Jiang also worked for the National Education Committee in Beijing. He was 中華人民共和國國家教育委員會條件裝備司司長 (the director of conditioning & equipment department) of the National Education Committee, the PRC), assistant professor of Tsinghua University, chairman of the second board of governors of 全國高等學校實驗室工作研究會 (China University & College Laboratory Institute), chairman of 中國教學儀器設備行業協會 (China Instrument Industry Association) and chairman of the first board of governors of 中國高校校辦產業協會 (China University & College Enterprise Association).

Mr. Ng Wing Hong, aged 28, is the chief technology officer of the Group. Mr. Ng graduated from the Hong Kong Polytechnic University in 1997 with a degree of bachelor of arts in computing. Mr. Ng is responsible for the management of IT projects and design and development of software including the Group's educational software application, eCampus. Since joining the Group in December 1998, Mr. Ng has led the Group to develop significant IT projects in Hong Kong, including projects with Towry Law, stareastnet.com and hkevents.net. Prior to joining the Group, Mr. Ng worked at GlobalNet Telecommunications International Ltd.

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Mr. Lo Hoi Keung, aged 36, is the chief executive officer and chief technology officer of MAP. He graduated from City University of Hong Kong in 1996 with a bachelor degree of science in computer studies and higher diploma in applied science from Hong Kong Polytechnic in 1988. He is currently attending a master of science Internet computing at the University of Hong Kong. Mr. Lo joined the Group in September 2000. Prior to joining the Group in September 2000, Mr. Lo was a senior manager of multimedia services department of Mandarin Communications Limited. He was the product development manager of Hong Kong Telecom CSL and the vice president (Telephony System Group) of HK Star Internet Ltd.

Mr. Chan Kwok Wai, Andrew, aged 31, joined the Group in November 2000 and is the chief operations officer of MAP. Mr. Chan graduated from the University of California, Los Angeles, the U.S., in 1994 with a bachelor degree of arts majoring in geographical environmental studies. Mr. Chan is in charge of business development and the management of multiple access platform. Prior to joining the Group, Mr. Chan was an accounts manager of the Sundaywin department of Mandarin Communications Limited.

Mr. Au-Yeung Hui, Simon, aged 29, joined the Group in May 2000 and is the vice president of information technology of COL and is responsible for the product technology operation, infrastructure, research and development.

Ms. Lam Ching Shan, aged 30, is the executive vice president of COL and is responsible for sales and marketing as well as the overall business development of COL, focusing on the online learning platforms market. Ms. Lam obtained a degree of bachelor of arts from the Chinese University of Hong Kong in 1995 and a degree of master of arts in environmental management from the University of Nottingham, United Kingdom in 1997. She is experienced in sales and marketing in the Internet industry. Prior to joining the Group in January 2000, Ms. Lam was the manager (Education) of the sales department of PSINET Hong Kong Limited.

AUDIT COMMITTEE

The Company has established an audit committee on 7th December, 2001 with written terms of reference in compliance with Rules 5.23 to 5.25 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.

The audit committee comprises two independent non-executive Directors, namely, Dr. Lau Wah Sum, Mr. Cheung Chun Ying, Victor and Mr. Kam Chun Ying, Francis.

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STAFF

Overview of staff numbers

As at the Latest Practicable Date, the Group had a total of 44 full-time employees. The breakdown of the number of the Group's full-time employees by function is as follows:

	Hong Kong	PRC	Total
Management	5	2	7
Research and product development	18	6	24
Sales and marketing	1	2	3
Finance and administration	5	5	10
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Total	29	15	44

Relationship with staff

The Group has not experienced any significant problems with its employees or any material disruption to its operations arising from labour disputes not has it experienced any difficulties in the recruitment and retention of experienced staff. The Directors consider that the Group maintains good working relationships with its employees. From time to time, the Group arranges for its research and development staff to attend technical training or seminars organised by the Group's technological partners and vendors to keep them abreast with the latest technological developments.

BENEFIT SCHEMES

Each of the operating subsidiaries of the Group has implemented a provident fund scheme for its employees in Hong Kong in compliance with the Mandatory Provident Fund Schemes Ordinance (Chapter 485, Laws of Hong Kong).

Pursuant to the mandatory central pension scheme operated by the PRC government, Campus Online Shanghai and Codebank Beijing are required to pay a prescribed amount of contributions to the individual accounts of its PRC employees maintained with社會保險局(the Social Security Bureaus) in Shanghai and Beijing.

SHARE OPTION SCHEME

The Group has conditionally adopted the Share Option Scheme. A summary of its principal terms is set out in the section headed "Share Options" in Appendix IV to this prospectus.

The Company has also adopted the Pre-IPO Share Option Plan. The principle terms of the Pre-IPO Share Option Plan are set out in the section headed "Share Options" in Appendix IV to this prospectus.