

EXECUTIVE DIRECTORS

Mr. Xu Zhen Dong (許振東), aged 36, is an executive Director and the Chairman of the board of Directors of the Company. Mr. Xu is responsible for the Company's overall strategic planning, corporate formulation and financial strategies. In 1987, Mr. Xu graduated from the Computer Science and Technology Department of Peking University. Mr. Xu is a director and the general manager of Jade Bird and the chairman and authorised representative of Beijing Tianqiao. Mr. Xu is also a director and the general manager of 北京北大青鳥新世界網絡技術有限公司 (Beijing Beida Jade Bird New World CyberBase Technology Company Limited). Mr. Xu joined the Jade Bird Group in November 1994 and subsequently joined the Company in March 2000.

Prof. Chen Zhong (陳鐘), aged 37, is an executive Director and the president of the Company. He is responsible for the overall technology, product research and development of the Company. He is currently a professor and teacher of doctorate students of the Computer Science and Technology Department of Peking University. Prof. Chen graduated from the Computer Science and Technology Department of Peking University with a bachelor degree in 1983, a master degree in 1986 and a doctorate degree in 1989 in computer science and technology. Prof. Chen is a former student of Prof. Yang Fu Qing. Prof. Chen participated in research and development of the State focal science and technology project relating to "Software Engineering Environment Jade Bird System" under the leadership of Prof. Yang Fu Qing. Since 1995, Prof. Chen principally engaged in research in respect of network and information security system, software domain-specific software engineering, etc. At that time, Prof. Chen participated in certain State's research subjects including "Internet security technology and strategy research", "Internet information automatic search and recognition technology", "Internal network security system" and the State torch project of "Regional banking and financial network security"; further, Prof. Chen also completed a project relating to the State technology medium sized enterprise "Regional financial network information security research and implementation". Prof. Chen received awards including the State's Science and Technology Achievement Award of Youth in 1996, the Special Awards in Advancement of Science and Technology by the Ministry of Electronic Industry, the Second Awards in the State's Science and Technology Advancement in 1998. Prof. Chen is also a director of Jade Bird and Beijing Tianqiao. Prof. Chen joined the Jade Bird Group in November 1994 and subsequently joined the Company in March 2000.

Prof. Zhang Wan Zhong (張萬中), aged 37, is an executive Director and vice president of the Company. He is primarily responsible for the overall administration, corporate matters and public relations of the Company. Prof. Zhang graduated from Peking University with a master degree in science. Prof. Zhang held various positions in the administrative arm of Peking University including the professor of the Remote Sensing and Geographic Information System Department of Peking University, he has been responsible for the State's focal science and technology project relating to key problem's solving. He was the authorised representative and general manager of Peking University Science Information Technology Company. Prof. Zhang joined the Jade Bird Group in October 1998 and subsequently joined the Company in March 2000.

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Mr. Xu Zhi Xiang (徐祗祥), aged 35, is an executive Director and vice president of the Company. He is responsible for the Company's sales and marketing in the PRC. Mr. Xu graduated from Peking University with a bachelor degree in computer science and technology specialising in software and subsequently obtained a master degree in software engineering and computer science from Software Research Centre of the Science Institute of the PRC. Mr. Xu is also the director and general manager of Beijing Tianqiao and Beida Jade Bird Commercial Information System Company Limited. Mr. Xu joined the Jade Bird Group in November 1994 and subsequently joined the Company in March 2000.

Prof. Liu Yue (劉越), aged 38, is an executive Director and vice president of the Company. She is responsible for product research and development and corporate relations of the Company. She is an expert in IC design and ICCAD. She received the Second Prize of Technological Achievement in Beijing and “安泰獎”(Antai) Prize of Peking University. She is currently the general manager of Yu Huan. Prof. Liu joined the Jade Bird Group in June 1996 and subsequently joined the Company in March 2000.

NON-EXECUTIVE DIRECTORS

Prof. Yang Fu Qing (楊芙清), aged 67, a famous computer expert, is a non-executive Director. She is a fellow of the Science Institute of the PRC and a professor and the director of the Information and Engineering Department of Peking University. Prof. Yang focuses on the research of system software, software engineering and software industrialisation production technology and has obtained research results. Prof. Yang has over 40 years of experience in the research of process automation and system software and has developed the operation system of the first computer made in the PRC and has also developed the first PRC's operation system using pure high level computer language. Owing to her great achievement in scientific research, Prof. Yang received numerous honorary awards including over ten awards of national and ministry level such as the Second Awards in State's Advancement of Technology in 1998, Special Award in Advancement of Technology by the Ministry of Electronic Industry in 1996, “Three-eight” Red-banner Pacesetter, First Prize of Technological Achievement from Guanghai Technology Fund and “He Liang-He Li” Fund-Advancement of Science and Technology in 1997. Prof. Yang has nurtured more than 100 postgraduate and postdoctorate students. She has published more than 70 thesis and has 6 publications. Prof. Yang is the chairman of Jade Bird Software and Jade Bird. Prof. Yang is the wife of Prof. Wang Yang Yuan. Prof. Yang joined the Jade Bird Group in November 1992 and subsequently joined the Company in March 2000.

Prof. Wang Yang Yuan (王陽元), aged 65, a famous microelectronics expert, is a non-executive Director. Prof. Wang, is a fellow of the Science Institute of the PRC and a professor and head of Institute of Microelectronics of Peking University. Prof. Wang performed study in the research of microelectronics and successfully developed PRC's first piece of three-type 1024 bit MOSDRAM, and he is being recognised as one of the major explorers of gate terminal N channel technology. In the research of polysilicon chips, Prof. Wang introduced stress enhanced oxidation model for thin polysilicon film oxidation, feature parameter and

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engineering application formula and has recently commenced research in new structure circuit and MEMS, circuit simulation of CMOS/SOI circuit, etc. Prof. Wang obtained awards from national and departmental level including 潘文淵獎 (Pan Wenyuan Certificate), 全國科學大會獎 (National Science Society Award), 國家發明獎 (National Invention Award), and the 國家教委科技進步一等獎 (First Prize of Technological Achievement from National Teaching Committee). Prof. Wang has nurtured dozens of master students, doctorate students and post-doctorate students and published more than 150 thesis and 20 publications. Prof. Wang is a director and chief consultant of Jade Bird. Prof. Wang is the husband of Prof. Yang Fu Qing. Prof. Wang joined the Jade Bird Group in December 1994 and subsequently joined the Company in March 2000.

Prof. Han Ru Qi (韓汝琦), aged 61, is a non-executive Director. Prof. Han is a professor and tutor of doctorate students of Peking University. He was also the deputy head of the Microelectronic Institute of Peking University. Prof. Han was awarded 第二屆全國高校優秀教材評選國家級特等獎 (the National Special Prize in the Second Annual National High School Excellent Teaching Publication Competition) in 1992 and 國家科技進步二等獎 (the Second Prize of State Technological Achievement) in 1996. He is currently a standing committee member of the National Political Consultative Conference, member of 民革北京市主任委員 (Mingge Beijing Chief Committee), vice chairman of the Beijing Political Consultative Conference and standing committee member of the Central Cultural Reform Committee. Prof. Han joined the Company in March 2000.

Mr. Xing Huan Lou (邢煥樓), aged 51, is a non-executive Director. Mr. Xing studied in Beijing Economics Institute and State Social Science Post-Graduate Institute. He was the chief-economist of Beijing City Planning Committee. Mr. Xing joined Beijing Integrated Investment Company since May 1997 and was appointed and remained as the general manager and authorised representative. He is currently also the vice-chairman of Jade Bird. Mr. Xing joined the Jade Bird Group in November 1994 and subsequently joined the Company in March 2000.

Mr. Lo Lin Shing, Simon (魯連城), aged 44, is a non-executive Director. Mr. Lo holds a Bachelor of Business Administration degree. He possesses over 20 years of working experience in the financial, securities and futures industries. He has been a member of the Chicago Mercantile Exchange since 1986 and holds memberships in the Index & Option Market and the International Monetary Market. He is the deputy chairman of Tai Fook Securities Group Limited and New World CyberBase Limited. He is also an executive director of Kwong Sang Hong International Limited, Pacific Ports Company Limited, Huey Tai International Limited, Asean Resources Holdings Limited and an independent non-executive director of Wah Yik Holdings Company Limited, all of which are companies whose shares are listed on the Stock Exchange. Mr. Lo joined the Company in March 2000.

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INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Liu Yong Ping (劉永平), aged 65, is an independent non-executive Director and a member of the audit committee of the Company. Prof. Liu graduated from the Faculty of National Politics of the People's University of China. Prof. Liu was the editor of 'Frontier' magazine. Prof. Liu was the deputy head and researcher of Beijing Social Science Institute, performing research-related works. Prof. Liu is currently the deputy chief editor of "Research on the Special Characteristics of Socialism in the PRC". Prof. Liu was appointed as an independent non-executive Director in March 2000.

Prof. Nan Xiang Hao (南相浩), aged 64, is an independent non-executive Director. Prof. Nan is currently a part-time professor in the graduate school of 中國科技大學 (University of Science & Technology of China). Prof. Nan was previously a supervisor of 中國計算機學會第三屆信息保密專業委員會 (The Third Information Cryptology Commissary of The Chinese Computer Association). Prof. Nan was awarded various science award such as 國家科技進步二等獎 (the Second Prize of State Technological Achievement). Prof. Nan was appointed as an independent non-executive Director in March 2000.

SUPERVISORS

The Company has a board of Supervisors whose primary duty is the supervision of the senior management of the Company, including the board of Directors, managers and senior officers. The function of the board of Supervisors is to ensure that the senior management of the Company acts in the interests of the Company, its shareholders and employees and does not perform acts which violate PRC law. The board of Supervisors reports to the shareholders in general meetings. The Articles of Association provides the board of Supervisors with the right to investigate the Company's financial affairs; to carry out supervision to ensure that the directors, managers and other senior management personnel of the Company do not act in contravention of any laws, administrative regulations or the Articles of Association in the performance of their duties; to request that any activities harmful to the interests of the Company or the Directors, managers or other senior management of the Company be rectified; to examine financial reports, business reports, profit distribution plans and other financial documents by the board of Directors to be submitted to shareholders' general meetings, and in appropriate cases, to appoint on behalf of the Company certified public accountants or certified practising auditors to assist such review; to propose the convening of extraordinary general meetings of shareholders; to represent the Company when negotiating with the Directors or when initiating legal proceedings against a Director; and other powers of office stipulated in the Articles of Association. The board of Supervisors currently comprises five members, one of whom is a representative of the employees. The members of the board of Supervisors are:

Mr. Zhang Yong Li (張永利), aged 35, is chairman of the Company's supervisory committee. He graduated from the Geology Department of Peking University with a bachelor degree in Geology and subsequently obtained a doctorate degree in science from Chinese Science University. Mr. Zhang held various positions in the Jade Bird Group mainly in the areas of accounting and administration and was appointed as the deputy general manager and head of accounting department of Jade Bird since November 1998. Mr. Zhang joined the Jade Bird Group in November 1994 and subsequently joined the Company in March 2000.

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Mr. Li Chun (李春), aged 32, is a Supervisor and a research supervisor of the Company. He graduated with a bachelor degree in electronics and communication from the Department of Information Engineering System of Peking University. After his graduation, he remained in the university to engage in the development of electronic products. In February 1995, Mr. Li joined Jade Bird Group and was appointed as the head of Mechan-engineering Unification Research Centre, deputy general manager of 北大青鳥電子集團 (Beida Jade Bird Electronics Group) and 北大青鳥信息工程有限責任公司 (Beida Jade Bird Information Project Limited) of which he was responsible for the development and organisation of electronic and information products and subsequently joined the Company in March 2000.

Mr. Fan Yi Min (范熠旻), aged 41, is a Supervisor. Mr. Fan graduated from Hangzhou University with a bachelor degree in Chinese language. He worked in Zhejiang Provincial Committee in 1982 and Zhejiang Foreign Trade Company in 1991. Mr. Fan joined the Jade Bird Group in August 1998 and is currently a vice president of Jade Bird. He joined the Company in March 2000.

Mr. Du Hong (杜虹), aged 47, is an independent Supervisor. He is currently a member of the qualification assessment committee of 中共中央辦公廳工程技術高級職務的資格評審委員會 (the State's Office senior engineering technology), a member of the assessment committee of the 中共中央辦公廳科學技術進步獎評審委員會 (State's Science and Technology Advancement Award) and a member of the strategic research expert committee of 國家八六三計劃信息安全技術發展戰略研究專家組 (the State's "Eight, Six, Three" Plan relating to information security technology development). He was a senior engineer of the State Cryptography Research Centre. He joined the Company in March 2000.

Ms. Lu Qing (盧青), aged 35, is an independent Supervisor. Ms. Lu graduated from Peking University with a bachelor degree in economics and subsequently obtained a master degree in economics and politics. In 1996, Ms Lu obtained a master degree in business administration from HEC School of Management, Paris, France. Ms. Lu held senior positions in Guangdong Investment Limited and worked as consultant in State Development Bank. Ms. Lu has extensive experience in investment consulting and is currently a director of ChinaEquity Advisory Inc. She joined the Company in March 2000.

SENIOR MANAGEMENT

Ms. Yang Chau Ming (楊秋明), aged 30, is the chief financial officer and the company secretary of the Company. She has 8 years of experience in management accounting, public accounting, taxation and financial management in Hong Kong and the PRC. Ms. Yang started her professional career with Arthur Andersen & Co., an international accounting firm. In 1997, she joined PricewaterhouseCoopers, an international accounting firm, as a Deputy Manager stationed in Shanghai, PRC. Ms. Yang had worked on a number of well known projects including the listing of two PRC H Shares companies and the diagnostic review of two PRC Banks. Ms. Yang holds a bachelor degree in accounting from the Hong Kong Polytechnic University, and is an associate member of the Hong Kong Society of Accountants and the Association of Chartered Certified Accountants. Ms. Yang joined the Company in April 2000.

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Ms. Zhu Qing (朱青), aged 38, is a marketing manager and vice president of the Company. In 1982, she graduated from the Radio Frequency Electronics Department of Peking University specialising in electronic physics. Ms. Zhu was awarded 計算機應用開發優秀項目證書 (Certificate of Excellent Project relating to computer application development). In 1992, Ms. Zhu joined 北大方正公司 (Beida Founder Limited) and had been deputy general manager and general manager of the network division, general manager of the State integrated system division, assistant to general manager of 方正信息系統工程公司 (Founder Information Project Company) and sales manager of 方正迪成信息技術有限公司 (Founder Dc Information & Technology Corporation). Currently, she is general manager of network security and integrated system division. Ms. Zhu joined the Jade Bird Group in December 1998 and subsequently joined the Company in March 2000.

Mr. Duan Yun Suo (段雲所), aged 32, is a research manager and vice president of the Company. He obtained a bachelor degree in information and electronics science from Yuannan University, master degree in biology and medicine engineering of Southeast University, doctorate in medicine engineering of Zhejiang University. He carried out post-doctorate research in the Computer Science and Technology Department of Peking University. From 1997, he was associate professor of the Computer Science and Technology Department of Peking University. Mr. Duan has extensive experience in research and development of network and information security and communication. Mr. Duan is currently the deputy chief engineer of 北大青島商用信息系統公司 (Beida Jade Bird Commercial Information System Company) and manager of information security department. Mr. Duan joined the Jade Bird Group in January 1996 and subsequently joined the Company in March 2000.

Mr. Fu Zhi Ming (付志明), aged 56, is a product manager of the Company. From 1965 to 1969, he was a researcher in the solid state spectrum research centre of the Physics Department of Peking University. He had been assistant to general manager of Jade Bird, deputy general manager of the Factory and deputy general manager of 北京北大青島天通信信息工程有限責任公司 (Beijing Beida Jade Bird Tiantong Information Engineering Co., Ltd.). Also, he has been the project manager of WFAS since 1992. Mr. Fu joined the Jade Bird Group in October 1995 and subsequently joined the Company in March 2000.

Mr. Zheng Tong (鄭彤), aged 32, is a marketing manager of the Company. He graduated from the Department of Chemistry of Zhejiang Teaching University with a bachelor degree in chemistry and subsequently obtained a master degree in management from Peking University. Mr. Zheng has extensive experience in IT industry and corporate management and has worked in various senior positions in IT sector. He was assistant to president of the Jade Bird Group. He is currently the general manager of 深圳北大青島科技有限公司 (Shenzhen Beida Jade Bird Sci-tech Company Limited). Mr. Zheng joined the Jade Bird Group in October 1993 and subsequently joined the Company in March 2000.

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Mr. Sun Wei (孫衛), aged 30, is a marketing manager of the Company. Mr. Sun graduated from the Computer Science and Technology Department of Peking University with a bachelor degree and a master degree in micro-electronics. From 1992 to 1993, he worked in the production base of Beijing Legend Computer Group as an assistant engineer. From 1993 to 1994, he worked in the engineering department of Olivetti (China) Ltd. as an engineer. Mr. Sun joined the Jade Bird Group in August 1999 and subsequently joined the Company in March 2000.

Mr. Sheng Shi Min (盛世敏), aged 54, is a research manager of the Company. He graduated from the Department of Physics of Peking University in 1969 and furthered his studies there from 1978 to 1980. From 1988 to 1989, he was a visiting scholar of the University of California, San Diego, US. Since 1989, he has been deputy researcher and researcher in the Microelectronics Research Centre of Peking University. In 1988, his analysis of the sample of integrated circuit was awarded the Outstanding Technology Research by Peking University. Outstanding Technology Project of the “Eighth Five” Years Plan by the Electronics Bureau. Mr. Sheng joined the Jade Bird Group in March 1998 and subsequently joined the Company in March 2000.

Mr. Jiang An Ping (蔣安平), aged 30, is a research manager of the Company. He entered the Department of Computer of Xi'an Jiaotong University with specialisation in software in September 1985 and obtained a bachelor degree in engineering in July 1990. He subsequently obtained a master degree in computer components and equipment and a doctorate degree from Shuan Xi Microelectronics Institute, in which he continued to obtain a master and doctorate degree. From July, 1997 to June, 1999, Mr. Jiang engaged in the post-doctorate research in the Microelectronics Institute of the Peking University. He was awarded the First Prize of Technological Advancement in Micro-electronics System Engineering and Third Prize of Technology Advancement by the State. Mr. Jiang joined the Jade Bird Group in June 1998 and subsequently joined the Company in March 2000.

AUDIT COMMITTEE

The Company established an audit committee on 5th July, 2000 with terms of reference in compliance with Rules 5.23, 5.24 and 5.25 of the GEM Listing Rules. The primary duties of the Audit Committee are to review the financial reporting process and internal control system of the Company. The Audit Committee has two members namely, the two independent non-executive Directors, Ms. Liu Yong Ping and Prof. Nan Xiang Hao.

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STAFF

Overview of staff

As at the Latest Practicable Date, the Company had 139 full-time employees. An analysis by function is as follows:

Management	6
Technical support	31
Research	71
Sales and marketing	19
Finance and administration	12
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	139
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THE COMPANY'S RELATIONSHIP WITH STAFF

The Company has not experienced any significant labor disputes which have led to disruption of its normal business operations. The Directors consider that the Company maintains a good working relationship with its employees.

BENEFIT SCHEMES

The Company provides employee benefits including retirement plan, housing fund and medical insurance scheme, etc. for their PRC staff.

SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme. Employees (as defined is the Share Option Scheme) of the Company who are PRC nationals and have taken up options to subscribe for H Shares under the Share Option Scheme shall not be entitled to exercise the options until the H Shares Restrictions (as defined in the Share Option Scheme) have been abolished or removed. The principal terms and conditions of the Share Option Scheme are summarised and particulars of the grantees of options under the Share Option Scheme are set out in the section headed "Summary of terms of the Share Option Scheme" in Appendix 5 to this prospectus. As at the Latest Practicable Date, no share options have been granted under the Share Option Scheme.