

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

### DIRECTORS

#### Executive Directors

**Mr. CHANG Kwang Hsiung** (張光雄), age 67, was appointed as an executive Director in August 2007 and as the Chairman of the Company in November 2007. As the Chairman of the Company, he is in charge of corporate strategy, planning and overall development of the Group. Mr. Chang was the general director of VMEP from February 1993 when he joined VMEP, until November 1995 and was the chairman of VMEP from May 1993 to September 1999. During his six years of service at VMEP, he had established extensive connections in the Vietnam motorbike market. He was also appointed as a director of Chin Zong in September 2007 and as a director of VMEP in November 2007. Mr. Chang has over 40 years of experience in the motorbike manufacturing industry in Vietnam and Taiwan. Mr. Chang worked at the product development department of Sanyang from 1966 to 1990 and at the management department from 1990 to 1994. In 1994, he was promoted as the vice general director of Sanyang till 1997. He was the senior consultant to Sanyang in relation to the motorbike manufacturing industry from 1997 until his resignation in November 2007. Thereafter, he ceased to hold any office in any company within the Sanyang Group. He is also a director of Chinfon Cement Corporation (慶豐水泥公司) which specialises in the sale and production of cement since 1992. In 2000, Mr. Chang was awarded the third level of Labor Model for National Excellent Manufacturing Operation Activities by the Vietnamese government. Mr. Chang graduated from the National Taipei Institute of Technology (臺北工專機械科) with an undergraduate degree in mechanical engineering in 1962.

**Mr. CHEN Pang Hsiung** (陳邦雄), age 49, was appointed as an executive Director in August 2007 and as the chief executive officer of the Company in November 2007. Mr. Chen has over 24 years of experience in the motorbike industry which he has acquired through his work experience at the Sanyang Group and the Group. Mr. Chen first joined the Group in September 1998. He worked in the procurement department of VMEP in the position of manager from 1998 to 2002 and was appointed as the head of the department from February 2002 to August 2003. He was promoted to be the vice general director of VMEP in September 2003. He returned to Sanyang in February 2005 and was seconded to VMEP again in August 2005. He has been the general director of VMEP and a member of the senior management team since 2005. He had a dominant leadership role in the overall management of the business operations of the Group and, has been a director of VCFP and CQS since January 2007 and a director of VTBM since February 2007. He has also been appointed as a director of Chin Zong in September 2007 and as a director of VMEP in November 2007. From 1983 to 1998, Mr. Chen worked in the research and development department and the overseas marketing management department of Sanyang. In September and October 2007, Mr. Chen was awarded the title of Outstanding Merchant in Vietnam by the Ministry of Industry and Trade and the title of Outstanding Merchant in Dong Nai Province by the Dong Nai Province People's Committee respectively. In 2004, Mr. Chen was awarded the title of Special Contributor to the Development of Vietnam's Motorbike Industry by the Ministry of Industry and Trade. Mr. Chen graduated from the National Tsing Hua University (國立清華大學) with an undergraduate degree in mechanical engineering in 1981.

**Mr. LEE Hsi Chun** (李錫村), age 53, was appointed as an executive Director in August 2007. Mr. Lee joined the Group in May 1997 and worked in the administration department of VMEP from 1997 to 2000. From 2000 to 2002, he worked in both the administration and financial department of VMEP. He was appointed as the head of the administration and financial department of VMEP and became a member of the senior management team in 2002. He was appointed as a director of VMEP in November 2007. Prior to joining the Group, he joined Sanyang in 1980 and has acquired over 20 years of experience in administration, human resources and sales in the motorbike industry. He has a dominant leadership role in the overall

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

management of the business operations of VMEP, in particular, in the administration and finance field and, together with other members of the senior management team of VMEP, contributed to the strategic and operational decisions of VMEP. Mr. Lee graduated from the Chung Yuan Christian University (私立中原大學, formerly known as 私立中原理工大學院) with an undergraduate degree in business administration in 1977.

**Mr. WANG Ching Tung** (王清桐), age 43, was appointed as an executive Director in August 2007. Mr. Wang joined VMEP in February 1993 and had worked in the sales department of VMEP since then and was appointed as the manager of the northern sales department of VMEP from 1997 to 1999. From 1999 to 2002, he was appointed as the a manager of the southern sales department of VMEP. In 2002, Mr. Wang was appointed as the head of the sales department of VMEP and became the vice general director of the sales and marketing department of VMEP in 2006. He was appointed as a director of VMEP in November 2007. He has over 15 years experience in motorbike sales and marketing. Prior to joining the Group, he worked in the administration department of Sanyang from 1989 to 1993. He has been a senior management member of VMEP since 2002 and has a dominant leadership role in the overall management of the business operations of VMEP and, together with other members of the senior management team of VMEP, contributed to the strategic and operational decisions of VMEP. Mr. Wang graduated from the National Cheng Kong University (國立成功大學) with an undergraduate degree in industrial design in 1987.

### Non-Executive Directors

**Mr. HUANG Kwang Wu** (黃光武), age 56, was appointed as a non-executive Director in November 2007. He is only responsible for assisting the executive Directors to formulate the Group's development strategies and does not have any executive function or active participation in the day-to-day management and operation of the Group. Mr. Huang joined VMEP in June 1997, as the general director of VMEP until April 2001. He was a director of VMEP from March 1999 to November 2007. He was also a director of Chin Zong from July 2007 to September 2007 but had not carried out any management role as a director as Chin Zong did not commence its operations during that period. Mr. Huang had no active participation in the daily management of the Group over the Track Record Period. He has over 29 years of experience in the motorbike manufacturing industry in Vietnam and Taiwan. He has been a director of Sanyang since 2002 and is in charge of the execution of corporate strategies and overall management of the Sanyang Group. Mr. Huang was the vice general director of the overseas business relationships department of Sanyang from 2000 to 2002. He is also the director of certain subsidiaries of Sanyang in Taiwan, Indonesia and the PRC which engage in the manufacture of motorbikes. Mr. Huang received his undergraduate degree in mechanical engineering and masters degree in mechanical engineering from the National Cheng Kong University (國立成功大學) in 1973 and 1976, respectively.

**Mr. LIU Wu Hsiung Harrison** (劉武雄), age 43, was appointed as a non-executive Director in November 2007. He is only responsible for assisting the executive Directors to formulate the Group's strategies regarding export sales and distribution of the Group's products and does not have any executive function or active participation in the day-to-day management and operation of the Group. Mr. Liu joined the Group in April 1996. From 1996 to 1999, Mr. Liu was mainly engaged in the sales department of VMEP as the assistant manager. He was a director of Chin Zong from July 2007 to September 2007 but had not carried out any management role as a director, as Chin Zong had not yet commenced operations during that period. Mr. Liu had not been involved in the daily management of the Group over the Track Record Period. Mr. Liu has over 12 years of experience in trading and export sales of motorbikes and related parts. Mr. Liu worked in the export department and the sales and marketing department of Sanyang from

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

1995 to 2001, and became the manager of the overseas business division of Sanyang from 2001 to 2004 and the head of Asian business department from 2005 to 2006 and was responsible mainly for the export strategy and business of the Sanyang Group. In 2006, Mr. Liu was appointed as the vice general director of the overseas business division of Sanyang. He is also a director of a subsidiary of Sanyang which engages in property development, a subsidiary of Sanyang which engages in trading and manufacturing of motorcar and motorbike spare parts and a company in India which is listed on the Bombay Stock Exchange and in which Sanyang has a 10.29% interest. Mr. Liu graduated from Feng Chia University (私立逢甲大學) with an undergraduate degree in international trade in 1986.

### Independent Non-Executive Directors

**Mr. HSU Nai Cheng Simon** (徐乃成), age 47, was appointed as an independent non-executive Director in November 2007. He is a member of the remuneration committee and the audit committee of the Company. Mr. Hsu has over 17 years of executive experience in companies based in Asia-Pacific and the United States with international clientele in basic industries and finance. He is both the founder and chairman of e-commerce Logistics Limited which was incorporated in 1999 and a Greater China focused logistics management company headquartered in Hong Kong. Since 1996, he has been the director of United Pacific Industries Limited (“UPI”), a Hong Kong listed company. UPI had no business activity or shareholding interest in any member of the Group during the Track Record Period and is not otherwise connected to the Group and the Sanyang Group. Since 1996, he has also been a director of Kidde Consumer Durables (Singapore) Ltd., a sourcing and trading company with customers in the United States and Europe. From 2004 to 2006, he was an independent non-executive director of ASJ Holdings Limited, a Singapore listed company which engages in the manufacture and distribution of electronic components in the telecommunications, consumer electronics, computer and automotive industries. Prior to joining UPI, he was the group managing director of Hanson Pacific Ltd. (“Hanson”), the Asian arm of Hanson PLC, an international industrial conglomerate with operating companies in basic industries, including coal, chemicals, building materials, tobacco and forest products. Prior to the Hanson appointment, he was the group managing director of CEF Taiwan Ltd., a Hong Kong based merchant bank jointly owned by Cheung Kong (Holding) Ltd., and Canadian Imperial Bank of Commerce which engages in raising capital for Taiwanese and foreign companies on the international capital market. Mr. Hsu is also the director of various trading and investment holding companies in Hong Kong and Taiwan. Mr. Hsu graduated from the California State University at Northridge in 1983 with an undergraduate degree in business administration, specialising in finance and real estate.

**Ms. LIN Ching Ching** (林青青), age 43, was appointed as an independent non-executive Director in November 2007. She is the chairman of the audit committee of the Company. Ms. Lin has approximately 15 years of experience in the financial industry. From December 2003 to April 2007, she led a corporate finance team at Deloitte & Touche, Corporate Finance Co., Ltd., specialising in mergers and acquisitions, fund raising and corporate restructuring. Her roles involved reviewing and analysing audited financial statements of public companies and performing valuation analysis of those companies. She was a director of 陽尚德事業有限公司, a trading and consultancy company, from 2004 until it was voluntarily wound up by its shareholders in November 2006 when the company was solvent. From 1992 to 1999, Ms. Lin was the vice president of Citibank, N.A., Taipei, in which she was involved in a number of corporate finance and merger and acquisition projects. Ms. Lin graduated from Eastern Michigan University with a master's degree in business administration in 1991 and graduated from Fu-Jen Catholic University in Taipei with an undergraduate degree in accounting in 1987. With Ms. Lin's financial management experience and expertise in corporate finance and her educational background in business administration and accounting, the Directors believe that Ms. Lin possesses adequate financial management expertise as required under Rule 3.10(2) of the Listing Rules.

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

**Mr. WEI Sheng Huang** (魏昇煌), age 54, was appointed as an independent non-executive Director in November 2007. He is a member of the audit committee of the Company and the chairman of the remuneration committee of the Company. Mr. Wei has over 15 years of experience in the motor car parts manufacturing and related industries. Since 1992, he has been the director of a company which was established in Taiwan in 1991 and specialises in the manufacture and sale of motor car parts, such company is not connected with the Group or the Sanyang Group and it did not have any business transactions with the Group during the Track Record Period. Mr. Wei obtained a masters degree in business administration from the Hofstra University in 1988 and graduated from the University of Cincinnati in 1981 with a master's degree in computer engineering. Mr. Wei graduated from the National Chiao Tung University (國立交通大學) with an undergraduate degree in electro physics in 1974. Mr. Wei has no previous employment with Sanyang.

### SENIOR MANAGEMENT

**Mr. CHANG Hsi Cheng** (張錫正), age 48, is the vice general director of the production department of VMEP. Mr. Chang joined VMEP in July 2006. Mr. Chang was the head of the research and development department of VMEP from July 2006 to September 2006, and he has been the vice general director of the production department of VMEP since October 2006. Prior to joining VMEP, Mr. Chang had over 20 years of experience at the research and motorbike design department of Sanyang from 1984 to 2006 during which his key roles involved the design of engines and development of new motorbike models. From 2003 to 2006, he was the manager of the motorbike product development department of Sanyang in which he led a team of researchers in developing new products and expand Sanyang's product base. Mr. Chang graduated from the Chung Yuan Christian University (私立中原大學, formerly known as 私立中原理工大學院) with an undergraduate degree in mechanical engineering in 1982. Apart from his previous employment with Sanyang as stated above, Mr. Chang will not hold any position in the Sanyang Group upon Listing.

**Mr. TSAI Yu Tsai** (蔡有財), age 49, is the head of production department of VMEP. Mr. Tsai joined VMEP in August 1999. He was the manager of Dong Nai Production Factory from 1999 to 2002 and has been the head of the production department of VMEP since 2002. Prior to joining VMEP, Mr. Tsai worked for Sanyang from 1976 until 1999 and accumulated over 30 years of experience in the production of motorbikes. Mr. Tsai joined Sanyang at its gearing department in 1976 as a technician until 1983. He then worked at the motorbike moulding department from 1983 until 1986 where his main role was to assist the design and manufacture of the moulds for use in the production of motorbikes. Thereafter, he worked at the production and processing department of Sanyang as a team leader and was responsible for the overall supervision of the production process from 1986 until 1998. In 1998, he worked at the research and motorbike design department of Sanyang until joining the Group in 1999 during which his key roles involved motorbike engines design and development. Mr. Tsai graduated from the Kai Nan High School of Commerce and Industry (私立開南高級商工職業學校) with a University degree in mechanical engineering in 1973. Apart from his previous employment with Sanyang as stated above, Mr. Tsai will not hold any position in the Sanyang Group upon Listing.

**Mr. TSENG Kuo Lung** (曾國龍), age 43, is the head of the product planning department of VMEP. Mr. Tseng joined VMEP in January 1994 as team manager of marketing planning office of VMEP when he was seconded to VMEP until 1996. In 1998, Mr. Tseng was again seconded to VMEP as the assistant manager of the sales department until 2000 when he was promoted to be the manager of the sales department of VMEP. From 2002 to 2006, he was the head of the marketing and sales department of VMEP. In February 2006, Mr. Tsang was appointed as the head of the product planning department of VMEP. Mr. Tseng has over 14 years of experience

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

in the sales and marketing industry. From 1996 to 1998, Mr. Tseng worked at the sales and marketing department of Chinfon Cement Corporation (慶豐水泥公司) which specialises in the sale and production of cement since 1992. Mr. Tseng graduated from the Senior Rejuvenation of the Private Business and Industrial Vocational School (私立復興美術工藝職業學校) with an undergraduate degree in advanced art technology in 1982. Mr. Tseng does not and will not hold any position in the Sanyang Group upon Listing.

**Mr. CHIANG Ping Hui** (江炳輝), age 39, is the head of the marketing and sales department of VMEP. Mr. Chiang joined the procurement department of VMEP in July 1995 when he was seconded to VMEP. In 1997, he was then promoted to assistant manager of the procurement department of VMEP until 1999. In 2000, Mr. Chiang was again seconded to VMEP as an assistant manager of the southern operations centre of VMEP until 2002. In 2002, he was promoted to be the manager of the spare parts department of VMEP and subsequently became the head of the same department in 2005. He was the head of the sales and marketing department of VMEP since August 2006. Mr. Chiang has over 15 years of experience in the motorbike industry. Prior to joining VMEP, Mr. Chiang worked at the sales and purchasing department and the sales department of Chinfon, a Huang family controlled company in Taiwan manufacturing motorbikes, automobiles and trucks, from 1994 to 1995 and 1999 to 2000, respectively. He had also worked at the Preparatory Office for Investment in Vietnam of Chinfon from 1992 to 1994. Mr. Chiang graduated from the Tamshui Institute of Business Administration (私立淡水工商管理專科學校) with an undergraduate degree in international trade in 1990. Mr. Chiang has not held and will not hold any position in the Sanyang Group upon Listing.

**Mr. LIN Chao Shun** (林朝順), age 50, is the head of the research and development department of VMEP. Mr. Lin joined the research and development department of VMEP in October 2006. From 1983 to 2003, Mr. Lin was mainly involved in the research and development department of Sanyang. He had worked at Sanyang since 1983 until September 2006 and specialised in the research and development of motorbikes. He was the manager of the product development department of Sanyang from 2003 to March 2006 and the manager of Sanyang's India business unit from March to September 2006. He graduated from National Taiwan University of Science and Technology (國立臺灣科技大學, formerly 國立臺灣工業技術學院) with an undergraduate and a masters degree in mechanical engineering in 1980 and 1988 respectively. Apart from his previous employment with Sanyang as stated above, Mr. Lin will not hold any position in the Sanyang Group upon Listing.

**Mr. CHANG Tu Hsuan** (張督玄), age 50, is the head of the research and development department of VMEP. Mr. Chang joined VMEP in October 2006 as the head of the research and development department. He worked at Sanyang from 1983 to 2006 and has over 23 years of experience in the research industry and is responsible for the development of new motorbike products. Prior to joining VMEP, Mr. Chang worked at the overseas sales and production department of Sanyang from 1995 to 1999 and at the research department of Sanyang from 1983 to 1995. He was seconded to Xia Shing Xiamen Motorcycle Company Limited, a 76.67% owned subsidiary of Sanyang, from 2002 to 2005 as the manager of the research and development department and subsequently became the manager of the research department of Sanyang in 2005. Mr. Chang graduated from the National Taiwan University of Science and Technology (國立臺灣科技大學, formerly 國立臺灣工業技術學院) with an undergraduate degree in mechanical engineering in 1980. Apart from his previous employment with Sanyang as stated above, Mr. Chang will not hold any position in the Sanyang Group upon Listing.

**Mr. CHAN Chi Shing** (陳志成), age 47, is the qualified accountant and company secretary of the Company for the purposes of Rule 3.24 of the Listing Rules. Mr. Chan has over 26 years of experience in the audit and accounting field. Mr. Chan was the chief financial officer of Era

## DIRECTORS, SENIOR MANAGEMENT AND STAFF

Digital Media Company Limited (年代數位媒體股份有限公司) from 2001 to 2004. From 1997 to 2000, he was the finance manager of a company which launches direct broadcast satellite or direct-to-home (DTH) TV services in Taiwan. From 1991 to 1997, he was the management accountant of TVBI Company Limited (電視廣播國際有限公司). Mr. Chan gained auditing related experience from 1981 to 1987 as a senior audit clerk. Mr. Chan obtained a Higher Certificate in Accountancy from the Hong Kong Polytechnic University in 1987 and is a certified public accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Chan has not and will not hold any position in Sanyang Group upon Listing.

None of the senior management of the Group will hold any position in the Sanyang Group upon Listing and hence will be independent from the Sanyang Group upon Listing.

Save as disclosed in this prospectus, each of the Directors and members of the senior management team did not have any other relationship with any other Directors, or members of the senior management team and did not hold any directorship in any publicly listed companies during the three years preceding the date of this prospectus.

### AUDIT COMMITTEE

The Company established an audit committee pursuant to a resolution of the Directors passed on 24 November 2007 in compliance with the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules. The primary duty of the audit committee of the Company is to review the financial reporting process of the Group. The audit committee of the Company consists of Mr. Hsu Nai Cheng Simon, Ms. Lin Ching Ching, Mr. Wei Sheng Huang (being independent non-executive Directors). The audit committee of the Company is chaired by Ms. Lin Ching Ching, an independent non-executive Director.

### REMUNERATION COMMITTEE

The Company established a remuneration committee on 24 November 2007 with written terms of reference. The primary duties of the remuneration committee of the Company include reviewing the terms of remuneration packages, determining the award of bonuses and considering the grant of options under the Share Option Scheme. The remuneration committee of the Company consists of Mr. Huang Kwang Wu, Mr. Wei Sheng Huang and Mr. Hsu Nai Cheng Simon, two of whom are independent non-executive Directors. The remuneration committee of the Company is chaired by Mr. Wei Sheng Huang, an independent non-executive Director.

### EMPLOYEES

As at 30 September 2007, the Group had a total of 1,958 full-time employees. The following table shows a breakdown of employees of the Group by functions.

| Function                 | Number of employees | Percentage (%) |
|--------------------------|---------------------|----------------|
| Finance                  | 50                  | 2.5            |
| Management               | 193                 | 9.9            |
| Sales and marketing      | 187                 | 9.6            |
| Production and others    | 1,232               | 62.9           |
| Quality control          | 135                 | 6.9            |
| Research and development | 161                 | 8.2            |
| Total                    | <u>1,958</u>        | <u>100.0</u>   |

## **DIRECTORS, SENIOR MANAGEMENT AND STAFF**

### **THE GROUP'S RELATIONSHIP WITH EMPLOYEES**

The Group maintains good working relationships with its employees by providing good and open communication channels. The Group also offers incentive-based and performance-based remuneration schemes to its employees and organises extra-curricular activities which encourages interaction among employees. The Group continues to provide training for its staff to enhance their technical and product knowledge as well as their knowledge of quality standards in the motorbike industry.

The Group has not encountered any significant problems with the recruitment and retention of experienced employees, and has not experienced any material disruption of its normal business operations due to strikes or labour disputes.

### **SHARE OPTION SCHEME**

The Company has conditionally adopted the Share Option Scheme. The principal terms of the Share Option Scheme are summarised in Appendix VI to this prospectus.

### **EMPLOYEE BENEFITS**

The Group's remuneration structure for its employees includes salaries, allowances and bonuses. During the Track Record Period, the Group has also made contributions to social and health insurance funds for its employees in accordance with applicable regulations in Vietnam. The social insurance fund covers various insurance benefits for the employees of the Group, including pension funds, maternity allowances and work-related injury insurance.

### **DIRECTORS' REMUNERATION**

The Group did not pay any emoluments or any bonuses to the Directors of the Group during the Track Record Period, as they were acting as Sanyang's representatives in the Company and were receiving emoluments from Sanyang. No contributions to the defined contribution plan were paid. No emoluments were paid to Directors as an inducement fee to join or as compensation for loss of office and no contribution to pension schemes or bonus was paid or payable to directors during the Track Record Period. None of the Directors of the Group waived or agreed to waive any emoluments or remuneration during the Track Record Period.

Further information about the service contracts and letters of appointment entered into between the Company and the Directors is set out in the section headed "Further information about the Directors, management and staff" in Appendix VI.

### **EMPLOYEE COSTS**

The staff costs of the Group (including Directors' emoluments, which are set out above) in each of the three financial years ended 31 December 2004, 2005, 2006 and the six-month period ended 30 June 2007 were approximately US\$7.0 million, US\$6.1 million, US\$6.5 million and US\$4.2 million, respectively.

## **DIRECTORS, SENIOR MANAGEMENT AND STAFF**

### **Five highest paid employees**

The aggregate emoluments of the five highest paid employees of the Group for the years ended 31 December 2004, 2005, 2006 and the six-month period ended 30 June 2007 were US\$334,692, US\$212,799, US\$180,782 and US\$93,616, respectively. The aggregate amount of bonuses paid to the five highest paid employees for the years ended 31 December 2004, 2005, 2006 and the six-month period ended 30 June 2007 were US\$183,797, US\$85,441, US\$27,676 and US\$13,038, respectively. These five employees are not subject to the defined contribution plan mentioned below. During the Track Record Period, no emoluments were paid by the Group to any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

### **The defined contribution plan**

The Group participates in a defined contributing plan managed by the Vietnamese government whereby the Group is required to contribute to the plan, representing the employer's portion of social and health insurances. The applicable rates of contribution are 15% and 2% of total contractual salary, respectively. The amount contributed by the Group to the defined contribution plan for the years ended 31 December 2004, 2005, 2006 and the six-month period ended 30 June 2007 were US\$251,165, US\$300,504, US\$302,998 and US\$179,982, respectively. No forfeited contributions (by employers on behalf of employees who leave the scheme prior to vesting fully in such contributions) were used by the employer to reduce the existing level of contributions. The Group has no obligation for the payment of retirement benefits other than the contributions described above.