

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

DIRECTORS

Our Board consists of three executive Directors and three independent non-executive Directors. The following table sets forth certain information in respect of our Directors:

<u>Name</u>	<u>Age</u>	<u>Position / Title</u>	<u>Appointment Date</u>	<u>Principal Roles and Responsibilities</u>
Mr. Hua Bangsong (華邦嵩先生)	47	Chairman and executive Director	June 30, 2004	Planning and formulating our Group's strategy on overall business development, and a member of the Nomination Committee
Mr. Liu Haijun (劉海軍先生)	47	Executive Director and senior vice president of our Group	May 18, 2011	Supervising the operation of the industrial furnaces affairs and sales departments of Wison Engineering
Mr. Chen Wenfeng (陳文峰先生)	41	Executive Director and chief financial officer and senior vice president of our Group	May 18, 2011	Overseeing financial operations of our Group
Mr. Liu Ji (劉吉先生)	77	Independent non-executive Director	November 30, 2012	The chairman of the Remuneration Committee and a member of the Audit Committee
Mr. Choy Sze Chung Jojo (蔡思聰先生)	53	Independent non-executive Director	November 30, 2012	The chairman of the Audit Committee and a member of the Nomination Committee
Mr. Wu Jianmin (吳建民先生)	73	Independent non-executive Director	November 30, 2012	The chairman of the Nomination Committee, a member of the Audit Committee and a member of the Remuneration Committee

EXECUTIVE DIRECTORS

Mr. Hua Bangsong (華邦嵩), age 47, is the founder of our Group, and the chairman and executive Director of our Company. Mr. Hua has been our Chairman and an executive Director since June 30, 2004. Mr. Hua did not hold any directorship in any listed public company in the last three years. Mr. Hua has in-depth industry knowledge and has over 23 years of experience in the operation and management in the petrochemicals industry.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Mr. Hua began his career in the petrochemicals industry in the sales department of Jiangsu Province Xinghua City Dainan Metal Screen Factory (江蘇省興化市戴南金屬絲網廠). Subsequently, Mr. Hua established the predecessor of Jiangsu Xinhua, namely, Jiangsu Xinhua City Petrochemical Equipment Parts Factory (江蘇省興化市石油化工設備配件廠). The predecessor of Jiangsu Xinhua was primarily engaged in the manufacture of petrochemical machinery and related accessories, as well as the supply of raw materials for the petroleum industry.

Mr. Hua established Wison Engineering in 1997. Under the management of Mr. Hua, Wison Engineering was primarily engaged in the provision of engineering and construction solutions for improving the performance and environmental friendliness of separation systems for chemical engineering processes during its initial stage of operation. Since 2000, Mr. Hua gradually shifted the focus of Wison Engineering's principal business to its current operations of providing solution to the petrochemicals and coal-to-chemicals industry in PRC for designing, building and renovating ethylene cracking furnaces and for the engineering, procurement and construction of production facilities for ethylene, coal-to-chemicals and their downstream products and oil refineries. To complement the operations of Wison Engineering, Mr. Hua established Wison Yangzhou in 2004. He is currently responsible for planning and formulating our Group's strategy on overall business development.

Mr. Liu Haijun (劉海軍), age 47, is an executive Director of our Company and a senior vice president of our Group, and is mainly responsible for supervising the operation of the industrial furnaces affairs and sales departments of Wison Engineering. Mr. Liu graduated from the University of Petroleum (石油大學) in 1991. In 2010, Mr. Liu obtained his executive MBA from Euro-China International Business College (中歐國際商學院). From 1994 to 2001, he was engaged in the design management and project management in the Project Management Department of Sinopec Qilu. In 2000, he was appointed by Sinopec Qilu as a senior engineer. Mr. Liu joined our Group as a technical engineer of the Furnace Department of Wison Engineering in August 2001 and has successively served as the technical engineer, the project manager, the manager of the Furnace Department, vice general manager of the Engineering Department and deputy general manager of Wison Engineering. Mr. Liu was also appointed as our Director on May 18, 2011. Since 2009, Mr. Liu was an executive member of the board of the Safety Manufacturing of Shanghai (上海安全生產) and an executive member of the Project Management of China Exploration & Design Association (中國勘察設計協會). He has 27 years' experience in the petrochemicals industry. Mr. Liu did not hold any directorship in any listed public company in the last three years.

Mr. Chen Wenfeng (陳文峰), age 41, joined our Group in 2011. He is the chief financial officer and a senior vice president of our Group and was appointed as our executive Director on May 18, 2011, and is mainly responsible for the financial operations of our Group. Mr. Chen graduated from Washington University Olin Business School with a master's degree in business administration in 2007. From 2000 to 2002, he worked as the China Site Support & Consolidation Finance Manager responsible for China non-manufacturing factory finance and consolidation at Intel (China) Technology Co., Ltd. and from 2002 to 2004, worked as China CPU Finance Manager and VF finance leader in the same company. From 2006 to 2009, Mr. Chen worked at Ingersoll-Rand Machinery Co. Ltd. as Asia Logistic Hub and Manufacturing Finance Controller responsible for APAC logistic hub and manufacturing overall finance. From 2010 to 2011, Mr. Chen worked as an associate director

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

at PricewaterhouseCoopers in advisory for merger and acquisition transactions. Mr. Chen did not hold any directorship in any listed public company in the last three years.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Liu Ji (劉吉), age 77, was appointed as our independent non-executive Director on November 30, 2012. Mr. Liu graduated from Power Mechanical Engineering Department of Tsinghua University in 1958 and, thereafter, worked in the Shanghai Internal Combustion Engine Research Institute (上海內燃機研究所) for over 20 years. Mr. Liu acted as vice president of the Science and Technology Commission of Shanghai Municipality (上海市科協) from 1983 to 1998, vice director of Propaganda Department of Shanghai Municipal Committee (中共上海市委宣傳部) from 1988 to 1991, director of the Commission for Economic Restructuring of Shanghai Municipal (上海市人民政府經濟體制改革委員會) from 1992 to 1993 and vice president of Chinese Academy of Social Sciences (中國社會科學院) from 1993 to 1998. Since 1999, Mr. Liu served as a researcher, member of the academic committee and tutor for doctoral candidates in Chinese Academy of Social Sciences (中國社會科學院). He was the executive president of China Europe International Business School (中歐國際工商學院) from 2000 to 2004 and became the honorary president in 2005. Mr. Liu has also been an independent non-executive director of First Shanghai Investments Limited since 2004 and of Universal Technologies Holdings Limited since September 7, 2008. Both First Shanghai Investments Limited and Universal Technologies Holdings Limited are companies listed on the Main Board of the Stock Exchange. Mr. Liu has also been a class II director of O₂micro International Limited since June 2007. O₂micro is a company listed on the NASDAQ Stock Market. Mr. Liu was previously an independent non-executive director of Stone Group Holdings Limited from 2005 to 2008, a company previously listed on the Main Board of the Stock Exchange on August 16, 1993 and subsequently privatized and delisted on November 9, 2009.

Mr. Choy Sze Chung Jojo (蔡思聰), age 53, was appointed as our independent non-executive Director on November 30, 2012. Mr. Choy graduated from Glendale Community College in 1985 with an associate degree in Arts. In 2002, he obtained a postgraduate diploma in business administration from University of Wales, Newport in the United Kingdom, where he also obtained a MBA degree in 2004. Mr. Choy also obtained a master's degree in business law from Monash University, Australia in 2007. From 1995 to 2002, Mr. Choy worked at Coin Fall Limited as dealing director and general manager. From 2004 to 2005, he worked at BOCI Securities Limited as sales director. Since 2005, Mr. Choy has been working at National Resources Securities Limited as vice chairman and responsible officer. He is mainly responsible for business development and supervising compliance related matters.

Mr. Choy is a fellow member of the Institute of Financial Accountants of United Kingdom, and also chairman of the Institute of Securities Dealers Limited. He has more than 16 years of professional experience in securities dealings. Mr. Choy is also a fellow member of The Hong Kong Institute of Directors. Further, Mr. Choy is a member of the 2011 Election Committee for the financial services subsector in the 2011 Election Committee Subsector Election.

Currently, he is the independent director of various companies listed on the Stock Exchange, namely Chengdu PUTIAN Telecommunications Cable Company Limited (Stock

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Code: 1202), Zhaojin Mining Industry Company Limited (Stock Code: 1818) and Sparkle Roll Group Limited (Stock Code: 0970). Mr. Choy is also the chairman of the Audit Committee of Chengdu PUTIAN Telecommunications Cable Company Limited (Stock Code: 1202) and the chairman of the Audit Committee, member of the Remuneration Committee and member of the Nomination Committee of Sparkle Roll Group Limited (Stock Code: 0970).

Mr. Wu Jianmin (吳建民), age 73, was appointed as our independent non-executive Director on November 30, 2012. Mr. Wu graduated from Beijing Foreign Language Institute (北京外國語學院) (now known as Beijing Foreign Studies University (北京外國語大學)) in 1959 with an undergraduate degree in French, where he also pursued postgraduate studies in translation from 1959 to 1961. From 1965 to 1971, he served at the Department of Translation and Interpretation of the Ministry of Foreign Affairs of the PRC (中華人民共和國外交部翻譯室) as a French interpreter for Chinese leaders such as Mao Zedong and Zhou Enlai. In 1971, he became a member of the first Permanent Mission of the PRC to the United Nations. During his diplomatic career of over 40 years, he served such various positions as political counselor of the Permanent Mission of the PRC to the United Nations, DCM (deputy chief of Mission) of the Embassy of the PRC in the Kingdom of Belgium, DCM of the PRC Mission to the European Communities, director-general of Department of Information and spokesman of Ministry of Foreign Affairs, Chinese ambassador to the Netherlands, permanent representative and ambassador of the PRC to the United Nations office at Geneva and other International Organizations in Switzerland (中華人民共和國常駐聯合國日內瓦辦事處和瑞士其他國際組織代表團), and Chinese Ambassador to France from 1998 to 2003. He was the president of China Foreign Affairs University from 2003 to 2008. He also served as the executive vice president of China National Association for International Studies, deputy secretary-general and spokesman of the Chinese People's Political Consultative Conference ("CPPCC") and vice chairman of the Foreign Affairs Commission of the CPPCC National Committee. He was the president of the Bureau International des Expositions from 2003 to 2007. In June 2003, Mr. Wu was awarded Grand Officer, Légion d'Honneur by then French President Jacques Chirac in recognition of his outstanding contribution to Sino-French relations. Mr. Wu did not hold any directorship in any listed public company in the last three years.

Pursuant to Rule 8.10(2) of the Listing Rules, none of our Directors has any competing business with our Group.

Save as disclosed above, there is no other information in respect of our Directors to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and no other matters need to be brought to the attention of our Shareholders.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

SENIOR MANAGEMENT

The following table sets forth certain information in respect of our senior management:

Name	Age	Position / Title
Ms. Xu Tan (徐坦女士)	42	Vice president of our Group and general manager of the Beijing branch of Wison Engineering
Mr. Lin Zhong (林中先生)	51	Vice president of our Group
Mr. Xia Wenji (夏文基先生)	57	General manager of Wison Yangzhou
Mr. Li Jianzhong (李建中先生)	50	Deputy general manager of Wison Yangzhou
Mr. Zhou Hongliang (周宏亮先生)	43	Senior vice president of our Group
Mr. Yang Zhimin (楊志敏先生)	54	Vice president of our Group and general manager of Henan branch of Wison Engineering
Mr. Cui Ying (崔穎先生)	40	Senior vice president of our Group
Mr. Yang Guangping (楊廣平先生)	46	Vice president of our Group and general manager in the international business division II of Wison Engineering
Mr. Sun Xiaoguang (孫曉光先生)	51	Vice president of our Group
Mr. Yang Dechang (楊德昌先生)	47	Assistant president of our Group and procurement general manager of Wison Engineering
Mr. Li Yansheng (李延生先生)	47	Assistant president of our Group and technical director of Wison Engineering
Mr. Man Tangquan (滿堂泉先生)	49	Assistant to president of our Group and project manager of Wison Engineering
Mr. Dong Hua (董華先生)	44	Vice president of our Group and general manager of the international business division I of Wison Engineering
Mr. Li Baoyou (李保有先生)	47	Vice president of our Group and general manager of the industrial furnace affairs department of Wison Engineering
Ms. Luk Wai Mei (陸慧薇女士)	46	Company secretary of our Company
Ms. Chen Huimei (陳惠梅女士)	45	Vice president of our Group and general manager of the research and development center of Wison Engineering
Mr. Fan Weijie (范慰頤先生)	48	Vice president of our Group and general manager of technical consulting division of Wison Engineering
Mr. Hua Lingsu (華令蘇先生)	47	Assistant president of our Group and director of quality, health, safety and environment division of Wison Engineering

Ms. Xu Tan (徐坦), age 42, is a vice president of our Group and the general manager of the Beijing Branch of Wison Engineering. Ms. Xu is a registered accountant and a senior economist in the PRC. She is mainly responsible for coordinating the relationship with the major clients of Wison Engineering in Beijing and supervising the Beijing branch office of Wison Engineering. Ms. Xu graduated from Renmin University of China (中國人民大學) in 1992 and received her master's degree in business administration from Tsinghua University (清華大學) in 2001. From 2000 to 2004, she successively served as the assistant to the chief financial officer on investor relations and the director of the Human Resources and Administration Department of China Netcom Broadband Corporation Ltd. (中國網通寬帶公司).

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Ms. Xu joined our Group as an assistant president of Wison Engineering and general manager of the Beijing branch office of Wison Engineering in October 2004. Ms. Xu did not hold any directorship in any listed public company in the last three years.

Mr. Lin Zhong (林中), age 51, is a vice president of our Group, and is responsible for our key customer accounts. He graduated from Zhengzhou Institute of Technology (鄭州工學院) in 1983. He was engaged by Sinopec as a senior engineer in 1996. From 2003 to 2005, he pursued further studies at Dalian University of Technology (大連理工大學) on a part-time basis and obtained a master's degree in engineering. In 2003, he was awarded with the qualification of (investment) consultant engineer jointly recognized by various authorities such as the Ministry of Personnel and the State Development and Reform Commission of the PRC and automatic engineer recognized by China Association. Mr. Lin joined our Group as a deputy general manager of Wison Engineering in July 2006 and he has 26 years' experience in the petrochemicals industry. Mr. Lin did not hold any directorship in any listed public company in the last three years.

Mr. Xia Wenji (夏文基), age 57, is the general manager of Wison Yangzhou, and is currently responsible for the overall supervision of Wison Yangzhou. In 2006, he completed the training course for general managers offered by China Europe Industrial Business School. From 1998 to 2005, Mr. Xia worked at Jiangsu Xinhua where he served as the deputy general manager responsible for sales, the deputy general manager responsible for production department and the general manager responsible for overall operations. He joined our Group as a general manager of Wison Yangzhou in January 2006. Mr. Xia did not hold any directorship in any listed public company in the last three years.

Mr. Li Jianzhong (李建中), age 50, is the deputy general manager of Wison Yangzhou, and is mainly responsible for supervising the Centrifugal Casting Machine Department, the Static Casting Machine Department, the Machining Processing Workshop, the Welding Workshop, the Equipment Department, the Production and Technology Department, and the Quality Control Department of Wison Yangzhou. In 1986, he graduated from Zhengzhou Institute of Technology (鄭州工學院) with a bachelor's degree in Foundry. From 1998 to 2006, he served as the head of the manufacturing technique department and the supervisor of foundry workshop in Jiangsu Xinhua. He joined our Group as a technology deputy general manager of Wison Yangzhou in January 2006. Mr. Li did not hold any directorship in any listed public company in the last three years.

Mr. Zhou Hongliang (周宏亮), age 43, is a senior vice president of our Group, and is mainly responsible for supervising the operations of the project management, quality safety, procurement and construction management departments and design center. He graduated from Liaoning Shihua University (遼寧石油化工大學), formerly known as the Fushun Petroleum Institute (撫順石油學院) in 1991. He obtained the qualification of constructor from the Ministry of Construction of the PRC (中華人民共和國建設部) in 2006. From 2002 to 2004, Mr. Zhou worked as a deputy manager in the Ethylene Project Team in SECCO (上海賽科石油化工有限責任公司). Mr. Zhou joined our Group in January 2005 as a manager of the construction management department of Wison Engineering and was appointed as the deputy general manager of Wison Engineering in January 2008. He has 20 years' experience in the petrochemicals industry. Mr. Zhou did not hold any directorship in any listed public company in the last three years.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Mr. Yang Zhimin (楊志敏), age 54, is a vice president of our Group and a general manager of Henan branch of Wison Engineering. He is mainly responsible for the supervision of the operations of Henan branch office of Wison Engineering and the management of the business qualifications of Wison Engineering. He graduated from Lanzhou Petroleum College (蘭州石油學校) in January 1979. In July 2001, he completed a postgraduate course offered by the CPC Henan Provisional Committee Party School (中共河南省委黨校). Mr. Yang has over 30 years of experience in the petrochemicals industry, in particular petrochemicals design and management. He successively served as technician, engineer, senior engineer, senior engineer of professor level, dean, party secretary, director of the technology committee, general manager and director. Mr. Yang has won approximately 30 prizes such as scientific and technological progress awards of national, ministerial and provincial levels (國家和省部級科技進步獎) and outstanding engineering consulting and design awards (優秀工程設計諮詢獎). He has obtained various titles such as “Cross-century Pioneer in academics and technology (跨世紀學術和技術帶頭人)” from Henan province in 1999, “Expert in special allowance (特殊津貼專家)” by the Central People’s Government of PRC (中華人民共和國國務院) in 2002, “Nationwide Chemical Engineering Pioneer Worker” (全國石化工業先進工作者) from the Human Resources Department of China (中國人力資源部) in 2008, the Top-100 Elite (中國工業經濟年度百名優秀人物), State-registered consultant engineer and State-registered mechanical engineer titles in 2008 and 60th Anniversary of Nationwide Engineering Design Industry “Top Ten Entrepreneurs” (全國工程設計行業國慶60周年“十佳現代管理企業家大獎”) in 2009. He joined our Group as a deputy general manager of Wison Engineering and a general manager of Henan branch office of Wison Engineering in November 2007. Mr. Yang did not hold any directorship in any listed public company in the last three years.

Mr. Cui Ying (崔穎), age 40, is a senior vice president of our Group. He is mainly responsible for supervising our Company’s technology management department and research and development center. He graduated from Shanghai Railway University (上海鐵道大學) with a bachelor’s degree in telecommunications engineering in 1994 and completed a master’s degree in telecommunications signal processing from Shanghai Railway University (上海鐵道大學), (which subsequently merged with Tongji University (同濟大學)) in 1997. He completed an executive master of business administration in the Olin Business School of Washington University in St. Louis. From 1997 to 2000, he worked in the Shanghai branch of China Unicom Group Co., Ltd. (中國聯通上海分公司). From 2000 to 2001, he was employed by Lucent Technologies (China) Co., Ltd. (朗訊科技(中國)公司). From 2001 to 2004, Mr. Cui worked as a marketing senior management at China Netcom (中國網通). From 2005 to 2009, he was appointed by IBM Global Business Services as a managing consultant. Mr. Cui joined our Group as director of sales and marketing in July 2009. Mr. Cui did not hold any directorship in any listed public company in the last three years.

Mr. Yang Guangping (楊廣平), age 46, is a vice president of our Group and the general manager in the International Business Division II of Wison Engineering. He is mainly responsible for marketing, mobile investment information and relationship coordination in the Middle East and South Asia regions. Mr. Yang graduated from Dalian University of Technology (大連理工大學) with a bachelor’s degree in chemical machinery in 1988. From 2003 to 2005, he worked as an equipment engineer at Chemtex China. He joined our Group in 2005 and worked as a procurement department manager in Wison Engineering where he was

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

mainly responsible for the procurement, quality control and dispatch of the project materials. Mr. Yang has 23 years' experience in the petrochemicals industry. Mr. Yang did not hold any directorship in any listed public company in the last three years.

Mr. Sun Xiaoguang (孫曉光), age 51, is a vice president of our Group. He is responsible for our key customer accounts. Mr. Sun graduated from the Hydrogeology School of Heilongjiang University with a major in engineering geology and hydrogeology in 1983. He was previously an assistant general manager of China Petroleum Daqing Coal Chemical Company. He joined our Group in 2004 as project manager in Wison Engineering. Mr. Sun has 29 years' experience in the petrochemicals industry. Mr. Sun did not hold any directorship in any listed public company in the last three years.

Mr. Yang Dechang (楊德昌), age 47, is an assistant president of our Group and procurement general manager of Wison Engineering. He is mainly responsible for the administrative management and projects procurement management of Wison Engineering. Mr. Yang graduated from Zhengzhou Institute of Technology (鄭州工學院) with a bachelor's degree in Foundry in 1984. He obtained the qualification of supervisory engineer in 1998 from the Ministry of Construction of the PRC (中華人民共和國建設部) and the qualification of constructor in 2005 from the Ministry of Personnel and the Ministry of Construction of the PRC. He obtained a certificate in business administration (MBA core course) from Antai College of Economics and Management Shanghai Jiao Tong University (上海交通大學安泰經濟與管理學院) in 2006. He obtained the qualification of senior engineer from China Petrochemical Corporation in 1997. Mr. Yang joined our Group in 2002 and worked in Wison Engineering as project manager, manager in the Engineering Division, manager in the Projects Control Division and manager in Commercial Division. Mr. Yang has 28 years' experience in the petrochemicals industry. Mr. Yang did not hold any directorship in any listed public company in the last three years.

Mr. Li Yansheng (李延生), age 47, is an assistant president of our Group and the technical director of Wison Engineering. He is mainly responsible for the technical operations of Wison Engineering. Mr. Li graduated from Qingdao University of Science & Technology (青島化工學院) with a bachelor's degree in organic chemical engineering. Mr. Li also obtained a certificate in business administration (MBA core course) from Antai College of Economics and Management Shanghai Jiao Tong University (上海交通大學安泰經濟與管理學院) in 2006. Mr. Li then obtained an executive education program certificate from Cheung Kong Graduate School of Business (長江商學院) in 2010. Prior to joining our Group, Mr. Li worked at Qilu Petrochemical Engineering Company as engineer from 1987 to 2004. Mr. Li joined our Group in 2004, to work at the technical department of Wison Engineering. He then worked in the design management department and technical management department of Wison Engineering as a manager and vice chief engineer in 2005 and 2006, respectively. Since 2008, Mr. Li has been working at Wison Engineering as an assistant of general manager and technical director. Mr. Li also received various awards such as Technical Progress Award (科技進步獎) from All-China Federation of Industry & Commerce (中華全國工商業聯合會) in 2010 and the nationwide outstanding chemical engineering worker (全國化工優秀科技工作者) from China Petroleum and Chemical Industry Federation (中國石油和化學工業聯合會) in 2010. Mr. Li did not hold any directorship in any listed public company in the last three years.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Mr. Man Tangquan (滿堂泉), age 49, is an assistant to president of our Group and a project manager of Wison Engineering. He is mainly responsible for the business and project operations of Wison Engineering. Mr. Man graduated from Huadong Petroleum College (華東石油學院) with a bachelor's degree in basic organic chemical engineering in 1984. Mr. Man has 27 years' experience in the petrochemicals industry. Mr. Man did not hold any directorship in any listed public company in the last three years.

Mr. Dong Hua (董華), age 44, is a vice president of our Group and the general manager of the international business division I of Wison Engineering. He is mainly responsible for the business operation and subsidiaries operation in Southeast Asia and the Americas and domestic foreigner investment projects. Mr. Dong graduated from Lanzhou Petroleum College (蘭州石油學校) with Petrochemical Equipment major in 1988 and subsequently graduated from China Three Gorges University (三峽大學) with a major in law in 2006. Mr. Dong obtained Project Management Professional Certificate from Project Management Institute. Mr. Dong obtained management related program certificates from Fudan University (復旦大學) and Euro-China International Business College (中歐國際商學院). Mr. Dong has 23 years' experience in the petrochemicals industry. Mr. Dong did not hold any directorship in any listed public company in last three years.

Mr. Li Baoyou (李保有), age 47, is a vice president of our Group and the general manager of the industrial furnace division of Wison Engineering. Mr. Li graduated from Beijing University of Chemical Engineering (北京化工學院) with a bachelor's degree in polymer chemicals in 1988. Mr. Li also obtained a certificate of attending serial courses of business administration master from Guanghua School of Management in 2008. Mr. Li joined our Group in 2004 as a senior engineer of the industrial furnace affairs department of Wison Engineering. Mr. Li has 24 years' experience in the petrochemicals industry. Mr. Li did not hold any directorship in any listed public company in the last three years.

Ms. Luk Wai Mei (陸慧薇), MPA, BBA(Hons), CPA, CPA(Aust), ACS, ACIS, age 46, is the company secretary of our Company. Ms. Luk is mainly responsible for overseeing our Group's internal controls, compliance with the Listing Rules and other relevant laws and regulations, compliance with financial reporting requirements, disclosure and reporting, board information and procedures. Prior to joining our Group as company secretary in September 2004, she had accumulated 15 years of accounting and company secretarial experience. From 1998 to 2004, Ms. Luk served as financial controller and company secretary in three companies listed in Hong Kong, Dawnrays Pharmaceutical (Holdings) Limited (stock code: 02348), Sing Lee Software (Group) Limited (stock code: 08076) and Dong Jian Group Holdings Limited (stock code: 00649) (privatized and delisted on July 27, 2007). Ms. Luk is a CPA member of Hong Kong Institute of Certified Public Accountant, a CPA member of CPA Australia, an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. Ms. Luk holds a master's degree in professional accounting from the Hong Kong Polytechnic University and a bachelor's degree in business administration from the Chinese University of Hong Kong. Ms. Luk did not hold any directorship in any listed public company in the last three years.

In June 2001, the Stock Exchange made public statements about Ms. Luk and two other directors of Dong Jian Group Holdings Limited ("Dong Jian"), a then listed company. Ms. Luk was criticized by the Stock Exchange for breach of her undertaking to the Stock

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Exchange to comply to the best of her ability with the Listing Rules from time to time in force, and to use her best endeavors to procure that Dong Jian would so comply as Dong Jian failed to disclose to its shareholders and investing public about its failure to use the proceeds raised from its new issue strictly in accordance with the manner stated in its prospectus. One of the other two directors of Dong Jian was, for the same set of events, prosecuted by the SFC and convicted. Our Directors are of the view that Ms. Luk is suitable to act as the company secretary of our Company because (a) the public criticism of Ms. Luk was made more than ten years ago, in June 2001, with respect to events in 1998; (b) Ms. Luk was not involved in any reprimand or prosecution by the SFC other than the public criticism by the Stock Exchange noted above; (c) Ms. Luk has not been found to be in breach of the Listing Rules nor has Ms. Luk been the subject of any disciplinary hearing or investigation by the Stock Exchange or other securities regulators since; and (d) Ms. Luk has demonstrated that she has the requisite knowledge, experience, qualifications and competence to discharge the functions of secretary of our Company since commencement of her employment as the company secretary of our Company on September 18, 2004. Further, since the Stock Exchange's public statement in June 2001, Ms. Luk had not been subject to any regulatory sanctions or any action taken by any professional bodies.

Ms. Chen Huimei (陳惠梅), age 45, is a vice president of our Group and the general manager of the research and development center of Wison Engineering. She is mainly responsible for the technological development of Wison Engineering. Ms. Chen graduated from Xi'an Jiaotong University (西安交通大學) with a bachelor's degree in chemistry and chemical engineering in 1989. From 1998 to 2007, Ms. Chen worked at China National Petroleum Corporation (中石油蘭州石化工程公司) as project manager, project director and the manager of the technology management. Ms. Chen joined our Group in 2007 and worked at Wison Engineering as assistant manager of the quality safety assurance department, manager of the technical management department and manager of the research and development center. Ms. Chen has 22 years' experience in the petrochemicals industry. Ms. Chen did not hold any directorship in any listed public company in the last three years.

Mr. Fan Weijie (范慰頤), age 48, is a vice president of our Group and the general manager of the technical consulting division of Wison Engineering. Mr. Fan is mainly responsible for project management. He obtained a profession qualification of architecture general arrangement drawing and logistics (總圖運輸專業) from Xi'an Metallurgy & Architecture College (西安冶金建築學院) in 1986. Mr. Fan also obtained qualification of construction project management from China Exploration & Design Association (中國勘察設計協會). Mr. Fan joined our Group in 2008 as an assistant manager of the design center and became a manager of the technical consulting department in 2011. Mr. Fan has 26 years' experience in the petrochemicals industry. Mr. Fan did not hold any directorship in any listed public company in the last three years.

Mr. Hua Lingsu (華令蘇), age 47, is an assistant president of our Group and the director of the quality, health, safety and environment division of Wison Engineering. Mr. Hua Lingsu is mainly responsible for the health, safety and environment ("HSE") planning and execution for our Group's projects. He graduated from East China University of Science & Technology (華東理工大學) (formerly known as East China Chemical Engineering College (華東化工學院)) with a bachelor's degree in chemical process automation (化工生產過程自動化). From 1988 to 2003, he worked as supervisor in Qilu Petrochemical Engineering Co. Ltd.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

(山東齊魯石化工程有限公司). From 2003 to 2004, he worked as a project manager in China International Water & Electric Corp. (S) Pte. Ltd. (中國國際水利電力新加坡公司). He joined our Group in 2004 and has been responsible for the HSE planning and execution for Wison Engineering's projects. Mr. Hua Lingsu has 25 years' experience in the petrochemicals industry. Mr. Hua did not hold any directorship in any listed public company in the last three years.

COMPLIANCE ADVISER

We have appointed Guotai Junan Capital Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance adviser will advise us in the following circumstances:

- (i) before the publication of any regulatory announcement, circular or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (iii) where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where our business activities, developments or results deviate from any forecast, estimate or other information in this prospectus; and
- (iv) where the Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of our shares.

In addition, our compliance adviser will also provide, among other things, the following services to our Company:

- (a) if required by the Stock Exchange, dealing with the Stock Exchange in respect of any or all matters listed in paragraphs (i) to (iv) above;
- (b) in relation to an application by our Company for a waiver from any of the requirements in Chapter 14A of the Listing Rules, advising our Company on its obligations and, in particular, the requirement to appoint an independent financial adviser; and
- (c) assessing the understanding of all new appointees to the Board regarding the nature of their responsibilities and fiduciary duties as a director of a listed issuer, and, to the extent we form an opinion that the new appointees' understanding is inadequate, discussing the inadequacies with the Board and making recommendations to the Board regarding appropriate remedial steps such as training.

The term of the appointment will commence on the Listing Date and end on the date on which we distribute our annual report in respect of our financial results for the first full financial year commencing after the Listing Date and such appointment could be subject to extension by mutual agreement.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

AUDIT COMMITTEE

We will establish an audit committee upon Listing with written terms of reference in compliance with the Code of Corporate Governance Practices as set out in Appendix 14 to the Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of our Group and provide advice and comments to the Board.

The audit committee will consist of three independent non-executive Directors, namely, Mr. Liu Ji, Mr. Choy Sze Chung Jojo and Mr. Wu Jianmin. Mr. Choy Sze Chung Jojo is the chairman of the audit committee.

NOMINATION COMMITTEE

We will establish a nomination committee upon Listing with written terms of reference in compliance with the Code of Corporate Governance Practices as set out in Appendix 14 to the Listing Rules. The primary duty of the nomination committee is to make recommendations to our Board on the appointment of Directors and senior management. The nomination committee comprises one executive Director, namely, Mr. Hua Bangsong and two independent non-executive Directors, namely Mr. Choy Sze Chung Jojo and Mr. Wu Jianmin. Mr. Wu Jianmin is the chairman of the nomination committee.

REMUNERATION COMMITTEE

We will establish a remuneration committee upon Listing with written terms of reference in compliance with the Code of Corporate Governance Practices as set out in Appendix 14 to the Listing Rules. The remuneration committee consists of three members, namely, Mr. Liu Ji, Mr. Wu Jianmin and Mr. Hua Bangsong, of whom Mr. Liu Ji is the chairman. The board remuneration committee considers and recommends to the Board the remuneration and other benefits paid by our Company to our Directors. The remuneration of all Directors is subject to regular monitoring by the board remuneration committee to ensure that the levels of their remuneration and compensation are appropriate.

Each of our executive Directors has entered into a service contract with our Company commencing from the Listing Date for an initial term of three years. Under the service contracts, our executive Directors are entitled to aggregate annual salaries of approximately RMB4.14 million with a discretionary bonus as determined by the Board and our Remuneration Committee. Particulars of the terms of the above service contracts are set forth in “Appendix VI—Statutory and General Information—Further information about our Directors, management and staff—Particulars of Directors’ service contracts”.

During the years ended December 31, 2009, 2010 and 2011, the aggregate of the remuneration paid and benefits in kind granted to our Directors was approximately RMB1.9 million, RMB2.5 million and RMB4.4 million. Under the current arrangements, the aggregate remuneration and benefits in kind that our Directors are entitled to receive for the financial year ending December 31, 2012 are expected to be approximately RMB2.5 million, excluding any discretionary bonuses that could be paid to our Directors.

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

EMPLOYEES

Our number of full-time employees as of December 31, 2009, 2010 and 2011 was 1,223, 1,161 and 1,365, respectively. As of June 30, 2012, we had a total of 1,430 full-time employees, including 615 who were working in technology and engineering team, 45 who were engaged in dedicated research and development, 38 who were engaged in technology management and seven who were engaged in project consultation:

	December 31, 2009	December 31, 2010	December 31, 2011	June 30, 2012
Number of Employees:				
Administration and Management	114	116	64	71
Technology and Research and Development	501	472	653	705
Procurement	93	98	113	111
Sales and Marketing	61	80	100	95
Audit and finance	46	43	43	41
Project Management	235	246	306	329
Production Workshop	173	106	86	78
Total	<u>1,223</u>	<u>1,161</u>	<u>1,365</u>	<u>1,430</u>

RELATIONSHIP WITH EMPLOYEES

Our Directors recognize the importance of maintaining a good relationship with our employees. We therefore maintain relationship with our staff through financial rewards and other human resources strategies. The remuneration payable to our employees includes basic salaries and allowances, as well as discretionary bonuses. We also provide continuous training for our staff to enhance their technical skills as well as their knowledge of industry quality standards. We have not experienced any significant problems with our employees or disruption to our operations due to labor disputes, nor have we experienced any difficulty in the recruitment and retention of experienced staff. We believe that we have a good working relationship with our employees.

STAFF WELFARE AND BENEFIT SCHEMES

The employees of our Company's subsidiaries operating in the PRC are members of a central pension scheme administered and operated by the local municipal government. The subsidiaries are required to contribute approximately 20.0% to 22.0% of their covered payroll to the central pension scheme to fund the retirement benefits. Details of our retirement benefits scheme are set forth in Appendix I.

We must comply with PRC laws and regulations relating to social welfare, including the *Interim Regulations Governing the Receiving and Payment of Social Security* issued by the State Council, which establishes the basic measures for receiving pension payments, medical insurance payments and unemployment insurance payments. Also to be complied with are the *Regulations Governing the Public Housing Reserves* issued by the State Council, which sets out the regulations related to the public housing reserves contributed by employers and employees, and other laws and regulations related to social insurance such as work injury insurance and maternity insurance.

In accordance with applicable PRC national and local regulations, we currently participate in social insurance contribution plans organized by the relevant local governments,

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

under which we are required to pay, in respect of each of our relevant employees, a monthly contribution at a specified minimum rate based on actual income he/she received every month equivalently. However, Wison Yangzhou currently makes contributions to its employees' social insurance with application of one same fixed figure as the income basis as agreed with all employees. Except maternity insurance, Wison Yangzhou currently provides its employees with a pension insurance program, medical insurance program, unemployment insurance program, individual work injury program, and employee public housing reserve contributions.

Some of the employees for whom we have not made full contributions principally include those who have chosen not to make payments towards their pension insurance plans, such as employees who frequently transfer between our different subsidiaries or migrant workers. These employees that have not made payments towards their pension plans will be unable to claim the relevant benefits. We have also not made full contributions for workers that were retrenched by state-owned-enterprises or public service units but still had their contributions made by their former employers.

During the three years ended December 31, 2011 and the eight months ended August 31, 2012, Wison Yangzhou has not paid, or has not been able to pay, certain past social security and housing fund contributions in strict compliance with the relevant PRC regulations for and on behalf of our employees due to differences in local regulations and inconsistent implementation or interpretation by local authorities in the PRC and different levels of acceptance of the housing fund system by its employees. In particular, according to relevant PRC laws and regulations, Wison Yangzhou is responsible for making contribution to the social security and housing fund on the basis of actual salary paid to its employees. However, some of Wison Yangzhou's employees who have houses in the nearby villages are reluctant to make full housing fund contributions and have calculated the amount of their housing fund contributions on a basis that is lower than the salaries received by them. Nevertheless, the local government authority with oversight of Wison Yangzhou has issued a regulatory compliance certificate to Wison Yangzhou, and therefore the risk of Wison Yangzhou being required to make a supplemental contribution or being imposed administrative penalties is low.

Wison Yangzhou's total outstanding amount of past social security obligations is approximately RMB2.6 million for the three years ended December 31, 2011 and the eight months ended August 31, 2012 and the outstanding amount of past housing fund contributions is approximately RMB0.7 million for the three years ended December 31, 2011 and the eight months ended August 31, 2012. As regards the above outstanding payment to the contributions of relevant social insurance, the relevant social insurance authority may order us to pay such outstanding contributions within a prescribed time limit, and pay a late fee equivalent to 0.05% per day for the overdue period; if we fail to pay the outstanding amount within the prescribed time limit, fines equivalent to one to three times the outstanding amount could be imposed on us. Similarly for the outstanding housing fund contributions, we may be ordered by the relevant authority to rectify the situation within a prescribed time limit and pay for the outstanding contributions for the benefit of our employees. In the event we fail to do so, we may be subject to compulsory enforcement from a court.

As of the Latest Practicable Date, we had not received any notice from any of the relevant authorities requiring us to make payments in respect of the outstanding welfare

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

contributions or been penalized for our lack of compliance. The Controlling Shareholders have undertaken to indemnify us for, among other things, any losses or penalties which we may suffer in connection with our non-compliance. In view of the foregoing, our Directors are of the view that our non-compliance will not have a material and adverse impact on our business operations.

The employees for whom we have not made full contributions principally include those who have chosen not to make payments towards their pension insurance plans, such as employees who frequently transfer between our different subsidiaries or migrant workers. These employees that have not made payments towards their pension plans will be unable to claim the relevant benefits. We have also not made full contributions for workers that were retrenched by state-owned-enterprises or public service units but still had their contributions made by their former employers. As we have received a certificate from the local social insurance authority, certifying that we have been in full compliance of our obligations relating to social welfare, our PRC adviser has advised that it is unlikely that we may be subject to penalties or sanctions in respect of our failure to make full contributions. Pursuant to the Social Security Law, an employer not making full contribution to the social security is required to pay the outstanding amount within a time prescribed by the social security fee collection administration, and pay a late fee equivalent to 0.05% per day for the overdue period; if the employer fails to pay the outstanding amount within such time limit, fines will be imposed on the employer, with imposed fines equivalent to one to three times the outstanding amount. Similar to outstanding housing fund contributions, the employer may also be ordered to rectify the situation within a prescribed time limit, and pay for the outstanding contributions for the benefit of the employees. Since the local social security authority and local housing funds authority have respectively issued compliance confirmations, we believe that the risk that Wison Yangzhou will be required to pay an outstanding amount or be imposed administrative penalties is low. Since October 1, 2012, Wison Yangzhou has been making full contributions to the social security and housing funds for all its employees.

Save as disclosed above, we have complied with all applicable national and local laws and regulations relating to social welfare in all material respects.

SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme under which options to subscribe for Shares representing up to 10% of the issued share capital of our Company as of the date on which dealings in the Shares commence on the Stock Exchange can be granted to the directors, full-time or part-time employees, consultants and advisers of the companies in our Group. The principal terms of the Share Option Scheme are summarized in “Appendix VI—Statutory and General Information—Share Option Scheme”.