
DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Our Board consists of six members, of whom three are independent non-executive Directors. The table below sets forth certain information of our Directors:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of appointment to our Board</u>	<u>Principal responsibilities</u>
Chen Wantian (陳萬天)	39	Chairman, chief executive officer and executive Director	July 19, 2012	Overall strategic management and planning; the chairman of the Nomination Committee and a member of the Remuneration Committee
Song Guosheng (宋國生)	50	Vice President and executive Director	August 16, 2012	Production management
Chen Guoyu (陳國裕)	64	Vice President and executive Director	August 16, 2012	Strategic and development planning, management and human resources development
Li Haitao (李海濤)	43	Independent non-executive Director	December 5, 2012	The chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee
Jiang Tao (姜濤)	49	Independent non-executive Director	December 5, 2012	A member of the Audit Committee, the Remuneration Committee and the Nomination Committee
Zeng Yilong (曾一龍)	41	Independent non-executive Director	December 5, 2012	The chairman of the Audit Committee

Pursuant to code provision A.2.1 of the Corporate Governance Code, the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual. However, our Company does not have a separate chairman and chief executive officer and Mr. Chen Wantian currently performs these two roles. Our Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership with our Group and enables more effective and efficient overall strategic planning for our Group. Our Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable our Company to make and implement decisions promptly and efficiently. Our Board will continue to review and consider splitting the roles of chairman of our Board and chief executive officer of our

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Company at a time when it is appropriate and suitable by taking into account the circumstances of our Group as a whole.

Executive Directors

Mr. Chen Wantian (陳萬天), aged 39, is the chairman, the chief executive officer, and an executive Director of our Company. Mr. Chen Wantian was appointed to our Board on July 19, 2012. He is a co-founder and director of Longtianyong Nonferrous Metals and the director of Zhejiang Fuyin. Mr. Chen Wantian has approximately ten years of experience in the nonferrous metal mining and processing industry. He is responsible for the overall corporate strategies, management, planning and business development of our Group. In or around 2000, Mr. Chen Wantian, by peer introduction, came to know about the high industrial demand in the non-ferrous metal industry and its low credit default risk, which appealed to him as a good prerequisite for commencing a business. Mr. Chen Wantian founded Longtianyong Nonferrous Metals with four other co-founders. Since May 2002, Mr. Chen Wantian has served as director and deputy general manager of Longtianyong Nonferrous Metals and was subsequently promoted to general manager of Longtianyong Nonferrous Metals in November 2007. Prior to the establishment of our Group, Mr. Chen Wantian was the sales manager of Leqing City Yue Long Shan Mineral Water and Beverages Company Limited (樂清市樂龍山礦泉水飲品有限公司) from September 1992 till January 1995 and the general manager from August 1997 till April 2002. The aforementioned experience in business management and strategic development accumulated by Mr. Chen Wantian over the years contributed to the subsequent establishment of our Group and the formulation of corporate strategies, management, planning and business development of our Group.

Mr. Chen Wantian is the vice-president of Shanghai City Putuo District Silver Institute (上海市普陀區白銀協會), one of the pioneering silver institute in China, since July 2011. Mr. Chen Wantian obtained a diploma of economic management in Hangzhou University (杭州大學) (now known as Zhejiang University (浙江大學)). He has been undertaking the Executive Master of Business Administration program at Huazhong University of Science & Technology (華中科技大學) since 2009.

Mr. Song Guosheng (宋國生), aged 50, is the vice president and an executive Director of our Company. Mr. Song was appointed to our Board on August 16, 2012. Mr. Song has approximately 17 years of experience in the production management in the non-ferrous metallurgical industry. He is responsible for production management of our Group. Since May 2002, he held the appointment of chief production executive, chief technical executive and deputy general manager of Longtianyong Nonferrous Metals. Prior to joining our Group, from 1995 till 2002, he was the deputy general manager of Jiangxi Yi Sheng Metal Company Limited (江西億盛金屬有限公司). His previous managerial experience in the non-ferrous metallurgical industry enabled him to contribute to production management of our Group in an effective manner. Mr. Song, together with Mr. Chen Beihai, the assistant to our chief executive officer, were recognized as core research and development personnel by Ji An City Technology Bureau (吉安市科技局) and obtained the “Ji An City Science and Technology Breakthrough Second Class Award” (『吉安市科技技術進步二等獎』) issued by 吉安市科技局 (Ji An City Technology Bureau) in 2012. Mr. Song graduated from Suzhou University of Science and Technology Trade Unions (蘇州職工科技大學) in July 2004 with a diploma of business management.

Mr. Chen Guoyu (陳國裕), aged 64, is the vice president and an executive Director of our Company. Mr. Chen was appointed to our Board on August 16, 2012. Mr. Chen came to know Mr. Chen Wantian, our executive Director, by family introduction. Mr. Chen Wantian saw

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Mr. Chen's strategic vision and business management acumen and believed that such qualities would be invaluable to the development of our Group. After that, Mr. Chen was appointed and served as the external management consultant of Longtianyong Nonferrous Metals from February 2008 till January 2011 and was subsequently appointed as deputy general manager of Longtianyong Nonferrous Metals in January 2011. He is responsible for strategic and development planning, management and human resources development of our Group. Prior to joining our Group in January 2011 and immediately after his graduation at Zhejiang University (浙江大學) with a master's degree in philosophy in July 1985, Mr. Chen performed research and taught the subject of enterprise management at Zhejiang University (浙江大學). He was appointed as lecturer in 1987 and was further promoted to assistant professor in the department of law in 1999.

Mr. Chen has extensive enterprise management knowledge and experience. In this regard, he has published several books relating to management, such as "*The Art of Leadership and Practice*" and "*Modern Enterprise Management and Diagnosis*".

Independent Non-Executive Directors

Dr. Li Haitao (李海濤), age 43, was appointed as an independent non-executive Director on December 5, 2012. Dr. Li served as assistant professor of finance at Johnson Graduate School of Management, Cornell University between 1997 and 2005. He then joined Stephen M. Ross School of Business, University of Michigan as assistant professor of finance in 2005 and was subsequently promoted to professor of finance, with tenure in 2009. Dr. Li was a committee member of the five-member executive committee of Stephen M. Ross School of Business, University of Michigan. Dr. Li is currently appointed as Sparks Whirlpool Corporation Professor.

Dr. Li has extensive teaching and research experience in theoretical and empirical asset pricing, term structure of interest rates, hedge funds, and financial econometrics and he has extensive research experience in the area of hedging, derivatives and risk management. His Ph.D dissertation at Yale University deals with risk management issues related to swaps. Dr. Li's research papers and articles have been published in numerous financial and economic journals, including the *Journal of Finance*, the *Journal of Financial Economics*, the *Review of Finance Studies*, the *Journal of Econometrics*. In addition, Dr. Li has many years of teaching experience at Cornell University and the University of Michigan on options, futures, and other derivatives. He is also an associate editor of the *Management Science (the Department of Finance)* and the *International Review of Finance*. Dr. Li received the Sterling Prize Fellowship from Yale University and the Treftz Award from the Western Finance Association.

Dr. Li undertook the Ph.D program in geophysics at Yale University between 1991 and 1992. He received his Ph.D in finance from Yale University in 1998.

Dr. Jiang Tao (姜濤), aged 49, was appointed as an independent non-executive Director on December 5, 2012. Dr. Jiang has more than 20 years of experience in mineral processing and chemical metallurgy study and research. He served as a lecturer at the Department of Mineral Engineering of Central South University (中南大學) in 1991, and was promoted to professor in 1992. He taught the subjects of chemical mineral processing, sintering and pelletizing. Since 2003, Dr. Jiang has been a professor and doctoral tutor in the School of Minerals Processing and Bioengineering at Central South University (中南大學) and he was appointed as dean of the school in 2010.

Dr. Jiang has extensive experience in mineral processing and chemical metallurgy study and teaching. He focuses his research on extractive metallurgy of refractory gold and silver ores;

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integrative use of complex mines; agglomeration and direct restoration of mineral ore raw materials. He completed various research projects in beneficiation, agglomeration, reduction and utilization of complex iron ores and extraction of refractory gold ores. He has published various technical papers and books including “*Direct Reduction of Composite Binder Pellets*”, “*Direct Reduction of Cold-bonded Pellets*” and “*Use of DRI*”. He has delivered various presentations at international conferences. Dr. Jiang received a grant from National Science Fund for Distinguished Young Scholars (國家杰出青年科學基金) in 2007. He was elected as specially appointed Professor of Chang Jiang Scholar (長江學者) in 2008. Dr. Jiang obtained his bachelor’s degree, master’s degree and doctoral degree in Engineering at Central South University (中南大學) in 1983, 1986 and 1990 respectively.

Dr. Zeng Yilong (曾一龍), aged 41, was appointed as an independent non-executive Director on December 5, 2012. Dr. Zeng has over 17 years of experience in accounting, auditing and financial management. Between August 1992 and August 1997, Dr. Zeng served as an auditor of Fujian Yunxiao Audit Firm (福建省雲霄審計師事務所) and was promoted to its director and legal representative in January 1994. From August 2000 till February 2003, Dr. Zeng worked as a finance manager of Shenzhen CITIC Co., Ltd. (深圳中信股份有限公司), the subsidiary of CITIC Group Co. (中國中信集團公司), in which he was responsible for handling matters in relation to asset management, internal control, corporate governance and various organizational restructuring projects. He worked as the chief financial officer in Xiamen King Long Bus Co., Ltd. (廈門金龍旅行車有限公司), a leading medium to large sized vehicle manufacturer in China and a subsidiary of Xiamen King Long Motor Group Co., Ltd. (廈門金龍汽車集團股份有限公司) whose shares are listed on the Shanghai Stock Exchange (stock code: 600686), from February 2003 till February 2004. He was responsible for handling matters in relation to corporate governance, internal control and risk management typically required for a listed company. Dr. Zeng also worked as a manager of the audit department in China Travel Service (Holdings) Hong Kong Limited (香港中旅(集團)有限公司) (“CTS (Holdings)”) from February 2004 till September 2005, a state-owned company which is under direct administration and supervision of the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會) and is the holding company of China Travel International Investment Hong Kong Limited (香港中旅國際投資有限公司) (“China Travel HK”), whose shares are listed on Stock Exchange (stock code: 308). He worked as a senior auditor there from January 2006 till September 2007. He was responsible for performing audit on the global business of China Travel HK and examining their level of corporate governance, internal control and risk management. In September 2007, he was appointed by China Travel HK and worked as the chief financial officer in mangocity.com Limited (芒果網有限公司), a wholly-owned subsidiary of CTS Holdings, a leading electronic commerce enterprise in the travel industry in China. He was responsible for handling matters in relation to corporate governance, internal control, risk management and strategic planning. Dr. Zeng also served as an adjunct professor in School of Management of Xiamen University (廈門大學管理學院) from July 2008 till June 2011. In February 2011, Dr. Zeng was appointed as independent director and chairman of the audit committee of Wuxi Xuelang Environmental Technology Co., Ltd. (無錫雪浪環境科技股份有限公司), a company whose shares are proposed to be listed on the Growth Enterprise Market of the Shenzhen Stock Exchange and whose listing application was approved by the China Securities Regulatory Commission in June 2012. Since October 2012, Dr. Zeng has been appointed and worked as the vice chief accountant of Datang Telecom Technology & Industry Group (大唐電信科技產業集團), a state-owned enterprise which is principally engaged in the development, production and sale of high technology electronic information system components.

Dr. Zeng completed the industrial auditing course at Nanjing Audit University (南京審計學院) in July 1992. He then obtained his master’s degree in Business Administration and a doctoral

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degree in Business Administration (Accounting) from Xiamen University (廈門大學) in July 2000 and December 2006, respectively. Dr. Zeng was conferred the professional qualification of auditor by National Audit Office of the PRC (中華人民共和國審計署) in October 2002 and was further conferred the professional qualification of senior accountant by Guangdong Province Personnel Office (廣東省人事廳) in April 2008. Dr. Zeng completed a 36-hour course for independent directors of companies listed on the Shenzhen Stock Exchange undertaken by Shanghai National Accounting Institute (上海國家會計學院) in January 2010.

Save as disclosed in this prospectus, each of our Directors has confirmed that there is no other information in relation to his or her appointment which is to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

The board of directors of Longtianyong Nonferrous Metals comprises Mr. Chen Wantian, Mr. Chen Wancheng, Mr. Chen Wanquan, Mr. Chen Wanlong and Mr. Chen Zhiyong. Mr. Chen Wantian is our executive Director, chairman and chief executive officer and Mr. Chen Wancheng and Mr. Chen Wanquan are his brothers. Each of Mr. Chen Wancheng and Mr. Chen Wanquan had confirmed and undertaken that, since their appointment to the board of Longtianyong Nonferrous Metals, they have always taken the instructions of Mr. Chen Wantian in exercising their powers as the directors of Longtianyong Nonferrous Metals and they will continue to do so for as long as they are so appointed. Mr. Chen Wanlong and Mr. Chen Zhiyong, being two of the founders of Longtianyong Nonferrous Metals, were not appointed as Directors as they consider that their knowledge and expertise in the industry are more specific and localized which puts them in a better position to formulate and monitor the daily business operation of Longtianyong Nonferrous Metals at the domestic level. As such, our Company considers that it would be in the best interest to our Group as a whole for them to focus on their respective directorship in Longtianyong Nonferrous Metals.

SENIOR MANAGEMENT

<u>Name</u>	<u>Age</u>	<u>Position</u>
Moy Yee Wo, Matthew (梅以和)	33	Chief financial officer and company secretary of our Company
Jiang Pengzhan (姜鵬展)	33	Chief financial officer of Longtianyong Nonferrous Metals
Lu Chaohui (盧潮輝)	38	Secretary of our Board
Chen Beihai (陳北海)	29	Assistant of the chief executive officer of our Company

Mr. Moy Yee Wo, Matthew (梅以和), aged 33, is the chief financial officer and company secretary of our Company and he was appointed on August 20, 2012. He is responsible for the supervision of financial management, investor relations and company secretarial functions of our Company. Mr. Moy has over 10 years of experience in various sectors of the financial industry including audit, corporate finance and asset management. Prior to joining our Group in August 2012, Mr. Moy worked as a senior accountant at a leading accounting firm. He also worked as an associate at international investment bank where he was responsible for handling corporate finance related projects and as an analyst at a Hong Kong based hedge fund where he was responsible for performing financial analysis and managing investment portfolios. Mr. Moy graduated with a bachelor's degree in business administration in accounting in November 2001 and further obtained a master's degree in business administration in April 2008 at the Hong Kong University of Science and Technology. Mr. Moy is a member of the Hong Kong Institute of Certified Public Accountants.

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Mr. Jiang Pengzhan (姜鵬展), aged 33, is the chief financial officer of Longtianyong Nonferrous Metals. Mr. Jiang is a member of The Chinese Institute of Certified Public Accountants. Mr. Jiang has over eight years of experience in audit, accounting and management. Prior to joining our Group in November 2007, between July 2004 and September 2007, Mr. Jiang served as project manager and assistant of department manager of Guangdong Dahua De Lu Certified Public Accountants (廣東大華德律會計師事務所), an accounting firm affiliated with BDO Limited, from July 2004 till September 2007. He was appointed as chief financial officer of Longtianyong Nonferrous Metals in November 2007. Mr. Jiang obtained a bachelor degree in management from Sun Yat-sen University (中山大學) in 2001.

Mr. Lu Chaohui (盧潮輝), aged 38, is the secretary of our Board. Prior to joining our Group in August 2011, from August 2003 till December 2006, Mr. Lu acted as representative of securities affairs of Fujian Zhonghe Co., Ltd. (福建衆和股份有限公司) (stock code: 002070), a company whose shares are listed on the Shenzhen Stock Exchange. He served as the board secretary of China Zenix Auto International Ltd (stock code: NYSE:ZX), a company whose shares are listed on the New York Stock Exchange, from January 2007 to July 2011. In connection with his roles in the aforementioned companies, he was responsible for handling listing application for the companies, acting as the principal liaison officer with the local stock exchange and handling post-listing company secretarial and administrative functions.

Mr. Lu obtained a bachelor's degree and a master's degree in economics from Xiamen University (廈門大學) in 1996 and 2001, respectively. Mr. Lu completed a board secretary qualification training programme at Shanghai Stock Exchange in 2005.

Mr. Chen Beihai (陳北海), aged 29, is the assistant of the chief executive officer of our Company. He is responsible for managing research and development, quality control, safety and environmental protection functions of our Group. Prior to joining our Group in May 2007, he worked in the technology department of Nanchang Cemented Carbide Limited Liability Company (南昌硬質合金有限責任公司) between July 2006 and May 2007. From June till December 2007, Mr. Chen served as squad leader of smelting workshop of Longtianyong Nonferrous Metals. In January 2008, he was appointed as the chief officer of Longtianyong Nonferrous Metals' research and development function. Mr. Chen, together with Mr. Song Guosheng, our executive Director, was recognized as core research and development personnel by Ji An City Technology Bureau (吉安市科技局) and obtained the "Ji An City Science and Technology Breakthrough Second Class Award" (『吉安市科技技術進步二等獎』) issued by Ji An City Technology Bureau (吉安市科技局) in 2012. Mr. Chen received his bachelor's degree in metallurgical engineering from Jiangxi University of Science and Technology (江西理工大學) in 2006. He has been undertaking the Executive Master of Business Administration program at Xiamen University (廈門大學) since 2011.

COMPANY SECRETARY

Mr. Moy Yee Wo, Matthew (梅以和) was appointed as the company secretary of our Company in August 2012. For details of Mr. Moy's background, see the paragraph headed "Senior Management" in this section.

DIRECTORS' REMUNERATION

We reimburse our Directors for expenses which are necessarily and reasonably incurred while providing services to us or executing their functions in relation to our operations. Our executive Directors are also our employees and receive, in their capacity as our employees, compensation in the form of salaries and other allowances and benefits in kind.

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During the Track Record Period, the aggregate amount of salaries and other allowances and benefits in kind paid to our Directors was RMB0.99 million, RMB1.22 million, RMB2.02 million and RMB1.01 million, respectively.

Under the arrangements currently in force, we estimate the aggregate remuneration, excluding discretionary bonuses, payable to our Directors for the year ending December 31, 2012 to be approximately RMB2.0 million.

Further details of the terms of the above service agreements are set out in the section headed “Further information about our Directors and substantial Shareholders – Particulars of service agreements” in Appendix VI to this prospectus.

BOARD COMMITTEES

Our Company established an audit committee, a remuneration committee and a nomination committee on December 5, 2012 in compliance with Rules 3.21 and 3.22 of the Hong Kong Listing Rules and the Corporate Governance Code as set out in Appendix 14 to the Hong Kong Listing Rules. The primary duties of our audit committee will be to review and supervise our financial reporting process and internal control system and to provide advice and comments to our Board. Our remuneration committee will consider and recommend to our Board the remuneration and other benefits paid to our Directors. The remuneration of our Directors is subject to regular monitoring by our remuneration committee to ensure that the levels of their remuneration and compensation are appropriate. Our nomination committee will consider and recommend to our Board the appointment of executive Directors and senior management staff.

The table below shows the summary of the respective position of each Director in the Board committees.

<u>Board Committee</u>	<u>Audit Committee</u>	<u>Remuneration Committee</u>	<u>Nomination Committee</u>
Executive Director			
Mr. Chen Wantian		M	C
Mr. Song Guosheng			
Mr. Chen Guoyu			
Independent non-executive Director			
Dr. Li Haitao	M	C	M
Dr. Jiang Tao	M	M	M
Dr. Zeng Yilong	C		

Notes:

“C” represents chairman of the relevant Board committee

“M” represents member of the relevant Board committee

Pursuant to Rule 8.12 of the Hong Kong Listing Rules, we must have a sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong. Given that our business and operations are primarily located, managed and conducted in the PRC and none of our executive Directors are ordinarily resident in Hong Kong, we do not, and for the foreseeable future will not, have two executive Directors residing in Hong Kong.

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Accordingly, we have applied to the Stock Exchange for and the Stock Exchange has granted a waiver from compliance with the requirements under Rule 8.12 of the Hong Kong Listing Rules. See the section headed “Waiver from Compliance with the Hong Kong Listing Rules” in this prospectus for more details.

COMPLIANCE ADVISOR

Our Company will, before the Listing Date, appoint CCBI as its compliance advisor in compliance with Rule 3A.19 of the Hong Kong Listing Rules. Our Company will, before the Listing Date, enter into a compliance advisor’s agreement with CCBI, the material terms of which are summarized as follows:

- (a) our Company will, before the Listing Date, appoint CCBI as its compliance advisor for the purpose of Rule 3A.19 of the Hong Kong Listing Rules for a period commencing on the Listing Date and ending on the date on which our Company complies with Rule 13.46 of the Hong Kong Listing Rules in respect of the financial results for the first full financial year of our Group commencing after such Hong Kong Listing Date, or until the agreement is terminated, whichever is earlier;
- (b) CCBI shall provide our Company with services, including guidance and advice as to compliance with the requirements under the Hong Kong Listing Rules and applicable laws, rules, codes and guidelines;
- (c) our Company shall consult with and, if necessary, seek advice from CCBI on a timely basis in the following circumstances:
 - (i) before the publication of any regulatory announcement, circular or financial report;
 - (ii) where a transaction, including share issues and share repurchases, which might be a notifiable or connected transaction, is contemplated;
 - (iii) where our Company proposes to use the proceeds of the Listing in a manner different from that detailed in this prospectus or where the business activities, developments or results of our Group deviate from any forecast, estimate, or other information in this prospectus;
 - (iv) where the Stock Exchange makes an inquiry of our Company under Rule 13.10 of the Hong Kong Listing Rules;
- (d) our Company has agreed to indemnify CCBI for certain actions against it and losses incurred by it arising out of or in connection with the performance by CCBI of its duties under the agreement; and
- (e) our Company may terminate the appointment of CCBI as its compliance advisor only if its work is of an unacceptable standard as determined under the Hong Kong Listing Rules and the relevant laws and regulations or if there is a material dispute (which cannot be resolved within 30 days) over fees payable to it as permitted by Rule 3A.26 of the Hong Kong Listing Rules. CCBI will have the right to resign or terminate its appointment by service of a three-month notice to our Company if our Company materially breaches the agreement.

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Share Option Scheme

Our Directors (including independent non-executive Directors) and employees are entitled to participate in the Share Option Scheme. The principal terms of the Share Option Scheme are summarized in “Appendix VI — Share Option Scheme” to this prospectus.