
DIRECTORS, SENIOR MANAGEMENT AND STAFF

DIRECTORS

Name	Age	Position	Date of appointment	Date of joining us	Principal responsibilities
Sui He Zuo (施合作)	58	Chairman and executive Director	28 January 2011	16 September 2003	Responsible for business strategy and overall development of our Group; member of our nomination committee
Zhu Xin Ming (朱新明)	37	President and executive Director	28 January 2011	16 September 2003	Responsible for product research and development, production management, product sales, procurement management, administration management, financial management and overall day-to-day business management of our Group etc.; member of our nomination committee and remuneration committee
Zeng Xiao Ying (曾小英)	36	Chief Financial Officer and executive Director	28 January 2011	16 September 2003	Responsible for financial management including managing financial risks and overseeing day-to-day financial planning of our Group; member of our remuneration committee
Lin Ren Ze (林仁澤)	31	Executive Director	22 June 2013	16 September 2003	Responsible for assisting the Chairman with day-to-day affairs of our Group
Sze Shun Pan (施純彬)	29	Executive Director	22 June 2013	1 July 2009	Responsible for sales and establishment and development of sales network of our Group
Chan Choi Hi (陳財喜)	57	Independent non-executive Director	22 June 2013	N/A	Chairman of our nomination committee; member of our audit committee and remuneration committee; supervising and providing independent judgment to our Board
Li Yik Sang (李奕生)	38	Independent non-executive Director	22 June 2013	N/A	Chairman of our audit committee; member of our remuneration committee and nomination committee; supervising and providing independent judgment to our Board
Lin Chun Sheng (林春升)	49	Independent non-executive Director	22 June 2013	N/A	Chairman of our remuneration committee; member of our audit committee and nomination committee; supervising and providing independent judgment to our Board

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Executive Directors

Mr. Sui He Zuo (施合作), aged 58, is our Chairman, executive Director and the chairman of Jiujiang Golden Phoenix. Mr. Sui co-founded Jiujiang Golden Phoenix with Mr. Zhu in 2003. He is responsible for the overall development of our Group and charting our business strategy and has played a determining role in establishing our Group's presence in the PRC crystallised stone industry. Mr. Sui graduated from Hua Qiao University (華僑大學) with a bachelor's degree in business administration in 1994. Mr. Sui has about 18 years of experience in the decoration and building materials industry. Prior to founding Jiujiang Golden Phoenix in 2003, he had extensive operational experience in the decoration and building materials industry. Mr. Sui was the chairman and general manager of Fujian Province Shishi City Yi De Sheng Ceramics Co., Limited (福建省石獅市益德盛陶瓷有限公司), which was principally engaged in the development, production and sale of ceramic products for use in the decoration and building materials industry, from July 1994 to August 1998 and was responsible for the overall development and management of the company. In 1995, Mr. Sui established Jinjiang De Yi Ceramics Co., Limited (晉江德億陶瓷有限公司) ("**Jinjiang De Yi**"). As Mr. Sui focused on the establishment of Jiujiang Golden Phoenix, he decided to cease the business operations of Jinjiang De Yi in December 2002 and did not allocate sufficient time and effort to manage Jinjiang De Yi (including the required annual inspection) since December 2002. As a result of the failure to attend to the annual inspection, the relevant industry and commerce administration bureau revoked the business licence of Jinjiang De Yi Ceramics Co., Limited in 2004. Jinjiang De Yi Ceramics Co., Limited has initiated the winding-up proceedings in accordance with the relevant PRC laws which is expected to be completed by the end of July 2013. Upon its winding-up, it will no longer exist as a legal entity. Mr. Sui had been its chairman and general manager from 1995 to 2002. Mr. Sui is the father of Mr. Sze Shun Pan.

Mr. Zhu Xin Ming (朱新明), aged 37, is our President, executive Director and the general manager of Jiujiang Golden Phoenix and Jiangxi Golden Phoenix. Mr. Zhu founded Jiujiang Golden Phoenix with Mr. Sui in 2003. He is primarily responsible for the product research and development, production management, product sales, procurement management, administration management, financial management and day-to-day business management of our Group. Mr. Zhu graduated from Wuhan University of Technology (武漢理工大學) with a bachelor's degree in chemical ceramic (化工陶瓷) in 1997. Mr. Zhu has about 16 years of experience in the decoration and building material industry. Prior to joining our Group in 2003, Mr. Zhu was the research and development manager of Fujian Province Shishi City Yi De Sheng Ceramics Co., Limited (福建省石獅市益德盛陶瓷有限公司) between February 1997 and June 2003 and was primarily responsible for its product development, production process controls and day-to-day management. Since 16 September 2003, Mr. Zhu joined Jiujiang Golden Phoenix as general manager.

Ms. Zeng Xiao Ying (曾小英), aged 36, is our Chief Financial Officer and executive Director, and is also the general manager of our finance team. She is primarily responsible for the overall financial management and day-to-day financial affairs, including managing financial risks and overseeing day-to-day financial planning of our Group etc.. Ms. Zeng graduated from the Jiangxi University of Finance and Economics (江西財經大學) with a bachelor's degree in general accounting in 1998. Prior to joining our Group in 2003, Ms. Zeng was the head of the finance department of Guangdong Province Dongguan Shi Le Qu Toys Co., Limited (廣東省東莞市樂趣玩具有限公司) between October 1998 and September 2003. On 16 September 2003, Ms. Zeng joined Jiujiang Golden Phoenix and was promoted to the general manager of the finance team in 2008.

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Mr. Lin Ren Ze (林仁澤), aged 31, is our executive Director and is primarily responsible for the day-to-day management of our Group. Mr. Lin graduated from Jimei University (集美大學) with a major in accountancy in 2009. Prior to joining our Group in 2003, Mr. Lin was the assistant general manager of Fujian Province Shishi City Yi De Sheng Ceramics Co., Limited (福建省石獅市益德盛陶瓷有限公司) between July 2000 and September 2003 and was responsible for its day-to-day operations. In September 2003, Mr. Lin joined Jiujiang Golden Phoenix as a director and assistant to the chairman.

Mr. Sze Shun Pan (施純彬), aged 29, is our executive Director and the general manager of our sales team. He is primarily responsible for sales and establishment and development of sales network of our Group. Mr. Sze graduated from the University of Wollongong with a bachelor's degree in international business in 2008. Mr. Sze obtained the Ontario Secondary School Diploma in 2006. In 2009, Mr. Sze joined Jiujiang Golden Phoenix in our foreign trade team and he participated in foreign exhibitions on behalf of our Group and conducted international market research to develop international marketing strategies. Mr. Sze was promoted in January 2010 to the deputy general manager of our the sales team where he was responsible for establishing and improving our Group's sales network and market share. Mr. Sze is the son of Mr. Sui He Zuo, our Chairman and executive Director.

Independent non-executive Directors

Mr. Chan Choi Hi (陳財喜), aged 57, was appointed as our independent non-executive Director on 22 June 2013. Mr. Chan graduated with a bachelor's degree in sociology from University of Toronto in November 1980 and is a candidate for doctorate of philosophy in politics and public affairs management at National Sun Yat-Sen University. He is currently an elected district councilor for the Central and Western District of Hong Kong. Mr. Chan was a member of the Urban Council of Hong Kong between November 1994 and December 1999, Mr. Chan was also a member of the Provisional Legislative Council of Hong Kong between 1997 and 1998.

Mr. Chan was a director and a shareholder of Service Centre (Hong Kong Inter-Association) Limited ("**Service Centre**"). Service Centre was a company incorporated on 7 December 1995 and was principally engaged in the retail business. By a petition made by a creditor, Service Centre was ordered by the High Court of Hong Kong to be wound up on 30 May 2001 and it was dissolved on 28 December 2011.

In January 2013, an action was brought against Mr. Chan by an independent bank in Hong Kong (the "**Bank**"). The Bank has granted general banking facilities to Service Centre, the borrower, and as security for the indebtedness of Service Centre, Mr. Chan executed a deed of guarantee (the "**Guarantee**") in favor of the Bank. Service Centre was ordered by the High Court of Hong Kong to be wound up on 30 May 2001 and it was dissolved on 28 December 2011. As of November 2012, Service Centre was indebted to the Bank for a total sum of HK\$2,613,818.92 (the "**Indebted Sum**"). By virtue of the Guarantee, the Bank claimed against Mr. Chan for the Indebted Sum and the interest accrued on the principal amount. The action was subsequently settled between Mr. Chan and the Bank and the Bank confirmed on 10 April 2013 that all liabilities of Mr. Chan under the action have been fully discharged.

Mr. Li Yik Sang (李奕生), aged 38, was appointed as our independent non-executive Director on 22 June 2013. Mr. Li is a member of the Hong Kong Institute of Certified Public Accountants and a certified practicing accountant of CPA Australia. Mr. Li attended the Queensland University of Technology from 1995 to 1996. Mr. Li graduated with a bachelor's degree of commerce from the University of Queensland in 1998

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and obtained a master's degree of commerce (information systems) from the same university in 2000. Mr. Li has over 10 years' experience in accounting and financial management. He was an auditor of Grant Thornton from November 2000 to December 2002 and has worked at Ernst & Young as an accountant between January 2003 and September 2006 and as a manager between October 2006 and January 2007. From January 2007 to July 2009, he was the financial controller of China Packaging Group Company Ltd. (Stock code: 572), the shares of which are listed on the Stock Exchange. Mr. Li is currently the financial controller of Meike International Holdings Limited (Stock code: 953) and an independent non-executive director of China Agrotech Holdings Limited (Stock code: 1073), the shares of both companies are listed on the Stock Exchange.

Mr. Lin Chun Sheng (林春升), aged 49, was appointed as our independent non-executive Director on 22 June 2013. Between 1982 to 1985, Mr. Lin attended Fujian University of Technology (福建工程學院) (previously known as Fujian Province Architectural Engineering College (福建建築高等專科學校)). From 1985 to 1992, he was employed as a technician at Fujian Coal Infrastructure Company (福建煤炭工業基本建設公司). Mr. Lin was an engineer of the Shishi City Planning and Design Institute (石獅市規劃設計院) from 1992 to 1995 and was the dean of the same institute from 1995 to 2011. In 2012, Mr. Lin joined Shanghai Thousand Year Design Engineering Co., Ltd. (上海千年城市規劃工程設計股份有限公司) and is currently the general manager of its Fujian Province branch.

Save as disclosed in this prospectus, each of our Directors confirms that he or she (i) did not hold any directorships in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with our Company or other members of our Group; and (iii) does not have any relationship with other Directors, senior management or Controlling Shareholders of our Company or any interest in our Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no other matter with respect to the appointment of our Directors that needs to be brought to the attention of our Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules as of the Latest Practicable Date.

SENIOR MANAGEMENT

Name	Age	Position
Mr. Zhu Tu Gen (朱土根)	41	General manager of our production team
Ms. Li Zong Ru (李宗茹)	45	General manager of our procurement team
Mr. Gan Jian Ming (淦建明)	46	General manager of our administration team

Mr. Zhu Tu Gen (朱土根), aged 41, is the general manager of our production team. He joined us in December 2003 and is primarily responsible for overseeing and managing our production process. Mr. Zhu Tu Gen graduated from Jiangxi Jingde Zhen Ceramics College (景德鎮陶瓷學院) with a bachelor's degree in materials science (材料學) in 1994. Mr. Zhu Tu Gen has almost 18 years of experience in the production of

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decoration and building materials industry. Prior to joining our Group in 2003, Mr. Zhu Tu Gen worked at Jingde Zhen Ceramics Production Plant (景德鎮陶瓷廠) between May 1994 and October 2000. Between November 2000 and November 2003, Mr. Zhu Tu Gen was the production manager of Guangdong Xin Zhong Yuan Ceramics Co., Limited (廣東新中源陶瓷有限公司).

Ms. Li Zong Ru (李宗茹), aged 45, is the general manager of our procurement team. She joined us in December 2003 and is primarily responsible for overseeing and managing the purchase process of the raw materials to be used in our Group's production. Ms. Li graduated from Jiangxi Industrial University (江西工業大學) (which merged with Jiangxi University into Nanchang University) with a bachelor's degree in corporation management in 1991. Prior to joining our Group in 2003, she was the deputy director of the procurement department of Jiangxi Xinghuo Huagongchang (江西星火化工廠) between February 1991 and December 2002.

Mr. Gan, Jian Ming (淦建明), aged 46, is the general manager of our administration team. He joined us in December 2006 and is primarily responsible for the human resources management, staff recruitment, appraisal and training of our Group. Mr. Gan graduated from Jiangxi Agricultural University (江西農業大學) with a bachelor's degree in agricultural economics in 1988. Mr. Gan also graduated from Correspondence Institute of the Party School of Central Committee of Communist Party of China (中共中央黨校函授學院) with a bachelor's degree in politics and laws in 2000. Prior to joining our Group in 2006, he had been the head of the administration department of Guangdong Province Guangzhou City Dong Lin Wu Jin Electric Co., Limited (廣東省廣州市東林五金電器有限公司) between March 2002 and January 2005. Between February 2005 and December 2006, Mr. Gan was the deputy general manager of the administration department of Guangdong Province Foshan City Xi Hai Mechanics Co., Limited (廣東省佛山市西還機械有限公司).

COMPANY SECRETARY

Mr. Chan Kam Fuk (陳錦福), aged 47, was appointed as our company secretary on 30 May 2013. He has over 10 years of experience in auditing, finance and accounting. Mr. Chan is the sole proprietor of Dominic K. F. Chan & Co., CPA, an accounting firm in Hong Kong. Mr. Chan graduated from the University of Southern Queensland, Australia with a master's degree in professional accounting in 1998 and from the City University of Hong Kong with a master's degree in finance in 1995. He is currently a member of both the Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Chan acted as an independent non-executive director of Superior Fastening Technology Limited (now known as Renewable Energy Asia Group Limited), the shares of which are listed on the Singapore Exchange, from 28 October 2003 and retired by rotation on 30 July 2010. He is currently an independent non-executive director of Haitian Hydropower International Ltd (Stock code: 8261) and a company secretary for CW Group Holdings Limited (Stock code: 1322), the shares of both companies are listed on the Stock Exchange.

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BOARD COMMITTEES

Audit Committee

An audit committee was established by our Company on 22 June 2013 with written terms of reference in compliance with Rule 3.21 of the Listing Rules. The primary duties of our audit committee are to review and approve our Group's financial reporting process and internal control system. Our audit committee comprises all independent non-executive Directors, namely, Li Yik Sang, Chan Choi Hi and Lin Chun Sheng. Li Yik Sang is the chairman of our audit committee.

Remuneration Committee

A remuneration committee was established by our Company on 22 June 2013 with written terms of reference in compliance with Rule 3.25 of the Listing Rules. The primary duties of our remuneration committee include reviewing and determining the terms of remuneration packages, bonuses and other compensation payable to our Directors and senior management of our Group. Our remuneration committee is chaired by Lin Chun Sheng, an independent non-executive Director, and other members are Mr. Zhu, Zeng Xiao Ying, Chan Choi Hi and Li Yik Sang.

Nomination Committee

A nomination committee was established by our Company on 22 June 2013 with written terms of reference in compliance with paragraph A.5.1 of Appendix 14 of the Listing Rules. The primary duties of our nomination committee are to make recommendations to our Board on the appointment of Directors and the senior management of our Group. The members of our nomination committee are Mr. Sui, Mr. Zhu, Li Yik Sang, Chan Choi Hi and Lin Chun Sheng. Chan Choi Hi is the chairman of our nomination committee.

DIRECTORS' REMUNERATION

During the Track Record Period, the aggregate amount of fees, salaries, housing allowances, other allowances, benefits in kind (including contribution to the pension scheme on behalf of Our Directors) and discretionary bonuses paid by our Group to our Directors for the three years ended 31 December 2012 were approximately RMB408,000, RMB398,000 and RMB448,000, respectively.

The aggregate amount of fees, salaries, housing allowances, other allowances, benefits in kind (including contribution to the pension scheme on behalf of our Directors) and discretionary bonuses paid to the five highest paid individuals of our Group, excluding our Directors, for three years ended 31 December 2012 were approximately RMB63,000, RMB68,000 and RMB78,000, respectively.

During the Track Record Period, no remuneration was paid by our Group to, or receivable by, our Directors or the five highest paid individuals as an inducement to join or upon joining our Group or as a compensation for loss of office as a director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. In addition, none of our Directors has waived any emoluments.

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Save as disclosed above, no other payments have been paid, or are payable, by our Group to our Directors during the Track Record Period.

EMPLOYEES' BENEFITS PROVIDED BY OUR GROUP

Save as disclosed in the paragraph headed “Business – Material non-compliance incidents” of this prospectus, we have complied in all material aspects with all statutory requirements on retirement contribution in the jurisdictions where our Group operates. We have established various employee benefit plans, including pension insurance, unemployment insurance, childbirth insurance, work-related injury insurance, medical insurance and housing fund as required by the relevant PRC rules and regulations and the existing policy of the local government.

We have complied in all material aspects with all statutory requirements on retirement contribution in the jurisdictions where our Group operates.

SHARE OPTION SCHEME

We have conditionally adopted a Share Option Scheme pursuant to which selected participants may be granted options to subscribe for Shares as incentives or rewards for their service rendered to our Group and any entity in which any member of our Group holds any equity interest. Our Directors believe that the implementation of the Share Option Scheme enables our Group to recruit and retain high calibre executives and employees. The principal terms of the Share Option Scheme are summarised under the paragraph headed “Statutory and General Information – Other information – Share Option Scheme” in Appendix VI to this prospectus.

COMPLIANCE ADVISER

We intend to appoint 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) if we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or if the business activities, developments or results of our Group deviate from any forecast, estimate or other information in this prospectus; and
- (iv) if the Stock Exchange makes an inquiry of our Group under Rule 13.10 of the Listing Rules regarding unusual movements in the price or trading volume of the Shares.

The term of appointment of the compliance adviser shall commence on the Listing Date and end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year ending 31 December 2014, and such appointment may be subject to extension by mutual agreement.