
DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Position	Date of appointment	Key role
Yu Jianqiu (俞建秋)	49	Chairman, Executive Director, Chief Executive Officer	February 22, 2013 (redesignated as executive director on August 16, 2013)	In charge of the overall business and strategy
Liu Hanjiu (劉漢玖)	49	Executive Director	August 16, 2013	In charge of overall operations of the Company
Kwong Wai Sun Wilson (鄺偉信)	48	Executive Director	August 16, 2013	In charge of the corporate and strategic development
Huang Weiping (黃偉萍)	53	Executive Director	August 16, 2013	In charge of production technology and engineering
Zhu Yufen (朱玉芬)	51	Executive Director	August 16, 2013	In charge of financial reporting and accounting affairs
Pan Liansheng (潘連勝)	49	Independent Non-executive Director	August 16, 2013	Independent advice to the Board
Lee Ting Bun Denny (李廷斌)	46	Independent Non-executive Director	August 16, 2013	Independent advice to the Board
Liu Rong (劉蓉)	48	Independent Non-executive Director	August 16, 2013	Independent advice to the Board
Chan Ngai Chi (陳毅馳)	41	Chief Financial Officer	September 1, 2013	Financial management of the Company
Chen Wei (陳偉)	33	Vice General Manager	September 1, 2013	Business risk management

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Name	Age	Position	Date of appointment	Key role
Luo Guidi (羅桂娣)	39	Controller	September 1, 2013	Financial risk management
Chen Hai (陳海)	51	General manager for subsidiary	February 22, 2013	Management of Baohe Xinshiji
Fan Dunxian (范敦現)	44	General manager for subsidiary	February 22, 2013	Management of Baohe Taiyue
Cheung Ying Kwan (張應坤)	53	Company Secretary	March 8, 2013	Company secretary

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Executive Directors

Mr. Yu Jianqiu (俞建秋), is the founder of our Group and the Chairman, Chief Executive Officer and an executive Director of our Company. Mr. Yu is primarily responsible for the overall business and strategy of our Group. He also serves as a director in all of our subsidiaries. Through his holdings in Epoch Keen, Mr. Yu is a major Controlling Shareholder of our Company. Mr. Yu has over 20 years of experience in corporate operations and management in the petrochemical, automobile and renewable energy sectors. He was the chairman and principal executive officer of Gushan, a company whose American depositary shares were listed on the New York Stock Exchange from December 2007 to October 2012. Mr. Yu also founded a number of subsidiaries of the Gushan Group between 1996 and 2008. Mr. Yu received his degree of Executive Master of Business Administration (EMBA) from Hautes Etudes Commerciales de Paris on December 13, 2010. In 2002, he was elected as a member of the Fuzhou Committee of the 10th Chinese People's Political Consultative Committee and a member of the Santai County Committee of the 11th Chinese People's Political Consultative Committee. He was appointed as a Director of our Company on February 22, 2013 and redesignated as an executive Director on August 16, 2013.

Code provision A.2.1 of the Corporate Governance Code in Appendix 14 of the Listing Rules stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Mr. Yu is Chairman of the Board and Chief Executive Officer of the Company. As Mr. Yu is the founder of our Group and has extensive experience in corporate operations and management, the Board believes that it is in the best interest of our Group to have Mr. Yu taking up both roles for effective management and business development.

Mr. Liu Hanjiu (劉漢玖), is an executive Director of our Company. He co-founded Jinxin in February 2009 and currently serves as a director and the general manager of Jinxin and Tongxin. Mr. Liu is primarily responsible for the overall operation of our Group. Mr. Liu has over 30 years of experience in the metal recycling sector in Mianyang City, Sichuan Province. In addition to Jinxin,

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he also founded Mianyang Changjiu Metal Processing Co., Ltd. (綿陽市長玖金屬加工有限公司), the principal business of which is the manufacture of copper granules, in 2003 and served as its general manager between 2003 and 2008. Between 2000 and 2003, Mr. Liu held the position as the general manager of Mianyang Longjiu Metal Recycling Co., Ltd. (綿陽市龍玖金屬回收有限公司), the principal business of which is the manufacture of copper granules, which was also established by him in 2000. Prior to establishing his own companies which specialized in scrap metal recycling and process, Mr. Liu was the factory chief of Mianyang Mianzhong Metal Processing and Smelting Factory (綿陽市綿中金屬加工冶煉廠), the principal business of which is the refining of copper slag, from 1990 to 2000 and Mianyang Fucheng District Jinfeng Smelting Factory (綿陽市涪城區金峰冶煉廠), the principal business of which is the refining of copper slag, from 1986 to 1990. Mr. Liu was a sole proprietor engaged in the recycling of waste and scrap materials between 1983 and 1986, after he had acquired the techniques for processing and smelting non-ferrous metal through his apprenticeship between 1979 and 1983. Mr. Liu currently serves as a people's representative to the People's Congress of Mianyang Nongke District Songya Town Committee. He was also elected as a people's representative to the People's Congress of Shitang Town, Fucheng District, Mianyang City in 2002 and 2005, respectively. Mr. Liu studied in middle school. Mr. Liu was appointed as an executive Director of our Company on August 16, 2013.

In 2009, Mr. Liu as a minority shareholder of Mianyang Jinlong Metal Processing Co., Ltd. (綿陽金龍金屬加工有限公司) ("Jinlong Processing") together with his daughter, who was the other shareholder, were involved in a personal injuries claim by an employee of Jinlong Processing ("Claimant"). In early 2009, the Claimant brought a claim against Jinlong Processing at a local employment tribunal to seek a compensation for his work injuries, and an award of approximately RMB120,000 was made by the tribunal in favour of the Claimant. Jinlong Processing appealed to the People's Court of Fucheng District, Mianyang City ("People's Court of Fucheng"). While the appeal was pending, Jinlong Processing was voluntarily dissolved. As part of the process of the dissolution, the shareholders of Jinlong Processing made a statement confirming that the Processing Company had no outstanding liability as of June 30, 2009 and undertook to settle any outstanding liability or dispute personally. The People's Court of Fucheng upheld the employment tribunal's award and held that the undertaking given by the shareholders was effective and that Mr. Liu and his daughter were personally liable to pay the compensation to the Claimant. The decision of the People's Court of Fucheng was upheld in a subsequent appeal and the shareholders of Jinlong Processing were held liable for a payment of approximately RMB140,000 to the Claimant. Mr. Liu and his daughter have subsequently settled the amount payable.

Jinlong Processing was unrelated to the Group and any of the companies, businesses or assets currently comprising the Group.

The Company's PRC legal advisors have confirmed that the court's decision does not render Mr. Liu unsuitable or unqualified to act as a director, supervisor or member of senior management under PRC law, and to the best knowledge of the Company and Mr. Liu, no further proceedings (whether civil, regulatory or otherwise) are pending or threatened in relation to the circumstances giving rise to the claim against Mr. Liu.

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Mr. Kwong Wai Sun Wilson (鄺偉信), is an executive Director of our Company. He is in charge of our corporate and strategic development. Mr. Kwong is also a director of Engen, True Excel, Alpha Legend, Alpha Business and Alpha Universe. Mr. Kwong was President of Gushan, a company whose American depositary shares were listed on the New York Stock Exchange from December 2007 to October 2012. He is also an independent non-executive director of C.banner International Holdings Limited, the principal business of which is the manufacture and sale of branded fashion footwear, since August 26, 2011 and China Outfitters Holdings Limited, the principal business of which is the design, manufacture, marketing and sale of apparel products and accessories in China with a focus on menswear, since June 8, 2011, both of which are listed on the Main Board of the Stock Exchange since September 23, 2011 and December 9, 2011, respectively. Mr. Kwong has 12 years of experience in corporate finance and equity capital markets in Asia, having previously worked at a number of investment banks in Hong Kong. Prior to joining Gushan in 2006, he was the managing director of investment banking and he held the position as the head of Hong Kong and China equity capital markets at CLSA Equity Capital Markets Limited since March 2004. From 2002 to 2003, Mr. Kwong was a director and the head of equity capital markets for Cazenove Asia Limited, an investment bank. After graduating from University of Cambridge, England with a bachelor's degree in Arts in 1987, he qualified as a chartered accountant in the United Kingdom in 1991. Mr. Kwong is currently an associate member of the Institute of Chartered Accountant in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Chartered Secretaries. Mr. Kwong was appointed as an executive Director of our Company on August 16, 2013.

Mr. Huang Weiping (黃偉萍), is an executive Director of our Company. Mr. Huang co-founded Xiangbei in 2010 and is currently a director and the general manager of Xiangbei. Mr. Huang is in charge of production technology and engineering of our Group. Mr. Huang has more than 10 years of experience in the PRC metal material industry. Prior to the establishment of Xiangbei, Mr. Huang was a manager at Fujian Lingzhi Environmental Technology Co., Ltd. (福建凌志環保科技有限公司), the principal business of which is the design and construction of environmental projects, from 2009 to 2011, Fuzhou Kebi Chemical Materials Co., Limited (福州科比化工材料有限公司), the principal business of which is the manufacture and sale of synthetic wax, from 2006 to 2009 and Tricon Chemicals Inc., the principal business of which is the trade of chemicals and metal materials, from 2001 to 2005. He is a fellow member of the Investment Casting Institute and an executive member of China Precision Casting Branch Association of China Foundry Association (中國鑄造協會精密鑄造分會). Mr. Huang also serves as an executive member of the Chinese and Foreign Entrepreneurs' Club of Fujian Province (福建省中外企業家聯誼會) and the Association of Entrepreneurs of Private Companies of Fuzhou City (福州市私營企業家協會). Mr. Huang was appointed as an executive Director of our Company on August 16, 2013.

Ms. Zhu Yufen (朱玉芬), is an executive Director of our Company. Ms. Zhu has over 20 years of experience in accounting and financial management. She is primarily responsible for our financial reporting and accounting affairs. Ms. Zhu is also vice president in charge of finance of Jinxin, since July 2009. Prior to joining Jinxin, she was a vice general manager and the head of finance department of Mianyang Santai Vise Co., Ltd. (綿陽三台縣台鉗有限公司), the principal business of which is the manufacture and sale of vises, from 1978 to 2009. Ms. Zhu was appointed as an executive Director of our Company on August 16, 2013.

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Independent Non-executive Directors

Mr. Pan Liansheng (潘連勝), is an independent non-executive Director of our Company. Mr. Pan is engaged in non-ferrous metal and carbon fiber composite materials research and possesses rich knowledge on the non-ferrous metal industry. Mr. Pan also worked for the Third Research Institute of the then Ministry of Astronautics of the PRC (中國航天工業部第三研究院), which is involved in the research of aerospace metals and carbon fibre composite materials, between 1990 and 1993, focusing on research relating to non-ferrous metal and carbon fiber composite materials. From 1993 to 1994, Mr. Pan was seconded to Sanwa Machinery Trading Co., Ltd., the principal business of which is the design and manufacture of electrical machinery. From 1996 to 1998, Mr. Pan worked as an assistant professor at Waseda University. From 1998 to 2008, Mr. Pan worked as a chief researcher in the research and development center of Toshiba Ceramics Co., Ltd. (東芝陶瓷株式會社), the principal business of which is the research and production of high-end electronic ceramic and silicon semi-conductors. From 2008 to April 2013, Mr. Pan worked as the general manager at Toshiba Ceramics Co., Ltd. Currently, Mr. Pan is the Chairman of Thinkon Semiconductor Technology (Shanghai) Corporation (矽康半導體科技(上海)有限公司), the principal business of which is the supply of semiconductor material technology, a position which he has held since April 2013. Mr. Pan graduated with a bachelor's degree from Beijing University of Aeronautics and Astronautics where he focused on research relating to non-ferrous metal and carbon fiber reinforced composite in 1985. He further obtained his doctorate degree from Waseda University in 1998. Mr. Pan was appointed as an independent non-executive Director of our Company on August 16, 2013.

Mr. Lee Ting Bun Denny (李廷斌), is an independent non-executive Director of our Company. He was an independent director of Gushan, a company whose American depository shares were listed on the New York Stock Exchange between December 2007 and October 2012. He was the chief financial officer of NetEase.com Inc., one of the China's leading internet and online game service providers from 2002 to 2007. Prior to joining NetEase, Mr. Lee worked in the Hong Kong office of KPMG for more than ten years specializing in auditing international clients. Mr. Lee currently serves as an independent non-executive director on the board of NetEase.com, Inc., which is listed on the NASDAQ Global Select Market and as an independent non-executive director and the chairman of the audit committee of Qunar Cayman Islands Limited, a Chinese search-based online travel company, which is listed on NASDAQ Global Market. He also serves as an independent non-executive director of New Oriental Education & Technology Group Inc., the provider of private educational services in China, and Concord Medical Services Holdings Ltd., the principal business of which is the operation of a network of radiotherapy and diagnostic imaging centers in China, both of which are listed on the New York Stock Exchange. Mr. Lee was also an independent non-executive director of Acorn International Inc., a media and branding company in China which is listed on the New York Stock Exchange, between 2007 and 2010. Mr. Lee graduated from Hong Kong Polytechnic University and was awarded the Professional Diploma in Accounting in November 1990. He is a fellow of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Lee was appointed as an independent non-executive Director of our Company on August 16, 2013.

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Ms. Liu Rong (劉蓉), is an independent non-executive Director of our Company. Ms. Liu is currently dean of the School of Public Finance and Taxation of Southwest University of Finance and Economics in China, a position she has held since 2008. Ms. Liu devoted almost her entire 25-year career to the teaching and research on taxation and fiscal science at the School of Public Finance and Taxation of Southwest University of Finance and Economics. Ms. Liu has authored or co-authored more than 10 taxation textbooks and has published a number of articles and thesis regarding taxation policy and taxation system on various nation-wide journals and publications such as Economic Perspective (《經濟學動態》) and Public Finance Research (《財政研究》). Her academic achievement has won her the Outstanding Research Achievement Award (Band II) handed down by the State Administration of Taxation of the PRC and the Chinese Tax Institute (國家稅務總局、中國稅務學會優秀科研成果二等獎) in 2003. In recognition of her contribution, she was also selected as an academic and technical leader (reserve candidate) of Sichuan Province (四川省學術技術帶頭人後備人選) in 2004. She has also received the accolade as a Famous Teacher of Sichuan Province (四川省教學名師) and as an Expert With Extraordinary Contribution of Sichuan Province (四川省有突出貢獻專家). Ms. Liu is currently a chartered PRC tax accountant and a fellow member of the China Public Finance Society (中國財政學會), the Chinese Tax Institute (中國稅務學會) and Sichuan Association of Chartered Tax Accountants (四川註冊稅務師協會). She also serves as vice president of the International Taxation Association of Sichuan Province (四川省國際稅收協會) and the International Taxation Association of Chengdu City (成都市國際稅收學會). Ms. Liu obtained her doctorate degree in fiscal science from Southwest University of Finance and Economics in 1999. Ms. Liu was appointed as an independent non-executive Director our Company on August 16, 2013.

Save as disclosed above, none of our Directors (i) held other positions in our Company or other members of our Group as at the Latest Practicable Date; and (ii) held any other directorships in public listed companies in the three years prior to the Latest Practicable Date. As at the Latest Practicable Date, save as disclosed in the section headed “Substantial and Selling Shareholders” and the section headed “E. Further information about our Directors and Substantial Shareholders” in Appendix VI to this prospectus, none of our Directors had any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, none of our Directors have any interests in any business apart from business of our Group which competes or is likely to compete, either directly or indirectly, with the business of our Group. Please refer to Appendix VI to this prospectus for further information about our Directors, including details of the interests of our Directors in the Shares and underlying shares of our Company (within the meaning of Part XV of the SFO) and particular of their service contract and remuneration.

Except as disclosed in this prospectus, each of our Directors has confirmed that there are no other matters relating to his or her appointment as a Director that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Listing Rules.

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Senior Management

Mr. Chan Ngai Chi (陳毅馳), is the Chief Financial Officer of our Company. Mr. Chan is responsible for our financial management. Mr. Chan has over 19 years of experience in financial management, compliance and auditing. Since August 2007, Mr. Chan was the principal financial officer and principal accounting officer of Gushan, a company whose American depository shares were listed on the New York Stock Exchange from December 2007 to October 2012. Prior to joining Gushan, Mr. Chan worked in the audit division of PricewaterhouseCoopers Hong Kong from 1994 to 1999. He also served as financial controller and company secretary of Tong Ren Tang Technologies Co. Ltd., a company in the production and distribution of Chinese medicine, from 2004 to 2007 and TopSearch International (Holdings) Limited, a manufacturer of printed circuit boards, from 2000 to 2003, both of which are companies listed on the Main Board of the Stock Exchange since July 9, 2010 and June 21, 2002, respectively. He has served as an independent non-executive director of Beijing Tong Ren Tang Chinese Medicine Company Limited, a company in the retail and wholesale of China medicine products, since April 15, 2013, which is listed on the Growth Enterprise Market of the Stock Exchange since May 7, 2013. Mr. Chan graduated from The Hong Kong University of Science and Technologies with a bachelor's degree in business administration in 1994 and The Chinese University of Hong Kong with a master's degree in economics in 2003. Mr. Chan is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

Mr. Chen Wei (陳偉), is Vice General Manager of our Company and a director of Tongxin. Mr. Chen is in charge of business risk management. Mr. Chen has over 10 years of management experience in automobile, renewable energy and environmental protection sectors. Mr. Chen joined Gushan in 2008 and served as assistant to the chairman of the board and head of the group office from 2009 to 2012. Since January 2013, he has been the vice president of Gushan, a company whose American depository shares were listed on the New York Stock Exchange from December 2007 to October 2012. Prior to joining Gushan in 2008, Mr. Chen worked for Handan Gushan Bio-sources Energy Co. Ltd., the principal business of which is the production and sale of bio-diesel products in China, as assistant to general manager from 2005 to 2008 and as acting general manager from 2008 to 2009. Between 2002 and 2005, he was a sales executive at Fuzhou CTE Co., Ltd (福州中端電器有限公司), the principal business of which is the production and sale of wire and harness and electronic parts of vehicles in China. Mr. Chen graduated with a bachelor's degree in management from Zhengzhou Institute of Technology (currently known as Henan University of Technology) in June 2002. He further obtained the qualification of assistant economist from the Fuzhou City Human Resources Bureau (福州市人事局) in January 2009.

Ms. Luo Guidi (羅桂娣), is Controller of our Company. She is mainly responsible for financial risk management. She has also been appointed as the risk management officer of Company and is responsible for overseeing the Group's compliance with bank loan covenants. Ms. Luo has over 15 years of experience in accounting and internal audit. Since January 2013, Ms. Luo was the manager of the audit department of Gushan from 2008 to 2012 and has been director of the risk management unit at Gushan, a company whose American depository shares were listed on the New York Stock Exchange from December 2007 to October 2012. Prior to joining Gushan in 2008, she worked as an audit manager at Fujian Jianyou Certified Public Accountants Limited (福建建友會計師事務所有限

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公司) from 2007 to 2008. Ms. Luo was an audit assistant and audit project manager at Fujian Lixin Mindu Certified Public Accountants Limited (福建立信閩都會計師事務所有限公司) from 2003 to 2007. From 1997 to 2002, she worked as a cashier and accountant at Fuzhou Yaolong Chemical Group Co., Ltd (福州耀隆化工集團公司), a manufacture of chemicals. Ms. Luo obtained an undergraduate qualification in accounting from Fuzhou University through self-study in June 2009. Ms. Luo is a member of the Chinese Institute of Certified Public Accountants and China Institute of Internal Audit. She is also qualified as a land valuer and a Registered Real Estate Appraiser in the PRC.

Mr. Chen Hai (陳海), is the general manager and director of Baohe Xinshiji, a subsidiary of our Company. Mr. Chen is responsible for formulating, overseeing and executing the day-to-day management of the operation of Baohe Xinshiji. Mr. Chen has over 10 years of experience in the cable industry. Mr. Chen currently serves as a director, the general manager and the legal representative of Baohe Xinshiji. Mr. Chen was a founder of Sichuan Xinshiji, the principal business of which is the manufacturing and sales of power transmission and distribution cables in China, and has been a director and the general manager of Sichuan Xinshiji since its establishment in 2000. It is expected that Mr. Chen will cease to hold his current position in Sichuan Xinshiji in the second quarter of 2014. Mr. Chen was deputy director of the national laboratory for the heat-resistance performance testing of power cables and wire in Chengdu since September 2007 and was responsible for its technology management. From November 1999 to August 2000, Mr. Chen was vice general manager of Chengdu Jiasheng Cables Co., Ltd (成都嘉晟線纜有限公司), a producer of electrical wires and cables. Mr. Chen obtained the qualification as an associate engineer specializing in electromechanical equipment in October 1998. Mr. Chen was named as an “Outstanding Entrepreneur” (優秀民營企業創業家) by the China Federation of Private Companies (中國民營企業聯合管理會) in November 2010. Mr. Chen graduated with a junior college qualification from Sichuan Normal University via a correspondence course in June 1989 majoring in chemistry.

Mr. Fan Dunxian (范敦現), is the general manager and director of Baohe Taiyue, a subsidiary of our Company. Mr. Fan is responsible for formulating, overseeing and executing the day-to-day management of the operation of Baohe Taiyue. Mr. Fan has over 5 years of experience in the cable industry. He currently serves as a director, the general manager and the legal representative of Baohe Taiyue. Mr. Fan was a founder of Guangzhou Taiyue, the principal business of which is the manufacturing and sales of communication cables in China, and has been a director and the general manager of Guangzhou Taiyue since its establishment in 2007. It is expected that Mr. Fan will cease to hold his current position in Guangzhou Taiyue in the second quarter of 2014. Mr. Fan completed his junior college education with Fujian Agriculture University (currently known as Fujian Agriculture and Forestry University) in July 1996, majoring in phytomedicine and medical science.

Company Secretary

Mr. Cheung Ying Kwan (張應坤), is the company secretary of our Company. Mr. Cheung has over 21 years of experience in financial management. Mr. Cheung has been the financial controller of Gushan since March 2006. Mr. Cheung also served from April 2001 to March 2006 as the qualified accountant and company secretary of Goldigit Atom-tech Holdings Limited (currently known as

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Jinchuan Group International Resources Co. Ltd), a developer and producer of pesticides in China which is listed on the Main Board of the Stock Exchange since October 23, 2003. Mr. Cheung was an independent non-executive director of Auto Italia Holdings Limited, a company which has been listed on the Main Board of the Stock Exchange since July 16, 1991 and whose principal business is the import, marketing, distribution and after-sales services of high quality, branded products in Asia including cars, electronic appliances, fashion apparels and accessories, from November 2005 to May 2013, and has been an independent non-executive director of Tian Shan Development (Holding) Limited, a property developer in China, since June 16, 2010, which is listed on the Main Board of the Stock Exchange since July 15, 2010. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheung obtained a diploma in fabric manufacturing from the Hong Kong Polytechnic in 1981. He was appointed as our company secretary on March 8, 2013.

BOARD COMMITTEES

Audit and Corporate Governance Committee

We established an audit and corporate governance committee pursuant to a resolution of our Directors passed on September 4, 2013 in compliance with Rule 3.21 of the Listing Rules and to perform the corporate governance duties of the board pursuant to the Corporate Governance Code in Appendix 14 of the Listing Rules. The primary duties of the audit and corporate governance committee are mainly to make recommendation to the Board on the appointment and removal of external auditors; review the financial statements and material advice in respect of financial reporting; oversee the internal control procedures of our Company and to review and monitor various matters on corporate governance. At present, the audit and corporate governance committee of our Company consists of three members who are Mr. Lee Ting Bun Denny, Ms. Liu Rong and Mr. Pan Liansheng. Mr. Lee Ting Bun Denny is the chairman of the audit and corporate governance committee.

Remuneration Committee

We established a remuneration committee on September 4, 2013 with written terms of reference in compliance with Rule 3.25 of the Listing Rules. The primary duties of the remuneration committee are mainly to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of our Group; review performance-based remuneration; and ensure none of our Directors is involved in determining his own remuneration. The remuneration committee consists of three members, namely Mr. Pan Liansheng, Mr. Lee Ting Bun Denny and Ms. Liu Rong. Mr. Pan Liansheng is the chairman of the remuneration committee.

Nomination Committee

We established a nomination committee on September 4, 2013 with written terms of reference in compliance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The nomination committee consists of three members, comprising Ms. Liu Rong, Mr. Pan Liansheng and Mr. Lee Ting Bun Denny. Ms. Liu Rong is the chairman of the nomination committee. The primary function of the nomination committee is to make recommendation to the Board regarding candidates to fill vacancies on the Board.

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DIRECTORS' REMUNERATION

During Track Record Period, our executive Directors have received remuneration in the form of salary, allowances, benefits in kind and share-based payments. For the period ended December 31, 2010, the years ended December 31, 2011 and 2012 and the nine months ended September 30, 2013, the aggregate of the remuneration paid (including salaries, allowance, benefits in kind, retirement scheme contributions and share-based payments) to our Directors by us and our subsidiaries was approximately RMB33,000, RMB10.7 million, RMB2.4 million and RMB420,000.

Under the arrangement currently in force, it is estimated the aggregate amount of emoluments payable by our Group to our Directors for the year ending December 31, 2014 will be approximately RMB4.3 million.

SHARE OPTION SCHEME

Pursuant to a written resolution of our shareholders passed on January 28, 2014, our Company has conditionally approved and adopted the Share Option Scheme. Please refer to the section headed "Statutory and General Information – E. Other Information – 2. Share Option Scheme" in Appendix VI to this prospectus.

COMPLIANCE ADVISOR

We have appointed Fortune Financial Capital Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance advisor will advise us on the following matters:

- (i) 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 our Company regarding unusual movements in the price or trading volume of the Shares.

The terms of the appointment shall 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 may be subject to extension by mutual agreement.