

EXECUTIVE DIRECTORS

Mr. ZHU Xiaokun (朱小坤), aged 50, is the Chairman of the Board. He was appointed as an executive Director of the Company in August 2006. He graduated from the Economic and Management Department of 江蘇廣播電視大學 (Jiangsu Radio and TV University) and is a senior economist. In 1984, he joined Danyang Houxiang Television Antenna Factory (the predecessor of TG Group) as general manager responsible for the management and daily operation of the factory and directly reported to the village committee. He led the factory to transform from a television antenna factory to an enterprise of HSS cutting tools in 1987 and was subsequently appointed the legal representative of Danyang Machining Tools Factory in 1987. In 1992, in order to ensure there would be adequate supply of HSS to meet the Group's HSS tools production, the Group began to explore the production of HSS. During July 1997 to August 2006, Mr. Zhu was the legal representative, chairman and general manager of 江蘇天工工具股份有限公司 (Jiangsu Tiangong Tools Company, Limited) and has been the chairman and general manager of TG Tools since September 2006. In 1998, he was awarded as a 全國優秀鄉鎮企業廠長 (National Township Factory Manager) and was named as a 全國鄉鎮企業家 (National Township Entrepreneur) in 2004 by 農業部 (Ministry of Agriculture).

Mr. ZHU Zhihe (朱志和), aged 56, is the Chief Executive Officer (General Manager) of the Company, an executive director of TG Aihe, and a deputy general manager of TG Tools. He was appointed as an executive Director of the Company in April 2007. He was the production director and agricultural technician of 飛達村 (Feida Village) in 後巷鎮 (Houxiang Town) from 1970 to 1980. He was the factory manager of the 江蘇省丹陽縣後巷高士橋玉明五金廠 (Jiangsu Danyang Houxiang Kaoshi Bridge Yumeng Metalic Factory) from 1981 to 1992 overseeing the management and decision making on the daily operation of this factory. In 1993, he joined the group and was appointed the director of the supply division in 丹陽市機械工具廠 (Danyang Machining Tools Factory) and subsequently the factory manager of the smelting factory of 江蘇天工實業總公司 (Jiangsu Tiangong Enterprises Corp.). During July 2000 to August 2006, he was an executive director and the vice general manager of 江蘇天工工具股份有限公司 (Jiangsu Tiangong Tools Company Limited). He is now in charge of the production, operation and sale of HSS and die steels for TG Tools and TG Aihe.

Mr. ZHU Mingyao (朱明耀), aged 51, is an executive director of TG Aihe. He was appointed as an executive Director of the Company in June 2007. During 1981 to 1994, he was acted as the village accountant and deputy village officer of Qianxiang Village. From 1995 to 1997, he was the head of the sale division, factory manager assistant and factory manager of the smelting factory of 江蘇天工實業總公司 (Jiangsu Tiangong Enterprises Corp.) overseeing the management and daily operation. From July 1997 to August 2006, he acted as an executive director and deputy general manager of 江蘇天工工具股份有限公司 (Jiangsu Tiangong Tools Company Limited). He is currently in charge of the production, operation and management of TG Hihe.

Mr. YAN Ronghua (嚴榮華), aged 38, is an executive director of TG Tools. He was appointed as an executive Director of the Company in June 2007. He graduated from the Economic and Management Department of 江蘇廣播電視大學 (Jiangsu Radio and TV University). He joined the group in 1994, he was appointed the head of office administration of 江蘇天工實業總公司 (Jiangsu Tiangong Enterprises Corp.) and the head of office administration and subsequently general manager assistant of 江蘇天工工具股份有限公司 (Jiangsu Tiangong Tools Company Limited). Mr. Yan is currently in charge of human resources management, external relations, secretarial and office administration of the Group.

NON EXECUTIVE DIRECTORS

Mr. LIN John Sian-zu (林相如), aged 43, was appointed as a non-executive Director of the Company in September 2006. Mr. Lin is a Managing Director of the Direct Investment Division of AIG Global Investment Group (AIGGIG). He is responsible for AIGGIG's direct investment activities in the PRC, and in the consumer and retail sector across the Asia Pacific region. Mr. Lin joined AIG's Foreign Investment Department in New York in 1988 where he was responsible for the evaluation of AIG's direct investment and credit proposals in the Asia Pacific region. He was transferred to AIGGIG in 1991 and was responsible for the evaluation of AIG's direct investment and credit proposals in the Asia Pacific region, excluding Japan. Mr. Lin received a Bachelor of Science degree in Civil Engineering from the Massachusetts Institute of Technology in the United States. Mr. Lin is also a director of Big C Supercenter Public Company Limited and C.P. Seven Eleven Public Company Limited, both being listed companies in Thailand.

Mr. THONG Kwee Chee (童貴智), aged 34, was appointed as a non-executive Director of the Company in September 2006. Mr. Thong is an associate director of the Direct Investment Division of AIG Global Investment Group (AIGGIG) and manages part of AIGGIG's direct investment activities in the PRC. Mr. Thong first joined AIGGIG's direct investment division in Hong Kong in 2000, where he was responsible for the investment and monitoring of the Asian infrastructure based private equity projects. He was subsequently transferred to Shanghai in early 2005 to assist in the AIG China Retail Fund and execution of China based private equity projects. Mr. Thong received Bachelor of Science (Hons) degree in Accounting and Financial Analysis from the University of Warwick in United Kingdom in 1995 and was qualified as a Chartered Financial Analyst (CFA) from United States in 2001.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LI Zhengbang (李正邦), aged 74, was appointed as an independent non-executive Director of the Company in June 2007. He graduated from Harbin Institute of Technology in 1958 and was elected as the academician of the Chinese Academy of Engineering in 1999. He is a qualified senior engineer in the PRC and is currently a Professor and Supervisor of PhD candidates of the 鋼鐵研究總院 (Central Iron & Steel Research Institute). Mr. Li has been engaged in the research and development of electroslag metallurgy for years and has been one of the few pioneers in this area. His achievement was recognized by 中華人民共和國科學技術委員會 (The Science and Technology Committee of the People's Republic of China) as one of the inventors of electroslag metallurgy technology in China. He has been granted special government subsidy by the State Council as a result of such achievements.

Mr. GAO Xiang (高翔), aged 63, was appointed as an independent non-executive Director of the Company in June 2007. In July 1966, he graduated from 武漢機械學院 (Wuhan Institute of Mechanics), majoring in production craftsmanship of machines and equipment. He is a senior engineer. Under his leadership, the study of twist drill extrusion technology by 成都工具研究所 (Chengdu Tools Research Institute) was honoured with 機械部科技成果三等獎 (Third Class Award of Technical Findings of the Ministry of Mechanics). His achievements are widely recognised in the industry, and he has been granted special government subsidy by the State Council since 1982 as a result of such achievements.

Mr. LAU Siu Fai (劉肇暉), aged 49, was appointed as an independent non-executive Director of the Company in June 2007. He graduated from the Sussex College of Technology with a Master of Arts degree in Accounting. He is a registered financial planner of the Society of Registered Financial Planners Limited, a member of The American Management Association, an associate of The Association of Cost and Executive Accountants, a fellow

member of the Institute of Financial Accountants, a member of the British Institute of Management and an affiliated member of the Association of International Accountants. Mr. Lau was previously the Group Financial Controller of Imagination Solutions, the Regional Accounting Manager of the North Asia region of Quaker Oats Asia, Inc. and the Deputy General Manager of the Investment Related Trade Department of Chia Tai Intertrade Company, Limited. In October 2005, he was appointed as the financial adviser of Shantow University.

SENIOR MANAGEMENT

Mr. SHI Guorui (史國瑞), aged 60, is the chief financial officer of the Company. He joined the Group in July 2004. He graduated from the Industrial Accounting Department of 蘇州大學 (University of Suzhou) in 1986. He is an accountant. Between 1967 to 1992, he worked for 江蘇鎮江電鑄廠 (Jiangsu Province Zhenjiang Casting Factory), 鎮江無綫電器廠 (Zhenjiang Radio Electronic Factory), 江蘇省鎮江電子管廠 (Jiangsu Province Zhenjiang Electronics Tube Factory), and 鎮江電子工業公司 (Zhenjiang Electronics Industry Company, Limited). Between 2002 to 2004, Mr. Shi was the factory manager of 鎮江無綫電器器材廠 (Zhejiang Wireless Appliances and Materials Factory).

Mr. ZHU Xingyuan (朱興元), aged 55, is an executive director and a deputy general manager of TG Tools and Tianji Packaging. In 1984 he was appointed the vice factory manager of 丹陽縣後巷電視天線廠 (Danyang Houxiang Television Antenna Factory). In 1987, he was appointed as the vice factory manager of 丹陽市機械工具廠 (Danyang Machining Tools Factory). In 1993, he was appointed the factory manager of the sub-factory of 江蘇天工實業總公司 (Jiangsu Tiangong Enterprises Corp.) the vice general manager and the chairman of the labour union of 江蘇天工實業總公司 (Jiangsu Tiangong Enterprises Corp.) He is in charge of the production, operation and management of HSS tools of the Group. He has over 20 years of experience in management of tools production.

Mr. ZHU Wanglong (朱旺龍), aged 48, is an executive director and a deputy general manager of TG Aihe. Since 1981, he has been an accountant of 前巷村 (Qianxiang Village), a director of the technology division of 丹陽市機械工具廠 (Danyang Machining Tools Factory), a director of the technology division and a vice general manager of 江蘇天工實業總公司 (Jiangsu Tiangong Enterprises Corp.). He joined the Group in July 1997 and is in charge of product innovation, technology improvement, investment development and quality inspection.

Mr. WU Suojun (吳鎖軍) aged 34, is an executive director and a deputy general manager of TG Tools, and a deputy general manager of Tianfa Forging. Since 1993, Mr. Wu has been a workshop officer, a director of the production division, an assistant factory manager and a vice general manager of 江蘇天工實業總公司 (Jiangsu Tiangong Enterprises Corp.). Between July 2000 to August 2006, Mr. Wu was an executive director of 江蘇天工工具股份有限公司 (Jiangsu Tiangong Tools Company Limited). He is in charge of the production, operation and management of HSS.

Mr. JIANG Rongjun (蔣榮軍), aged 37, is an executive director and a deputy general manager of TG Tools and a deputy manager of Tianji Packaging. Since 1985, Mr. Jiang has been a workshop officer and division director of 丹陽市天綫廠 (Danyang Antenna Factory) and the trading division manager, a general manager assistant and a deputy general manager of 江蘇天工實業總公司 (Jiangsu Tiangong Enterprises Corp.). Between July 2000 to August 2006, he was an executive director of 江蘇天工工具股份有限公司 (Jiangsu Tiangong Tools Company Limited). Mr. Jiang is in charge of the sale of HSS tools and the export of die steels.

Mr. CHEN Jianguo (陳建國), aged 47, is a deputy general manager of TG Tools and an executive director of TG Aihe. He joined the Group in 1996. Between 1979 to 1992, Mr. Chen worked at 丹陽市建築工程公司後巷分公司 (the Houxiang branch of Danyang Construction Engineering Company). Between March 1992 to May 1996, he worked at 江蘇飛達工具股份有限公司 (Jiangsu Feida Tools Company Limited) as a factory manager of its drill factory. Since June 1996, Mr. Chen has been a branch factory manager of 江蘇天工工具股份有限公司 (Jiangsu Tiangong Tools Company Limited). Mr. Chen is in charge of production security and human resources.

Mr. Leung Wai Yip (梁偉業), aged 31, is the financial controller, the qualified accountant and the company secretary of the Company. Mr. Leung joined the Group in June 2007 and has over seven years of experience in finance, assurance and business advisory services. Prior to joining the Group, Mr. Leung was an internal auditor of the Swire Group and was previously a manager with the assurance and advisory business services department of Ernst & Young Certified Public Accountants. Mr. Leung graduated with a Bachelor of Commerce degree from the University of Alberta in Canada. He is a member of the American Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Certified Public Accountants and is also the Company's qualified accountant pursuant to Rule 3.24 of the Listing Rules. Mr. Leung oversees the Company and its subsidiaries in connection with its financial reporting procedures and internal controls and compliance with the requirements under the Listing Rules with regard to financial reporting and other accounting-related issues.

* English translation of the official name in Chinese

CORPORATE GOVERNANCE

The Directors recognise the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability.

In accordance with the requirements of the Listing Rules, the Company has established an Audit Committee in compliance with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules and has appointed a qualified accountant to oversee the financial reporting procedures and internal controls of the Group so as to ensure compliance with the Listing Rules.

To further enhance the Group's corporate governance and its transparency, the Company has also established a Nomination Committee and a Remuneration Committee. The Group has also compiled a compliance manual which covers areas such as ongoing compliance obligations of the Company and the Directors, business operations of the Group, financial management systems, human resources management systems, internal control systems, quality assurance and property management systems.

Audit Committee

The Company established an Audit Committee pursuant to a resolution of the Directors passed in 7 July 2007 in compliance with Rules 3.21 to 3.23 and Appendix 14 of the Listing Rules. The primary duties of the Audit Committee are to oversee the financial reporting process and internal control procedure of the Group, to review the financial information of the

Group and to consider issues relating to the external auditors. The Audit Committee consists of one non-executive Director and two independent non-executive Directors and Mr. Lau Siu Fai is the Chairman of the audit committee.

Remuneration Committee

The Company established a Remuneration Committee pursuant to a resolution of the Directors passed in 7 July 2007 in compliance with Appendix 14 of the Listing Rules. The primary duties of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration. The Remuneration Committee consists of five members, comprising one executive Director, one non-executive Director and the three independent non-executive Directors. Mr. Li Zhengbang is the Chairman of the Remuneration Committee.

Nomination Committee

The Company established the Nomination Committee in 7 July 2007 with written terms of reference. The primary duties of the Nomination Committee include the review of the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and to make recommendations to the Board regarding any proposed changes, identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships, assess the independence of independent non-executive Directors. The Nomination Committee has five members, comprising one executive Director, one non-executive Director and three independent non-executive Directors. Mr. Gao Xiang is the Chairman of the Nomination Committee.

Compliance Adviser

The Company has appointed BNP Paribas Capital as its 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 the Company on the following matters:

- the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be notifiable or connected transaction (as defined under the Listing Rules), is contemplated, including share issues and share repurchases;
- where the Company proposes to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where the business activities, developments or results of the Company deviate from any forecast, estimate or other information in this prospectus; and
- where the Stock Exchange makes an inquiry of the Company regarding unusual movements in the price and/or trading volume of the Shares.

The term of appointment shall commence on the Listing Date and end on the date on which the Company distributes its annual report in respect of its financial results for the first full financial year commencing after the Listing Date.