

DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Our Board is responsible and has general powers for the management and the conduct of our business. The table below shows certain information in respect of members of the Board:

Name	Age	Position
Mr. Fang Ankong	44	executive chairman and chief executive officer
Mr. Stephanus Maria van Ooijen	47	executive Director
Mr. Gu Liyong	47	executive Director
Mr. Ralph Sytze Ybema	43	non-executive Director
Ms. Zhang Jingdong	64	independent non-executive Director
Dr. Loke Yu	60	independent non-executive Director
Mr. Li Xikui	65	independent non-executive Director

Executive Directors

Mr. Fang Ankong (方安空), aged 44, is an executive chairman and chief executive officer of the Group. Mr. Fang Ankong was appointed as Director on 15 May 2008. Mr. Fang Ankong is also one of the founders of our Group. Mr. Fang Ankong has completed secondary education. Mr. Fang Ankong founded our Group in 1999 and has over 15 years of experience in the business of metallurgy and metal scrap recycling. Mr. Fang Ankong is primarily responsible for setting corporate strategy and planning, and overall management of our Group. Prior to founding our Group, Mr. Fang Ankong has been engaged in the import and trading of metals scrap. From 1995, Mr. Fang Ankong was a shareholder of Tianan Resources, a company engaged in the importing of metal scrap into China and recycling of metal scrap, and also participated in the operation and management of Tianan Resources. Tianan Resources was deregistered in 2002. Mr. Fang Ankong is a member of the People's Political Consultative Conference of Luqiao District of Taizhou City (台州市路橋區政協委員).

Mr. Fang Ankong is the younger brother of Ms. Fang Aiping, and elder brother of Mr. Fang Anlin. Both Ms. Fang Aiping and Mr. Fang Anlin are Vice-Presidents of our Group. Mr. Fang Ankong is also the brother-in-law of Mr. Ding Guopei, the Senior Vice-President of CT Metals. Mr. Fang Ankong is also the younger brother of the father-in-law of Mr. Zhu Zhonghui, the manager of the sales and marketing department of our Group.

Mr. Stephanus Maria van Ooijen, aged 47, is an executive Director and one of the founders of our Group. He was appointed as Director on 15 May 2008. Mr. van Ooijen is primarily in charge of corporate strategy and planning with focus on our Group's import functions and has over 12 years of experience. Mr. van Ooijen obtained a diploma in 1985 from Hogere Agrarische Scholen van de Katholieke Nederlandse Boeren-en Tuindersbond 'S-Hertogenbosch (Higher Agricultural Schools of the Catholic Dutch Farmers and Gardeners Union of 'S-Hertogenbosch) in the Netherlands. Mr. van Ooijen is the sole shareholder and has been appointed as the director of SVO since 30 September 1993. He was also the director of Delco Participation from 2 November 2000 until 23 April 2008.

Mr. Gu Liyong (顧李勇), aged 47, is an executive Director and Vice-President of the Group. He was appointed as Director on 28 August 2008. He is primarily responsible for operational and financial activities and has over 24 years of experience in the industry. Mr. Gu graduated from Shanghai University of Technology (上海工業大學) in 1984 with a Bachelor's degree in Engineering and majoring in steel making from the Department of Metallurgy. He worked at the Resources Department of China Resources Reclamation Corp., East China Co. (中國物資再生利用總公司華東公司物資部), a company for recycling and trading ferrous metal (such as steel and iron) and non-ferrous metal (such as copper, aluminium, lead and tin) and plastic scrap in the East China region, for at least 10 years and started his career in the management and operation of domestic and international recycling business. He was a manager for the import and export department and an assistant to general manager in China Resources Reclamation Corp., East China Co., and was

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responsible for managing the procurement of metal scrap from overseas and reselling to their customers. Mr. Gu has extensive experience in the recycling of different resources, including metals and other scrap materials. Since he joined our Group in 1999, Mr. Gu has been responsible for the import and export businesses of our Group by utilising his professional knowledge in the recycling resources business.

Non-Executive Director

Mr. Ralph Sytze Ybema, aged 43, is a non-executive Director. He was appointed as Director on 28 August 2008. Mr. Ybema obtained a Master of Business Law degree from the University of Leiden in the Netherlands in 1990 and gained certification as corporate counsel through the Dutch bar exam equivalent for in-house counsel in 1993. Mr. Ybema joined the corporate legal department at Royal Philips Electronics N.V. of the Netherlands in 1992 and was first assigned to Hong Kong in May 1995. In 1997, Mr. Ybema joined US-based Global IT outsourcing giant Computer Sciences Corporation in 1997 as European Counsel in UK and in 2000 returned to Asia as Counsel for CSC's Asia Group. Mr. Ybema is co-founder and immediate past President of the Hong Kong Corporate Counsel Association. He serves as an independent non-executive Director on the board of China Resources Microelectronics Ltd. (Stock code: 0597), a public listed company in Hong Kong, and has served on the Professional Services Advisory Committee of the Hong Kong Trade Development Council.

Independent Non-Executive Directors

Ms. Zhang Jingdong (章敬東), aged 64, is an independent non-executive Director. She joined our Group and was appointed as independent non-executive Director on 23 June 2010. She was the vice-secretary-general of Financial Trust Association of Zhejiang Province (浙江省金融信託業協會) before joining our Group and she held various positions in the Chinese banking and finance sectors including the People's Bank of China Heilongjiang Branch (中國人民銀行黑龍江省分行), Financial Intermediation Centre of Zhejiang Province (浙江省資金融通中心), and office of Hangzhou Financial Supervision of People's Bank of China Shanghai Branch (中國人民銀行上海分行杭州金融管辦公室).

Ms. Zhang holds a master's degree in Economic Management (經濟管理) from the Academy of Social Sciences of Hei Longjiang (黑龍江省社會科學院).

Dr. Loke Yu alias **Loke Hoi Lam (陸海林)**, aged 60, is an independent non-executive Director. He joined our Group and was appointed as independent non-executive Director on 23 June 2010. Dr. Loke has extensive experience in auditing, taxation, corporate finance, corporate recovery services, mergers and acquisitions, products sourcing, general management and marketing in London, Hong Kong, Malaysia, Taiwan and China. He holds a Master Degree of Business Administration in Techno-Entrepreneurship from Universiti Teknologi Malaysia and a Doctorate Degree of Business Administration from University of South Australia. He is a fellow member of The Institute of Chartered Accountants in England and Wales and Hong Kong Institute of Certified Public Accountants. Dr. Loke is also an associate member of The Institute of Chartered Secretaries and Administrators and a member of Malaysian Institute of Accountants.

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Dr. Loke serves as the company secretary of Minth Group Limited (stock code: 0425), a public listed company in Hong Kong, and also as an independent non-executive director of several public listed companies in Hong Kong which are summarised below:

Name of Company	Stock Code	Position	Date of appointment
Zhong An Real Estate Ltd.	0672	independent non-executive director	30 June 2009
Scud Group Ltd.	1399	independent non-executive director	14 May 2009
Winfair Investment Company Limited	0287	independent non-executive director	2 April 2007
China Fire Safety Enterprise Group Holdings Limited	0445	independent non-executive director	1 August 2006
Bio-Dynamic Group Limited (formerly known as Wealthmark International (Holdings) Limited)	0039	independent non-executive director	24 June 2005
VODone Limited (formerly known as Yanion International Holdings Limited)	0082	independent non-executive director	17 May 2005
Matrix Holdings Limited	1005	independent non-executive director	30 September 2004

Notwithstanding these engagements, Dr. Loke has confirmed to us that he will be able to devote sufficient time to discharge his duty as an independent non-executive Director.

Mr. Li Xikui (李錫奎), aged 65, is an independent non-executive Director. He joined our Group and was appointed as independent non-executive Director on 23 June 2010. Mr. Li obtained a Bachelor's degree majoring in foreign trade (對外貿易專業) from Dongbei University of Finance and Economics (東北財經大學) (formally known as Liaoning Finance and Economics College (遼寧財經學院)) in August 1970 and a master diploma in finance from Research Institute for Fiscal Science of Ministry of Finance (財政部財政科學研究所) in July 1982.

Mr. Li became the Researcher (研究員) of China Construction Bank (中國建設銀行) in 1993. He has been receiving a special allowance granted by the State Council (國務院) since 1992.

Mr. Li was appointed as the vice president of the head office (總行副行長) of China Construction Bank (中國建設銀行) in 1985 and 1988; the vice president (副總裁) of China Galaxy Securities Company (中國銀河證券公司). Since February 2006, he has been the chairman of the board (董事長) of Galaxy Asset Management Co., Ltd (銀河基金管理公司).

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SENIOR MANAGEMENT

Mr. Chow Wan Hoi Paul (周雲海), aged 54, is the chief financial officer of our Group. He joined our Group in June 2009 as chief financial officer with responsibility for overall financial matters of the Group. Mr. Chow has significant experience in accounting and finance. He is an associate of both the Institute of Chartered Accountants in England and Wales and the Institute of Chartered Accountants in Australia. He is also a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chow was formerly a non-executive director of Asia Distribution Solutions Limited, a company that was previously trading on AIM, a market operated by the London Stock Exchange plc. (LSE: LSE) Mr. Chow currently serves as an independent non-executive director of Associated International Hotels Limited (Stock code: 0105), Tian Teck Land Limited (Stock code: 0266) and China Ground Source Energy Limited (Stock code: 8128), all public listed companies in Hong Kong, respectively.

Mr. Ding Guopei (丁國培), aged 47, is the Senior Vice-President of the Group primarily responsible for the management of administration office and has over 11 years of experience in the industry. Mr. Ding joined our Group in December 1999. Prior to joining our Group, he was a trader principally engaged in the metal recycling industry. Mr. Ding obtained a diploma majoring in International Economics and Trade (國際經濟與貿易專業大專班) from the faculty of business from Ningbo University (寧波大學商學院) in 2002.

Mr. Ding has been chosen as the third session people's representative of Lu Qiao District (路橋區第三屆人民代表) since December 2006. He has also been the chairman of the Association of Resource Comprehensive Utilisation of Taizhou City (台州市資源綜合利用協會會長) since June 2005. He was chosen as the second session outstanding builders of Taizhou City of the socialism with Chinese characteristics (第二屆台州市優秀中國特色社會主義事業建設者) and was awarded the Top Ten Contribution to the China Metal Recycling Industry Award* (中國再生金屬產業十大傑出貢獻人物) in October 2007. Mr. Ding is the brother-in-law of Mr. Fang Ankong and Mr. Fang Anlin. Mr. Ding is the husband of Ms. Fang Aiping.

Ms. Fang Aiping (方愛萍), aged 47, is the Vice-President of our Group primarily responsible for overall financial planning, financial reporting, budgeting and implementing our Group's business strategies. Ms. Fang Aiping joined our Group since December 1999. Ms. Fang Aiping has more than 10 years of experience in financial management. Ms. Fang Aiping is the sister of Mr. Fang Ankong and Mr. Fang Anlin. She is the wife of Mr. Ding Guopei.

Mr. Fang Anlin (方安林), aged 41, is the Vice-President of our Group, primarily responsible for the production of our Group. Mr. Fang Anlin joined our Group in December 1999 and has over 15 years of experience in the business of Mixed Metal Scrap. Since Mr. Fang Anlin joined our Group, Mr. Fang Anlin has been responsible for overseeing the production of Recycled Metal Products. Mr. Fang Anlin is the brother of Mr. Fang Ankong and Ms. Fang Aiping. Mr. Fang Anlin is also the brother-in-law of Mr. Ding Guopei.

Mr. Cai Haifeng (蔡海峰), aged 38, is the Vice-President of our Group, primarily responsible for our Group's import and export business management. Mr. Cai graduated from Zhejiang Polytechnic University (浙江工業大學) with a Bachelor's degree in Fine Chemical Engineering in 1993. Prior to joining our Group, Mr. Cai worked for Zhejiang Dong Da Ji Tuan Company (浙江東大集團公司), a company whose business involves the import and export agency business, as an assistant manager in the business development department responsible for metal scrap import business. He joined our Group in May 2000.

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Mr. Gan Jun (甘軍), aged 40, is the assistant to the Chief Executive Officer and finance manager of our Group primarily responsible for all financial and accounting matters of our Group. Mr. Gan joined our Group in September 2007. He holds a diploma of Accountancy in Southwestern University of Finance and Economics (西南財經大學). Prior to joining our Group, Mr. Gan worked as the financial manager and the assistant to the general manager in Guangdong Gentle Technology Company Limited (廣東正道科技有限公司), an information technology application provider (信息技術應用服務商), for more than a year. Mr. Gan has extensive experience in the accounting and finance field, and he is also a registered accountant and registered tax adviser in China.

Mr. Xu Jialiang (許加良), aged 46, is the manager of the procurement department of our Group primarily responsible for procuring raw material supply of our Group. Mr. Xu joined our Group in December 1999 and was responsible for the procurement of Mixed Metal Scrap. Mr. Xu has over 10 years of experience in Mixed Metal Scrap procurement.

Mr. Zhu Zhonghui (朱忠輝), aged 31, is the manager of the sales and marketing department of our Group and is primarily responsible for the sales management of our Group. Mr. Zhu joined our Group in December 1999 and was responsible for the selling of Recycled Metal Products. Mr. Zhu is the son-in-law of the elder brother of Mr. Fang Ankong.

QUALIFIED ACCOUNTANT AND COMPANY SECRETARY

Mr. Chow Wan Hoi Paul (周雲海), aged 54, is the qualified accountant of our Company. Please refer to sub-section headed “Senior Management” for details of Mr. Chow’s background.

Ms. Yu Miu Cheung (余妙章), aged 36, serves as the secretary of our Company with effect from 15 March 2010. Ms. Yu is an associate member of the Institute of Chartered Secretaries and Administrators and an associate member of the Hong Kong Institute of Company Secretaries. Ms. Yu has extensive experience in company management and secretarial fields. Ms. Yu was employed by Chartac Secretaries Limited on 17 June 1997 and was made a principal of the corporate services department in 2006, a position which she currently still holds, and is responsible for the administration of the company secretarial department including reviewing the works of the department managers and ensuring that the firm’s quality of control and professional standard of services to its clients are maintained.

BOARD COMMITTEES

Audit Committee

We established an Audit Committee on 23 June 2010 pursuant to Chapter 3 of the Listing Rules and the Code of Best Practice set out in Appendix 14 to the Listing Rules.

The Audit Committee has three members comprising Dr. Loke Yu, Ms. Zhang Jingdong and Mr. Li Xikui, all of whom are our independent non-executive Directors. The chairman of the Audit Committee is Dr. Loke Yu.

The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of our Company, nominate and monitor external auditors and provide advice and comments to our Directors.

Remuneration Committee

We established a Remuneration Committee on 23 June 2010. Our Remuneration Committee has five members comprising Mr. Fang, Mr. van Ooijen, Dr. Loke Yu, Ms. Zhang Jingdong and Mr. Li Xikui. Mr. Fang and Mr. van Ooijen are executive Directors and other members are our independent non-executive Directors. The chairman of the Remuneration Committee is Mr. Fang.

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The primary functions of the Remuneration Committee are to:

- (a) make recommendations to the Directors on our policy and structure for the remuneration of our Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration;
- (b) determine the terms of the specific remuneration package of each executive Director and senior management of our Company;
- (c) review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Directors from time to time;
- (d) review the structure, size and composition of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
- (e) identify, select or make recommendations to the Board on the selection of individuals nominated for directorships; and
- (f) make recommendations to the Board on relevant matters relating to the appointment or reappointment of Directors of our Company and succession planning for our Directors.

Nomination Committee

We established a nomination committee on 23 June 2010. The nomination committee comprises five members, namely, Mr. Fang, Mr. van Ooijen, Dr. Loke Yu, Ms. Zhang Jingdong and Mr. Li Xikui. The nomination committee is chaired by Mr. van Ooijen. The primary function of the nomination committee is to make recommendations to the Board regarding candidates to fill vacancies on the Board and senior management.

EMPLOYEES

As of the Latest Practicable Date, we had 274 full-time employees, 261 of which were based full-time in China, 6 of which were based in Hong Kong and 7 of which were based in the Netherlands.

All of our employees are employed under employment contracts. We review the performance of our employees on a quarterly basis against our target, the results of which are used in his or her annual bonus review and promotion appraisal. We also provide employees at managerial level or above with a range of benefits including housing allowance, medical insurance and travel allowance.

We review our staff's remuneration packages on an annual basis. We conduct research on remuneration packages offered to similar positions in our industry which we believe allows us to remain competitive in the labour market.

We incurred administrative staff costs (excluding our Directors' emoluments) of HK\$3.5 million, HK\$4.9 million and HK\$8.0 million for the years ended 31 December 2007, 2008 and 2009.

We have not experienced any strikes, work stoppages or significant labor disputes which have affected our operations in the past and we have not experienced any significant difficulties in recruiting and retaining qualified staff.

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RETIREMENT SCHEMES

Our employees in China participate in a State-managed retirement pension scheme operated by the respective local municipal government. The local government is responsible for the planning, management and supervision of the scheme, including collecting and investing the contributions, and paying out the pensions to the retired employees. Our only obligation in respect of the retirement pension scheme is to contribute to the scheme at a certain rate of overall payroll expenses. Such rate is prescribed by the government of each of the provinces, autonomous regions or municipalities directly under the central government and may vary in different cities.

The total amount of contributions we made for such employee pension schemes excluding directors for the years ended 31 December 2007, 2008 and 2009 was HK\$576,000, HK\$649,000 and HK\$699,000, respectively.

TRAINING

We place great emphasis on the training and development of our staff. We provide internal and external training programs to our employees on areas such as customer service and technical skills. New joiners are required to attend induction courses to ensure that they are equipped with the necessary skills and knowledge to perform their duties.

SHARE OPTION SCHEMES

We have conditionally adopted the Share Option Schemes. Details of the principal terms of our Share Option Schemes are summarised in the section head “Further Information About Directors, Substantial Shareholders and Experts – 6. Share Option Schemes” in Appendix VI to this prospectus.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The aggregate amount of compensation (including any fees, salaries and other allowances and benefits in kind) paid by us to our Directors during the years ended 31 December 2007, 2008 and 2009 was HK\$371,000, HK\$309,000 and HK\$836,000, respectively. The contributions to retirement benefits scheme to our Directors were HK\$2,000, HK\$16,000 and HK\$18,000, respectively.

During the three years ended 31 December 2009, no remuneration was paid by us to or receivable by any of our Directors as an inducement to join or upon joining us and no compensation was paid by us to or receivable by any Directors or past Directors of our Company for the loss of office as Director or of any other office in connection with the management of our affairs. None of our Directors has waived any emoluments during the three years ended 31 December 2009.

The aggregate amount of fees, salaries and contributions to retirement benefit plans paid by us to the five highest paid individuals of our Group during the years ended 31 December 2007, 2008 and 2009 were HK\$509,000, HK\$354,000 and HK\$1,016,000, respectively. The increase in 2009 was to bring these employees' salaries in line with the market standards taking into account remuneration paid by comparable companies. The increase reflects our appointment of independent non-executive directors to align our corporate governance practice with those of other limited companies as well as to align our level of remuneration with such listed companies.

During the three years ended 31 December 2009, no remuneration was paid to the five highest paid individuals of our Group as an inducement to join or upon joining our Group. No compensation was paid to or receivable by such individuals during the three years ended 31 December 2009 for the loss of any office in connection with the management of the affairs of any member of our Group.

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Save as disclosed above, no other payments have been paid or are payable, in respect of the years ended 31 December 2007, 2008 and 2009 by us or any of our subsidiaries to our Directors. Under the remuneration policy of our Company, the Remuneration Committee will consider factors such as salaries paid by comparable companies, time commitment, responsibilities and performance of our Directors and the senior management employees as the case may be, in assessing the amount of remuneration payable to our Directors and such employees. It is estimated that under the current arrangements presently in force, our Directors will be entitled to receive remuneration and benefits in kind which, for the financial year ending 31 December 2010 is expected to be approximately HK\$2,300,000, excluding the discretionary bonuses payable to our executive Directors.

PARTICULARS OF DIRECTORS' SERVICE CONTRACT

Details of service contracts entered into between us and each of our Directors are summarised in the section headed "Particulars of Service Contracts" in Appendix VI to this prospectus.

COMPLIANCE ADVISER

We will appoint CCB International 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 on the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- 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 estimate, or other information in this prospectus; and
- where the Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of our Shares.

The term 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.