

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Our Board currently consists of seven Directors, including four executive Directors and three independent non-executive Directors. The table below sets out certain information in respect of the members of our Board:

Name	Age	Position
Mr. GUAN Jianzhong	42	Chairman and Executive Director
Ms. HAN Jianhong	36	Executive Director
Mr. NIU Yingshan	37	Executive Director
Mr. HAN Jianping	39	Executive Director
Mr. WANG Wanxu	50	Independent Non-Executive Director
Mr. SHEN Kaijun	42	Independent Non-Executive Director
Mr. LI Zhihong	43	Independent Non-Executive Director

Chairman and Executive Director

GUAN Jianzhong (管建忠), aged 42, is our chairman and an executive Director. Mr. Guan is one of the founders of our Group. He is primarily responsible for the overall management and strategy of our Group. Mr. Guan is also currently a director of each of the subsidiaries of our Group. Mr. Guan completed a training course in business administration at a management training centre of Zhejiang University (浙江大學) in 2007 and a corporate management training course at Tsinghua University (清華大學) in October 2009. He has over 25 years of experience in the chemical industry. From November 1985 to November 1996, Mr. Guan was employed at Hangzhou Electrochemical Group Co., Ltd. (杭州電化集團有限公司), which was then a state-owned company, where he served as a workshop supervisor and was later transferred to the surfactant research and development department and marketing department. In 1998, Mr. Guan, together with Ms. Han and Mr. Han Jianping, established Hangzhou Haoming, in which he served as the chairman of the board of directors and the general manager. He had served as a director and the general manager of Sanjiang Chemical since 2003. Further, he has served as the chairman of the board of directors and the general manager of Yongming Petrochemical since 2006. In 2008, Mr. Guan was also appointed and has since served as the chairman of the board of directors of both Jiahua and Jiahua Industrial Park Co.. Jiahua is principally engaged in the manufacturing of agrochemicals. Its business is not in competition with that of our Group. Mr. Guan is the spouse of Ms. Han, one of our executive Directors. Mr. Guan was appointed as our executive Director on 22 March 2010.

Other Executive Directors

HAN Jianhong (韓建紅), aged 36, is an executive Director. Ms. Han is one of the founders of our Group. She is primarily responsible for the business planning, business structuring and restructuring, overseeing legal matters and investor relations of our Group. Ms. Han is also a director of Sanjiang Chemical, Yongming Petrochemical, Sanjiang Trading and Hangzhou Sanjiang. In 1998, Ms. Han, together with Mr. Guan and Mr. Han Jianping, established Hangzhou Haoming, in which she served as a deputy general manager. Since 2003, she has also acted as the chairman of the board of directors of Sanjiang Chemical. Being one of the co-founders and as deputy general manager of Hangzhou Haoming since 1998, Ms. Han has over 12 years of experience in the chemical industry. Ms. Han is the spouse of Mr. Guan, our Chairman and one of our executive Directors. Ms. Han is the sister of Mr. Han Jianping, one of our executive Director. Ms. Han was appointed as our executive Director on 22 March 2010.

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NIU Yingshan (牛瑛山), aged 37, is an executive Director. Mr. Niu is primarily responsible for the management of production, safety and environmental protection of our Group. Mr. Niu graduated with a bachelor's degree in computer science and application (distance learning course) from the Beijing University of Chemical Technology (北京化工大學) in 2002 and has over 18 years of experience in the chemical manufacturing industry. Prior to joining our Group, Mr. Niu had been employed at Jilin Chemical Group Company (中國石油天然氣股份有限公司吉林石化公司) for 12 years, during which he served as an engineer and was later involved in distributed control system (DCS) management. He then joined our Group in April 2004 and was mainly involved in the construction project of our ethylene oxide production facilities at our Jiaying Production Plant, in which he was responsible for the technical aspects of the automatic control system. Mr. Niu was later promoted as a factory director, the head of the production department, the head of the equipment safety and environment protection department and an assistant to general manager, and has since January 2009 served as the deputy general manager of Sanjiang Chemical. Mr. Niu is currently a director of Sanjiang Chemical and responsible for the production management of both Sanjiang Chemical and Yongming Petrochemical in our Group. Mr. Niu was appointed as our executive Director on 24 August 2010.

HAN Jianping (韓建平), aged 39, is an executive Director. Mr. Han is primarily responsible for the sales, procurement, research and development of our Group. Mr. Han has over 19 years of experience in the chemical industry. Prior to joining our Group, Mr. Han was employed at Hangzhou Electrochemical Group Co., Ltd. (杭州電化集團有限公司) from 1991 to 1998, where he served as a production section leader and was primarily engaged in production related work in the workshop. In 1998, Mr. Han, together with Mr. Guan and Ms. Han, established Hangzhou Haoming, and has since served as a deputy general manager. Mr. Han was also appointed as an executive director for both Sanjiang Chemical and Yongming Petrochemical in 2007 and 2009 respectively. Mr. Han is the brother of Ms. Han, one of our executive Directors. Mr. Han was appointed as our executive Director on 24 August 2010.

Independent Non-executive Directors

WANG Wanxu (王萬緒), aged 50, is an independent non-executive Director. Mr. Wang graduated with a bachelor's degree in science from Shanxi University (山西大學) in 1982 and completed a master's degree in business administration from Xi'an Jiaotong University (西安交通大學) in 2004. Mr. Wang has extensive experience as an engineer and about 28 years of experience in the chemical industry. Mr. Wang is currently the dean of the China Research Institute of Daily Chemical Industry (中國日用化學工業研究院), a surfactant and detergent industry specialised research institute which he joined in August 1982 and where he has worked for about 28 years. In June 2004, Mr. Wang joined Sinolight Corporation (中國輕工集團公司) and has since served as a president assistant. Mr. Wang was appointed as an independent non-executive Director on 24 August 2010.

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SHEN Kaijun (沈凱軍), aged 42, is an independent non-executive Director. Mr. Shen graduated with a bachelor's degree in accounting from Hangzhou Institute of Electronic Engineering (杭州電子工業學院) in 1995 and was admitted as a certified public accountant in China in December 1993. Mr. Shen was further awarded the qualifications as a licensed certified accountant to engage in securities-related businesses in July 1997 and a certified tax agent in June 2000. Mr. Shen has over 21 years of experience in accounting and corporate management. Mr. Shen had served as audit assistant, vice-supervisor, supervisor, and assistant to the head of Jiaxing Certified Public Accountants Co., Ltd. (嘉興會計師事務所) from 1988 to 1998 and as chairman of the board of directors and general manager of Jiaxing Zhongming Certified Public Accountants Co., Ltd. (嘉興中明會計師事務所有限公司) from 1999 to 2008. He is currently the chairman of the board of directors and the general manager of Zhejiang Zhongming Certified Public Accountants Co., Ltd. (浙江中銘會計師事務所有限公司) and an independent director of Zhejiang Jiaxin Silk Corp., Ltd. (浙江嘉欣絲綢股份有限公司). Mr. Shen was appointed as an independent non-executive Director on 24 August 2010.

LI Zhihong (李志宏), aged 43, is an independent non-executive Director. Mr. Li graduated with a bachelor's degree in law from Renmin University of China Law School (中國人民大學法學院) in 1990. Mr. Li is currently a partner in DeHeng Law Office (德恒律師事務所), a curriculum professor at the Graduate School of Peking University (北京大學研究生院) and the director of the legal professional committee of the Beijing Haidian Venture Capital and Private Equity Association (北京海澱區創業投資及私募股權投資協會). Mr. Li has over 10 years of experience in the legal field, specialising in finance and securities law. Mr. Li served as a legal consultant for the Shanghai Stock Exchange and China Securities Depository and Clearing Corporation Limited, as well as China Development Bank, China CITIC Bank and other financial institutions. Mr. Li was also responsible for numerous initial public offerings, major restructuring and merger and acquisition projects for corporations including China Railway Construction Corporation Limited, Lijun International Pharmaceutical (Holding) Co., Ltd. and 3S Bio. Inc. Mr. Li was appointed as an independent non-executive Director on 24 August 2010.

Save as disclosed, each of the Directors confirms with respect to himself/herself that: (i) he/she has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) he/she does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; (iii) he/she does not hold any positions in the Company or other members of the Group; (iv) he/she does not have any interests in the Shares within the meaning of Part XV of the SFO; (v) there is no other information that should be disclosed for him/her pursuant to the requirements under Rules 13.51(2)(a) to 13.51(2)(v) of the Listing Rules; and (vi) there are no other matters that need to be brought to the attention of holders of securities of our Company.

SENIOR MANAGEMENT

Name	Age	Position
Mr. ZHANG Gui	29	Head of Administration Department (行政總監)
Mr. CHA Lixin	58	Head of Production Department (生產總監)
Ms. CHEN Xian	36	Secretary of the Board and Chief Accountant (董事會秘書及總會計師)
Mr. DE Xin	48	Head of Sales Department (銷售總監)
Mr. HAN Zongqi	47	Head of Procurement Department (採購總監)
Mr. YIP Ngai Hang	32	Financial Controller and Company Secretary (財務經理及公司秘書)

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ZHANG Gui (張瑰), aged 29, is the head of the administration department of our Company. Mr. Zhang is primarily responsible for the human resources, administrative, operations, compliance matters in relation to the business expansion, legal and board affairs of our Group. Mr. Zhang graduated with a double bachelor's degree in law and management from the Zhongnan University of Economics and Law (中南財經政法大學) in 2003. Mr. Zhang has over six years of experience in industrial enterprise management. He joined our Group in December 2003 and has participated in the management, business development and expansion of Sanjiang Chemical. Since December 2003, Mr. Zhang has served as a President Assistant and Office Manager in Sanjiang Chemical, and was responsible for Sanjiang Chemical's human resources and administration, operations, compliance matters in relation to business expansion, legal and board affairs. Moreover, Mr. Zhang is currently the general manager of Guanlang and the chairman of Jianghao Property. Since July 2010, Mr. Zhang has been appointed as head of legal and compliance for a term of one year to handle all legal and compliance matters of our Group. Such appointment will be renewed automatically upon expiry.

CHA Lixin (查立新), aged 58, is the head of the production department of our Company. Mr. Cha is primarily responsible for the ethylene oxide production management of our Group. Mr. Cha has over 39 years of experience in the chemical industry, in which he specialises in the technology and production management of ethylene oxide and ethylene glycol. Prior to joining our Group, Mr. Cha was employed at Jilin Chemical Group Company (中國石油天然氣股份有限公司吉林石化分公司) from June 1970 to the end of 2003, where he served as the head of the construction section of the ethylene oxide plant (環氧乙烷車間工段長), supervisor of the ethylene glycol workshop (乙二醇車間主任) and supervisor and secretary for the ethylene oxide workshop (環氧乙烷車間主任兼書記). Mr. Cha joined our Group in March 2004, and was mainly responsible for the construction project of our first phase ethylene oxide production facilities in our Jiaying Production Plant. In particular, he was appointed as the factory manager of the ethylene oxide production facility, and was responsible for the technology and production management in the ethylene production project. In January 2009, Mr. Cha was appointed and has since served as the President Assistant of Sanjiang Chemical.

CHEN Xian (陳嫻), aged 36, is the secretary of the Board and the chief accountant of our Company. Ms. Chen is primarily responsible for the financial management of our Group. Ms. Chen graduated with a diploma in accounting from the Hangzhou Institution of Commerce of Zhejiang Gongshang University (浙江工商大學杭州商學院) in 1996 and is currently completing a bachelor's degree in accounting from Renmin University of China (中國人民大學) through online distance learning. Ms. Chen was enrolled to the programme in 2004 while she applied for a suspension of studies in 2008. Ms. Chen resumed her studies in 2010 and currently expects to complete the course in March 2013. Ms. Chen has over 13 years of experience in financial management. Prior to joining our Group, Ms. Chen was employed at Beijing Jianhao Investment Group Co., Ltd. (北京建昊投資集團有限公司) for 11 years, where she served as the manager of the financial department. From January 2008 to August 2008, she served as a director of the strategic investment department of Jiaying Zhonghua Chemical Industry Co., Ltd. (嘉興中華化工有限責任公司). Further, from September 2008 to July 2009, Ms. Chen served as the deputy financial controller of Jiahua Industrial Park Co., and was in charge of the financial affairs for Zhejiang Xinchen Chemical Co., Ltd. (浙江新晨化工有限公司). Ms. Chen joined our Group as the deputy head of the financial department of Sanjiang Chemical in August 2009 and was later appointed as head of the financial department of Sanjiang Chemical in November 2009.

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DE Xin (德新), aged 48, is the head of the sales department of our Company. Mr. De is primarily responsible for the sales management of our Group. Mr. De graduated with a diploma in business management (distance learning course) from Northeast Normal University (東北師範大學) in July 1997 and completed a chief marketing officer training course in April 2009. Mr. De has over 27 years of experience in the chemical industry. Prior to joining our Group, Mr. De was employed at Jilian (Jilin) Petrochemical Co., Ltd. (吉聯(吉林)石油化學工業公司) for 23 years, where he was mainly involved in the transportation of chemicals. Mr. De joined our Group in March 2004 as a supervisor of the dispatch control centre, and was later promoted as the head of the production and operations planning department of Sanjiang Chemical. In June 2008, Mr. De was appointed and has since served as the head of sales department of Sanjiang Chemical. Further, from September 2007 to August 2008, Mr. De was also a production safety and technology consultant of the Jiaying Port Economic Development Zone.

HAN Zongqi (韓宗奇), aged 47, is the head of the procurement department of our Company. Mr. Han is primarily responsible for the procurement management of our Group. Mr. Han graduated with a diploma in English at HuaZhong Normal University (華中師範大學) in 1984. Mr. Han has over 22 years of experience in the chemical industry. Prior to joining our Group, Mr. Han was employed at Hubei Jingxiang Phosphate Recycling Industry Park (湖北荊襄磷化循環產業園) for 17 years, during which he served as a deputy supervisor of the foreign affairs office, the head of equipment and facilities division, and the head of materials supply and spare parts division. From 2001 to 2004, Mr. Han was employed at CNNC Third Qinshan Nuclear Power Co., Ltd. (中核集團秦山第三核電有限公司), where he served as the supervisor of the test planning division and maintenance division of the production planning department. Mr. Han joined our Group in August 2005 as a deputy supervisor of the general manager's office and the deputy head of the procurement department of Sanjiang Chemical. In January 2009, Mr. Han was appointed and has since served as the manager of the procurement department and deputy supervisor of the general manager's office of Sanjiang Chemical.

YIP Ngai Hang (葉毅恆), aged 32, is the financial controller and company secretary of our Group. Mr. Yip is primarily responsible for the overall planning, financial reporting and budgeting and implementing business strategies of our Group. Mr. Yip graduated with a bachelor's degree in Accounting with Honours from the University of Hertfordshire in the United Kingdom in 1999. Mr. Yip is currently an associate member of the Hong Kong Institute of Certified Public Accountants and an associate member of the Association of Chartered Certified Accountants of the United Kingdom. Prior to joining our Group, Mr. Yip was employed at KPMG, an international accounting firm for over seven years. Mr. Yip joined our Group in June 2010.

DIRECTORS AND SENIOR MANAGEMENT

BOARD COMMITTEES

Audit Committee

We have established an audit committee with written terms of reference as suggested under the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules.

Our audit committee has three members, namely Messrs. Shen Kaijun, Wang Wanxu and Li Zhihong, all of whom are independent non-executive Directors. The chairman of our audit committee is Mr. Shen Kaijun.

The primary responsibilities of our audit committee include, among others, reviewing and supervising the financial reporting process and internal control system of our Company, nominating and monitoring external auditors and providing advice and comments to our Directors.

Remuneration Committee

We have established a remuneration committee with written terms of reference as suggested under the Code on Corporate Governance Practices set out in Appendix 14 to the Listing Rules.

Our remuneration committee has three members, namely Messrs. Li Zhihong, Wang Wanxu and Guan Jianzhong, of whom Messrs. Li Zhihong and Wang Wanxu are independent non-executive Directors and Mr. Guan Jianzhong is our chairman and an executive Director. The chairman of our remuneration committee is Mr. Li Zhihong.

The primary responsibilities of our remuneration committee include, among others, evaluating the performance and making recommendation on the remuneration package of our Directors and senior management, and evaluating and making recommendation on our share option scheme.

COMPLIANCE ADVISER

Our Company will appoint Daiwa as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. According to Rule 3A.23 of the Listing Rules, the compliance adviser will advise our Company in the following circumstances:

- (i) with respect to 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, without limitation, Share issues and Share repurchases;
- (iii) where our Company proposes to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where its 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 regarding unusual movements in the price or trading volume of the Shares.

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

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme. The principal terms of our Share Option Scheme are summarised in the paragraph headed “Share Option Scheme” set out in Appendix VII to this prospectus.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The aggregate amount of remuneration paid by us to our Directors, including salaries, contributions to defined contribution benefit plans (including pensions) and discretionary bonuses, during the Track Record Period was approximately RMB508,000, RMB937,000, RMB1,376,000 and RMB512,000, respectively.

During the Track Record Period, the five individuals whose emoluments were the highest in our Group included one Director for the year ended 31 December 2007, three Directors for each of the two years ended 31 December 2009 and for the four months ended 30 April 2009, and four Directors for the four months ended 30 April 2010. The aggregate amount of emoluments payable to the five highest paid individuals, including salaries, contributions to defined contribution benefit plans (including pensions) and discretionary bonuses, during the Track Record Period was approximately RMB792,000, RMB455,000, RMB577,000 and RMB209,000, respectively.

We have not paid any remuneration to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office in respect of the Track Record Period. None of our Directors has waived or agreed to waive any remuneration during the same period.

Save as disclosed above, no other payments have been made or are payable by us or any of our subsidiaries to our Directors in respect of the Track Record Period. We estimate that we will pay an aggregate amount of approximately RMB1,690,000 to our Directors as remuneration in respect of the year ending 31 December 2010, excluding any discretionary bonuses which may be paid to our Directors.