
DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

The board of Directors consists of 9 Directors, of whom 3 are Executive Directors, 3 are Non-executive Directors and the remaining 3 are Independent Non-executive Directors. The Directors are appointed for a term not exceeding three years, with one-third of our Board retiring at each annual general meeting provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Save as disclosed below, there are no other matters that need to be brought to the attention of the shareholders of our Company in connection with our Directors' respective appointment and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. In particular, each Director confirms that neither he nor any of his associates is interested in any business which competes or is likely to compete with that of the Group, and would require disclosure under Rule 8.10 of the Listing Rules.

The table below sets forth the age, designation and date of appointment of each of our directors:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Date of Appointment</u>
Qiu Yiyong	53	Chairman and Executive Director	July 19, 2005
Li Weijian	48	Executive Director and vice chairman	October 26, 2010
Tian Yuchuan	46	Executive Director	January 1, 2009
Mi Zengxin	59	Non-executive Director	October 26, 2010
Yin Ke	47	Non-executive Director	October 26, 2010
Chen Jiqu	52	Non-executive Director	October 26, 2010
Mo Shijian	54	Independent Non-executive Director	October 26, 2010
Tan Zhuzhong	71	Independent Non-executive Director	October 26, 2010
Yang Zhi Jie	66	Independent Non-executive Director	October 26, 2010

EXECUTIVE DIRECTORS

Qiu Yiyong (邱毅勇), aged 53, has been an Executive Director of our Company since its incorporation in July 2005, and has been the Chairman of the Board of CITIC Dameng Mining since 2005. Mr. Qiu was appointed as our Director on July 19, 2005. Mr. Qiu is the Chairman of our Company. Mr. Qiu graduated from Xiamen University in 1982 with a bachelor's degree in Economics, and is a qualified senior statistician accredited by the National Tourism Administration of the PRC. Mr. Qiu has more than 26 years of experience in business investment and management. He served at the Planning Department of the National Tourism Administration of the PRC from 1982 to 1995, and served as a director from 1993 to 1995. Mr. Qiu has been an executive director of CITIC Resources, a company currently listed on the Main Board of the Stock Exchange, since 2002. It is intended that Mr. Qiu will become a non-executive director of CITIC Resources upon Listing; see paragraph headed "Independence from the Retained Group" under the section "Relationship with CITIC Group and Guangxi Dameng" for further details. Mr. Qiu is also a director of CITIC Group, the managing director of CITIC United Asia, and the chairman of CITIC Jinzhou Ferroalloy Co., Limited and CITIC Platinum (Shenzhen) Limited. He was in charge of a number of major overseas natural resources acquisitions, including a project for the exploration of hydrocarbons consisting of seven basins. He has extensive experience in managing mining business and was in charge of the management and operation of various mining projects and companies. These include:

- (i) principally in charge of the establishment of the natural resources exploration business of the CITIC Energy Ltd;

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- (ii) led the acquisition of China Platinum Company, one of the largest platinum import company in the PRC;
- (iii) principally responsible for the acquisition of Jinzhou Ferroalloy Holdings Limited (subsequently renamed CITIC Jinzhou Ferroalloy Co., Limited), a large special ferroalloy producers in the PRC;

He was principally responsible for the setting up of CITIC Dameng Mining in late 2005 and for overseeing the strategic development of CITIC Dameng Mining since then. He has assumed a key role in the planning and execution of a number of projects which CITIC Dameng Mining has been involved in, including the acquisition of an indirect 51% equity interest in CICMHZ, a company which holds certain mining and exploration interest in Gabon, in 2008. Mr. Qiu was a director of DVN (Holdings) Limited, a company listed on the Main Board of the Stock Exchange from 2006 to 2008. Other than disclosed above, Mr. Qiu has not been a director of any other publicly listed company during the three years preceding the date of this prospectus.

Li Weijian (李維健), aged 48, has been an Executive Director of our Company since October 2010, and has been the vice chairman and general manager of CITIC Dameng Mining since 2005. Mr. Li was appointed as our Director on October 26, 2010. Mr. Li has 25 years of experience in manganese mining and manganese related business, at both the management and operational level and has assumed a wide spectrum of roles in different mining companies. He graduated from Shenyang Gold Vocational Training College (瀋陽黃金專科學校) with professional qualifications in mining mechanics (礦山機械專業) in 1982. Upon his graduation, Mr. Li joined Guangxi Daxin Mine and worked there until 1996 when he joined Guangxi Manganese Mining Company (廣西錳礦公司). Mr. Li has assumed a number of different roles and responsibilities while he was at Guangxi Daxin Mine where he began as a technician at the mine and was subsequently promoted to mine superintendent. He joined Guangxi Manganese Mine Company in 1996 as the assistant to the president and was promoted in the same year to vice president. In 2001, Mr. Li joined Guangxi Dameng and started to assume senior managerial roles. He was the chairman of the board at Guangxi Dameng from 2001 to 2005, as well as the president of Guangxi Dameng from 2002 to 2005. Under his supervision, Guangxi Dameng had undergone rapid expansion and transformed from a regional mining business to an integrated manganese business comprising the mining, selection and refining of iron ore. After he joined CITIC Dameng Mining in 2005, he has assumed an active role in its business development. Mr. Li is especially well known for his exploration and introduction of innovative methods to the manganese mining and processing industry and he had headed several research projects at CITIC Dameng Mining. In particular, the project on the development of wet permanent magnet motors for the general separation and testing of manganese carbonate has been awarded the first prize by the PRC Metallurgical Mining Enterprise Association (中國冶金礦山企業協會) for its outstanding technological advances to the metallurgical and mining industry. He currently heads one of our Company's "863 projects" under the Hi-Tech Research and Development Program of China (中國高技術研究發展計劃), namely the R&D and Production of High-end EMD (高性能電解二氧化錳的研發與生產). He has played an active role in various industry associations both in the PRC and abroad, including serving as the president of the National Manganese Technology Committee in the PRC (全國錳業委員會), the vice president of the Association of Manganese Mine Superintendents in the PRC (中國錳礦礦長(經理)聯誼會), the vice president of the Association of National Electrolytic Manganese Metal Superintendents in the PRC (中國電解金鋤錳長(經理)聯誼會) and the vice president of the Association of Metallurgical Mines in the PRC (中國冶金礦山企業協會). His outstanding achievements and experience have earned him numerous awards and merits — he was selected as one of the Top 10 Outstanding Figures in the PRC Electrolytic Manganese Industry in 2006. In recognition of Mr. Li's management expertise, China Enterprise Confederation

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(中國企業聯合會) and China Enterprise Directors Association (中國企業家協會) issued to Mr. Li the Advanced Professional Executive Qualification Certificate (高級職業經理資質證書) on June 30, 2008 and National Outstanding Entrepreneur (全國優秀企業家) in May 2010, respectively. Due to his outstanding achievement in the manganese industry, Mr. Li has also been invited to be the major drafter of the industry access of chemical manganese powder, electrolytic manganese metal and NMD powder. Mr. Li was award an EMBA degree by Huazhong University of Science and Technology (華中科技大學) in December 2008. Mr. Li has not been a director of any other publicly listed company during the three years preceding the date of this prospectus.

Tian Yuchuan (田玉川), aged 46, has designated as an Executive Director of our Company since October 26, 2010. Mr. Tian was appointed as our Director on January 1, 2009. Mr. Tian graduated from Beijing Foreign Studies University in 1986 with a Bachelor of Arts degree. He attended the CITIC Executive Leadership Program in Cheung Kong Graduate School of Business and obtained the Executive Education Program Certificate in 2009. Mr. Tian has more than 24 years of experience in corporate finance, corporate management and cross-border business transactions. He joined CITIC Group in 1986. He has gained extensive transaction experience through assuming a number of senior management positions in various entities under the umbrella of CITIC Group. Mr. Tian also worked at Credit Suisse First Boston (HK) Ltd. from 1994 to 1996. Mr. Tian served as the vice president of Citifor Inc. from 1996 to 2003. He had also served as a deputy managing director of CITIC Forests (NZ) Limited from 2002 to 2004. He also served as an executive director of CITIC Resources from 2001 to 2004 during which he represented CITIC Group in the reverse takeover of CITIC Resources (formerly known as South East Asia Wood Industries Holdings Limited) and the subsequent restructuring of CITIC Resources. From 2004 to 2005, Mr. Tian was the vice president and the chief financial officer of Great Wall Technology Company Limited, a company listed on the Main Board of the Stock Exchange, and was a director of Great Wall Kaifa Technology Co., Ltd., a PRC company listed on Shenzhen Stock Exchange, and a director of Great Wall Broadband Network Services Limited. From 2005 to 2006, Mr. Tian acted as the executive director and chief executive officer of China Sciences Conservational Power Limited, now known as Asia Energy Logistics Group Ltd., a company listed on the Main Board of the Stock Exchange. More recently, Mr. Tian was appointed as the managing director of Hong Kong Energy (Holdings) Limited, a wholly-owned subsidiary of Hong Kong Construction (Holdings) Limited, a company listed on the Main Board of the Stock Exchange in March 2006. He was also appointed as the Senior Vice-President of Hong Kong Construction (Holdings) Limited in October 2007. Mr. Tian has been an executive vice president of CITIC Resources since March 2008 and an executive director of CITIC Resources since December 2009. It is intended that Mr. Tian will become a non-executive director of CITIC Resources upon Listing. Other than disclosed above, Mr. Tian has not been a director of any other publicly listed company during the three years preceding the date of this prospectus.

NON-EXECUTIVE DIRECTORS

Mi Zengxin (秘增信), aged 59, has been a Non-executive Director of our Company since October 2010. Mr. Mi was appointed as our Director on October 26, 2010. Mr. Mi graduated from Beijing Iron and Steel University (北京鋼鐵學院) in 1985 with a master degree in Science. Mr. Mi is well regarded as an expert in metal industry which includes the manganese ferroalloy industry. He has extensive experience in managing multi-national business, including corporations that engage in the development and exploitation of a wide spectrum of natural resources in the PRC, steel production in the USA and oil production in Kazakhstan and Indonesia. These include, (i) serving as the managing director of Discatal Wheel Manufacturing Ltd, from 1989 to 1992; (ii) serving as the chief executive officer of CITICSTEEL USA Inc., from 1992 to 1997; and (iii) serving as the chairman of CITIC Australia Pty Limited, a large investment holding company in Australia with business

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activities spanning aluminum smelting, coal and commodity trading from 2001 to 2010. Mr. Mi has served as the executive director and executive vice president of CITIC Group since 1997. Mr. Mi is currently a vice-chairman and non-executive director of CITIC Resources. He has also been employed by various subsidiaries of CITIC Group in a range of roles since 1985, these include: (i) acting as the vice president of CITIC Development Inc. from 1991 to 1993; (ii) currently acting as the chairman of CITIC USA Holdings; and (iii) currently acting as a director of CITIC United Asia. Mr. Mi has been a director of Asia Satellite Telecommunications Holdings Limited, a company listed on the Main Board of the Stock Exchange, since January 2001 and currently is its deputy chairman and a non-executive director. Other than disclosed above, Mr. Mi has not been a director of any other publicly listed company during the three years preceding the date of this prospectus.

Yin Ke (殷可), aged 47, has been a Non-executive Director of our Company since October 2010. Mr. Yin was appointed as our Director on October 26, 2010. Mr. Yin obtained a bachelor's degree in electronics engineering in 1985 and a master's degree in economics in 1991 from Zhejiang University. He began his career as an assistant to the chief executive officer of the Shenzhen Stock Exchange. He previously served as the executive director of Jun An Securities Limited, the executive director of Guo Tai Jun An Securities Company Limited and the executive director and president of China United Securities Limited and has extensive investment banking experience both in the PRC and overseas. He is also actively involved in various professional associations including the Securities Association of the PRC (中國証券業協會). Mr. Yin is currently the chief executive officer, the executive director and the vice chairman of CITIC Securities International Company Limited. He was a director of Zhongxing Shenyang Commercial Building Group Company Limited, a director of ACT 360 Solutions Limited and a director of CCB Principal Fund Management Limited. He was also a non-executive director of the CITIC Capital Holdings Limited. He is currently a non-executive director of CITIC Pacific Limited and Dah Chong Hong Holdings Limited, companies listed on the Main Board of the Stock Exchange. He is also a director of CITIC Securities Co., Ltd, a PRC Company listed on Shanghai Stock Exchange. Prior to joining CITIC Securities International Company Limited, he was a director and executive vice president of CITIC Capital Holdings Limited. Other than disclosed above, Mr. Yin has not been a director of any other publicly listed company during the three years preceding the date of this prospectus.

Chen Jiqu (陳基球), aged 52, has been a Non-executive director of our company since October 2010. Mr. Chen was appointed as our Director on October 26, 2010. Mr. Chen has almost 30 years of experience in the PRC mining industry and, in particular, has extensive management experience in the manganese industry. He has been the vice president of CITIC Dameng Mining since 2005. Mr. Chen has actively assisted CITIC Dameng Mining's rapid expansion into a leading manganese mining company with strong influence in both the domestic and international markets, which integrated the exploitation, selection and processing of manganese ore. He also contributed greatly to enhancing the operation efficiency of the Daxin Mine and Tiandeng Mine. Mr. Chen graduated from the University of Guangxi (廣西大學) in 1988 with a junior college diploma and graduation certificate in economics and management upon completing a full-time course of study lasting two years. He was granted to the title of senior economist in 1999 by the committee member for the Assessment of the Qualifications of Senior Economist of the Guangxi Zhuang Autonomous Region (廣西壯族自治區高級經濟師職務資格評審委) and the Working Group for Reformation of Work Titles (廣西壯族自治區職稱改革工作領導小組). He was also issued the Advanced Professional Executive Qualification Certificate (高級職業經理資質證書) by the China Enterprise Confederation (中國企業聯合會) and China Enterprise Directors Association (中國企業家協會) in 2010. Prior to joining CITIC Dameng Mining in 2005, Mr. Chen had been employed by a number of manganese mining and/or processing companies in Guangxi and his positions include: serving as a technician, supervisor, assistant to the president, vice president and president of Guangxi Metallurgy Manganese Mine Trading Company (廣西冶金錳礦工貿公司) from 1980 to 1986 and subsequently from

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1988 to 1999 (he was studying at the University of Guangxi from 1986 to 1988), the vice economist of Guangxi Manganese Mining Company (廣西錳礦公司) from 1999 to 2001 and the director of Guangxi Dameng from 2001 to 2005 as well as the vice president of Guangxi Dameng from 2002 to 2005. While Mr. Chen was employed by Guangxi Dameng, he also acted as the chairman of Guangxi Xinhua Manganese Industrial Company (廣西新華大錳電池工業有限公司) from 2002 to 2003 and the chairman of Guangxi Hezhou Manganese Industrial Company (廣西賀州大錳銀鶴電池工業有限公司) from 2004 to 2008. Mr. Chen's expertise in economics and management experience are integral to the development of the Group's business. Under his supervision, the operation efficiencies of the Daxin Mine and Tiandeng Mine have been significantly enhanced.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mo Shijian (莫世健), aged 54, has been an Independent Non-executive Director of our Company since October 2010. Mr. Mo was appointed as our Director on October 26, 2010. Mr. Mo is a professor of law at China University of Political Science and Law since 2003 and is the director of the Center for Trade Remedies at China University of Political Science and Law. Mr. Mo specializes in trade remedies and arbitration and has acted as an arbitrator in a number of cases involving international sales, financing, leasing, investment and franchising. He is an arbitrator of the China International Economic and Trade Arbitration Commission, an arbitrator of the China Maritime Arbitration Commission and a legal adviser to the China Center for Maritime Law Enforcement. Mr. Mo possesses sufficient expertise to fulfill his responsibilities and duties as an Independent Non-executive Director of our Company and his extensive legal knowledge and familiarity with various commercial practices shall be an asset to the Group. He is currently acting as an independent director of Meng Na Textile Company Ltd. Mr. Mo has not been a director of any other publicly listed company during the three years preceding the date of this prospectus.

Tan Zhuzhong (譚柱中), aged 71, has been an Independent Non-executive Director of our Company since October 2010. Mr. Tan was appointed as our Director on October 26, 2010. Mr. Tan has more than 40 years of experience in the field of mining and metallurgical research. He was employed by the Changsha Metallurgical Research Institute of the Metallurgical Ministry (冶金部長沙礦冶研究院) from 1963 to 1986, and was in charge of various metallurgical research studies. He also has extensive experience in the manganese industry. From 1986 to 2007, he assumed a variety of roles within the National Manganese Industry Committee (全國錳業技術委員會), including acting as manager, deputy secretary and deputy general manager and he is currently the honorary vice president of the committee. He also served as the chairman of Guizhou Yuping Dalong Manganese Company (貴州玉屏大龍錳業有限責任公司), a company that was engaged in manganese related business in Guizhou province, the PRC since 2001. Mr. Tan is well recognized for his professional knowledge in the field of metallurgical technologies and has received a number of awards for various research projects that he led. He is also actively involved in several industry associations and has published articles in a number of professional journals. Mr. Tan has not been a director of any other publicly listed company during the three years preceding the date of this prospectus.

Yang Zhi Jie, aged 66, has been an Independent Non-executive Director of the Company since October 2010. Mr. Yang was appointed as our Director on October 26, 2010. Mr. Yang obtained a Master of Business Administration degree with an emphasis on Economics from the Hong Kong University of Science and Technology in 1996. Mr. Yang is a chartered member of CFA (Chartered Financial Analysts) Institute, a full member of Hong Kong Securities Institute, a member of American Institute of Certified Public Accountants, a fellow member of The Chartered Institute of Management Accountants, United Kingdom, and a fellow member of Hong Kong Institute of

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Certified Public Accountants. Mr. Yang has not been a director of any other publicly listed company during the three years preceding the date of this prospectus.

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Qiu Yiyong has been the Chairman of our Company since 2005. For details of Mr. Qiu's background, see "Directors and Senior Management — Executive Directors" of this prospectus.

Li Weijian has been the Vice Chairman of our Company since 2005. For details of Mr. Li's background, see "Directors and Senior Management — Executive Directors" of this prospectus.

Tian Yuchuan has been the Chief Executive Officer of our Company since October 26, 2010. For details of Mr. Tian's background, see "Directors and Senior Management — Executive Directors" of this prospectus.

Lau Wai Yip (劉偉業), aged 48, has been our Company Secretary since August 23, 2010 and the Chief Financial Officer of our Company since October 26, 2010. Mr. Lau has been the Financial Controller of CITIC United Asia Investments Limited since July 2008. During the period from June 2006 to June 2008, he served as the Financial Controller of GCL- Poly Energy Holdings Limited (Stock Code: 3800), a company which has been listed on The Hong Kong Stock Exchange from November 2007, and he was also an Executive Director of the company during the period from July 2007 to May 2008 and Company Secretary during the period from July 2007 to June 2008. During the period from April 2004 to May 2006, Mr. Lau served as the Chief Financial Officer of China Shipping Container Lines Limited (Stock Code: 2866), a company listed on The Hong Kong Stock Exchange. Mr. Lau received his degree of Master of Business Administration from the Hong Kong University of Science and Technology in November 1995. He is a fellow of the Chartered Association of Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants, and also a member of the American Institute of Certified Public Accountants.

Ma Shirong (馬詩鎔), aged 58, has been a Vice President of our Company since 2006. Mr. Ma has extensive knowledge in economics and was awarded an EMBA degree by China Europe International Business School (中歐國際工商學院) in April 2000. He has been the chief financial officer of CITIC Dameng Mining since 2006 and is responsible for overseeing the financial operations of CITIC Dameng Mining. Prior to joining CITIC Dameng Mining, Mr. Ma has assumed management positions in a number of companies including airlines and bank. Mr. Ma served at Shanghai Airline (上海航空公司) from December 1986 to August 1996 and had assumed various managerial positions: he served as the deputy general manager of the sales department where he arranged sales activities and was responsible for marketing, business and supply chain management, the deputy general manager of the planning and development department as well as the assistant general manager in charge of business, planning and developments, aircraft purchasing and financing, information system and development. He also assumed various managerial positions in the Bank of China, Shanghai Branch from August 1996 to November 2006 including acting as the director of the corporate business department, the director of the trustee business department and the director and general manager of financial institutions department.

COMPANY SECRETARY

Lau Wai Yip is the company secretary of our Company.

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COMMITTEES UNDER THE BOARD OF DIRECTORS

Audit Committee

Our Company has established an audit committee in compliance with Rule 3.21 of the Listing Rules. The primary duties of the audit committee will be to review and supervise the financial reporting process and internal control system of the Group, review and approve connected transactions and provide advice and comments to the board of Directors. The audit committee consists of 3 members, Mr. Yang Zhi Jie, Mr. Mo Shijian and Mr. Tan Zhuzhong, all of whom are Independent Non-executive Directors of our Company. Mr. Yang is the chairman of the audit committee.

Remuneration Committee

Our Company has also set up a remuneration committee which consists of 5 members, Mr. Qiu Yiyong, Mr. Li Weijian, Mr. Yang Zhi Jie, Mr. Mo Shijian and Mr. Tan Zhuzhong, of whom Mr. Yang, Mr. Mo and Mr. Tan are Independent Non-executive Directors. Mr. Qiu is the chairman of the remuneration committee. The primary duties of the remuneration committee are to review and determine the terms of remuneration packages, bonuses and other compensation payable to our Directors and other senior management.

Nomination Committee

Our Company has established a nomination committee in compliance with the Code of Corporate Governance Practice in the Listing Rules. The primary duties of the nomination committee are to make recommendations to our Board on the appointment of Directors and management of Board succession. The nomination committee consists of 5 members, Mr. Qiu Yiyong, Mr. Li Weijian, Mr. Yang Zhi Jie, Mr. Mo Shijian and Mr. Tan Zhuzhong, of whom Mr. Yang, Mr. Mo and Mr. Tan are Independent Non-executive Directors of our Company. Mr. Qiu is the chairman of the nomination committee.

RETIREMENT SCHEMES

Our employees in the PRC participate in various pension schemes organized by the relevant municipal and provincial government under which we are required to make monthly contributions to these plans. 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. The total amount of contributions we made for such employee pension schemes for each of the three financial years ended December 31, 2009 and the six months ended June 30, 2010 were approximately HK\$11.4 million, HK\$9.2 million, HK\$15.7 million and HK\$9.1 million, respectively.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

All Directors receive reimbursements from our Company for expenses which are necessarily and reasonably incurred for providing services to our Company or executing matters in relation to the operations of our Company. The Executive Directors elected by the Board of our Company, who are also employees of our Company, are entitled to receive, in their capacity as employees of our Company, compensation in the form of salaries, other allowances and benefits in kind, including our Company's contribution to the pension scheme for its Executive Directors.

The aggregate amounts of remuneration (including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses) paid to our Directors during the Track Record Period was nil due to the fact that our Directors, to the

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extent that they were employed by CITIC Resources and its subsidiaries during the Track Record Period, received their remunerations from CITIC Resources and its subsidiaries (excluding our Group) during the Track Record Period. One of the Directors, Mr. Li Weijian, who was also an employee of CITIC Dameng Mining, has received salaries from the Group. We believe this does not constitute any form of reliance on CITIC Group. Upon the completion of the Listing, the Directors will be paid by our Company and as such, there will not be any reliance on CITIC Resources or CITIC Group in this respect going forward.

The aggregate amounts of remuneration (including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses) paid by our Group to our five highest paid individuals for the period for each of the three years ended December 31, 2009 and the six months ended June 30, 2010 were approximately HK\$4.7 million, HK\$5.5 million, HK\$6.8 million and HK\$4.3 million, respectively.

No remuneration was paid by the Group to the Directors or the five highest paid individuals as an inducement to join or upon joining the Group or as a compensation for loss of office in respect of the three financial years ended December 31, 2009 and the six months ended June 30, 2010. Further, none of our Directors had waived any remuneration during the same period.

Under our arrangements currently in force, the aggregate remuneration of our Directors for the financial year ended December 31, 2010 is estimated to be no more than HK\$0.8 million.

SHARE OPTION SCHEME

We have conditionally adopted the Share Option Scheme. The Share Option Scheme was also approved by the shareholders of CRH on October 27, 2010 pursuant to the requirements of Chapter 17 of the Listing Rules. For details of the Share Option Scheme, please refer to the section headed “Share Option Scheme” of the Statutory and General Information in Appendix VII to this prospectus.

COMPLIANCE ADVISER GENERAL INFORMATION

We have appointed Guotai Junan Capital Limited as our compliance advisor upon listing in compliance with Rule 3A.19 of the Listing Rules.

We entered into a compliance advisor’s agreement with the compliance advisor, the material terms of which are as follows:

- (a) we appoint the compliance advisor for the purpose of Rule 3A.19 of the Listing Rules for a period commencing on the Listing Date and ended on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date, or until the agreement is terminated, whichever is earlier;
- (b) the compliance advisor shall provide us with services, including guidance and advice as to compliance with the requirements under the Listing Rules and applicable laws, rules, codes and guidelines, and to act as one of our principal channels of communication with the Stock Exchange; and
- (c) we may terminate the appointment of the compliance advisor only if the compliance advisor’s work is of an unacceptable standard or if there is a material dispute (which cannot be resolved within 30 days) over fees payable to the compliance advisor as permitted by Rule 3A.26 of the Listing Rules. The compliance advisor will have the right to terminate its appointment if we breach the agreement.