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## DIRECTORS AND SENIOR MANAGEMENT

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### AN OVERVIEW OF OUR DIRECTORS AND SENIOR MANAGEMENT

Chapter 18 of the Listing Rules contains a series of requirements applicable to mineral companies. Such companies include those engaged in the exploration for or extraction of natural resources.

With the exclusive right to mine and extract marble from the Zhangjiaba Mine, the steps being taken to complete the construction of the Zhangjiaba Mine and commence the production of marble blocks, the Company's Listing application has been made on the basis of Chapter 18 of the Listing Rules. Key to the application is that our Directors and senior management have sufficient and satisfactory experience, of at least five years, in marble (or similar) exploration and/or extraction activities that the Company is pursuing.

We have a management team comprising, principally, four executive Directors and two senior management members, who we believe possess the requisite mining experience to operate the Zhangjiaba Mine. This experience has been derived, in some cases, from many years of involvement in the stone production business, which has been supplemented by other experience and activities which we consider to be directly relevant to the successful implementation and commercialization of large-scale, resource-driven projects such as the Zhangjiaba Mine project. We believe that our Directors and senior management possess the skills, foresight and extensive industry knowledge necessary to capture market opportunities, formulate sound business strategies, assess and manage risks, as well as increase and implement management and production plans. Such experience is able to satisfy the requirements under Rule 18.04 of the Listing Rules.

The following table below sets forth information regarding our Directors:

<u>Name</u>	<u>Age</u>	<u>Appointment Date</u>	<u>Position</u>	<u>Major Responsibilities</u>
Ms. Chen Tao . . . . .	36	4 August 2010	Executive Director, Chairman and Chief Executive officer	business strategies, overall operations, financing and investment activities of our Company
Mr. Lin Yuhua . . . . .	54	4 August 2010	Executive Director	geology, mine design and production and environment safety
Mr. Liao Yuanshi . . . . .	54	4 August 2010	Executive Director	mining and processing
Mr. Xiong Wenjun . . . . .	51	4 August 2010	Executive Director	marketing and Sales
Mr. He Ji . . . . .	35	19 August 2010	Non-executive Director	providing strategic advice to our Company, attending meetings of the Board to perform duties, but not participating in the day-to-day management of our business operations

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Name	Age	Appointment Date	Position	Major Responsibilities
Mr. Deng Huiqing . . . . .	61	4 August 2010	Independent non-executive Director	attending meetings of the Board to perform duties, but not participating in the day-to-day management of our business operations
Mr. Chu Ho Hwa, Howard . .	46	2 September 2010	Independent non-executive Director	attending meetings of the Board to perform duties, but not participating in the day-to-day management of our business operations
Mr. Liu Yuquan . . . . .	59	2 September 2010	Independent non-executive Director	attending meetings of the Board to perform duties, but not participating in the day-to-day management of our business operations

### EXECUTIVE DIRECTORS

***Ms. Chen Tao (陳濤), Executive Director, Chairman and Chief Executive Officer***

Ms. Chen, aged 36, was appointed as the executive Director, chairman of the Board and chief executive officer of the Company on 4 August 2010 in view of Ms. Chen's extensive experience in mining enterprise management. She is primarily responsible for business strategies, overall operations, financing and investment activities of the Company. She has over 6 years of experience in corporate finance, capital management and investment in mines, and mine management, including over two years of work experience in Sichuan Jinshida. Before the acquisition of the Zhangjiaba Mine, she assisted Mr. Huang in identifying and acquiring the Zhangjiaba Mine. She joined us in August 2008. Since her joining, Ms. Chen has established a high-quality management team, and formulated the overall strategy for the mine development of our Company. She was substantially involved in, among others, the studies of mine geology and exploration of the resources, the preparation of the feasibility report and the Competent Person's Report of the Zhangjiaba Mine, environmental impact assessment, the construction of infrastructure, the design and execution of the ramp-up plan and the marketing strategy. Ms. Chen led a team of experts to carry out a preliminary analysis in respect of the geological conditions of the mining area of Zhangjiaba Mine. Based on the results of this preliminary analysis, Ms. Chen, together with the experts, concluded that the area had a very high potential and should be further explored. Such exploration and discovery led to the expansion of the total permitted mining area of our Zhangjiaba Mine from 0.289 km<sup>2</sup> to 0.495 km<sup>2</sup>. Ms. Chen led the process to successfully convert the Zhangjiaba Mine's previous exploration permit and mining permit to a new mining permit in February 2011 and obtained all the material government permits and approvals for the construction and mining of the Zhangjiaba Mine and the construction and operating of the processing facilities. She oversaw the design and construction of the Zhangjiaba Mine and the processing facilities. She also led the management team to successfully commence the commercial production of the Zhangjiaba Mine in September 2010.

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In September 2010, Ms. Chen attended the 45th International Exhibition of Stone Design and Technology on behalf of our Company in Verona, Italy, to exchange views with experts and other industry players on the current development of the stone industry.

Ms. Chen has 13 years of working experience and she began her mining career in June 2004. Details of such experience are set out in tabular format below.

Term of Office	Positions	Past Experience and Responsibilities
July 1998 – May 2004	Credit customer manager and deputy general manager for business development, Industry and Commerce Bank of China Guangdong Branch (中國工商銀行廣東省分行)	Ms. Chen was responsible for reviewing and managing bank loans to enterprises.
June 2004 – July 2008	Deputy general manager of corporate finance department, Sunshiny Group Co., Ltd. (賢成集團有限公司), a company principally involved in coal mining activities through its subsidiaries  Deputy general manager, Guangdong Mingcheng Mining Co., Ltd. (廣東明成礦業有限公司), a subsidiary of Sunshiny Group Co., Ltd. and a company principally involved in the exploration and extraction of coal mines	Ms. Chen was responsible for overseeing investment, financing option and identifying and acquiring mining assets. She was involved in the strategic operations including mine-related transactions, and financing options. During this period, she performed due diligence duties on various coal and stone mines, and she participated in and completed various coal mine projects, including acquisitions or transfer of mining right projects of Guizhou Pan County Baiguo Town Baiping Coal Mine (貴州省盤縣柏果鎮柏平煤礦), Guizhou Pan County Banqiao Senlin Coal Mine (貴州省盤縣板橋森林煤礦), Guizhou Pan County Baiguo Town Yunshang Coal Mine (貴州省盤縣柏果鎮雲尚煤礦), Guizhou Renhuai Zhongshu Jiaotong Guangfu Coal Mine (貴州省仁懷中樞交通光富煤礦) and Guizhou Pan County Laochang Town Selvcun Yungui Coal Mine (貴州省盤縣老廠鎮色綠村雲貴煤礦) and was mainly responsible for the exploration and mining rights, commercial negotiations and government liaison for each of the projects.
August 2008 – now	Deputy general manager, Sichuan Jinshida (since July 2010, she has been a director of Sichuan Jinshida)	Ms. Chen has been responsible for establishing a high-quality management team, and formulating the overall strategy for the mine development of our Company. She was substantially involved in the studies of mine geology and exploration of resources, the preparation of the feasibility report and the Competent Person's Report of the Zhangjiaba Mine, environmental impact assessment, the construction of infrastructure, the design and execution of the ramp-up plan and the marketing strategy and etc.

Her broad knowledge and experience in the mining industry and mining companies allows her to coordinate and advise our Directors on the operational, financial and strategic aspects of the Company's business, which is critical to the success of the Company's marble mining activities and operations. During the Track Record Period, Ms. Chen did not hold any directorship in listed public companies.

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Ms. Chen graduated from Guangdong University of Foreign Studies (廣東外語外貿大學) and received a diploma in international business English in June 1997. She is qualified as an intermediate level economist (中級經濟師) with a certificate issued by the Ministry of Personnel of the PRC (中華人民共和國人事部).

**Mr. Lin Yuhua (林玉華)**, *Executive Director, Head of Geology and Mine Design and Production and Environmental Safety*

Mr. Lin, aged 54, was appointed as an executive Director of the Company on 4 August 2010. In April 2009, Mr. Lin joined Sichuan Jinshida as the chief engineer and has been overseeing the geological exploration and construction of the Zhangjiaba Mine and preparation of the geological study and feasibility plan of our mine.

Mr. Lin has approximately 28 years of experience in the mining industry. During the Track Record Period, he did not hold any directorship in listed public companies. Details of such experience are set out in tabular format below.

Term of Office	Positions	Past Experience and Responsibilities
February 1982 – December 1987	Project leader and assistant engineer, Geology Company of the Construction Materials Ministry, Beijing Geological Survey Brigade, Second Team (建材部地質公司北京地質勘探大隊二分隊)	Mr. Lin was responsible for conducting exploration and survey of limestone mines and drafting survey report.
January 1988 – December 1989	Deputy-captain and engineer, Geology Company of State Construction Materials Bureau, Beijing Geological Survey Brigade, Integrated Team (國家建材局地質公司北京地質勘探大隊綜合隊)	Mr. Lin was responsible for geological surveying activities, technology and project management.
January 1990 – December 1991	Captain and chief engineer, project sponsored by Beijing Geological Survey Brigade, Integrated Team (北京地質勘探大隊綜合隊) and Hainan Tongli Stone Joint Stock Limited Company (海南同利石材股份有限公司)	Mr. Lin was responsible for identifying and exploring mine reserves, improving mine extraction technology and skills and overseeing mine operation.

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Term of Office	Positions	Past Experience and Responsibilities
In 1992	Director of the Planning Technical Section, China Construction Materials Industry Geological Survey Center (中國建材工業地質勘查中心北京總隊計劃技術科)	Mr. Lin was responsible for managing limestone mine exploration and identifying non-metal mines.
January 1993 – January 1994	Deputy director and senior engineer, Mineral Exploration Department of Zhongda Construction Materials and Mineral Resources Company (subordinated to China Construction Materials Industry Geological Survey Center) (中達建材礦產公司(中國建材工業地質勘查中心所屬)礦產開發部)	Mr. Lin was responsible for managing extraction activities for non-metal mines and drafting feasibility reports for various mines.
February 1994 – October 2001	General manager and the director of chief engineers, Chengde Zhongcheng Stone Co., Ltd. (承德中成石業有限公司) and Mineral Department of Zhongda Construction Materials and Mineral Resources Company (中達建材礦產公司礦產部)	Mr. Lin was responsible for managing overall operations of the companies and promoting the popularity of Yanshan green granite produced by the companies.
November 2001 – August 2010	Director, Industrial Working Department of CSMA (中國石材協會行業工作部)	Mr. Lin was responsible for providing advices with regard to the development of mineral resources, mine construction and promoting advanced technologies to stone and mining companies nationwide.
November 2005 – December 2009	Standing deputy director and member, Expert Committee of the Mineral Stone Resources of CSMA (中國石材協會礦山石材資源專業委員會)	Mr. Lin was responsible for providing advices with regard to the development of mineral resources, mine construction and promoting advanced technologies to stone and mining companies nationwide.
June 2006 – December 2009	Member, Expert Committee of the Stone Application and Maintenance of CSMA (中國石材協會石材應用護理專業委員會)	Mr. Lin was responsible for providing advices with regard to the development of mineral resources, mine construction and promoting advanced technologies to stone and mining companies nationwide.

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Term of Office	Positions	Past Experience and Responsibilities
March 2007 – now	Expert judiciaire, Beijing Guoke Forensic Expertise Center of Intellectual Property (北京國科知識產權司法鑒定中心)	Mr. Lin has mainly been responsible for stone related test and identification.
December 2008 – now	Member, Sub-commission of Codes and Applied Technology of the National Technical Commission of Stone Standardization (全國石材標準化技術委員會管理規範和應用技術及規範分技術委員會)  Member and deputy secretary of the Sub-commission, Special Machines of the National Technical Commission of Stone Standardization (全國石材標準化技術委員會專用機械分技術委員會)	Mr. Lin has mainly been responsible for managing the drafting and revision of stone industry standards and specifications.
April 2009 – now	Chief engineer, Sichuan Jinshida (since July 2010, he has been a director of Sichuan Jinshida)	Mr. Lin has been responsible for overseeing the geological exploration and construction of the Zhangjiaba Mine and preparation of the geological study and feasibility plan of the Zhangjiaba Mine.

Apart from serving the above positions, Mr. Lin has also made various accomplishments and achievements since 1993. He drafted a research report named *Current Situation of Chinese Quarrying Industry* (中國石材開採業現狀) and he edited a tool book of quarrying industry, *Standard Illustrating Handbook on National and Foreign Natural Stone* (中外天然石材標準圖鑒). Mr. Lin presided over the drafting of *Technical Specifications on Open-pit Quarries of Decorative Stone* (裝飾石材露天礦山技術規範) (JC/T1081-2008), which has been approved and issued by the NDRC and came into effect on 1 December 2008, as well as the *Unit Consumption Standards for Processing of Standard Marble and Granite Slabs* (大理石、花崗石規格板材加工貿易單耗標準), which has been jointly approved by the General Administration of Customs of the PRC (中華人民共和國海關總署) and the NDRC and has come into effect on 20 September 2010. He also participated in the drafting of or amendments to various important quarrying industry related literatures, including *Research on Checking Method of Unit Consumption of Stone Products* (石材產品單耗核定方法的研究與探索), national standards for *Uniform Coding of Natural Stones* (天然石材統一編號), as well as *National Occupational Training Materials for Stone Production Workers* (石材生產工國家職業培訓講義). He also participated in drafting *National Occupational Standards for Stone Production Workers* (國家職業標準—石材生產工), which has been submitted to the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部) for approval, as well as industry standards for *Quarry Stone of*

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*Natural Granite* (天然花崗石荒料) and *Quarry Stone of Natural Marble* (天然大理石荒料), which has been submitted to the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) for approval.

Mr. Lin received his bachelor's degree in geological survey from Hebei Geological Institute (河北地質學院) (currently known as Shijiazhuang University of Economics (石家莊經濟學院)) in August 1982. Mr. Lin holds the title of senior engineer awarded by *State Construction Materials Bureau* (國家建築材料工業局) in December 1992. He also holds the title of professorial senior engineer awarded by China National Materials Group Corporation Ltd. (中國中材集團公司) in November 2008.

***Mr. Liao Yuanshi (廖原時), Executive Director, Head of Mining and Processing***

Mr. Liao, aged 54, was appointed as an executive Director of the Company on 4 August 2010. Mr. Liao is a deputy general manager of Sichuan Jinshida. Since January 2010, he has been the technical adviser of Sichuan Jinshida and has been providing specialized instructions on mine construction, mining and selection of quarry machinery and equipment.

Mr. Liao has more than 26 years of experience in mining industry and mining machinery. During the Track Record Period, he did not hold any directorship in listed public companies. Details of such experience are set out in tabular format below.

Term of Office	Positions	Past Experience and Responsibilities
February 1982 – July 1987	Deputy section chief of the technological section, Beijing Machinery Plant (Beijing No. 394 Plant) (北京機械廠(北京394廠))	Mr. Liao was responsible for designing and developing machinery products and overseeing technical management related to production process.
July 1987 – March 1991	Engineer and deputy manager of the technology and equipment section, China Jianbei Stone Industry Company (中國建北石材工業公司)	Mr. Liao was responsible for the design, development, manufacturing and technical management of stone machinery products and stone machinery equipment, which were used in stone mining and processing.
April 1991 – August 1998	Senior engineer and deputy manager of the stone products section, China National Materials Group Co., Ltd. (formerly known as China Nonmetallic Minerals Industrial Corporation) (中國中材集團有限公司，其前身為中國非金屬礦工業總公司)	Mr. Liao was responsible for technical management of stone machinery equipment which were used in stone mining and processing.
June 1998 – December 2003	Product manager and serve engineer, Beijing representative office of Benetti Macchine S.p.A	Mr. Liao was responsible for the sales of stone machinery equipment and providing technical support to the clients.



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Term of Office	Positions	Past Experience and Responsibilities
March 2004 – December 2004	Chief engineer, Urumqi Baiqing Industrial Co., Ltd. (烏魯木齊柏青實業有限責任公司)	Mr. Liao was mainly responsible for technical assessment of the exploration of mining resources and management of the mining techniques.
January 2005 – July 2010	General manager, Xiamen Xinande Group Co., Ltd. (廈門新安德集團有限責任公司)  General manager, Fujian Nanping San Lida Mining Industrial Co., Ltd. (福建南平三立達礦業有限公司)	Mr. Liao was responsible for quarrying, mine exploration and mining production, overseeing stone slab production and managing stone export business.
October 2005 – December 2009	Expert, Expert Committee of the Mineral Stone Resources of CSMA (中國石材協會礦山石材資源專業委員會)	Mr. Liao was responsible for providing advices with regard to the development of mineral resources, mine construction and promoting advanced technologies to stone and mining companies nationwide.
December 2004 – now	Expert, Materials Expert Committee of China Construction and Decoration Association (中國建築裝飾協會材料委員會)	Mr. Liao has been responsible for providing technical advices.
July 2009 – now	Expert, Expert Committee of the Stone Machinery and Tools of CSMA (中國石材協會石材機械與工具專業委員會)	Mr. Liao has been responsible for providing technical advices with regard to stone machinery and tools and promoting advanced technologies to stone and mining companies nationwide.
April 2010 – now	Expert, Work Safety Expert Panel of the Non-coal Mines of Fujian Provincial Administration of Work Safety (福建省安監局非煤礦山安全生產專家組)	Mr. Liao has been responsible for providing advices on work safety measures for open-pit mining and use of explosive materials in mining.
January 2010 – now	Technical adviser, Sichuan Jinshida (since July 2010, he has been a director of Sichuan Jinshida)	Mr. Liao has been responsible for providing specialized instructions on mine construction, mining and selection of quarry machinery and equipment.

Mr. Liao has also made academic achievements by publishing (as author or co-author) more than 20 papers and translation works related to quarrying and stone products processing on several academic magazines and journals, including *Stone* (石材) and *Overseas Nonmetallic Minerals and Stone* (國外非



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金屬礦與寶石). Mr. Liao is the author of the following books: *Technologies and Equipment of Quarrying* (石材礦山開採技術及設備), *Application Techniques of the Diamond Wire Saw in Decorative Stone Slab Production* (金剛石串珠鋸在飾面石材生產中的應用技術), *Mechanized Mining of Decorative Stone Slabs — Application and Development Diamond Wire Saw* (飾面石材的機械化開採 — 金剛石串珠鋸的應用與發展) and *Shaped Stone* (異型石材).

Mr. Liao received his bachelor's degree in engineering from East China Engineering Institute (華東工程學院, which is currently known as Nanjing University of Science & Technology (南京理工大學)), in May 1982. From 1988 to 1989, he obtained a certificate issued by the Department of International Cooperation and Development of the Italian Ministry of Foreign Affairs after studying courses related to stone mining techniques at CARRARA in Italy. Mr. Liao also holds the title of senior engineer awarded by *State Construction Materials Bureau* (國家建築材料工業局) in 1993.

### **Mr. Xiong Wenjun (熊文俊), Executive Director, Head of Marketing and Sales**

Mr. Xiong, aged 51, was appointed as an executive Director of the Company on 4 August 2010. Mr. Xiong is a deputy general manager of Sichuan Jinshida and is primarily responsible for the marketing and sale of our marble products. Since January 2007, Mr. Xiong has assisted Mr. Huang in identifying and acquiring the Zhangjiaba Mine. He has also been the marketing director of Sichuan Jinshida since August 2007.

Mr. Xiong has approximately 28 years of experience in mining industry and geology. During the Track Record Period, he did not hold any directorship in listed public companies. Details of such experience are set out in tabular format below.

Term of Office	Positions	Past Experience and Responsibilities
July 1982 – November 1989	Teaching assistant, China University of Geosciences (中國地質大學)	Mr. Xiong was responsible for teaching courses on physical geology.
December 1989 – February 1998	Lecturer, China University of Geosciences	Mr. Xiong was responsible for teaching courses on physical geology and marine geology.
March 1998 – March 2006	Deputy general manager, Shenzhen Kangli Stone Co., Ltd. (深圳康利石材集團有限公司), one of the largest stone companies in the PRC	Mr. Xiong was responsible for procurement of blocks which requires significant geological and mining knowledge, managing the stone processing and production activities, assisting the Company to obtain ISO9000 system and overseeing domestic sale. During the tenure with Shenzhen Kangli Stone Co., Ltd., he performed due diligence duties on various stone mines throughout the country, which required substantial knowledge and experience in the scales and geological conditions of the different stone mines, the technologies, equipment and techniques used for mining and the stone processing.

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Term of Office	Positions	Past Experience and Responsibilities
August 2007 – now	Marketing director, Sichuan Jinshida (since July 2010, he has been a director of Sichuan Jinshida)	Mr. Xiong has been responsible for the marketing and sale of our marble products.

In addition to the above positions, Mr. Xiong also provided a range of trainings on geology, stone procurement, stone processing, equipment installment, quality control and marketing to the trainees from various stone, design and decoration companies. Mr. Xiong is a member of the Sub-commission of Products and Auxiliary Materials of the National Technical Commission of Stone Standardization (全國石材標準化技術委員會產品及輔助材料分技術委員會) and participated in reviewing stone industry-related standards. Due to the past academic experiences at top geological university in China and long-term commitment to the management and marketing practice in mineral enterprises, Mr. Xiong has abundant expertise in geological and mining industry as well as practical working experience in stone products marketing. He is familiar with the current stone markets in China and worldwide as well as their developing trends. More than 10 years of managerial experience of mineral enterprises has familiarized him with, among other things, the geological distribution and conditions of marble mines in China, capable of positioning the market and making overall strategic planning.

Mr. Xiong received his bachelor's degree in coal geology from Wuhan College of Geology (武漢地質學院) in July 1982, and master's degree in petrology from China University of Geosciences in June 1989. Mr. Xiong has in-depth experience and knowledge in geology, especially in the areas of the chemical composition and structure of minerals, the exploration and recovery of natural resources, and erosion and deposition of rock particles. He is also a certified constructor in China.

### NON-EXECUTIVE DIRECTOR

**Mr. He Ji (何霽)**, aged 35, was appointed as a non-executive Director of the Company on 19 August 2010. He is currently an executive director of Morgan Stanley Asia Limited, and he primarily focuses on principal investment activities in the Asia Pacific region, especially China. Prior to joining Morgan Stanley Asia Limited in 2005, he worked in Morgan Stanley and Goldman Sachs in New York. Mr. He received an MBA degree from Columbia Business School, a master's degree in information systems management from Carnegie Mellon University, as well as a bachelor's degree in international finance from Renmin University of China (中國人民大學). Mr. He is a CFA charter holder. The appointment of Mr. He will be subject to the terms in the Articles.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Deng Huiqing (鄧惠青)**, aged 61, was appointed as an independent non-executive Director of the Company on 4 August 2010. He has over 20 years of experience working in stone industry. From December 1987 to January 1989, he was the deputy office director in China Jianbei Stone Industry Company (中國建北石材工業公司). From January 1989 to January 1997, he worked as the deputy general manager in Shandong Laizhou Yin Lei Stone Products Co., Ltd. (山東萊州銀磊石材有限公司), and he was responsible for marketing and sales of the stone products. He was appointed as the executive secretary of CSMA from July 1996 to January 1997. From January 1997 to April 2002, he worked in China Nonmetallic Minerals Industrial Corporation (中國非金屬礦工業總公司) and held several

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positions including the deputy office director from January 1997 to April 1997, the deputy general manager and general manager of the enterprise management department from April 1997 to March 2001 and the director of party relationship department (黨群工作部) from March 2001 to April 2002. Since April 2002, he has been the deputy secretary general, the standing deputy director of the *Expert Committee of the stone Application and Maintenance* (石材應用護理專業委員會), where he has been responsible for managing the administrative work of the association, identifying different varieties of stones, conducting on-site visits to different stone mines and providing technical consultancy to stone mining and processing companies, and the standing deputy secretary general of the board of *National Stone Standardization Technical Committee* (全國石材標準化技術委員會) in the CSMA, where he has been responsible for organizing and managing the drafting and revision of stone industry standards and specifications. During the Track Record Period, Mr. Deng did not hold any directorship in listed public companies.

Mr. Deng graduated from Beijing Building Materials Industry School (北京建築材料工業學校), currently known as Beijing Jinyu Polytechnic (北京金隅科技學校)) majoring in machinery in July 1982 and received a secondary school diploma. He graduated from Beijing Open University (北京廣播電視大學) and received a college diploma in enterprise administration in December 1988. Mr. Deng also holds the title of senior engineer awarded by *State Construction Materials Bureau* in 1999.

Our Directors (including our independent non-executive Directors) are of the view that Mr. Deng Huiqing's role in CSMA will not affect his independence to our Company because Mr. Deng's responsibilities in CSMA primarily include managing the administrative work of the association and providing technical consulting service to stone mining and processing companies, and he does not have any influence on the decision making process of CSMA or any experts panel organized and gathered by the CSMA for technical and market consultancy advises.

In August 2010, CSMA has assessed our marble products. The CSMA functioned as the sponsor which organized and gathered a panel of 17 industry experts for the purpose of assessment of our marble products, during which Mr. Deng Huiqing acted as the convener of this expert panel and one of the experts on the panel. In this expert panel meeting, each of the 17 experts has individually assessed our marble products, formed his/her opinion on our marble products, and unanimously adopted the expert opinion collectively issued by such industry experts. As such, our Company is of the view that Mr. Deng did not have any influence over nor did he have any power to influence the expert opinion adopted by such expert panel in August 2010. We did not pay any fees to CSMA or to any member of the expert panel for the purpose of this expert panel meeting or for the issuance of the relevant certificate.

**Mr. Chu Ho Hwa, Howard (朱賀華)**, aged 46, was appointed as an independent non-executive Director of the Company on 2 September 2010. Mr. Chu has approximately 18 years of experience in finance and investment activities. From September 1992 to August 1999, he worked in ABN AMRO Asia Corporate Finance Limited, and his last position was head of Hong Kong Origination. From February 2001 to February 2006, he worked at the Hongkong and Shanghai Banking Corporation Limited, and his last position was corporate finance director of telecom and media department. From June 2006 to April 2008, he worked as a consultant in Shanghai Century Acquisition Corporation, where he was responsible for sourcing, evaluating and implementing various investment opportunities in China. From September 2008 to June 2009, he was the assistant to the chairman in United Energy Group Limited which is a publicly listed company on the Stock Exchange (stock code: 467), where he was actively involved in the merger and acquisitions. Since July 2009 he was the chief financial officer of Trony Solar Holdings Company Limited which is a publicly listed company on the Stock Exchange

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(stock code: 2468), where he was responsible for the overall financial management of this company. Since May 2010, Mr. Chu has been appointed as an independent non-executive Director in Directel Holding Limited, which is a publicly listed company on the Stock Exchange (stock code: 8337).

Mr. Chu received a bachelor's degree in electrical engineering from University of Rochester in May 1986. He received a master's degree in business administration from Columbia University in May 1990. Mr. Chu acquired substantial financial and accounting knowledge during his study in Columbia University for his master's degree in business management.

Due to his past academic achievements and working experience in various companies, including four publicly listed companies, Mr. Chu has substantial experience in preparing and reviewing financial statements and financial management.

**Mr. Liu Yuquan (劉玉泉)**, aged 59, was appointed as an independent non-executive Director of the Company on 4 August 2010. Prior to that, from May 1985 to September 1998, he worked in Kenluck Technology Co., Ltd. (建運科技有限公司) as the deputy general manager and the general manager of the company successively, where he was responsible for the market expansion and overall management of this company. From November 1998 to December 2009, he was the chairman of the board of directors in Beijing North Yichuan Technology Co., Ltd. (北京北方儀創科技有限責任公司). From October 1998 to December 2009, he worked as the marketing director of China Energy and Mining Limited (中國能源礦業有限公司). Since January 2010, he worked as the general manager of Straits Telecom Limited (海峽通信有限公司). During the Track Record Period, Mr. Liu did not hold any directorship in listed public companies.

Mr. Liu received a diploma in Indonesian from Peking University in January 1974.

### SENIOR MANAGEMENT

**Mr. Jia Yinggong (賈應功)**, aged 48, was appointed as the mine manager (礦長) and manager of the equipment department of Sichuan Jinshida in May 2010. He has been primarily responsible for improving the mining technology, supervising the mine production, managing the quality control department and equipment department as well as overseeing the infrastructure construction of the Zhangjiaba Mine. Since his joining, he worked under the strategic instruction from Ms. Chen Tao to formulate the production plan, optimize the production processes and organize various trainings for the workers.

He has 17 years of experience in mine exploration and extraction. Details of such experience are set out in tabular format below.

Term of Office	Positions	Past Experience and Responsibilities
October 1993 – January 2003	Mine manager, Guangxi Cenxi Stone Development Co., Ltd. (廣西岑溪市石材開發公司)	Mr. Jia was responsible for overseeing the work safety of the mine, evaluating the performance of mine workers and planning the use of raw materials.
January 2003 – May 2010	Mine manager, Wuhan Yongsong Mine Development Co., Ltd. (武漢永松礦業開發有限公司)	Mr. Jia was responsible for overseeing the work safety of the mine and evaluating the performance of the mine workers.

## DIRECTORS AND SENIOR MANAGEMENT

Term of Office	Positions	Past Experience and Responsibilities
May 2010 – now	Mine manager and manager of the equipment department, Sichuan Jinshida	Mr. Jia has been responsible for improving the mining technology, supervising the mine production, managing the quality control department and equipment department as well as overseeing the infrastructure construction of the Zhangjiaba Mine.

Mr. Jia received a college diploma (cadres correspondence) in Politics from Engineering Corps Academy of PLA (中國人民解放軍工程兵指揮學院) in July 1990.

**Mr. Li Jun (李軍)**, aged 41, was appointed as the deputy mine manager (副礦長) of Sichuan Jinshida in May 2010. He has been primarily responsible for assisting the mine manager in overall production management, planning the construction of work safety facilities, managing the transportation in the mine area and quality control of our marble stone products. Prior to joining our Company, he dedicated himself to the mine-related work in Shanxi Xinyue Stone Material Development Co., Ltd. (山西鑫岳石材開發有限公司) and assumed various positions in this company.

Mr. Li has 16 years of experience in mining industry. Details of such experience are set out in tabular format below.

Term of Office	Positions	Past Experience and Responsibilities
June 1994 – March 1995	Quality control personnel, Shanxi Xinyue Stone Material Development Co., Ltd. (山西鑫岳石材開發有限公司)	Mr. Li was responsible for assessing the quality of stone blocks and classifying the stone blocks according to their respective qualities.
March 1995 – March 1998	Assistant to the deputy chairman of the board and the office director, Shanxi Xinyue Stone Material Development Co., Ltd.	Mr. Li was responsible for formulating the management systems and coordinating the work of various departments.
March 1998 – August 2005	Director of mining department, Shanxi Xinyue Stone Material Development Co., Ltd.	Mr. Li was responsible for overseeing the production work safety, improving the work safety facilities and managing transportation and water and electricity supply in the mine area.
September 2005 – April 2010	Mine manager, Shanxi Xinyue Stone Material Development Co., Ltd.	Mr. Li was responsible for the overall production and operation of the mine.
May 2010 – now	Deputy mine manager, Sichuan Jinshida	Mr. Li has been responsible for assisting the mine manager in overall production management, planning the construction of work safety facilities, managing the transportation in the mine area and quality control of our marble stone products.

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## DIRECTORS AND SENIOR MANAGEMENT

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Mr. Li received a college diploma in industrial enterprise management engineering from Shanxi Mining College (山西礦業學院) in June 1991.

**Mr. Lou Sai Tong (盧世東)**, aged 43, was appointed as the chief financial officer and company secretary of the Company on 4 August 2010. He is primarily responsible for the overall financial management and administration of the Company. Mr. Lou has over 17 years of professional experience working in international audit firms and as financial officer in various publicly listed companies. He worked as an accountant from June 1993 to August 1996 in Kwan Wong Tan & Fong (currently known as Deloitte Touche Tohmatsu). He then worked as audit senior and supervisor from August 1996 to October 1998 in Coopers & Lybrand (currently known as PricewaterhouseCoopers), Hong Kong, and his last position was supervisor II in Audit Division. From December 1998 to January 1999, he was the accounting manager at Midas Printing Company Limited (勤達印刷有限公司) (currently known as Midas International Holdings Limited (勤達集團國際有限公司)), which is a publicly listed company on the Stock Exchange (stock code: 1172). From June 1999 to May 2000, he was the project analyst of Pillsbury Hong Kong Limited. From June 2000 to July 2004, he worked as the chief financial officer and company secretary of China Everbright Technology Limited (中國光大科技有限公司) (currently known as China Haidian Holdings Limited (中國海澱集團有限公司)), which is a publicly listed company on the Stock Exchange (stock code: 256), where he was responsible for the overall accounting, financial, company secretary and administration operation of this company and its subsidiaries. From August 2004 to November 2005, he worked as the chief financial officer and company secretary of China Shineway Pharmaceutical Group Limited (中國神威藥業集團有限公司), which is a publicly listed company on the Stock Exchange (stock code: 2877), where he was responsible for the overall accounting, financial reporting of this company and its subsidiaries. From December 2005 to October 2008, he worked as the chief financial officer of NT Pharma (Group) Company Limited (泰凌醫藥(集團)有限公司). From October 2008 to July 2010, he worked as the deputy chief financial officer at C&G Environmental Protection Holdings Limited, which is a publicly listed company in Singapore (stock code: SGX: D79). He also assumed the position as chief financial officer at C&G Environmental Protection International Limited during the same period. During the Track Record Period, Mr. Lou did not hold any directorship in listed public companies.

Mr. Lou graduated from University of South Australia and received a master's degree in business administration in October 1996. He is a member of Association of International Accountants (FAIA) as well as a member of Hong Kong Institute of Certified Public Accountants (HKICPA).

### COMPANY SECRETARY

**Mr. Lou Sai Tong (盧世東)**, aged 43, is the company secretary, chief financial officer and authorized representative of the Company. His biographical details are set out above under the paragraph headed "Senior Management" in this section.

### WAIVER FROM RULE 8.12 OF THE LISTING RULES

We have applied to the Stock Exchange for, and the Stock Exchange has agreed to grant, a waiver under Rule 8.12 of the Listing Rules regarding the requirement of management presence in Hong Kong. For details of the waiver, please see the section headed "Waivers From Strict Compliance With The Listing Rules and the Companies Ordinance — Waiver From Rule 8.12 of The Listing Rules" in this Prospectus.



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## DIRECTORS AND SENIOR MANAGEMENT

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### COMPLIANCE ADVISER

We have appointed Guotai Junan Capital Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. The term of such appointment shall commence on the Listing Date and end 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.

Pursuant to Rule 3A.23 of the Listing Rules, the compliance adviser will advise the Company on the following circumstances:

- (a) before the publication of any regulatory announcement, circular or financial report;
- (b) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (c) where we propose to use the proceeds of the Listing in a manner different from that detailed in this Prospectus or where our business activities, developments or results deviate from any forecast, estimate, or other information in this Prospectus; and
- (d) where the Stock Exchange makes an inquiry of us under Rule 13.10 of the Listing Rules.

### BOARD COMMITTEES

#### *Audit Committee*

We have established an audit committee with terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules on 24 January 2011. The audit committee consists of three independent non-executive Directors, namely: Mr. Liu Yuquan (劉玉泉), Mr. Deng Huiqing (鄧惠青) and Mr. Chu Ho Hwa, Howard (朱賀華), with Mr. Chu Ho Hwa, Howard (朱賀華) being the chairman of the committee.

The primary duties of the audit committee are to assist our Board in providing an independent view of our financial reporting process, internal control and risk management system, oversee the audit process and perform other duties and responsibilities as assigned by our Board.

#### *Remuneration Committee*

We have established a remuneration committee with terms of reference in compliance with paragraph B1 of the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules on 24 January 2011. The remuneration committee consists of an executive Director and two independent non-executive Directors, namely: Ms. Chen Tao (陳濤), Mr. Liu Yuquan (劉玉泉) and Mr. Deng Huiqing (鄧惠青), with Ms. Chen Tao (陳濤) being the chairman of the committee.

The primary duties of the remuneration committee are to develop remuneration policies of our Directors, evaluate the performance, make recommendations on the remuneration package of our Directors and senior management and evaluate and make recommendations on employee benefit arrangements.



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## DIRECTORS AND SENIOR MANAGEMENT

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### *Nomination Committee*

We have established a nomination committee with terms of reference in compliance with paragraph A.4.4 of the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules on 24 January 2011. The nomination committee consists of an executive Director and two independent non-executive Directors, namely: Ms. Chen Tao (陳濤), Mr. Liu Yuquan (劉玉泉) and Mr. Deng Huiqing (鄧惠青), with Ms. Chen Tao (陳濤) being the chairman of the committee.

The primary function of the nomination committee is to make recommendations to our Board in relation to the appointment and removal of Directors.

### **DIRECTORS' REMUNERATION**

Our Directors receive remuneration, including salaries, allowances and benefits in kind, including our contribution to the pension plan on their behalf.

The aggregate amount of remuneration paid by our Company to the five highest paid individuals for each of the period from 14 March 2008 to 31 December 2008, the year ended 31 December 2009 and the eleven months ended 30 November 2010 was approximately RMB281,000, RMB433,000 and RMB1,435,000, respectively.

For each of the period from 14 March 2008 to 31 December 2008, the year ended 31 December 2009, none of the executive Directors and independent non-executive Directors of the Company received remuneration from our Company. For the eleven months ended 30 November 2010, the aggregate remuneration paid to our executive Directors by our Company amounted to RMB744,000. Further, none of our Directors waived any remuneration during that period.

We expect the annual Directors' fee and other emoluments payable by our Company for the year ended 31 December 2011 to be RMB5.5 million.

Save as disclosed in the section headed "Relationship with Controlling Shareholders" in this Prospectus, none of our Controlling Shareholders, Directors and their respective associates are interested in any business which competes or is likely to compete with our business.