
DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Our Board of Directors consists of seven Directors, three of whom are independent non-executive Directors.

The following table sets forth certain information concerning our Directors:

Name	Age	Title	Date of Appointment as Director
Xie Yingxia (謝鶯霞)	35	Chairman and Executive Director	29 November 2011
Jin Chungen (金春根)	50	Chief Executive Officer and Executive Director	29 November 2011
Yang Bin (楊斌)	38	Executive Director	29 November 2011
Tseung Hok Ming (蔣學明)	50	Non-executive Director	29 November 2011
Cao Guoqi (曹國琪)	49	Independent non-executive Director	28 May 2012
Cao Kuangyu (曹貺予)	62	Independent non-executive Director	28 May 2012
Lee Ho Yiu Thomas (李浩堯)	34	Independent non-executive Director	28 May 2012

Executive Directors

Xie Yingxia (謝鶯霞), aged 35, is the Chairman and an executive Director of the Company, responsible for the financial matters of the Group. Ms. Xie obtained a bachelors degree in investment economics from Fudan University (復旦大學) and a masters degree in business administration from China Europe International Business School (中歐國際工商學院), an accredited institution authorized by the PRC Ministry of Education to grant the said degree. Ms. Xie has extensive experience in financial management. From 1998 to 2001, Ms. Xie had worked for Xiamen International Bank as the account manager and the deputy head of the credit department, responsible for marketing, running account credit and account services. Subsequently from 2001 to 2008, Ms. Xie had worked for Orient Holdings Group Limited (“Orient Holdings”), an investment holding company, as the manager of the investment department, the chief financial officer and the vice president, responsible for evaluation and management of project investment, financial management, human resources and administrative matters, etc. Since joining our Group in July 2008, Ms. Xie has been serving as a director of Dongwu Cement and was responsible for formulating annual budget, business plan, long term/strategic development of our Company and monitoring

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the implementation, conducting internal audit as well as reviewing and monitoring the performance of our senior management. Through active involvement in daily operation and management of Dongwu Cement, Ms. Xie gained specific knowledge and experience in cement industry. Ms. Xie did not hold any directorship in any other listed companies in the past three years.

Jin Chungen (金春根), aged 50, is the Chief Executive Officer and an executive Director of the Company, responsible for the Group's general operation. Mr. Jin has extensive experience in cement-related industries such as highway operation, maintenance and renovation, etc. From 1995 to 2005, Mr. Jin had been the general manager of Wujiang Yuan Tong Road Construction and Development Co., Ltd. (吳江遠通公路建設發展有限公司), a company principally engaged in the operation and toll collection of the National Highway Road No. 318 (Wujiang Section), responsible for the company's day-to-day management such as operation of toll roads, daily maintenance and renovation of roads, human resources, financial and administrative matters, etc. During the said period, Mr. Jin was heavily involved in the operation of toll highways as well as maintenance and renovation of roads, and since the operation, maintenance and renovation of roads involve substantial use of, inter alia, cement, Mr. Jin has also gained specific knowledge and experience in cement. Mr. Jin also possesses over 33 years of experience in corporate management. Between 1979 and 1990, Mr. Jin had worked for Jiangsu Orient as an officer and officer head, responsible for the company's daily operational and management affairs. Subsequently from 1991 to 1994, Mr. Jin had served as a general manager for Wujiang Fuyuan Garment Co., Ltd (吳江富源製衣有限公司), a company principally engaged in the processing garment, responsible for the company's overall management. Since joining our Group in January 2007, Mr. Jin has served as the director, chairman and general manager, respectively, of Dongwu Cement, and is responsible for the management of Dongwu Cement's daily operation, such as making production plan, raw materials procurement and sales etc. Currently, Mr. Jin is the vice chairman of the Cement Committee (the third session) of Jiangsu Province Building Material Industry Association (江蘇省建材行業協會第三屆水泥分會). Mr. Jin did not hold any directorship in any other listed companies in the past three years.

Yang Bin (楊斌), aged 38, is an executive Director of the Company. Mr. Yang graduated from Tsinghua University (清華大學) majoring in mechanical engineering and University of International Business and Economics (對外經濟貿易大學) with a masters degree in business administration. Mr. Yang possesses over 10 years of experience in investment and capital markets. From 2000 to 2008, Mr. Yang was the manager of the investment division, assistant to the president and vice president of Orient Holdings. Since 2009, Mr. Yang has served as the vice president of Far East International. Since joining our Group in March 2010, Mr. Yang has become a director of Dongwu Cement, and participated in the overall management of Dongwu Cement, such as participating in the board meetings of Dongwu Cement, reviewing major decisions submitted to the board on operational matters, and reviewing the reports by the general manager.. Mr. Yang did not hold any directorship in any other listed companies in the past three years.

Non-executive Director

Tseung Hok Ming (蔣學明), aged 50, was appointed as a non-executive Director of the Company on 29 November 2011. Mr. Tseung possesses over 25 years of experience in business and investment. He has been a director of Orient Financial Holdings Limited since July 2002, a director

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of Far East International since March 2004, a director of Orient International Petroleum & Chemical Limited since December 2004, a director of Sunshine Oilsands Limited, a company listed on the Stock Exchange (stock code: 02012) since March 2010 and a director of Orient International Resources Group Limited since April 2010.

Mr. Tseung began his career in 1986 as a director of a factory in Suzhou Province and was responsible for overseeing textile manufacturing and trading. In 1996, Mr. Tseung established Orient International Group (HK) Limited, a textile trading and investment business, and managed the business as a director until 2005. In 1995, Mr. Tseung invested into Wujiang Yuan Tong Highway Construction and Development Limited, a highway construction and operations management business. He has acted as its Vice Chairman since 1995, and responsible for its investment and construction business. In 2003, Mr. Tseung invested in Anhui Hefei-Caohu-Wuhu Highway Limited, which is principally engaged in the business of highway construction and maintenance, and acted as its chief representative until 2005. In June 2003, Mr. Tseung invested in Dongwu Cement, whose business scope is manufacture and sales of clinker and cement.

Mr. Tseung acted as a director of the second board of directors of China Foreign Affairs University from 2005. Mr. Tseung is currently a vice chairman of the Hong Kong Financial Services Institute and the Hong Kong China Education Fund. Mr. Tseung graduated from the Chinese Academy of Social Sciences (中國社會科學院) in 1998 majoring in International Trading. Save as disclosed above, Mr. Tseung did not hold any directorship in any other listed companies in the past three years.

Independent Non-executive Directors

Cao Guoqi (曹國琪), aged 49, was appointed as an independent non-executive Director of the Company on 28 May 2012. Mr. Cao specializes in project investment, finance and management, fund operation and management, mergers and acquisitions, assets and capital operations, human resources management and project consultation. Mr. Cao obtained a doctoral degree in political economics from Shanghai Academy of Social Sciences (上海社會科學院) in 2004. Mr. Cao has been the MBA supervisor Shanghai Advanced Institute of Finance, Shanghai Jiaotong University (上海交通大學上海高級金融學院) since December 2011, the part-time professor of Hunan University (湖南大學) since April 2008, the consultant to the government of Dongli District of Tianjin Municipality (天津市東麗區政府顧問) since March 2010, the executive director and general manager of Probest Limited in Hong Kong, the executive director and general manager of Master Energy INC in Hong Kong, and was appointed as the general manager of Shanghai Lingang New City Investment and Development Co., Ltd. (上海臨港新城投資開發集團有限公司) from April 2002 to April 2005. Mr. Cao is also an independent non-executive director of Shanghai Jiaoda Withub Information Industrial Company Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8205). Mr. Cao is also an independent director of Inner Mongolia Jinyu Group Stock Company (內蒙古金字集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600201). Save as disclosed above, Mr. Cao did not hold any directorship in any other listed companies in the past three years.

Cao Kuangyu (曹貺予), aged 62, was appointed as an independent non-executive Director of the Company on 28 May 2012. Mr. Cao has over 30 years of experience in the banking industry. Mr. Cao graduated from Hunan University in 1981 with a bachelors degree in economics, and obtained

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his masters degree in financial management from the University of London in 1998. Mr. Cao worked in the Bank of China, Hunan branch from 1981 to 1996 and his last position was the deputy general manager of the branch. In 1996, Mr. Cao was transferred to the Singapore branch of Bank of China as deputy general manager until 1999. Mr. Cao worked in Citic Bank, Shenzhen branch from 1999 to 2003 and his last position was the president of the branch. Mr. Cao came to Hong Kong in 2003 when he worked as managing director, head of global investment banking division of BOCI Asia Limited until 2007. Mr. Cao has been an independent non-executive director of JLF Investment Company Limited (formerly known as Applied (China) Limited), a company listed on the Stock Exchange (stock code: 00472) since February 2004, and Huili Resources (Group) Limited, a company listed on the Stock Exchange (stock code: 01303) since December 2011. Mr. Cao also served as an independent non-executive director of Simsen International Corporation Limited (stock code: 00993) from April 2010 to June 2010. Save as disclosed above, Mr. Cao did not hold any directorship in any other listed companies in the past three years.

Mr. Cao Kuangyu and Mr. Cao Guoqi do not have any blood or family relationship.

Lee Ho Yiu, Thomas (李浩堯), aged 34, was appointed as an independent non-executive Director of the Company on 28 May 2012. Mr. Lee has extensive experience in auditing, accounting and financial management. Mr. Lee is currently a partner of Messrs. Lee, Au & Co., Certified Public Accountants. Mr. Lee previously worked as an assistant financial controller in a multinational luxury brands group and also worked at one of the big four international accounting firms. Mr. Lee is a fellow of the Association of Chartered Certified Accountants, a practicing member of the Hong Kong Institute of Certified Public Accountants, a certified tax advisor and member of the Hong Kong Taxation Institute, a certified internal auditor of the Institute of Internal Auditors and a certified information systems auditor of the ISACA. Mr. Lee holds a bachelor's degree in science from the University of Warwick and a second bachelor's degree in Chinese law from Tsinghua University (清華大學) in Beijing. Mr. Lee is currently an independent non-executive director of Suncorp Technologies Limited (stock code: 1063), ABC Communications (Holdings) Limited (stock code: 0030) and Active Group Holdings Limited (stock code: 1096). All the aforesaid companies are listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Lee did not hold any directorship in any other listed companies in the past three years.

SENIOR MANAGEMENT

Hu Xiaowei (胡小偉), aged 36, is deputy general manager of Dongwu Cement. Mr. Hu is responsible for the marketing and sales of our Group. Prior to joining our Group in December 2006, Mr. Hu worked for Orient Holdings, an investment holding company, as the manager of the assets management department and was responsible for management of external investment enterprises and administrative matters. Mr. Hu graduated from the School of Management of Donghua University (東華大學) with a master degree in corporate governance.

Wu Junxian (吳俊賢), aged 31, is a deputy general manager of Dongwu Cement. Mr. Wu is responsible for human resources, internal controls and procurement of the Group. Mr. Wu joined our Group in March 2009, and has held various positions in Dongwu Cement such as assistant to general manager and deputy general manager. Prior to joining our Group, Mr. Wu worked for Orient Holdings,

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an investment holding company, as an officer of the assets management department, responsible for project research and development from 2003 to 2007. Mr. Wu subsequently worked for Shanghai Keli Communications Technology Co., Ltd. (上海科立通訊科技有限公司), a company principally engaged in communication construction and services, as a project manager and was responsible for project development and customer service from 2007 to 2009. Mr. Wu graduated from Nanjing Audit University (南京審計學院) in 2003 with a bachelor degree in management administration.

Han Fuliang (韓福亮), aged 43, is a deputy general manager of Dongwu Cement. Mr. Han is responsible for the production of the Group. Mr. Han possesses over 20 years of experience in the management of cement production, and was previously the head of the production departments in a number of cement enterprises including Jilin Yatai Cement Company Ltd (吉林亞泰水泥有限公司) and Zhejiang Shenhe Cement Company Ltd (浙江申河水泥股份有限公司), respectively. Mr. Han joined our Group in June 2008, and has held various positions in Dongwu Cement such as chief engineer and deputy general manager. Mr. Han graduated from Changchun Institute of Optics and Fine Mechanics (長春光學精密機械學院) in 1993 and obtained tertiary education qualification in cement technologies.

Zhu Qi-wei (朱奇偉), aged 36, is the chief financial officer of our Group. Mr. Zhu joined our Group since May 2009. Mr. Zhu possesses extensive financial and management experience in manufacturing industry and also experienced in financial data analysis. He is familiar with tax policies and regulations in the PRC. Prior to joining the Group, Mr. Zhu previously worked as Assistant to the chief financial officer of General Management Office of Brilliance Tiancifu Group from 1998 to 2003, as vice manager of financial department, General Management Office Executive and Manager of Management Department of Choice Printing (Shanghai) Co., Ltd. from 2003 to 2007 and as Manager of Operating Analysis Department of Shanghai Only Education and Technology Company Limited (上海昂立教育科技有限公司) from 2008 to 2009. Mr. Zhu obtained a bachelor degree in accounting from Shanghai University of Finance and Economics (上海財經大學) in 1998 and passed CPA exam in 2003 and has been qualified as a non-practicing member of Chinese Institute of Certified Public Accountants since 2005. In 2004, Mr. Zhu was qualified as a medium level accountant.

JOINT COMPANY SECRETARIES

Sun Xin (孫馨), aged 28, was appointed as the joint company secretary of the Company on 28 May 2012. Ms. Sun joined the Group in August 2010. From August 2006 to August 2010, Ms. Sun acted as the senior consultant of the business advisory and tax consultancy department of Deloitte Touche Tohmatsu CPA Ltd. During the office term, Ms. Sun was responsible for the provision of due diligence service and structuring support to the foreign multi-national companies and the private equity funds concerning acquisition activities in the PRC, as well as the provision of tax consultancy services, including international tax consultancy, indirect tax consultancy, general domestic tax consultancy and tax standardization. From September 2002 to July 2006, Ms. Sun studied at Shanghai International Studies University (上海外國語大學) majoring in international economic law and obtained a bachelor degree in law. From September 2003 to June 2005, she studied at Shanghai University of Finance and Economics (上海財經大學) and obtained the Certificate for Second Major (輔修專業證書) in Accounting. Ms. Sun is currently a member of The Chinese Institute of Certified Public Accountants (中國註冊會計師協會).

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Chan Chin Wang Keith (陳展泓), aged 36, was appointed as the joint company secretary of the Company on 28 May 2012. Mr. Chan obtained his Bachelor of Laws degree in 1998 from the City University of Hong Kong, Master of Laws from the University of Hong Kong in 2005 and International Diploma in compliance from the University of Manchester Business School in 2008. Mr. Chan was admitted as a solicitor of the High Court of Hong Kong in January 2003. Mr. Chan was in private practice from 2003 to 2007 before he became an in-house legal counsel in 2008. From 2008 to 2011, Mr. Chan was the in-house legal counsel for a number of companies listed on the Main Board of the Stock Exchange, advising on corporate, company secretarial and compliance matters. He was appointed as the joint company secretary and authorized representative of Amax Holdings Limited (Stock Code: 959) in August 2009 and had become its sole company secretary in November 2009 until his resignation of both positions in June 2010. Mr. Chan is an associate solicitor of Messrs. Li & Partners, a practising law firm in Hong Kong since January 2012. He is not an employee of our Company and he provides services to our Company as an external service provider.

BOARD COMMITTEE

Audit Committee

We established the audit committee on 28 May 2012 in accordance with the requirements of Rule 3.21 of the Listing Rules and the Corporate Governance Code as set out in Appendix 14 of the Listing Rules. The written terms of reference of the committee are formulated in compliance with the Corporate Governance Code as set out in Appendix 14 of the Listing Rules.

The audit committee is comprised of three members, namely, Lee Ho Yiu Thomas, Cao Kuangyu and Cao Guoqi, all of whom are Independent non-executive Directors. The primary duties of the audit committee are to review and supervise our financial reporting processes and internal control systems, nominate and monitor external auditors and provide advice and comments to the Directors. Mr. Lee Ho Yiu Thomas is the chairman of the audit committee.

Remuneration Committee

We established the remuneration committee on 28 May 2012 in compliance with the Corporate Governance Code as set out in the Listing Rules. The written terms of reference of the committee are formulated in compliance with the Corporate Governance Code as set out in Appendix 14 of the Listing Rules.

The remuneration committee is comprised of three members, namely, Lee Ho Yiu Thomas, Cao Kuangyu and Cao Guoqi, all of whom are Independent non-executive Directors. The primary duties of the remuneration committee are to evaluate the performance and determine the remuneration packages of our executive Directors and senior management and to make recommendations on the remuneration of our non-executive Director. Mr. Cao Guoqi is the chairman of the remuneration committee.

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Nomination Committee

We established the nomination committee on 28 May 2012 in compliance with the Corporate Governance Code as set out in the Listing Rules. The written terms of reference of the committee are formulated in compliance with the Corporate Governance Code as set out in Appendix 14 of the Listing Rules.

The nomination committee is comprised of three members, namely, Lee Ho Yiu Thomas, Cao Kuangyu and Cao Guoqi, all of whom are Independent non-executive Directors. The chairman of the nomination committee is Mr. Cao Guoqi. The primary duties of the nomination committee are to review the structure, size and composition of our Board on a regular basis and make recommendations to our Board regarding the nomination of appropriate candidates to fill vacancies on our Board. Mr. Cao Guoqi is the chairman of the nomination committee.

COMPENSATION OF DIRECTORS

During the Track Record Period, our Group has not granted any fees, salaries, housing allowances, other allowances, benefits in kind (including contribution to the pension scheme on behalf of our Directors) or discretionary bonuses to any of our Directors.

COMPLIANCE ADVISER

We intend to appoint Guotai Junan Capital Limited as our compliance adviser pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the compliance adviser will advise us in the following circumstances:

- (i) before 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 share issues and share repurchases;
- (iii) if our Group proposes to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or if the business activities, developments or results of our Group deviate from any forecast, estimate or other information in this prospectus; and
- (iv) if the Stock Exchange makes an inquiry of our Group under Rule 13.10 of the Listing Rules regarding unusual movements in the price or trading volume of the Shares.

The term of appointment of the compliance adviser shall commence on the Listing Date and end on the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year ending 31 December 2013, and such appointment may be subject to extension by mutual agreement. Guotai Junan Capital Limited has confirmed that it is independent to our Group and satisfies all the independence criteria as stipulated under Rule 3A.07 of the Listing Rules.