
DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

DIRECTORS

The board consists of eight Directors, three of whom are independent non-executive Directors. The Directors were elected at a meeting of the shareholders of the Company for a term of three years, renewable upon re-election and re-appointment. As provided for in “The State Economic and Trade Commission and China Securities Regulatory Commission’s Opinion of Further Promoting the Regulated Operation and Deepening Reform of Companies Listed Overseas” (國家經濟貿易委員會中國證券監督管理委員會關於進一步促進境外上市公司規範運作和深化改革的意見) an independent non-executive Director cannot concurrently hold the position of a Supervisor, manager or financial controller of the Company. The functions and duties conferred on the Board include convening shareholders’ meetings, reporting its work to the shareholders’ meetings, implementing the resolutions of the shareholders, determining the Company’s business plans and investment plans, formulating the Company’s annual budget and final accounts, formulating proposals for the Company’s dividend and bonus distributions and for the increase or reduction of capital, as well as exercising other powers, functions and duties as conferred by the Articles of Association. To the extent any conflict of interest arises in respect of any Director or Supervisor, such conflicts shall be dealt with in accordance with both the GEM Listing Rules and relevant laws and regulations.

Executive Directors

Mr. Ye Shi Qu, aged 56. He is the Chairman and an executive Director of the Company. Mr. Ye is responsible for formulating the overall strategies and business directions of the Company. Mr. Ye is the founder of Tianda Holding and has been its Chairman since then. It is expected that Mr. Ye will resign from the directorship of Tianda Holding within 6 months after the Listing Date. Mr. Ye is very experienced in the operations of specialized seamless pipe production and in his many years in this industry, has demonstrated a keen understanding of this industry. Mr. Ye had been awarded the Model of National Agricultural Labour, National Excellent County Entrepreneur, Top Ten Entrepreneur in Anhui Province and Third China Best Entrepreneur of Privately owned Enterprises. Mr. Ye is also a director of Konka Group Co., Ltd., a company listed on The Shenzhen Stock Exchange. Mr. Ye is also the Deputy Chairman of the Enterprises Association and Entrepreneur Association of Anhui Province and the Deputy Chairman of the Federation of Industrial Economics. Mr. Ye was appointed as a Director in April 2006 but has been involved in the Company’s business since 1993 (then operated by one of the Company’s predecessors). Mr. Ye is the uncle of Mr. Liu Peng, a non-executive Director of the Company.

Mr. Zhang Hu Ming, aged 37. He is the Deputy Chairman, an executive Director and the General Manager of the Company. Mr. Zhang was a director of Tianda Holding until 13 November 2006 when he resigned from Tianda Holding as part of the pre-IPO restructuring process. He is responsible for and devotes all of his time to the daily management and operations of the Company. Mr. Zhang is very experienced in the specialized seamless pipe industry and its management. Since 1995, Mr. Zhang was the head of Tianda Seamless Steel Pipe Factory, the head of Tianda Tianchang Seamless Steel Pipe Factory and the general manager of Tianda Special Steel Pipe Company. With his outstanding capabilities in business operations and management, Mr. Zhang was awarded National Excellent County Entrepreneur in 2005. Mr. Zhang was the representative of the Tenth Session of Anhui

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

National People's Congress. Mr. Zhang graduated from the Department of Business Management in Chuzhou College (formerly known as the Vocational School for Education in Chuzhou) in 1991 with post-secondary qualification. He has also obtained a diploma in National Economics from the business school of the University of Nanjing in July 2002. Mr. Zhang was appointed as a Director in April 2006 but has been involved in the Company's business since 1993 (then operated by one of the Company's predecessors).

Mr. Xie Yong Yang, aged 48. He is an executive Director. Mr. Xie was a director of Tianda Holding until 13 November 2006 when he resigned from Tianda Holding as part of the pre-IPO restructuring process. He has devoted all his efforts to assist the general manager of the Company in the daily administration and management of production operation since his appointment as an executive Director of the Company. Mr. Xie has engaged in business management for nearly 30 years and is very experienced in business management and project management. He was in charge of several technology upgrade projects. Prior to Mr. Xie's resignation from Tianda Holding, he also participated in the research, decision making and planning for major projects of Tianda Holding. Mr. Xie was graduated from the Hefei Industrial University with a post-secondary qualification in economics management. Mr. Xie was appointed as a Director in April 2006 but has been involved in the Company's business since April 2000 (when it was then operated by one of the Company's predecessor). Mr. Xie is the brother-in-law of Ms. Huang Yao Qi.

Non-executive Directors

Mr. Zhang Jian Huai, aged 37. He is a non-executive Director and has been working in the finance and accounting industries for many years and is very experienced in financial practices and operation. Since 2005, he has been the Deputy Financial Controller of Tianda Holding. Mr. Zhang graduated from the Institute of Chinese Communist Party with a bachelor degree in economics management. Mr. Zhang was appointed as a Director in April 2006 but has been involved in the Company's business since October 2005 (when it was then operated by one of the Company's predecessor).

Mr. Liu Peng, aged 29. He is a non-executive Director. He graduated from the Department of Finance in Nankai University in 1997. He was awarded Master of International Business Administration jointly by the Institute of Economics and Management of Qinghua University and Sloan School of Management under Massachusetts Institute of Technology in the US. Mr. Liu has been a non-executive Director of the Company since June 2006. Mr. Liu is the nephew of Mr. Ye Shi Qu, chairman of the board of Directors.

Independent non-executive Directors

Mr. Zhao Bin, aged 41. Mr. Zhao is a PRC registered accountant and a PRC registered valuer. Mr. Zhao was appointed as an independent non-executive director of the Company in July 2006. Mr. Zhao is the shareholder, deputy chief accountant and deputy general manager of Beijing Zhongxing Xinshizi Accounting Firm. Between 1996 and 2002, Mr. Zhao was engaged by the auditing and valuation department at Anhui Huapo Accounting Firm, Jinhai Branch. Mr. Zhao has also been engaged in the teaching and academic research of accounting, auditing, financial management and securities investment at Anhui Polytechnic University. In 1991, Mr. Zhao was awarded master degree by Anhui Polytechnic University

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

(formerly known as Huinan Mining College). Between March 2002 and 2006, Mr. Zhao was engaged in doctoral research at the China Mining University in Beijing. Mr. Zhao is very experienced in the auditing and establishment of financial management, internal control and risk management for companies. The Board considers Mr. Zhao has the appropriate professional qualification or expertise in accounting and financial management as provided in Rule 5.05 of the GEM Listing Rules and is an appropriate candidate for being independent non-executive director. He was appointed as an independent non-executive Director of the Company in July 2006.

Mr. Wu Chang Qi, aged 70. He is the president of the Assembly for Association of Business Management and the Association of Entrepreneur of Anhui Province, Honourary Chairman of University of Anhui and Anhui Province International Entrepreneur Exchange Association. Mr. Wu is very knowledgeable in the area of enterprise management. He graduated from Hangzhou Civil Engineering College. He was appointed as an independent non-executive Director of the Company in June 2006.

Mr. Wang Xiu Zhi, aged 70. He is Honourary Chairman of Anhui Province Science Association and the Chairman of the Joint Association for Environmental Protection in Anhui Province. He graduated from the Department of Metallurgy in the University of Chongqing with university graduate qualification. He was the manager of Maanshan Iron & Steel Company Limited. Mr. Wang has been engaged in the management of metallurgy industry for many years and considerably experienced in corporate management. He was appointed as an independent non-executive director of the Company in June 2006.

SUPERVISORS

Mr. Liu Jun Chang, aged 40. He was named Model Labour of Anhui Province in September 2002. He graduated from Hefei Industrial University with a major in economics management in June 2002. He is the chairman of the Supervisory Committee of Tianda Holding. He was appointed as the Chairman of the Supervisory Committee of the Company on 13 April 2006 but has been involved in the Company's business since August 2004 (when it was then operated by one of the Company's predecessor).

Mr. Yong Jin Qui, aged 32. He graduated from Anhui Agricultural University with a major in agricultural machinery. He was appointed as a director of Tianda Holding in July 2004. He was appointed as a Supervisor of the Company on 13 April 2006 but has been involved in the Company's business since August 2004 (when it was then operated by one of the Company's predecessor).

Mr. Yang Quan Fu, aged 33. He graduated from Hefei Industrial University with a major in economy management in June 2002. He has been engaged in the production and management related activities of the Company since December 1994 when he first joined the predecessor of the Company. He was appointed as a Supervisor from staff representative of the Company on 13 April 2006.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

Mr. Ho Kin-Cheong, Kelvin, aged 39. He is the Qualified Accountant, joint Company Secretary and deputy financial controller of the Company. Mr. Ho is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants and holds a bachelor degree in business administration from the Hong Kong Baptist College. Mr. Ho has over 15 years of experience in finance and accounting. Prior to joining the Company, between June 1992 and September 2006, Mr. Ho was responsible for accounting, finance or company secretarial matters for several listed companies in Hong Kong, namely SMI Publishing Group Limited, SMI Corporation Limited, Garron International Limited, Hanny Holdings Limited, Shenzhen High-Tech Holdings Limited, Global Tech (Holdings) Limited, Hong Kong Pharmaceutical Holdings Limited, South East Group Limited, Climax International Company Limited and Great Wall Cybertech Limited. Mr. Ho was also appointed to be an independent non-executive director of Macau Prime Properties Holdings Limited from 2001 to 2003 and the Company Secretary of China Enterprises Limited, a company whose shares are listed in the United States of America. Mr. Ho joined the Company on 11 September 2006.

Mr. Wang Yi, aged 35. He graduated from Anhui Mechanical and Electrical Institute with a major in heat processing in 1997. He joined the Company after graduation and had been involved in the Company's business (then operated by one of the Company's predecessors) since July 1997. In 2002, in assisting the preparation for the construction of hot-rolled oil well pipe production line as in charged by Mr. Zhang Hu Ming, the General Manager, he devoted much effort to the successful commencement of operation of Chuzhou Branch. In October 2005, he was appointed as the deputy general manager of Tianda Special Steel Pipe Company. In May 2006, he was appointed as the deputy general manager of the Company and in charge of Chuzhou Branch.

Mr. Zhang Chun Xiang, aged 36. He graduated from Anhui Mechanical and Electrical Institute with a major in heat processing in 1993. He joined the Company after graduation and had been involved in the Company's business (then operated by one of the Company's predecessors) since July 1993 engaging in quality control and technology management for approximately 11 years. He was the head of quality inspection division and technology division. Mr. Zhang has much vision to the development of steel pipe industry. During these years, he has been committed to the research and development of the Company. New products researched and developed under his supervision were awarded numerous incentives by the government. In 2002, he participated in the preparation for the construction of hot-rolled oil well pipe production line. In October 2005, he was appointed as the chief engineer of Tianda Special Steel Pipe Company. In May 2006, he was appointed as the chief engineer of the Company and in charge of the research and refining of new products, research and development of products and research of techniques.

Mr. Geng Wei Long, aged 42. He graduated from Hefei Industrial University in June 1998 with a major in business administration. He joined the Company in May 1993. He was the supervisor of workshop of Oriental Industry Metal Company, head of production division of Tianda Tianchang Seamless Steel Pipe Factory and deputy head of production plant of Tianda Tianchang Seamless Steel Pipe Factory. Mr. Geng has been engaged in production management for 13 years. He has been involved in the Company's business since 1993 (then

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

operated by one of the Company's predecessors) and in October 2005, he was appointed as the deputy general manager of Tianda Special Steel Pipe Company. In 2006, he was appointed as the deputy general manager of the Company and in charge of the research and development as well as production management at the Tianchang headquarters.

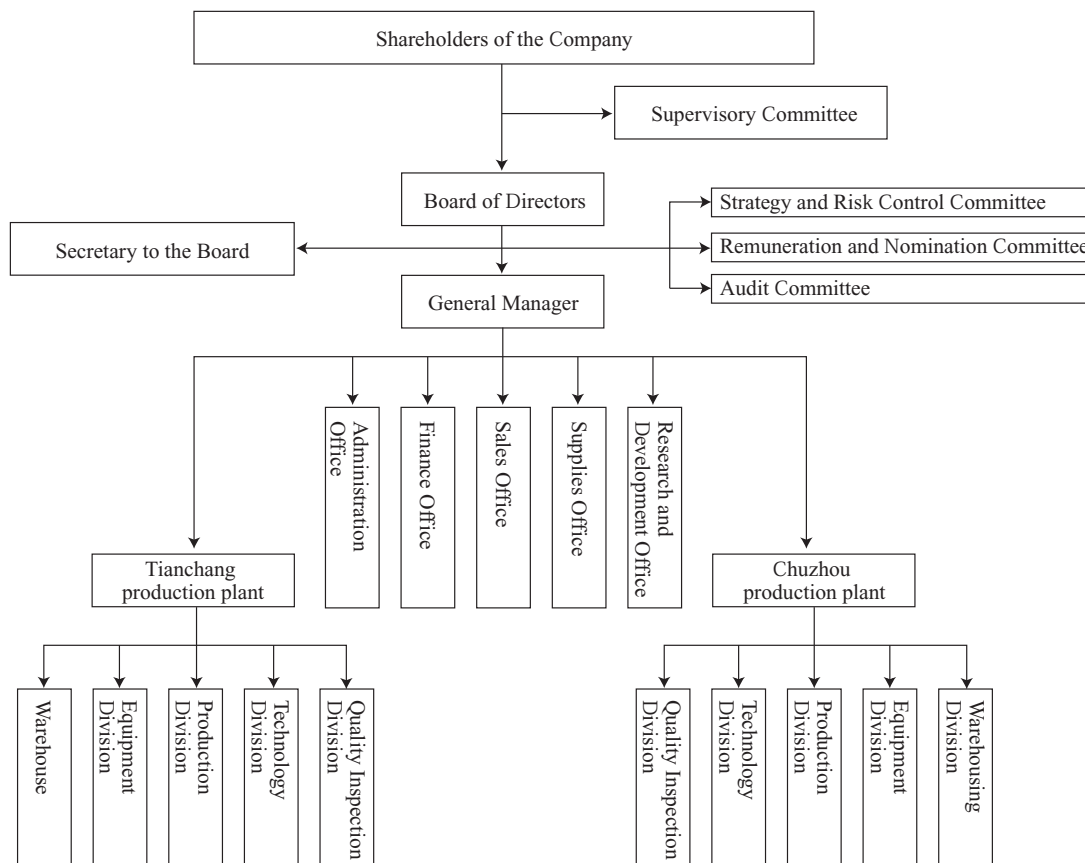
Mr. Lv Si Yu, aged 30. He started his career in 1993. He graduated from Hefei Industrial University in June 2002 with a major in economics and management. He joined the Company in December 1993. He was the sales manager, and has been engaged in sales of steel pipe products for 11 years. He has in-depth understanding to the steel pipe industry and very experienced in sales and marketing. In October 2005, he was appointed as the general manager for sales and was responsible for all external sales activities of Tianda Special Steel Pipe Company. He has been involved in the Company's business since 1993 (then operated by one of the Company's predecessors) and in May 2006, he was appointed as the deputy general manager of the Company and is in charge of the sales and marketing division.

Ms. Huang Yao Qi, aged 43. She graduated from Hefei Industrial University in June 2002 with a major in economics and management. Ms. Huang has been involved in financial work for over 20 years and is very experienced in such area. She joined the Company in August 2004. She has been involved in the Company's business since 2004 (then operated by one of the Company's predecessors) and in November 2005, she was appointed as the financial controller of Tianda Special Steel Pipe Company. In May 2006, she was appointed as the financial controller of the Company. Ms. Huang is the sister-in-law of Mr. Xie Yong Yang.

Mr. Chen Dong, aged 26. He graduated from Chuzhou Broadcasting and Television University in June 2000 and is the head for the corporate office of Tianda Holding. Between May 2004 and April 2005, he received training at Shanghai Shi Pang Corporate Management Advisory Company Limited in relation to corporate management. He joined the Company in April 2006 and was appointed as the Secretary to the Board of the Company on 13 April 2006.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

ORGANIZATION OF THE COMPANY



The Board of Directors established three special committees on 24 July 2006, namely Strategy and Risk Control Committee, Remuneration and Nomination Committee and Audit Committee. Each committee will have its specific responsibilities and authorities.

Strategy and Risk Control Committee

The Strategy and Risk Control Committee of the Company comprised three directors, namely Mr. Wang Xiu Zhi (Chairman of the Committee), Mr. Wu Chang Qi and Mr. Zhang Hu Ming. The main responsibilities of the committee is to review and consider the overall strategic direction and business development for the Company, to consider, assess and review major investments, acquisitions and disposals of the Company and make recommendations to the board of Directors, to assist the board of Directors to supervise and examine the risk control strategy of the Company and to enhance the Company's risk control system.

Remuneration and Nomination Committee

The Remuneration and Nomination Committee of the Company comprised three directors, namely Mr. Wu Chang Qi (Chairman), Mr. Wang Xiu Zhi and Mr. Xie Yong Yang. The main responsibilities of the committee is to review and consider the remuneration policies and structure for the Company's directors and senior management and make

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

proposals to the board of Directors, to review and approve the performance-linked emoluments with reference to the objectives of the Company as adopted from time to time by the board of Directors, to nominate candidates for directors, to examine nominations for directors and to make recommendations to the board of Directors for the appointments.

Audit Committee

The Company established an audit committee on 24 July 2006 with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Company and provide advice and comments to the Board.

The audit committee has 3 members comprising the 2 independent non-executive Directors and 1 non-executive Director, namely Mr. Zhao Bin, Mr. Wu Chang Qi and Mr. Zhang Jian Huai. Mr. Zhao Bin is the chairman of the audit committee.

The main responsibility of the Audit Committee is to review and monitor the financial reporting procedures of the Company. The Audit Committee is also responsible for the appointment of auditor, its remuneration and any matters relating to the removal and resignation of the auditor. In addition, the Audit Committee shall also review the effectiveness of the Company's internal control measures, including the regular review on the internal control procedures for the Company's structure and business process flow on an ongoing basis, and to consider the potential risks and their relevance to the business operation of the Company and effectiveness on implementation of business objectives and strategies. The scope for review includes financial, operations, legal and risk management. The Audit Committee shall also review the internal audit plan of the Company and to submit report and recommendations to the board of Directors on a regular basis.

The audit committee will assess, on a quarterly basis, all transactions which have taken place in the previous financial quarter between the Company and Tianda Holdings and its subsidiaries. The executive Directors have confirmed that the independent non-executive Directors will be notified in advance of any transaction which reaches the disclosure threshold or requires independent shareholders' approval under Chapter 20 of the GEM Listing Rules. Disclosure in relation to such transactions will be made by the Company in compliance with the requirements of the GEM Listing Rules.

COMPLIANCE OFFICER

Mr. Zhang Hu Ming, is the deputy chairman of the Board, an executive Director and General Manager of the Company. Mr. Zhang's personal particulars are set out in the paragraph headed "Executive Directors" in this section. Mr. Zhang will be advising on and assisting the Board in implementing procedures to ensure the Company will comply with the GEM Listing Rules and other relevant laws and regulations applicable to the Company and will be responsible for responding efficiently to all enquiries directed to the Company by the Stock Exchange.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

COMPLIANCE ADVISER

The Company will appoint Somerley Limited as its compliance adviser pursuant to Rule 6A.19 of the GEM Listing Rules. The term of the appointment shall commence on the Listing Date and ends on the date on which the Company complies with Rule 18.03 of the GEM Listing Rules in respect of its financial results for the second full financial year after the Listing Date (i.e. the date of despatch of the annual report of the Company in respect of its results for the financial year ending 31 December 2008), subject to early termination.

Pursuant to Rule 6A.23 of the GEM Listing Rules, the compliance adviser will advise the Company on the following matters:

- (1) before the publication of any regulatory announcement, circular or financial report;
- (2) where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- (3) where the Company proposes to use the proceeds of the initial public offering in a manner different from that detailed in the listing document or where the business activities, developments or results of the Company deviate from any forecast, estimate, or other information in the prospectus; and
- (4) where the Stock Exchange makes an inquiry of the Company regarding unusual movements in the price or trading volume of the Company.

STAFF

Overview

As at 30 June 2006, the Company had 825 full-time employees, whose functions in the Company are analyzed as follows:

| | |
|--------------------------|-------------------|
| Research and development | 27 |
| Production | 651 |
| Quality control | 62 |
| Sales and marketing | 29 |
| Administration | <u>56</u> |
| Total | <u><u>825</u></u> |

Relationship with staff

Since its establishment, the Company has not experienced any material difficulty in employing or retaining its staff, or any disruption to its normal business operations as a result of labour disputes and/or significant turnover of staff. The Directors believe that the Company has maintained a very good relationship with its staff.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Staff benefits

The Company provides employee benefits including basic pension fund, basic medical insurance and two insurance schemes.

As stipulated by the PRC state regulations, the Company participates in a defined contribution retirement plan. All formal employees are entitled to an annual pension equal to a fixed proportion of the average basic salary amount earned of their last employment at their retirement date. The Company is required to make contributions to the local social security bureau at rates of 20% of the average basic salaries earned where the employees to whom the defined contributions retirement plan is applicable are under employment with the Company. The Company has no obligations for the payment of pension benefits beyond the annual contributions to the local social security bureau as set out above.

The remuneration package of the Company includes salaries, incentives (such as bonus based on work performance) and allowances. In accordance with the laws and regulations for the labour and social welfare of the state and the local government, the Company shall contribute social insurance for its staff every month, including pension insurance, medical insurance, unemployment insurance, occupational injuries insurance and dormitory reserve. Pursuant to the prevailing local regulations, the Company contributes 20%, 6%, 2%, 1% and 5% of the total basic salaries for every staff as its contributions to pension insurance, medical insurance, unemployment insurance, occupational injuries insurance and dormitory reserve, respectively.

Adequate provisions have been made at the accounts based on the relevant laws and regulations.

Application is in progress for the Company to participate in a mandatory provident fund scheme in respect of its employee in Hong Kong. It is expected that contributions will be made at a rate of 5% of the employee's salary by each of the Company and its employee.