

### DIRECTORS

Our Board consists of seven Directors, two of whom are executive Directors, two are non-executive Directors and three are independent non-executive Directors. The details of such Directors are set out below.

#### Executive Directors

**Li Kwok Cheong** (李國昌), aged 52, is our executive Director and chairman. He was appointed as a Director on 21 December 2007. He is also one of our co-founders of our forestry business in 2003 and a director of our following subsidiaries: Profit Wise, Sky Famous, Rich Fame, Ultra Big, Fine Fit, China Zhaoneng, Kunming Ultra Big and Chengdu Yishang. Mr. Li is mainly responsible for the Group's strategic development and oversees the Group's operations and investments. Although Mr. Li does not hold any degree or professional qualification, he graduated from 中華全國律師函授中心 (Chinese Nation Attorney Teaches by Correspondence the Centre), an organisation assisting self-learners in legal higher education examination in China, in June 1987, after he had studied law on a part-time basis for 2 years there. Mr. Li is an entrepreneur and had invested in tobacco trading from 1993 to 2001. Mr. Li conducted tobacco trading as sole proprietary by collecting and acquiring tobacco leaves from tobacco farmers and then selling these tobacco leaves to the tobacco factories in Shanxi China. As there was a change in market condition and the business became less profitable at that time, Mr. Li reckoned that the market condition for private investors to invest in tobacco trading would become worse and decided to terminate such investment and look for other business opportunities. Mr. Li has been engaged in arts investment at his leisure time and as a hobby since 1993. He purchases and collects arts items (including modern art paintings and sculpture) at auctions or from the artists in China, and sells them through auction firms occasionally or personal contact to interested buyers in China and overseas. These engagements had helped him to establish a wide business connection network in China including in China's forestry industry. In 2001, Mr. Li considered to extend his investment to property development and discovered during his feasibility research that there was a huge demand for wood in the construction industry. Meanwhile, the Chinese government issued the No. 9 Policy and encouraged the private sector to engage in China's forestry development. Mr. Li reckoned that was a good opportunity to enter the forestry industry and leveraging on his connection established, acquired his first piece of forest in China through Beijing Zhaolin in 2003. We understand that because of Mr. Li's enterprise experience, business knowledge and experience in China, he was admitted as a council member of the CCPEF and Capital Enterprises Club. CCPEF is a national non-profit association in China managed by the SFA and established for promoting the proper use of resources, protection of the environment and sustainable economic development. Mr. Li's council membership in CCPEF not only gives the Group a higher profile within the industry, but also allows Mr. Li to participate at national level discussions and policies about the development of the forestry industry in China. Capital Enterprises Club is an organisation in China whose members are mainly large enterprises from different industries and regions. Since 2005, Mr. Li has been holding up to 49% stake in Beijing Shi Ji Qiang Cultural and Arts Limited (北京世紀牆文化藝術有限公司), a private company which is engaged in exhibition organisation. Mr. Li invested in Beijing Shi Ji Qiang Cultural and Arts Limited (北京世紀牆文化藝術有限公司) because he has a keen interest in arts and wanted to promote the development of arts and culture in China. Mr. Li confirms that apart from being a passive shareholder, he currently has no directorship or participation in this company. As at the Latest Practicable Date, save as disclosed above, Mr. Li has no directorship and/or equity interest in any company which has an operation. Therefore he has actively participated in the

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management of our Group and will allocate all of his time on our Group upon the Listing. Mr. Li is the brother of Mr. Li Hai Jun, our chief sales officer. He has not been a director of any other listed company at any time during the three years prior to the date of this prospectus. Save as disclosed above, there are no other matters concerning Mr. Li's appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

**Li Han Chun** (李寒春), aged 34, is our executive Director and was appointed as a Director on 21 December 2007. He is also a director of our following subsidiaries: Profit Wise, Sky Famous, Rich Fame, Ultra Big, China Zhaoneng, Fine Fit, Kunming Ultra Big and Chengdu Yishang. Mr. Li is also the chief executive officer of our Group responsible for the management of our Group's daily operations. Since the departure of Mr. Huang Fan, a former Director, from our Group in March 2008, Mr. Li has easily taken over Mr. Huang's role in dealing with public relationship and regulatory-related matters as Mr. Li had also been previously involved in these matters. Mr. Li entered the forest management industry in February 2004 when he joined our Group and is currently a council member of the CCPEF. He had also served as the marketing manager of Tianjin district at China P&G Company Limited and was involved in the marketing of a variety of products of P&G including personal and household care products. Prior to joining us, Mr. Li had about six years' management experience including industries relating to energy management system solutions and personal and household care products. He was the co-founder and managing director of Creative Energy Solutions Holdings Limited when it was listed in January 2002 on the Growth Enterprise Market of Hong Kong Stock Exchange, where Mr. Li worked from April 1999 to April 2003. Creative Energy Solutions Holdings Limited was ordered to be wound up pursuant to an order by the High Court of Hong Kong dated 14 February 2007. No liability for obligation has been imposed against Mr. Li in connection with the liquidation. That company was engaged in the design, management and implementation of energy management system solutions and he resigned as a director of that company in April 2003. Mr. Li Han Chun obtained a masters degree from the architecture faculty of Tsinghua University in July 2006. In July 1997, he graduated from Tsinghua University after completing his undergraduate studies in engineering of heat supply, ventilation and air conditioning. He is the cousin of Ms. Wu Xiao Fen, our joint chief financial officer. He has not been a director of any other listed company at any time during the three years prior to the date of this prospectus. Save as disclosed above, there are no other matters concerning Mr. Li's appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

### Non-Executive Directors

**Xiao Feng** (肖楓), aged 37, is our non-executive Director. He was appointed as a Director on 8 January 2008 when the Carlyle Funds invested in us and nominated him to our Board pursuant to the Share Purchase Agreement. His term of directorship, as with all other Directors, would, after the Listing Date, be subject to our Articles, including its retirement provisions. Mr. Xiao is a managing director of the Carlyle Group focused on growth capital investment in China. Prior to joining Carlyle in April 2005, Mr. Xiao was a Vice General Manager at China International Capital Corporation, a well-known investment bank in China, from January 2000 to April 2005. Mr. Xiao received his Master of Business Administration from the China Europe International Business School in April 2000. He obtained a Lawyer's Qualification Certificate in China issued by Ministry of Justice of PRC in June 1997, for which,

he had to pass the national judicial examination in the PRC. He also obtained a bachelor degree in electronics and computer science technology and a Bachelor of Arts in English from Tsinghua University in July 1995. Mr. Xiao was appointed as a director of Xtep International Holdings Limited (which shares are listed on the Hong Kong Stock Exchange (Stock code: 1368)) in September 2007 and became its non-executive director in January 2008. Other than this, he is not a director of any other listed company at any time during the three years prior to the date of this prospectus. Save as disclosed above, there are no other matters concerning Mr. Xiao's appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

**Li Zhi Tong** (李志同), aged 67, is our non-executive Director. He was appointed as a Director on 3 April 2008. From 19 April 2005 to 18 April 2008, he was our consultant and advised us on forestry matters, and save for the reimbursement for business expenses reasonably incurred by him on our behalf, had not received any remuneration, whether in the form of service fees or otherwise. Mr. Li acquired his forestry experience by being the vice-chairman of the CCPEF since 2001 and having served as a major general at the PRC forestry security bureau (森林公安局) previously. CCPEF is a national non-profit association in China managed by the SFA and established for promoting the proper use of resources, protection of the environment and sustainable economic development. The forestry security bureau (森林公安局), also known as the forestry fire prevention office (森林防火辦公室) or armed forestry police office (武裝森林警察辦公室), is administered by both the SFA and the state public security bureau. Each level of forestry security bureau and public security bureau has a forestry security bureau at the same level. The powers of the forestry security bureau include organising, coordinating, giving guidance on and supervising the forestry fire prevention; publishing forestry fire information; handling forestry-related cases; giving guidance on the work of the timber inspection posts; liaising with associated forestry procuratorate and forestry court; and executing the work of the armed forestry police office. Mr. Li was also the first grade police superintendent in China. He has not been a director of any other listed company at any time during the three years prior to the date of this prospectus. Save as disclosed above, there are no other matters concerning Mr. Li's appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

### Independent Non-Executive Directors

**Wong Tak-jun** (黃德尊), aged 47, is our independent non-executive Director. He was appointed as a Director on 3 April 2008. Mr. Wong is the Chair Professor of Accountancy and the Dean of the Faculty of Business Administration of the Chinese University of Hong Kong (CUHK). Before joining CUHK, he has taught at the University of Maryland in the United States. Mr. Wong has published numerous research articles in a number of finance and accounting journals such as Journal of Finance, Review of Financial Studies, The Accounting Review and Journal of Accounting and Economics and is experienced in reviewing and analysing audited financial statements of public companies. He received his Ph.D. and Master of Business Administration from University of California in December 1990 and June 1986 respectively. He has not been a director of any other listed company at any time during the three years prior to the date of this prospectus. Save as disclosed above, there are no other matters concerning Mr. Wong's appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules. Having evaluated the totality of Mr. Wong's education and experience, the Directors and the Joint Sponsors are of

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the view that Mr. Wong is suitable for the role as an independent non-executive Director as required by Rule 3.10(2).

**Wang Wei Ying** (王偉英), aged 65, is our independent non-executive Director. He was appointed as a Director on 11 August 2008. Mr. Wang has been a part-time Ph.D. student tutor of Economic Management School of Northeast Forestry University (東北林業大學經濟管理學院) since June 1998 and a professor and the vice-chancellor of Heilongjiang Forestry Science Academy (黑龍江省林業科學院院長) from October 1993 until June 2004. Since 1999, he has been a council member of Chinese Society of Forestry (中國林學會理事), a non-government organisation comprising forestry professionals in China. In August 2003, he was awarded first-grade (advancement category) scientific technology award for his research in integrated technology applicable to timber-wood-based sustainable forestry development. He has not been a director of any other listed company at any time during the three years prior to the date of this prospectus. Save as disclosed above, there are no other matters concerning Mr. Wang's appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

**Liu Can** (劉璨), aged 43, is our independent non-executive Director. He was appointed as a Director on 11 August 2008. He obtained a master degree in agriculture from Nanjing Forestry University in November 1992 and a PhD degree in management from China Agriculture University in July 2000. From September 2002, Mr. Liu has been an honorary professor and post-graduate student tutor of Economic Management School of China Agriculture University (中國農業大學經濟管理學院), and from November 2006, a visiting professor of Qingdao Agriculture University (青島農業大學). He has been conducting research for the Economic Development Research Centre of the China Forestry Scientific Research Academy established by SFA (中國林業科學院經濟發展研究中心). Mr. Liu has written books relating to forestry. He has not been a director of any other listed company at any time during the three years prior to the date of this prospectus. Save as disclosed above, there are no other matters concerning Mr. Liu's appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

### SENIOR MANAGEMENT

**Tong Wai Kit, Raymond** (唐偉傑), aged 36, is the joint chief financial officer and company secretary of our Group. Mr. Tong is primarily responsible for overseeing our Group's financial reporting procedures, internal controls and compliance with the Hong Kong Listing Rules and other relevant laws and regulations. He joined our Group in April 2008 on a full-time basis, and has over 13 years' working experience in the related fields of finance, audit and accounting. Prior to joining our Group, Mr. Tong, from July 2006 to December 2007, worked as a chief financial officer, company secretary and qualified accountant for ZZNode Technologies Company Limited, which is principally engaged in the development and provision of telecommunications operational support system products and solutions in the PRC and which shares are listed on the Hong Kong Stock Exchange (stock code: 2371). From March 2004 to June 2006, Mr. Tong worked as a joint company secretary for China Minsheng Banking Corporation Limited, and from April 2003 to December 2003, he worked as a chief financial officer and company secretary for Nanjing Dahe Outdoor Media Company Limited (currently known as Dahe Media Co., Ltd.), which is an outdoor advertising service provider in the PRC and which shares are listed on the Growth Enterprise Market of Hong Kong Stock Exchange (stock code: 8243). Mr. Tong is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified

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Accountants. He graduated in June 1995 from Hong Kong Polytechnic University with a bachelor's degree in accountancy. He is ordinarily resident in Hong Kong.

**Wu Xiao Fen** (吳曉芬), aged 33, is the joint chief financial officer of our Group and responsible for our Group's overall accounting and financial management. She joined our Group in January 2005. Prior to joining our Group, she had been the chief officer of the finance department of Beijing Kerui Yilian Energy Solution Technology Development Company Limited, which is an Independent Third Party and principally engaged in the production and sales of central air conditioning refrigeration control system. She gained her experience of financial management, budgeting and planning through her work at this company prior to joining us. Ms. Wu holds an intermediary accountant certificate and a registered tax agent certificate in China, for which, she had to pass the intermediary accounting qualification examination and certified tax agent practising qualification examination in the PRC respectively. She obtained her bachelor degree in accounting from the Economics Management Faculty of Tsinghua University in July 1999. She is the cousin of one of our executive Directors, Mr. Li Han Chun.

**Zhang Hong Yu** (張宏宇), aged 33, is the chief resource officer of our Group. He oversees our overall forestry management and the operation of our resources management department. He joined our Group in January 2005. Prior to joining our Group, he had been the manager of the administrative department of Huicong Commercial Information and Advertising (Beijing) Co., Ltd. which is principally engaged in the provision of commercial information and advertising service. He gained his management experience through his work at this Company prior to joining us. He holds a bachelor degree in chemistry from Beijing Normal University in July 2000.

**Li Hai Jun** (李海軍), aged 39, is the chief sales officer of our Group and responsible for our Group's sales and marketing management. He joined our Group in February 2008. Prior to joining our Group, he had been the personal assistant of Mr. Li Kwok Cheong for about three years. From July 2000 to January 2005, he worked for Sichuan Sheng Hong Forestry Development Co., Ltd. (四川生宏林業發展有限公司) which is principally engaged in the harvesting and sales of timber, and was responsible for its operation and management. Prior to this, he had worked for Sichuan Yi Jin Forestry Development Co., Ltd. (四川億錦林業發展有限公司), a forestry management company, and he was engaged in its forest maintenance. He gained his experience of forestry management and sales of timber through his work at the aforesaid two companies prior to joining us. Mr. Li graduated from Sichuan Agricultural University in July 1992 after completing his studies in forestry. He is the brother of our chairman, Mr. Li Kwok Cheong.

### CONSULTANTS

We currently have retained two forestry consultants. They are Mr. Meng Fan Zhi and Mr. Ma Lu Yi, who are Independent Third Parties but not our employees.

Since 2001, Mr. Meng has continually served as the secretary of the CCPEF and has 8 years' experience in the forestry industry. As an evidence of his expertise in the industry, Mr. Meng has written books related to forestry in the PRC, namely *China Ecological Conservation Theory and the World* (中國生態環保理論與世界) published in 2006 and *Guide on China Forest Parks and Natural Conservation Districts* (中國森林公園與自然保護區覽勝) published in 2008. Mr. Meng has been our consultant for 3 years and other than this position, he has no

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other business relationship with us. CCPEF is a non-profit social organisation registered with the China Ministry of Civil Affairs and therefore, our PRC legal advisers, Commerce and Finance Law Offices advised that Mr. Meng is not a public servant by virtue of his being the secretary of the CCPEF, and accordingly he is not prohibited by or restricted under the PRC laws to act as our consultant.

Mr. Ma has 17 years' experience in the forestry industry and is involved in academic research in the management of environment, forestry, and water resources. He is also the deputy dean of the Graduate School of Beijing Forestry University. Mr. Ma first became our consultant on 7 April 2008 and other than this position, he has no other business relationship with us.

We have entered into consultant agreements with Mr. Meng and Mr. Ma. Pursuant to these agreements, they will provide us with information and advice on compliance of forestry laws and our forest acquisition proposals, for a term of 3 years commencing on 7 April 2008 and ending on 6 April 2011, unless earlier terminated by the consultants due to unauthorised disclosure of their service products by us to any third party without their prior consent. The agreements do not obligate our consultants to achieve our profit targets. Pursuant to the consultant agreements, we shall appoint a chief officer for liaising and communicating on our behalf with the consultants. The consultants may provide business advice to us but we shall independently determine our treatment of such advice. We shall provide such information of our Group to the consultants which are necessary for them to perform their consulting work. Whilst we, without their prior consent, may not disclose to any third party any information possessed, prepared or provided by them, they also have the obligation to keep all business information provided by us confidential. As evidence of the consultants' motivation to promote China's forestry industry, according to the consultant agreements, Mr. Meng and Mr. Ma are not entitled to receive any fees. We do, in practice, reimburse for expenses reasonably incurred from attending meetings and, where necessary, from providing on-site consultation. Save for business expense reimbursements, they will not receive any remuneration, whether in the form of service fees or otherwise, for their services.

### **BOARD COMMITTEES**

#### **Audit Committee**

We have established an Audit Committee pursuant to Chapter 3 of the Hong Kong Listing Rules and the Code of Best Practice set out in Appendix 14 to the Hong Kong Listing Rules.

The Audit Committee has three members comprising Mr. Wong Tak-jun, Mr. Wang Wei Ying and Mr. Liu Can, all of whom are our independent non-executive Directors. The chairman of the Audit Committee is Mr. Wong Tak-jun.

The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls of our Company, nominate and monitor external auditors and provide advice to our Directors.

#### **Remuneration Committee**

We have established a Remuneration Committee in compliance with the Code on Corporate Government Practices set out in Appendix 14 to the Hong Kong Listing Rules. Our

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Remuneration Committee has three members comprising Mr. Wong Tak-jun and Mr. Wang Wei Ying, our independent non-executive Directors, and Mr. Xiao Feng, our non-executive Director. The chairman of the Remuneration Committee is Mr. Wong Tak-jun.

The primary functions of the Remuneration Committee are to:

- (a) make recommendations to our Directors on our policy and structure for the remuneration of our directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration;
- (b) determine the terms of the specific remuneration package of each executive director and senior management of our Company;
- (c) review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the directors from time to time;
- (d) review and approve the compensation payable to the Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive;
- (e) review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate; and
- (f) ensure that no Director or any of his associates is involved in deciding his own remuneration.

We have established a Nomination Committee in compliance with the Code on Corporate Governance Practices set out in Appendix 14 to the Hong Kong Listing Rules. Our Nomination Committee has three members comprising Mr. Li Han Chun, our executive Director, and Mr. Wang Wei Ying and Mr. Liu Can, our independent non-executive Directors. The chairman of the Nomination Committee is Mr. Li Han Chun.

The primary functions of the Nomination Committee are to:

- (a) review the structure, size and composition of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
- (b) identify, select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) assess the independence of our independent non-executive Directors; and
- (d) make recommendations to the Board on relevant matters relating to the appointment or reappointment of our Directors and succession planning for our Directors.
- (e) report to the Board its decisions of recommendations, except for those restricted by law or regulatory requirements; and
- (f) make recommendations to the Board, in particular to ensure the majority of the Board is independent of the management.

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### EMPLOYEES

As of 31 December 2006, 2007 and 2008 and 30 June 2009, we had approximately 134, 254, 393 and 400 employees respectively. The following table sets forth the number of our employees by their functions:

	As of 31 December 2006		As of 31 December 2007		As of 31 December 2008		As of 30 June 2009	
	Number of Employees	% of Total	Number of Employees	% of Total	Number of Employees	% of Total	Number of Employees	% of Total
Finance .....	4	3.0%	5	2.0%	6	1.5%	5	1.3%
Administration ..	8	6.0%	10	3.9%	13	3.3%	17	4.2%
Resources management (excluding forest workers) (Note 1) .....	33	24.6%	33	13.0%	48	12.2%	46	11.5%
Sales and marketing .....	8	6.0%	8	3.1%	9	2.3%	15	3.8%
Forest workers (Note 2) .....	81	60.4%	198	78.0%	317	80.7%	317	79.2%
Total: .....	134	100%	254	100%	393	100%	400	100%

Notes:

- (1) This category refers to our dedicated forest team (which regularly visits our forests to monitor our forest workers and the conditions of our forests) and our staff under the resources management department excluding forest workers.
- (2) These forest workers refer to our forest workers stationed in our forests who regularly inspect our forests and report to our resources management department to ensure continuing compliance with forestry regulations.

All of our employees are employed under employment contracts. We review the performance of our employees on an annual basis against our target, the results of which are used in his or her salaries review and promotion appraisal. We review our staff's remuneration packages on an annual basis. We conduct research on remuneration packages offered to similar positions in our industry which we believe allows us to remain competitive in the labour market.

### Employee Benefits

During the Track Record Period, we had a predecessor entity in the PRC, Beijing Zhaolin, which failed to make certain social contributions and housing related contributions for its forest workers in Sichuan. Other than this, we have complied with the relevant labour and social welfare laws and regulations in the PRC. We currently make contributions to the social insurance fund for all of our employees in compliance with the relevant PRC laws. We have obtained a confirmation from the relevant labour bureau in Yunnan and Sichuan that our PRC subsidiaries, Kunming Ultra Big and Chengdu Yishang have complied with the relevant labour and social welfare laws and regulations.

Pursuant to the relevant labour rules and regulations in the PRC, the Group participates in defined contribution retirement schemes organised by the PRC municipal government authorities whereby the Group is required to make contributions to such schemes at a rate of 20% of the eligible employees' salaries. Contributions to such schemes vest immediately. For



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the years ended 31 December 2006, 2007 and 2008 and the six months ended 30 June 2009, our contribution to such schemes amounted to RMB313,699, RMB342,960, RMB507,892 and RMB787,927 respectively.

For the years ended 31 December 2006, 2007 and 2008 and the six months ended 30 June 2009, our total employee benefit expenses (which include wages, salaries, benefits and contributions to social insurance fund but exclude share-based payment) amounted to approximately RMB3.4 million, RMB3.5 million, RMB9.6 million and RMB5.7 million respectively. Our staff costs increased by RMB6.1 million, or approximately 174.3%, from RMB3.5 million for the year ended 31 December 2007 to RMB9.6 million for the year ended 31 December 2008. This increase was driven primarily by an 54.7% increase in headcount and a bonus of approximately RMB2.1 million paid to our staff.

We recognise the importance and contribution of our staff and will comply with the relevant labour laws and regulations. Since April 2008, we have entered into new labour contracts with our staff which provide that we shall fully pay the social insurance contributions for our employees in compliance with the national and local social insurance laws and regulations in the PRC. We have not experienced any strikes, work stoppages or significant labour disputes which have affected our operations in the past and we have not experienced any significant difficulties in recruiting and retaining qualified staff.

### Training

We place great emphasis on the training and development of our staff. We provide internal and external training programs to our employees on areas such as forestry knowledge, customer service and technical skills. New hires are required to attend induction courses to ensure that they are equipped with the necessary skills and knowledge to perform their duties. Our training is focused on our forest workers. Our dedicated forest team will provide training to our forest workers about once a month, through classroom lecture, forest visit and consultation. During the training, our forest workers will learn how to conduct a survey in forest, how to complete our tree survey report and how to monitor our forest. They will also be taught the forestry laws and regulations, and the general knowledge of forest management such as precautions for forest fire and pest control.

### SHARE OPTION SCHEME

We have conditionally adopted a share option scheme. Details of the principal terms of our Share Option Scheme are summarised in the sections head “Statutory and General Information — Share Option Scheme” in Appendix VII to this prospectus.

### COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The Group’s remuneration policies are formulated based on qualifications, years of experiences and the performance of individual employees and are reviewed regularly. The same policies will be adopted after Listing Date. It is expected that after the Listing Date, our chairman will receive an annual remuneration of RMB1,200,000 and the annual remuneration of Mr. Li Han Chun and other senior management members will increase approximately 150% and 194% respectively.

The aggregate amount of compensation (including any salaries, fees, discretionary bonuses and other allowances and benefits in kind but excluding share-based payment) paid

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by us during the years ended 31 December 2006, 2007 and 2008 and the six months ended 30 June 2009, to those persons who have been or are our Directors, was approximately RMB318,748, RMB380,966, RMB1,480,000 and RMB534,755 respectively. The fees or contributions to pension schemes or retirement benefit plans payable by us to or on behalf of our Directors during these periods was approximately RMB19,016, RMB21,164, RMB23,354 and RMB12,686 respectively. During the Track Record Period, Mr. Li Han Chun, our executive Director, was the only Director who has received remuneration from us. During the Track Record Period, Mr. Li Kwok Cheong was the sole director of Beijing Zhaolin, and no payments were made to him. Our PRC legal advisers have confirmed that Beijing Zhaolin did not violate any PRC laws by virtue of not paying Mr. Li Kwok Cheong, its director, any fees or contributions.

The aggregate amount of fees, salaries, discretionary bonuses and contributions to retirement benefit plans paid by us to the five highest paid individuals of our Group (other than our Directors) during the three years ended 31 December 2006, 2007 and 2008 and the six months ended 30 June 2009 was approximately RMB652,032, RMB756,342, RMB1,598,562 and RMB906,104 respectively.

During the three years ended 31 December 2008 and the six months ended 30 June 2009, no remuneration was paid by us to or receivable by any of our Directors, or the five highest paid individuals of our Group, as an inducement to join or upon joining us, and no compensation was paid by us to or receivable by any of our Directors, or past director of the Company, or the five highest paid individuals of our Group, for the loss of office as our Director or of any other office in connection with the management of our affairs. None of our Directors has waived or agreed to waive any emoluments during the three years ended 31 December 2008 and the six months ended 30 June 2009.

Except as disclosed above, no other payments have been paid or are payable, in respect of the three years ended 31 December 2006, 2007 and 2008 and the six months ended 30 June 2009 by us or any of our subsidiaries to our Directors or the five highest paid individuals of our Group. It is estimated that under the current arrangements presently in force, the Directors will be entitled to receive remuneration and benefits in kind which, for the year ending 31 December 2009 is expected to be approximately RMB600,000, excluding the discretionary bonuses and share-based payments payable to the executive Directors.

### **PARTICULARS OF DIRECTORS' SERVICE CONTRACTS**

Details of service contracts entered into between us and each of our directors are summarized in the section headed "Statutory and General Information — Further Information About the Directors — Directors' Service Contracts" in Appendix VII to this prospectus.

### **COMPLIANCE ADVISOR**

We have entered into an agreement with Taifook Capital Limited pursuant to which we will appoint them as our compliance adviser pursuant to Rule 3A.19 of the Hong Kong Listing Rules. Pursuant to Rule 3A.23 of the Hong Kong Listing Rules, the compliance adviser will advise us on the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;

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- where a transaction, which might be a notifiable or connected transaction, is contemplated including share issues and share repurchases;
- where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where our business activities, developments or results deviate from any estimate, or other information in this prospectus; and
- where the Hong Kong Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of our Shares.

The term of the appointment shall commence on the Listing Date and end on the date on which we distribute our annual report in respect of our financial results for the first full financial year commencing after the Listing Date and such appointment may be subject to extension by mutual agreement.

### MANAGEMENT PRESENCE IN HONG KONG

Rule 8.12 of the Hong Kong Listing Rules requires that a new applicant applying for a primary listing on the Hong Kong Stock Exchange must have a sufficient management presence in Hong Kong. This normally means that at least two of its executive directors must be ordinarily resident in Hong Kong. Since the principal business operations of the Group are primarily located in the PRC, the executive Directors and the senior management members of the Group will therefore continue to be based in the PRC. At present, Mr. Tong Wai Kit, Raymond, the joint chief financial officer and company secretary of the Company is ordinarily resident in Hong Kong but none of our executive Directors are ordinarily resident in Hong Kong or based in Hong Kong. We have applied to the Hong Kong Stock Exchange for a waiver from strict compliance with the requirement under Rule 8.12.

We have received from the Hong Kong Stock Exchange a waiver from compliance with Rule 8.12 of the Hong Kong Listing Rules subject to the following conditions:

- (a) We have appointed two authorised representatives pursuant to Rule 3.05 of the Hong Kong Listing Rules who will act as our principal communication channel with the Hong Kong Stock Exchange and will ensure that they comply with the Hong Kong Listing Rules at all times. The two authorised representatives appointed are Mr. Tong Wai Kit, Raymond who is ordinarily resident in Hong Kong, and Mr. Li Han Chun, an executive Director. Each of the authorised representatives will be available to meet with the Hong Kong Stock Exchange in Hong Kong within a reasonable period of time upon request and will be readily contactable by mobile, office telephone or residential telephone, facsimile or e-mail. Each of the two authorised representatives has been duly authorised to communicate on our behalf with the Hong Kong Stock Exchange;
- (b) We will appoint a compliance adviser pursuant to Rule 3A.19 of the Hong Kong Listing Rules who will also act as our communication channel with the Hong Kong Stock Exchange for a period commencing on the Listing Date and ending on the date on which we distribute the annual report for the first full financial year after the Listing Date in accordance with Rule 13.46 of the Hong Kong Listing Rules;
- (c) Both the authorised representatives have means to contact all members of the Board (including the executive Directors, the non-executive Directors and the independent non-executive Directors) promptly at all times as and when the Hong

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## DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

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Kong Stock Exchange wishes to contact the members of the Board for any matters. We will implement a policy whereby (a) each Director (including each executive Director, each non-executive Director and each independent non-executive Director) will provide his respective mobile phone number, office phone number, residential phone number, fax number and e-mail address to the authorised representatives; (b) each Director (including each executive Director, each non-executive Director and each independent non-executive Director) will provide his respective valid phone number or means of communication to the authorised representatives when he travels; and (c) each Director (including each executive Director, each non-executive Director and each independent non-executive Director), the authorised representatives and the company secretary of the Company will provide their mobile phone number, residential phone number, office phone number, fax number and e-mail address to the Hong Kong Stock Exchange; and

- (d) Mr. Li Kwok Cheong is a permanent resident of Hong Kong and possesses valid travel document to come to Hong Kong whenever necessary; and all other Directors who are not ordinarily resident in Hong Kong have confirmed that either they possess or will apply for valid travel documents to visit Hong Kong and will be able to meet with the Hong Kong Stock Exchange within a reasonable period of time, when required.